

## ARTICLE I

### NAME

- § 1. The name of the Corporation is Connecticut Belair Club, Inc. (hereinafter referred to as the 'Club').
- §2. The principle office of the Club is at the pool site, 3900 Ferrara Drive, Silver Spring, Montgomery County, Maryland.
- §3. The fiscal year of the Club shall be from 1 November through 31 October.
- §4. The corporate seal shall have inserted thereon the name of the Corporation; the year of its incorporation, 1958; and the words 'Corporate Seal' and 'Maryland'.

## ARTICLE II

### MEMBERSHIP

- §1. Membership in the Club shall be limited to 800 total memberships.
- §2. The following types of memberships shall be offered.
  - a. Family – shall include legal parents or guardians and all dependents who have not reached their 22nd birthday by opening day, and whose principle place of residence is the same as the parents and guardians.
  - b. Husband and Wife – shall include legal spouses whose place of residence is the same.
  - c. Parent/Dependent – shall include one parent or legal guardian and one dependent who has not reached his/her 22nd birthday by opening day, and whose principal place of residence is the same as the parent or legal guardian.
  - d. Individual – shall include all persons who have reached the age of 18 by opening day who do not qualify for another type of membership.
  - e. Senior Citizen – shall include all persons who have reached the age of 62 by opening day.
  - f. Summer Plan – the Board of Directors (hereinafter referred to as the 'Board') shall determine, prior to the March Meeting, if special Summer Plans, equivalent to the above memberships, shall be offered. Summer Plans shall not be offered if the membership is at 800. The combination of memberships and Summer Plans shall not exceed 800.
  - g. Adult Dependent – Any person reaching his or her twenty-second (22nd) birthday and presently eligible for membership under an existing 'Family' membership shall be eligible to continue membership under the family plan by payment of a fee to be set by the Board. This fee shall be waived if the individual is a member of the Armed Forces on active duty, upon presentation of proper credentials.
- §3. Cases not covered by §2 shall be considered on an individual basis by the Board.
- §4. Memberships in the club shall be saleable or transferable as follows:

- a. Memberships may be transferred or sold by the member. Transfer or sale must be made in the presence of two Officers of the Club. A payment to the Club of a transfer fee, the amount to be determined annually by the Board, will be required.
  - b. Memberships may be transferred to a higher type by payment of the difference in membership fees existing at the time of transfer.
  - c. The Club will buy back memberships from departing members at 90% of the membership fee existing at the time of sale, providing the dues paying membership is at 800.
  - d. Membership certificates will be issued by the Secretary. These certificates are proof of membership for purposes of the above. The certificates themselves will have no value and are not saleable or transferable. In the event of sale or transfer of a membership, as specified above, the old certificate must be returned and a new certificate issued. Sales or transfers are to be transacted only upon return of the old certificate. In the event of loss of the original certificate, a replacement certificate will be issued for a fee to be determined by the Board.
  - e. Only memberships which are fully paid and which are current in payment of dues may be sold or transferred. Memberships bought prior to adoption of these Bylaws are excluded from this restriction.
- §5. Persons who become members of the Club shall be governed by and subject to the provisions of the Articles of Incorporation, as amended, these Bylaws, the Rules and Regulations of the Club, and the decisions of the Club and of the Board. Copies of these shall be maintained at the principal office. Members are liable for all annual dues that apply to their membership. Members shall not be liable for any other fees or assessments. Memberships which have not had annual dues paid for two (2) consecutive years shall be declared null and void. Memberships bought prior to adoption of these Bylaws are excluded from this restriction.
- §6. Voting rights for memberships shall be as follows:
- a. Family – two (2) votes
  - b. Husband and Wife – two (2) votes
  - c. Parent/Dependent – one (1) vote
  - d. Individual – one (1) vote
  - e. Senior Citizen – one (1) vote
- §7. Special cases of §5 may be considered by written request to the Board to waive the penalty.

### ARTICLE III

#### MEMBERSHIP MEETINGS

- §1. Regular meetings of the Club shall be held in March, June, August, and December, at a minimum, at a time and place in Montgomery County as

- prescribed by the Board. The call shall be mailed at least two (2) weeks prior to the meeting.
- §2. The regular meeting in December shall be known as the Annual Meeting, and shall be for the purpose of electing Board Members, receiving reports of Officers and committees, and for any other business that may arise.
- §3. Special meetings may be called by the President, and shall be called upon written request of twenty percent (20%) of the voting members. The purpose of the meeting shall be stated in the call. Except in case of emergency, at least seven (7) day's notice shall be given.
- §4. Fifty (50) voting members of the Club or their proxies, excluding Officers, shall constitute a quorum at membership meetings.
- §5. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Club in all cases to which they are applicable, and in which they are not inconsistent with these Bylaws and any special rules of order the Club may adopt.

