

BY-LAWS
OF
ELMHURST Club OF WASHINGTON

(1967 REVISION, AS AMENDED 1987, 1988, 1989, 2008 and 2021)

PREAMBLE

In order to codify and modernize the By-Laws of Elmhurst Club of Washington, which was chartered as a Pennsylvania non-profit corporation on July 1, 1938, these revised By-Laws are adopted by the membership at a meeting duly called for that purpose on December 5, 1967 - additional amendment enacted by the Board of Directors on May 16, 1987, on March 21, 1988, on May 20, 1989 on January 29, 2008, and on January 11, 2021.

ARTICLE I

Membership

Section 1a. Any person of legal age and good moral character may become a voting member of this corporation upon written application to and approval by the Board of Directors and payment of such initiation fees and yearly dues as the Board shall from time to time establish.

Section 1b. Any applicant notified of admission who fails to join on notice, with the exception of an individual who has joined another pool for that season shall be dropped from the prospective membership. Said replication shall be treated as any other new application. Proof of membership shall be submitted within 15 days of notice or said individual shall be dropped from the list. Upon furnishing proof of membership in another pool, the applicant shall be placed at the head of the list for admission in the next year. Said extension for admission due to membership in another pool shall occur for one year only.

Section 2. A person under the age of eighteen may be admitted to non-voting membership in the corporation on application to and approval by the Board of Directors and payment of such initiation fees and yearly dues and subject to such special regulations as the Board shall from time to time establish; provided, that at least one parent or person in loco parentis of such person must be and remain a member in good standing of the corporation.

Section 3. For the purpose of establishing annual dues and regulating privileges and conduct, the Board may divide the membership into such age classifications as it may deem proper.

Section 4. All members shall be entitled to swimming privileges at the corporation pool subject to the rules and regulations established by the Board, and the Board shall have the power to suspend or expel members for violation of such rules and regulations.

Section 5a. Membership is renewable annually and terminates upon non-payment of dues and/or assessments within the time limit fixed by the Board; provided, that the Board may readmit former members upon payment of such initiation fees and/or dues as may be established by the Board in such cases.

Section 5b. Mid-season dues may be prorated with payment of full initiation fees.

Section 5c. Memberships and waiting list positions are not transferable.

Section 5d. Initiation fees and back dues shall be waived if the reinstated person is a dependent child residing in a member's household.

Section 5e. Initiation fees and back dues shall be waived if the reinstated person is a dependent child residing in a member's household.

Section 5f. Upon initial membership only one parent needs to join.

Section 6. The Board of Directors shall have the power to limit to suspend the admission of new members in order to prevent or reduce overcrowding (using metrics such as our bather load and square footage of seating possibilities) of the pool facilities.

Section 7. Temporary membership shall be granted upon application for persons residing in the home of a member as a non-resident house guest for more than 14 days at a rate to be established by the Board.

Section 8. Annual dues as established by the Board are payable in full for the entire season upon receipt of an invoice by the member and are not subject to refund or adjustment due to the inability of the Club to provide access to and use of the pool facilities as normally scheduled.

ARTICLE II

Membership Meetings

Section 1. The voting members of the corporation shall meet annually in May at a time and place to be determined by the Board of Directors for the purpose of the election of Directors and for such other business as may properly come before the membership.

Section 2. Special meetings of the members may be called by the President, by the Board of Directors or by the Secretary on written request of at least 30 voting members of the corporation.

Section 3. At least 5 days written notice of each membership meeting shall be given to the voting members. Notice to one member of a family shall constitute notice to all members of that family. A notice of any sort can be electronic form.

Section 4. Each voting member in good standing shall be entitled to one vote, which may be cast in person, remote participation or by proxy.

Section 5. The presence in person or by proxy of 25% of the members entitled to vote shall constitute a quorum at a membership meeting.

ARTICLE III

Board of Directors

Section 1. The property and business of the corporation shall be managed by a Board of ten Directors, two of whom shall be elected annually by and from the adult voting members of the corporation at the annual membership meeting, to serve for three years, and until their successors are elected.

Section 2. Vacancies in the Board of Directors may be filled at any Board meeting by a majority of the remaining member of the Board, though less than a quorum, and each person so elected shall be an interim Director to serve until the next annual membership meeting, when the members shall elect a Director to fill the unexpired term.

Section 3. Directors shall remain in office only so long as they continue to be members of the corporation in good standing.

Section 4. The Board of Directors shall meet at the call of the President or Vice President at such times and places as may be designated in the meeting notice. The Secretary shall call a meeting of the Board at the written request of 4 or more members of the Board. A majority of Directors shall constitute a quorum.

