

**COUNTRY CLUB EST
RECREATION ASSOCIATION
AS APPROVED AT THE AUGUST 15, 2004 GENERAL MEETING**

**ARTICLE
DEFINITIONS**

SECTION 1.

The word "Association," wherever used in these Bylaws, refers to the Country Club Estates Recreation Association, Inc., a body corporate, duly incorporated under the laws of the State of Maryland.

SECTION 2.

The word "Jurisdiction," whenever used in these Bylaws, refers to the tracts of land located in the Second Election District of Anne Arundel County, State of Maryland and known as sections 1, 2, 3, 4, 5, 6, 7 and 8 of Country Club Estates, plats of which have been recorded.

SECTION 3.

The term "Unit," whenever used, refers to any structure within the Association's jurisdiction which is occupied as a place of abode. However, if a structure is utilized for more than one place of abode (rented rooms or apartment), each separate abode shall constitute a distinct unit.

Members of a unit are those persons living in a single abode as a family having immediate family relationships to the head/heads of the household, such relationship defined as children: or being dependent upon the head/heads of the household such as parents of the head/heads of the household; in-laws of the head/heads of the household, and married children (and immediate family) of the head/heads of the household; or those who maintain a legal residence in said household but who are temporarily away, e.g., students and military personnel.

SECTION 4.

The word "Adult," wherever used, means whatever age is considered to be an Adult within the laws of the State of Maryland.

SECTION 5.

The word "Board," wherever used, shall refer to the Board of Directors of the Association.

ARTICLE II MEMBERSHIP

SECTION 1. CLASS OF MEMBERSHIP

The Association shall have one class of membership with two options for participation.

a. Qualification of Members

Any person or persons who occupy a unit shall be considered a qualified applicant for membership as a "Member."

b. Rights and Privileges of Members

Option 1. Full Memberships shall be entitled to these of all the facilities of the Association, have the right to propose their Family Extensions and Member-Sponsored Units as allowed within the membership plan in use, have the right to vote (subject to the provisions of ARTICLE III), and if an adult, shall be eligible to hold office.

Option 2. Social and Recreational Memberships shall be entitled to use of all facilities of this Association, except the pool (allowing specific Board-defined occasional uses), have the right to vote (subject to the provisions of ARTICLE III), and if an adult, shall be eligible to hold office.

SECTION 2. APPLICATION FOR MEMBERSHIP

A written application must be filed with the Association by or on behalf of any qualified person who desires to become a member.

SECTION 3. APPROVAL OF MEMBERS

All applications for membership must be filed with the Association by or on behalf of any qualified person who desires to become a member.

SECTION 4. SUSPENSION/TERMINATION OF MEMBERSHIP

Notwithstanding anything herein to the contrary, the rights and privileges of any individual or part of a membership unit:

- a. May be suspended for a period of up to and including twenty-one (21) days for cause by the Board of Directors or by any authority (e.g., Pool Manager). In the event of a proposed suspension of more than 21 days and/or a proposed termination of any individual or unit membership, the Board shall, prior to any such action, give due notice of the proposed action in writing by registered mail at least three (3) days in advance of a special Board meeting and shall invite the member or members involved to present and/or defend their case.
- b. Should suspension for more than twenty-one (21) days and/or termination of any individual or unit membership be approved by an affirmative vote of the majority of the members of the Board present, the President shall (thereafter) call a special meeting of the membership, as provided in ARTICLE V, SECTION

2, for the purpose of presenting cause for the longer suspension and/or termination of the membership. The member in such action shall be given notice and the right to defend his/her membership before the special meeting. An affirmative vote of the membership as provided in ARTICLE V, SECTION 4, shall constitute such suspension and/or termination.

- c. Automatic Termination of Membership. Membership rights and privileges of the entire unit shall terminate automatically upon failure to pay the dues and assessments as provided in ARTICLE IV.

SECTION 5. RESIGNATION OF MEMBERS

Any member may resign by filing a written resignation with the Secretary of the Association.

SECTION 6. REINSTATEMENT OF MEMBERS

Members who have been expelled or whose membership has otherwise been terminated may file a written application to the Board for reinstatement. Each such former member shall be subject to such terms as the Board deems appropriate. Reinstatement of a former member must be approved by an affirmative vote of the majority of the members of the Board present.

SECTION 7. DURATION OF MEMBERSHIP

All memberships shall be renewable on a yearly basis, beginning on the first of February in each year.