#### ARTICLE IV

#### BOARD OF DIRECTORS

- §1. The Board of Directors shall consist of ten (10) members elected by the Club.
- §2. At the regular meeting in August, a Nominating Committee of three (3) members, none of whom shall be a Board Member, shall be elected by the Club. It shall be the duty of this Committee to nominate candidates for the positions on the Board to be filled at the Annual Meeting in December. The list of candidates shall be provided to the Secretary by the first of November for dissemination to the membership. Additional nominations from the floor shall be permitted at the Annual Meeting.
- §3. Five (5) members of the Board shall be elected each year by ballot and/or proxy to serve for two (2) years or until their successors are elected. Their term shall begin at the close of the Annual Meeting at which they are elected. No Board Member shall serve more than three (3) consecutive terms.
- §4. In the event of death, resignation or removal of a Board Member, the Club shall:
- a. If prior to the regular meeting in June, elect a successor to complete the term.
  - b. If after the regular meeting held in June, defer the election of a successor until the Annual Meeting.
- §5. The board shall direct, manage, control, and conduct the affairs of the Club, fix the hour and place of meetings, make recommendations to the Club, and shall perform such other duties as are specified in these Bylaws. The Board shall be subject to the actions of the Club; and none of its acts shall conflict with any action taken by the Club, these Bylaws, or the Articles of Incorporation, as amended.
- §6. Unless otherwise ordered by the Board, regular meetings of the Board shall be held monthly from September through March, and bi-weekly from April through August. Special meetings of the Board maybe called by the

President, and shall be called upon written request of three (3) members of the Board. The call for meetings shall be made with at least three (3) days notice. The annual meeting of the Board shall be held as soon as possible following the Annual Meeting of the members, and shall be for the election of Officers and the transactions of other such business as may be required.

- §7. Six (6) members of the Board shall constitute a quorum.
- §8. Members of the Board may waive, in writing, the requirement for three (3) days notice for Board meetings. Waivers shall be maintained in a file by the Secretary.
- §9. The Board shall procure the services of a Certified Public Accountant to examine and audit the financial records, and attest to the accuracy of the financial statement presented by the Treasurer. The financial statement and audit certification shall be made a part of the Annual Report.
- §10. The Board shall direct the preparation of an Annual Report which covers the fiscal year past. The Annual Report shall be presented at the Annual Meeting and shall contain, as a minimum, a summary by the President, the financial statement and audit report, and the reports of the committees prescribed by ARTICLE VI.
- §11. The Board shall annually review the Standing Orders of the Club, and recommend appropriate changes, additions, or deletions.
- §12. The Board may, by resolution, designate one or more committees in addition to those specified in ARTICLE VI, either standing or temporary, each to consist of, if so directed by the Board, at least one or more members of the Board, which, to the extent provided in such resolution, shall have and may exercise the power granted to it by the Board.

## ARTICLE V

### OFFICERS

- §1. The Officers of the Club shall be a President, Vice President, Secretary, and Treasurer. These Officers shall perform the duties prescribed by these Bylaws and by the parliamentary authority adopted by the Club.
- §2. No member shall hold more than one office, and no members shall be eligible to serve more than two (2) consecutive terms in the same office. This section become effective at the close of the first Annual Meeting held after adoption of these Bylaws.
- §3. In the event of death, resignation or removal of the President, Vice President, Secretary, or Treasurer, the Board shall elect a successor to fill the vacancy.
- §4. The President shall act as the Chairman of the Board, and preside at all meetings of the members and of the Board, have general supervision of all the affairs of the Club, and have such other powers and duties as may properly belong to his office or as may be prescribed by the Board or the Club.
- §5. The Vice President shall, in the absence or disability of the President, perform the duties of the President, and shall have such other powers and duties as may be

prescribed by the Board or the Club. The Vice President shall also serve as Parliamentarian at all meetings.