Section 5. The Board of Directors shall have all the powers vested in a Board of Directors of a non-profit corporation by the laws of the Commonwealth of Pennsylvania and by these By-Laws, including, without limiting the generality of the forgoing: the power to make, alter, amend and repeal the By-Laws, subject always to the power of the members to change such action; to adopt establish, promulgate, amend, enforce and repeal general rules and regulations governing the admission, conduct and privileges of members; to purchase or otherwise acquire for the Club any property, right or privilege which it is authorized to acquire at such price or consideration and upon such terms as they deem expedient; to appoint, remove or suspend subordinate agents or servants, and to determine their duties and compensation; to establish and provide for the collection of dues, assessments and initiation fees; to decide the terms of any obligation of the Club; to elect officers; to present nominees for election as Directors; to delegate any of the powers of the Board to any standing or special committee, or

officer or agent with such powers as the Board may grant; and generally to do and perform whatever lawful acts as are not required by law, charter or By-Laws to be performed by the members.

Section 6. Directors shall serve without compensation, but may be reimbursed for expenses.

ARTICLE IV

Officers

Section 1. The officers of the Club shall consist of a President, Vice President, Secretary and Treasurer.

Section 2. The President, Vice President, Secretary and Treasurer shall be elected for terms of one year by and from the Board of Directors at the first meeting of the Board following the Annual Membership Meeting and shall serve without compensation, but may be reimbursed for expenses. Vacancies in office shall be filled by and from the Board of Directors.

Section 3. The Executive Secretary, Financial Secretary and Pool Managers, as adults who need not be a member of the Board or Club, shall be elected by the Board of Directors to serve at the will of the Board for such compensation as the Board may determine and they do not have voting rights at the meetings. The Board may grant swimming privileges to the Executive Secretary, Financial Secretary, and Pool Managers and his/her immediate family in lieu of or in addition to other compensation.

Section 4. The president shall be the Chief Executive Officer of this Club; he / she shall preside at all meetings of the members and Directors; he / she shall have General and active management of the business of this Club; He/she shall see that all orders and resolutions of the Board of Directors are carried out; he/she shall execute all bonds, mortgages, and all contracts of this Club, affixing the corporate seal there to; he/she shall have General superintendents and direction of all other officers of this Club and see that their duties are properly performed; he / she shall oversee the submission of a yearly report of the operation of the Club for the fiscal year to the Board of Directors and members at the annual membership meeting, and from time to time shall report to the Board of Directors all matters within his/her knowledge that may affect this Club; he / she shall be an ex-officio Member of all standing committees and shall have the powers and duties and management usually vested in the office of President and a corporation; he / she shall appoint all committees, Except as herein otherwise provided.

Section 5. the vice president shall be vested with all the powers and shall perform all the duties of the president during the absence of the latter and shall have other such duties as may, from time to time, be determined by the Board of Directors.

Section 6. The Executive Secretary shall attend all sessions of the Board of Directors and all meetings of members and act as clerk thereof; and shall record all votes and minutes of all proceedings in a book to be kept for the purpose: shall, when required, perform a like service for all standing committees; shall send notices of all meetings of the members and of the Board of Directors semicolon and shall perform other such duties as may be prescribed by the Board of Directors or the president under whose supervision he/she shall be and he/she shall be the custodian of the corporate seal and all of the books and records of this Club, except as otherwise maybe provided.

Section 7. The Financial Secretary, under the Direction of the Board of Directors, shall have charge of the funds of this Club and shall deposit the same in the name of the Club and depositories designated by the Board of Directors; he/she shall pay all the vouchers or orders properly attested to by the president, pool managers, and executive secretary; and shall make a complete and accurate report of the finances of this Club at each annual membership meeting of the members, or at any other time upon request, to the Board of Directors.

Section 8. The Board of Directors may require officers, agents and employees to be bonded in such amounts as it shall deem necessary.

ARTICLE V

By-Laws

Section 1. The Board of Directors shall have the power to make, altar, amend and repeal By-Laws, subject always to the power of the members to change such action.

Section 2. These By-Laws shall constitute the revised By-Laws of the Club immediately upon adoption as such by a majority vote of members present and voting, in person, remote participation, or by proxy, at any membership meeting called for that purpose.

ARTICLE VI

Indemnification of Directors, Officers, and Other Persons

Section 1. This Club shall have the authority to create a fund of any nature, or otherwise secure or Ensure in any manner it's indemnification obligations under the bylaws or otherwise covering the Board of Directors, the officers, and such employees as the Board of Directors shall designate and amounts determined and approved by the Board.