ARTICLE III VOTING RIGHTS

In all matters which come before the members of this Association, the voting powers shall be vested in the voting membership as follows:

- a. Each unit of members, regardless of the number of members comprising such unit, shall be entitled to but one vote for each head of household, not to exceed two votes.
- b. A vote/votes must be cast by adult representatives of the unit in person or by proxy.
- c. All proxies must be assigned to another voting member and filed with the Secretary of the Association.
- d. No voting member may vote more than six (6) proxy votes at any Association meeting.

ARTICLE IV DUES, ASSESSMENTS AND REINSTATEMENT FEES

Dues, assessments, and fees to defray obligations incurred or to be incurred by the Association for the benefit of the membership shall be set in such amounts as determined by the Board. Dues and assessments shall be levied per unit.

- a. Dues shall be levied annually and shall become payable on the first day of February and become delinquent on the first day of May. Dues may be paid in one installment or at the elective of the member, in optional monthly payments between February and the end of April. Dues for new memberships shall be levied on a pro-rated basis, as determined by the Board, at the time the application is received.
- b. New memberships may be assessed an initiation fee in addition to current dues; lapsed and delinquent memberships may be subject to a reinstatement fee. These fees can be invoked by the Powers and Duties of the Board of Directors (Article VIII) as a matter of uniform corporate policy.
- c. If renewal of membership is not made and dues remain unpaid by the first day of May, membership for the unit shall terminate.
- d. Reinstatement fees for lapsed memberships will be waived providing that (1) the lapsed memberships are the result of temporary relocations (caused by jobs, schooling, etc.) outside of the Association jurisdiction; (2) the ownership of the unit is maintained during the temporary relocation.
- e. No refunds of dues, prepaid assessments or reinstatement fees shall be authorized.
- f. Membership cards shall be issued, signed and sealed by the Treasurer as evidence of current membership.

ARTICLE V MEETINGS OF MEMBERS

SECTION 1. REGULAR MEETINGS

The regular annual meeting of the members, for the purpose of election of officers and/or directors and for the transaction of other such business as may come before the members, shall be held prior to September 1 of each year at a time and place designated by the Board.

SECTION 2. SPECIAL MEETINGS

Special meetings of the membership shall be called by the President of the Board when:

- a. the President deems such a meeting is necessary, or

- b. by an adult member from each of twenty-five (25) units, in writing, stating the purpose, or
- c. requested by three (3) other members of the Board.

SECTION 3. NOTICE OF MEETINGS

Notice of annual and special meetings shall be given in writing to the membership at least five (5) days prior to the date of said meeting. Notice will state the date, time, place of meeting and business to be transacted. Notice must be delivered personally or by mail to the address of the unit as it appears on the books of the Association. If mailed, the notice shall be deemed delivered if deposited in the United States mail five (5) days prior to the date of the said meeting.

SECTION 4. QUORUM

Representation from twenty (20%) of the members (in person or by proxy) shall constitute a quorum for the transaction of business. Except as provided in article xiii, the majority of the units represented at any meeting of the membership shall be required for an affirmative vote. In the absence of a quorum, the President shall set the time and date of the next meeting and adjourn those members present.

ARTICLE VI **CORPORATE POWERS**

All corporate powers, management and control of the affairs of this Association shall be vested in a board of at least ten (10) members and no more than fifteen (15) members of this Association who shall be known as the Board of Directors.

ARTICLE VII **BOARD OF DIRECTORS**

SECTION 1. NUMBER AND TERM OF OFFICE

The Board shall consist of five (5) Officers (as provided for in ARTICLE IX) and five (5) to ten (10) Directors, all of whom must be members in good standing. One-half of the Directors shall be elected at the General Membership Meeting (as defined in ARTICLE V § 1) for a two (2) year term. The President and Secretary shall be elected for a two (2) year term at the General Membership Meeting of each “odd” year. The First Vice President and the Treasurer shall be elected for a two (2) year term at the General Membership Meeting of each “even” year. The office of Trustee shall be filled by an appointee of the President and approved by an affirmative vote of a quorum of the Board for a two (2) year term before September 1 of each “even” year. It is desired that the Trustee be the immediate-past President but, if not, then the appointee must be a past member of the Board of Directors. If the appointee is unable to complete a full term as Trustee, the office will be filled in accordance with SECTION 3 (VACANCIES) of this

Article. All elections shall be made by secret written ballot, cast in person or by proxy. Any candidate receiving a plurality vote, shall be deemed elected. Newly elected members of the Board shall take office on the date of the October Board meeting. In the interim, they shall attend the August and September Board meetings, as non-voting Board members and work closely with the Board for the purpose of familiarizing themselves with the affairs of the association. The term of the retiring members shall end on the date of the October Board meeting.

