

This compilation was created by the Cedarbrook Board in 2010 based on the latest blue book version (circa 1987) and the changes voted by the membership at various points since then, including those approved in the winter of 2010.

## **CEDARBROOK CLUB**

### **CONSTITUTION**

#### Article I. NAME

The name of this club, incorporated under the laws of the State of Maryland, shall be CEDARBROOK CLUB, INC.

#### Article II. OFFICERS

The Officers shall be President, Vice President, Secretary and Treasurer. The officers shall be elected by majority vote of the members present and voting at the annual meeting and they shall be elected for a term of one (1) year. The annual meeting shall be called by the President at a place to be designated between November 1 and December 1 of each year with at least two weeks notice to the members.

#### ARTICLE III. BOARD OF DIRECTORS

The affairs, property, management and control of the Club shall be in charge of its Board of Directors.

The Board of Directors shall consist of the above mentioned four (4) officers: President, Vice-President, Secretary and Treasurer and five additional members elected by a majority vote of those members present and voting at the annual meeting of the Club. Each Board Member, other than the officers, shall be elected for a term of two (2) years, provided that the term of two (2) of such members shall expire in years alternate to the other three (3) non-officer members.

Any vacancy occurring on the Board shall be filled by the Board until the next annual meeting, at which meeting a member shall be elected to fill the remainder of the vacant term.

Five (5) members shall constitute a quorum of the Board of Directors at all meetings thereof, of which two (2) are officers and three (3) are other members of the Board of Directors, provided proper notice has been given.

#### ARTICLE IV. DUTIES OF OFFICERS

The President shall preside at Club Meetings and shall also be Chairman of the Board of Directors. He shall sign all contracts of the Club and shall perform such other duties as may be assigned by the Board.

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The Vice-President shall discharge the duties of the President in the absence of the latter or during a vacancy in the office. The Vice President shall be an ex-officio member of all committees.

The Secretary shall keep minutes of all meetings of the Club and of the Board of Directors, shall notify members of their election, shall post without undue delay on a convenient bulletin board at the pool the official language of all resolutions and motions past [sic: passed] by the Board of Directors, shall issue notices of Club meetings and shall conduct correspondence of the Club.

The Treasurer shall collect, and under the direction of the Board of Directors, disburse the Club funds, keep the records, which records shall be open to inspection of the members by appointment and report the financial status of the Club at each annual meeting. The books of the treasurer shall be audited by a certified public accountant within the thirty (30) days immediately preceding the annual meeting and the report of such audit shall be made at such meeting.

The Treasurer shall have a salary as determined by the Board of Directors.

#### ARTICLE V. MEMBERSHIP

Admission to membership shall be limited to homeowners residing within Parkwood, West Kensington, Chevy Chase View, Martin's Addition to Chevy Chase View, Byeford, Rock Creek Highlands, Locust Hill, North Locust Hill, the areas of Kensington bounded by Cleveland Street, Knowles, Connecticut and Summit Avenues, the portion of "Old Town" Kensington bounded by Connecticut and Howard Avenues, Kensington Parkway and Everett Street and those homes west of Kensington Parkway bounded by Everett Street, Saul Road and Connecticut Avenue which are not already within the membership area with the exception that the Board of Directors may at their discretion admit to membership others than homeowners of those living within the prescribed geographical areas provided, however, that such exception shall be limited to ten (10) percent of the total membership and that any such member shall not be eligible for election as officers or members of the Board of Directors. Members in good standing whose continuous membership originated within but who now live outside of the prescribed geographical area are not to be considered in the ten (10) percent limitation and are not prohibited from being an officer or member of the Board of Directors.

Each member shall pay the initiation fee and dues set forth in the By-Laws.

Any member who has temporarily moved his residence to a location more than twenty five miles distant from the Club facility may retain his membership for the

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period of his absence by paying annually, when due, the annual dues prescribed in the By-Laws for the period of his absence for a single member.

Persons in the immediate family living in the household of a member are entitled to the privileges of the Club upon the payment of the fees prescribed in the By-Laws. Such persons in the immediate family are defined as the husband, wife and dependent children up to age 23 and residing in the member's home. Dependent child's age on Memorial Day each year conveys for that entire season.

Article VI. PAYMENT OF DUES AND FEES The fiscal year shall begin the first day of November and dues and fees shall be payable on or before the first day of April.

Article VII. OWNERSHIP AND EQUITY In the event of dissolution of the Club the equity in and ownership of the Club property shall be divided equally among those members (one or more per household corresponding to the number of initiation fees paid) in good standing at the time of such dissolution.

Article VIII. SALE OF REAL PROPERTY No real property shall be disposed of or additionally encumbered except on approval of two-thirds (2/3) of the members in good standing.

## **BY-LAWS**

### **ARTICLE I. COMMITTEES**

The President with the approval of the Board of Directors shall establish such standing and special committees as he deems appropriate.

### **ARTICLE II. MEMBERSHIP**

Membership shall consist of all present members and all future members who shall be elected by the Board of Directors; such membership shall not exceed four hundred and twenty members. Each member shall be entitled to one vote in club elections.

There shall be an initiation fee of \$1,000.00 payable by each member on his admission to the Club. All members shall pay annual dues, which are to be paid in one lump sum, based on the number of persons in the "immediate family" as defined in Article V of the Club constitution, regardless of whether such person in the immediate family plans to use the Club facilities. The amount of the annual dues shall be determined by the following schedule: Number of persons in immediate family including member – exclude infants under one year.