Section 2. this Club shall, to the full extent permitted by the Not-For-Profit Corporation Code and the Director's Liability Act of Pennsylvania, as amended from time to time, pay the expenses incurred by an officer, director, employee or agent in defending a civil or Criminal action, suit or proceeding brought by any third party or brought by or in the right of the Club in advance of the final disposition of such action, suits or proceeding upon receipt of an

undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that he/she is not entitled to be indemnified by the Club.

Section 3. this Club shall to the full extent permitted by the Not-For-Profit Corporation Code and the Director's Liability Act of the Commonwealth of Pennsylvania, as amended from time to time, indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Club) by reason of the fact that he/she is or was a representative of the Club, or is or was serving at the request of the Club as a representative of another Club, partnership, joint venture, trust or other enterprise, against judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding if he/she acted in good faith and in a manner he / she reasonably believed to be in, Or not opposed to, the best interest of the Club, and with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. the termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of Nolo contendere or it's equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which he/she reasonably believed to be in, or not opposed to, the best interests of the Club, and, with respect to any criminal action or proceeding, had reasonable cost to believe that his/her conduct was unlawful.

Section 4. This Club shall to the full extent permitted by the director's liability Act of the Commonwealth of pennsylvania, as amended from time to time, indemnify a director for monetary damage including judgments and amounts paid in settlement for any action taken or any failure to take any action whether or not the indemnified liability arises or arose from any threatened, pending or complete action bye or in the right of the Club unless the director has breached or failed to perform the duties of his office and the breach constitute self-dealing, willful misconduct or recklessness; provided that indemnification will not be provided for any responsibility or liability under a criminal statute or for the payment of taxes pursuant to local comma state, or federal law.

Section 5. The indemnification and advancement of expenses provided by, or granted pursuant to, the article shall, unless otherwise provided when authorized or ratified, continue as to a person who has cease to be a director, officer, employee or agent and shall in your to the benefit of the heirs, executors and administrators of such person.

Section 6. It is the intent of this Club, to the fullest extent permitted by the not-for-profit code and the director's liability act and any other laws of the Commonwealth of Pennsylvania as amended from time to time, to defend and indemnify against any liability not covered by liability insurance or other insurance any person who was or is a party or is threatened or made a party to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative, including antitrust, civil rights and punitive damage claims, by reason of the fact that he or she is or was a director, officer, or is or was an employee or agent of this Club designated to receive this protection, or is or was at the request

of this Club as a director, officer, or as an employee or agent designated to receive this protection, of another Club, partnership, joint venture, trust or other enterprise. this article VI shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any bylaw, agreement, contract, vote of shareholders or disinterested Directors or pursuant to the direction, however embodied, of any Court of competent jurisdiction or otherwise, both as to action and his her official capacity and is to action in another capacity while holding such office.

Section 7. Unless ordered by a court, any indemnification under Section 2 shall be made by the Club Only upon determination that indemnification is proper in the circumstances presented. such determination shall be made by disinterested members of the Board of Directors.

Section 8. Indemnification shall not be made under section 4 where the act or failure to act giving rise to the claim has been determined by a court to have constituted misconduct or recklessness.

AMENDMENT TO THE BY-LAWS
OF
ELMHURST Club OF WASHINGTON

(1967 Revision, as amended 1987, 1988, 1989, 2008 and 2021)

AMENDMENT

The revision of the By-Laws of the Elmhurst Club of Washington, listed below, is hereby adopted and enacted by the Board of Directors at a meeting duly called for that purpose on the 29th day of January, 2008.

ARTICLE I

Membership

Section 5a. Membership is renewable annually and terminates upon non-payment of dues and or assessments within the time limit fixed by the Board: provided, that the Board May re-admit former members upon payment of such initiation fees and or dues as may be established by the Board in such cases. By a majority vote, the Board May terminate or not renew a membership upon finding that a member's actions within the Club or within the community are such that they may present a danger to any other Club member. the Board must determine that this is in the best interest of the Club to deny such membership. the Board may not cancel or fail to renew a membership on the basis of race, color, Creed or ethnic origin. The Board shall Grant due process to any member who has his/her membership canceled or not

renewed by scheduling a hearing before a form of the Board upon written request of the member.

Amendment signed by Richard K O'Brien, President of the Board, and Don Ross, Vice President.

The revision of the bylaws of the Elmhurst Club of Washington is hereby adopted and enacted by the Board of Directors at an annual meeting on the 11th day of January, 2021.

Amendment signed by Jonathan Riddle, President of the Board, and Casey Gallick, Vice president / Secretary.