

MONTGOMERY ANCIENT MARINERS, INC.

BY-LAWS

ARTICLE I

Office

SECTION 1. *Principal Office.* The principal office of the Corporation shall be in the State of Maryland.

SECTION 2. *Other Offices.* The Corporation may also have an office or offices in such other place or places as the business of the Corporation may require and the Board of Directors may from time to time appoint.

ARTICLE II

Members

SECTION 1. *Annual Meeting.* The annual meeting of the members of the Corporation shall be held no later than October 15th of each year for the purpose of electing directors to succeed those whose terms shall have expired as of the date of such annual meeting, and for the transaction of such other corporate business as may come before the meeting.

SECTION 2. *Special Meetings.* Special meetings of the members may be called at any time for any purpose or purposes by the President, or by a majority of the Board of Directors, and shall be called forthwith by the President, or any director of the Corporation upon the request in writing of a majority of all the members entitled to vote on the business to be transacted at such meeting. Such request shall state the purpose or purposes of the meeting. Business transacted at all special meetings of members shall be confined to the purpose or purposes stated in the notice of the meeting.

SECTION 3. *Place of Holding Meetings.* All meetings of members shall be held at the principal office of the Corporation or elsewhere in the United States as designated by the Board of Directors.

SECTION 4. *Notice of Meetings.* Written notice of each meeting of the members shall be either mailed, postage prepaid, or hand delivered by the Secretary or other designated officer of the Corporation, to each member of record entitled to vote thereat at least five (5) days before the meeting. Each such notice

shall state the place, day, and hour at which the meeting is to be held and, in the case of any special meeting, shall state briefly the purpose or purposes thereof.

SECTION 5. *Quorum.* The presence in person or by proxy of at least ten percent of the members of the Corporation shall constitute a quorum at all meetings of the members except as otherwise provided by law, by the Articles of Incorporation or by these By-Laws. If less than a quorum shall be in attendance at the time for which the meeting shall have been called, the meeting may be adjourned from time to time by a majority vote of the members present or represented, without any notice other than by announcement at the meeting, until a quorum shall attend. At any adjourned meeting at which a quorum shall attend, any business may be transacted which might have been transacted if the meeting had been held as originally called.

SECTION 6. *Conduct of Meetings.* Meetings of members shall be presided over by the President of the Corporation or, if he or she is not present, by the Vice President, Secretary, or Treasurer, in that order, or, if none of said officers is present, by a chairman to be elected at the meeting. The presiding officer of the meeting may appoint a person to act as Secretary of the meeting.

SECTION 7. *Voting.* At all meetings of members every member entitled to vote thereat shall have one (1) vote. Such vote may be either in person or by proxy appointed by an instrument in writing subscribed by such member, which shall not be dated more than three (3) months prior to said meeting. Such proxy shall be dated, but need not be sealed, witnessed or acknowledged. All elections shall be had and all questions shall be decided by a majority of the votes cast at a duly constituted meeting, except as otherwise provided by law, in the Articles of Incorporation or by these By-Laws.

SECTION 8. *Identity of Members.* The members of the Corporation shall be composed of its Coach and those members who are registered with United States Masters Swimming, Inc. ("USMS") and have registered with and paid the annual membership dues to the Corporation. No other restrictions on membership shall be imposed by the Corporation.

SECTION 9. *Directors as Members.* The Board of Directors of the Corporation must be members of the Corporation.

ARTICLE III

Board of Directors

SECTION 1. *General Powers.* The property and business of the Corporation shall be managed under the direction of the Board of Directors of the Corporation, the officers and committee members appointed by the Directors and the Coach.

SECTION 2. *Number and Term of Office.* The number of directors shall be five (5) or such other number, but not less than three (3) nor more than fifteen (15), as may be designated from time to time by resolution of a majority of the entire Board of Directors. The directors shall serve for a period of one (1) year or until the next annual meeting. At each annual meeting, the successor directors shall be elected to hold office for a term of one (1) year.

SECTION 3. *Nomination and Election of Directors.* The Board of Directors, or Nominating Committee, if one is created, may decide upon and present a slate or slates of nominees to the members of the Corporation for the election of directors at the Annual Meeting. Any member who desires to be considered for election to the Board of Directors may be included in the slate of nominees presented at the Annual Meeting provided such a request is made to the Nominating Committee at least ten (10) days prior to the Annual Meeting.

SECTION 4. *Filling of Vacancies.* In the case of any vacancy in the Board of Directors through death, resignation, disqualification, removal or other cause, the remaining directors, by affirmative vote of the majority thereof, may elect a successor to hold office for the unexpired portion of the term of the director whose place shall be vacant, and until the election of his successor, or until he shall be removed, prior thereto, by an affirmative vote of a majority of the members.

Similarly and in the event of the number of directors being increased as provided in these By-Laws, the additional directors so provided for shall be elected by a majority of the entire Board of Directors already in office, and shall hold office until the next annual meeting of members.

Any director may be removed from office with or without cause by the affirmative vote of a majority of the members entitled to vote at any special meeting of the members regularly called for the purpose.