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Total annual dues payable: [These amounts may change annually, so please see schedule of fees posted on the club's website]

One person =

Two people =

Three or more people =

Notice of dues and fees payable, which shall be payable in full only, shall be sent to members at least thirty days prior to the due date - April 1.

If a member's dues are not paid on or before April 1 such member shall be considered to be not in good standing. If active dues are not received in full by April 15, a ten (10) percent penalty of the total dues will be imposed for late payment. Dues received after April 15 without the 10% will not be accepted. Any member whose dues and penalty are not received by May 1 will automatically have his or her membership terminated unless the Board of Directors takes specific action upon individual written request specifying reasons for non-payment.

The Board of Directors can vote no more than once per year to increase each member's dues by up to 2 % of the current dues rate. The proposed budget, including any increases in dues, will be presented at the Annual Meeting.

Members who have belonged as a paying member in good standing to the Club for 40 consecutive years can request to the Board of Directors to receive emeritus status upon their 41<sup>st</sup> year of membership. Patrons with emeritus status cannot vote on any Club policies or issues. Patrons with emeritus status do not pay membership dues, but must pay all guest and additional service fees. Emeritus status does not ever convey to any other family members, guests, or care-givers.

### ARTICLE III. CANDIDATES FOR MEMBERSHIP

Applications for membership shall be submitted in writing to the Chairman of the Membership Committee and shall be passed upon by the Board of Directors. Applications for membership shall be regulated as prescribed in Article V of the Constitution. A deposit of \$50.00 shall accompany the application which, will be applied toward the initiation fee which will be refundable if the applicant withdraws his application. However, it will be forfeited if the applicant declines membership when offered.

Homeowners with property lines abutting the Club's property boundaries can be placed at the top of the Club's membership wait list upon the homeowner's application to the wait list. Homeowners should request the abutting property privilege upon mailing in their wait list fee. Upon accepting an available

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membership slot, these homeowners are subject to all other fees, dues, processes and regulations as outlined in the By-Laws.

#### ARTICLE IV. TERMINATION OF MEMBERSHIP

A member may terminate his membership by sending his written resignation to the Treasurer of the Club but such resignation may not be accepted unless all indebtedness due to the Club by the member so resigning shall have first been paid in full.

The Board of Directors shall have the authority to terminate the membership of any member for cause, after due process, when such action is deemed to be in the best interest of the Club.

#### ARTICLE V. GUESTS

The use of the Club facilities by guests of members shall be regulated by the Board of Directors.

#### ARTICLE VI. SPECIAL ASSESSMENTS

No special assessments shall be levied without a majority vote of the members in good standing present and voting at a meeting called by the President for this purpose.

#### ARTICLE VII. NOMINATIONS AND ELECTIONS

A nominating committee shall be established pursuant to Article I of these By-laws not later than August 15 of each year.

Not later than the following September 30 the membership shall be given written notice of the Committee's nominees for each office or directorship to be filled at the forthcoming annual meeting.

Additional nominations for any office or directorship may be made by petition of twenty-five or more members to the Secretary not later than October 15 and the membership shall be notified of any nominations with the call for the annual meeting.

To be eligible for office a nominee must have been a member for a period of not less than twelve (12) months.

No nominations, whether by committee or by petition or otherwise, shall be made without having received the consent of the nominee.

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At the annual meeting no additional nominations may be made unless a nominee of the committee cannot serve in which event nominations may be made from the floor for that office or directorship.

Beginning with any election after January 1968 the President shall not be elected to succeed himself if he is serving in a second term; the Vice-President, if he is serving a second term shall not be elected to succeed himself and no one of the five non-officer members of the Board of Directors shall be elected to succeed himself if he is serving in a third term or has served three or more terms in such office. An officer or member of the Board of Directors disqualified for election under this paragraph may be elected to serve another term beginning only after a period of at least one (1) year has elapsed after his last term of office.

#### ARTICLE VIII. APPROVAL OF CONSTITUTION AND BY-LAWS

The constitution and By-laws shall become effective upon their approval by a majority vote of the members of the Corporation.

#### ARTICLE IX. RULES OF ORDER AT MEETING

The rules contained in "Robert's Rules of Order" shall govern all meetings where they apply and are not inconsistent with existing By-laws or Constitution of the Club.

#### ARTICLE X. BY-LAWS

The membership may from time to time make and promulgate such By-laws as are necessary to the operation of the Club and as are consistent with this Constitution.

#### ARTICLE XI. AMENDMENTS

Amendments to the Constitution and By-Laws shall be by a 2/3 vote of the membership in good standing and voting. Votes shall be cast by a ballot by mail (no proxies permitted) in the manner prescribed.

Mail ballots on any Constitutional and By-Laws question shall be provided no less than four (4) weeks prior to the date set for counting the votes by the Board of Directors, shall be cast in a sealed envelope, and shall be returned to the Secretary in advance of a meeting of the Board of Directors to count the votes. The date and place of this meeting shall be announced at the time the ballots are mailed to the members. Two (2) members from each of the membership areas identified in Article V of the Constitution shall be entitled to observe the counting

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of the votes. A meeting of the membership shall be scheduled by the Board of Directors not less than two (2) weeks prior to the date set for counting the votes to discuss the proposed changes to the Constitution and By-Laws. Voting on other matters shall be as specified elsewhere in the Constitution and By-Laws or, when conducted for the guidance of the Board of Directors, shall be as prescribed by the Board of Directors.