- §6. The Secretary shall be the official custodian of all corporate records, other than financial, and the Corporate Seal. The Secretary shall attend all meetings of the membership and of the Board, and prepare minutes of those meetings. The Secretary shall have such other powers and duties as may be prescribed by the Board or the Club.
- §7. The Treasurer shall be the custodian of, and shall receive and safely keep, and account for, all monies and other property of the Club, and shall make payments and disbursements as directed by the Board. The Treasurer shall deposit the funds of the Club in such banks or trust companies as may from time to time be designated by the Board. Such deposits of funds shall be made subject to draft only in accordance with the approved budget and on the joint signatures of not less than two (2) Officers of the Club. The Board is authorized to allocate such funds for the use of the Officers as they consider proper. The securities of the Club shall be deposited in some suitable deposit vault or vaults as may be directed by the Board. Access to such securities shall be had by two (2) Officers of the Club. The Treasurer will render a complete financial report at each Annual Meeting of the Club. The Treasurer shall have such other powers and duties as may be prescribed by the Board or the Club. The Board shall require the Treasurer to supply a security bond for the performance of his duties. This bond shall be paid for by the Club.

## ARTICLE VI

### COMMITTEES

- §1. A Membership Committee, composed of one Board Member and five (5) non-Board members, shall be appointed by the President. The Board Member shall serve as Chairman. It shall be the duty of this committee to plan, coordinate, and implement the annual membership drive.
- §2. A Finance Committee, composed of the Treasurer and two (2) Board Members, shall be appointed by the President. The Treasurer shall serve as Chairman. It shall be the duty of this committee to prepare a budget for the fiscal year and submit it to:
- a. The Board, for approval, prior to the March membership meeting; and,
  - b. The membership, for information, at the March membership meeting.
- The Finance Committee may submit supplements to the Board for approval, as required.
- §3. A Maintenance Committee, composed of one Board Member and three (3) non-Board members, shall be appointed by the President. The Board Member shall serve as Chairman. It shall be the duty of this committee to plan, coordinate, and implement a maintenance program for the Club's property.
- §4. A Social Committee, composed of one Board Member and five (5) non-Board members, shall be appointed by the President. The Board member shall serve

as Chairman. It shall be the duty of this committee to plan, coordinate, and implement all the social activities of the Club.

- §5. An Administration Committee, composed of the Vice President, and three (3) Board Members, shall be appointed by the President. The Vice President shall serve as Chairman. It shall be the duty of this committee to publish the newsletter in the months of January, March, May, June, July, August, and October; to provide liaison with the swim team, snack bar, and pool management; and perform other duties as may be prescribed by resolution of the Board.
- §6. The above committees shall be appointed by the President promptly following the annual meeting of the Board.
- §7. Such other committees, standing or special, shall be appointed by the President as the Club or Board shall deem necessary to carry on the work of the Club. The President shall be ex officio a member of all committees, except the Nominating Committee.
- §8. Each committee, except the Nominating Committee, shall prepare an annual plan which shall be submitted to the Club at the regular meeting in March. Each plan shall contain specific goals or objectives for the current year, the planned actions and schedule for achievement, and preliminary goals or objectives for the following year. Each committee shall submit a report at the Annual Meeting which shall delineate the accomplishments of the past year and the revised recommendations for goals or objectives for the following year.

## ARTICLE VII

### INDEMNIFICATION OF BOARD MEMBERS

- §1. Each Board Member, whether or not then in office, shall be indemnified by the Club against all reasonable costs and expenses incurred by or imposed upon him in connection with or arising out of any action, suit or proceeding in which he may be involved by reason of his being or having been a Board Member, such expenses to include the cost of reasonable settlements (other than amounts paid by the Club itself) made with a view to curtailment of costs of litigation. The Club shall not, however, indemnify any Board Member with respect to matters as to which he shall be finally adjudged in any such action, suit, or proceeding to have been derelict in the performance of his duty as such Board member, nor in respect of any matter on which any settlement or compromise is effected, if the total expense, including the cost of such settlement, shall substantially exceed the expense which might reasonable be incurred by such Board Member in conducting such litigation to a final conclusion. The foregoing right of indemnification shall not be exclusive of other rights to which any Board Member may be entitled as a matter of law.

## ARTICLE VIII

### AMENDMENT OF BYLAWS

- §1. These Bylaws may be amended at any duly assembled meeting of the members of the Club by the affirmative vote of two-thirds (2/3) of the number of voting members present and voting, provided that the amendment has been submitted in writing, and published with the call. However, no amendment shall be adopted which will alter or destroy the object and purposes for which the Club is formed as set forth in the Articles of Incorporation, as amended.

These bylaws were adopted at a regular meeting of the membership held on 19 June 1980. All previous versions of Bylaws of the Connecticut Belair Club, Inc., are null and void.

R. J. Bridgeman  
Secretary