SECTION 5. *Place of Meeting.* The Board of Directors may hold their meetings and have one or more offices, and keep the books of the Corporation,

either within or outside the State of Maryland, at such place or places as they may from time to time determine by resolution or by written consent of all the directors. The Board of Directors may hold their meetings by conference telephone or other similar electronic communications equipment in accordance with the provisions of the Maryland Corporation law.

SECTION 6. *Regular Meetings.* Regular meetings of the Board of Directors may be held at such time and place, and upon such notice, as shall from time to time be determined by resolution of the Board. The annual meeting of the Board of Directors shall be held immediately following the annual meeting of members at which a Board of Directors is elected. Any business may be transacted at any regular meeting of the Board.

SECTION 7. *Special Meetings.* Special meetings of the Board of Directors shall be held whenever called by any member of the Board of Directors. The Secretary shall give notice of each special meeting of the Board of Directors, by mailing or faxing the same at least three (3) days prior to the meeting to each director; but such notice may be waived by any director. Unless otherwise indicated in the notice thereof, any and all business may be transacted at any special meetings. At any meeting at which every director shall be present, even though without notice, any business may be transacted and any director may in writing waive notice of the time, place and objectives of any special meeting.

SECTION 8. *Quorum.* A majority of the whole number of directors shall constitute a quorum for the transaction of business at all meetings of the Board of Directors, but, if at any meeting less than a quorum shall be present, a majority of those present may adjourn the meeting from time to time, and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by law or by the Articles of Incorporation or by these By-Laws.

SECTION 9. Attendance at Meetings and Voting. Meetings of the Board of Directors shall be open and any member may attend. Any member who attends a meeting of the Board of Directors shall be entitled to vote on all resolutions presented at the meeting except any resolution pertaining to the election of officers. The passage of any resolution presented at the meeting shall require an affirmative vote of a majority of all directors and other members that are present at the meeting.

SECTION 10. *Compensation of Directors.* Directors shall not receive any salary for their services as such, but each director shall be entitled to receive from the Corporation reimbursement of the expenses incurred by him in performing any of his services to the Corporation as a director.

SECTION 11. *Nominating Committee.* The Board of Directors may elect a Nominating Committee.

SECTION 12. *Committees.* The Board of Directors may, by resolution passed by a majority of the whole Board, designate one or more committees, to the extent provided in the resolution, shall have and may exercise the powers of the Board of Directors.

ARTICLE IV

Officers

SECTION 1. *Election, Tenure and Compensation.* The officers of the Corporation shall be a President, Vice President, Secretary, Treasurer, and such other officers as the Board of Directors from time to time may consider necessary for the proper conduct of the business of the Corporation. The officers shall be elected annually by the Board of Directors at its first meeting following the annual meeting of the members. The President, Vice President, Secretary and Treasurer shall be directors and the other officers may, but need not be, directors. Officers shall not receive any salary for their services as such, but shall be entitled to receive reimbursement of any expenses incurred by them in performing their services to the Corporation.

In the event that any office other than an office required by law shall not be filled by the Board of Directors, or, once filled, subsequently becomes vacant, then such office and all references thereto in these By-Laws shall be deemed inoperative unless and until such office is filled in accordance with the provisions of these By-Laws.

All officers and agents of the Corporation shall be subject to removal at any time by the affirmative vote of a majority of the whole Board of Directors, and all officers, agents, and employees, shall hold office at the discretion of the Board of Directors or of the officers appointing them.

SECTION 2. *Powers and Duties of the President.* The Board of Directors may appoint a president. The President shall be the chief executive officer of the Corporation and shall have general charge and control of all its business affairs and properties. He shall preside at all meeting of the members. In the event more than one President shall be appointed by the Directors, all Presidents shall share the power and duties of a Chief Executive Officer jointly.

them so requests, an account of all his transactions as Treasurer and of the financial condition of the Corporation.

The Treasurer shall give the Corporation a bond, if required by the Board of Directors, in a sum, and with one or more sureties, satisfactory to the Board of Directors, for the faithful performance of the duties of his office and for the restoration to the Corporation in case of his death, resignation, retirement or removal from office of all books, papers, vouchers, moneys, and other properties of whatever kind in his possession or under his control belonging to the Corporation.

The Treasurer shall perform all duties generally incident to the office of the Treasurer, subject to the control of the Board of Directors and the President.

SECTION 6. Records Keeper. The Board of Directors may appoint a Records Keeper. The Records Keeper shall maintain the records of the times of the members from swimming meets attended by the members during the year. Once a year the Records Keeper shall distribute the records to the members.

SECTION 7. Liason to PVMS Committee. The Board of Directors may appoint a Liason to PPVMS Committee, who shall attend the meetings of the Potomac Valley Masters Swimming Committee ("PVMS") as a representative of the Corporation. Within 30 days after each meeting of the PVMS Committee the Liason to PVMS Committee shall report to the Board of Directors on the matters addressed at the meeting.

ARTICLE V

Coach

SECTION 1. Coach. The Corporation shall have a Coach. The Coach, who shall be selected and hired by the Montgomery County Department of Recreation, shall provide coaching to the members of the Corporation at their regular swim practices.

ARTICLE VI

Corporate Seal

SECTION 1. Seal. The Corporation may obtain a corporate seal, which shall have inscribed thereon the name of the Corporation and the year of its organization.