SECTION 2. QUORUM

One-half of the Board members plus one shall constitute a quorum for the transaction of business. Every act of the Board, to be valid, must be passed by an affirmative vote of the majority of the members of the Board present.

SECTION 3. VACANCIES

Any vacancy occurring on the Board shall be temporarily filled by a member who shall be appointed and approved by an affirmative vote of a quorum of the Board. The duration of such temporary appointments shall be until the next annual election at which time the membership shall be called upon to approve continuance of the appointee or elect a new member to office.

SECTION 4. RESIGNATION

Any officer or director of this Association may resign from the Board by filing a written resignation with the Secretary of the Association. Resignation shall not relieve said officer or director of any obligations or duties incurred by him/her as a member of this Association. Resignation shall not relieve said officer or director of any obligations or duties, such as fiscal and property accountability.

SECTION 5. REMOVAL

Any member of the Board may be suspended from office by an affirmative vote of a quorum of the Board members for any cause. Any act of malfeasance, misfeasance, or nonfeasance in the conduct of affairs of the Association may constitute such cause. In all such cases, the President shall thereafter call a Special Meeting of the membership for the purpose of presenting cause for the suspended Board member to be terminated from office. The member in such action shall have the right to defend his/her office before the Special Meeting. An affirmative vote of the membership, as provided for in ARTICLE V § 4, shall constitute such termination of office.

SECTION 6. REGULAR MEETINGS

Regular meetings of the Board shall be held at least one (1) time during each month of the year within the State of Maryland, at any place which has been designated from time to time by the Board. Notice will be given personally or by mail, stating the time and place of such meeting and shall be given no later than five (5) days in advance of the time of the meeting or as determined during the preceding meeting of the Board.

SECTION 7. SPECIAL MEETINGS

Special meetings of the Board may be held at any place so designated. Special meetings may be called by the President and shall be called by the President at the request of any three (3) members of the Board.

SECTION 8. COMPENSATION

The annual dues of a Board member shall be thirty-five percent (35%) of the regular annual dues for the second and each consecutive year of acceptable service. Approval of acceptable service will be the responsibility of the current Board of Directors. This shall be effective for those members serving on the Board beginning in October, 2004. Other than this, members of the Board, as such, shall not receive any compensation for their services or attendance. Nothing herein shall be construed to preclude any member of the Board from serving the Association in any other capacity and receiving compensation therefrom.

ARTICLE VIII

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

SECTION 1.

To appoint, hire, or remove agents and employees of the Association as well as describe their duties, obligations and fix their compensation.

SECTION 2.

To conduct, manage, regulate and control the affairs and business of the Association consistent with the laws of the State of Maryland, Anne Arundel County and the Articles of Incorporation and Bylaws of this Association.

SECTION 3.

To establish, levy and provide for the collection of such dues, assessments and fees as may be necessary to carry forth, pay off or otherwise meet the expenses incurred by this Association, consistent with the Articles of Incorporation and Bylaws. To expend the monies received, within the limitations of these Bylaws, for the purposes enumerated in the Articles of Incorporation.

SECTION 4.

To maintain and improve those recreation facilities and properties within the jurisdiction of the Association. To insure that such facilities and properties continue to enhance the purpose of this Association.

SECTION 5.

To cause to be kept a record of all minutes and acts of the Board and proceedings of meetings of the membership. Action of the Board shall be made public to the membership each month.

SECTION 6.

To require a financial statement to be prepared and published for the general membership each month. Such statement shall reflect the assets and liabilities of the Association and the general condition of its affairs.

SECTION 7.

To cause the Treasurer of the Association to be bonded in such sum and with such surety as deemed appropriate by the Board. The expense incurred to bond any member of the Board shall be paid for by the Association.

SECTION 8.

To accept, on behalf of the Association, any contribution, gift, bequest, devise or interest in realty for the general purpose of any special purpose of this Association.

SECTION 9.

The Board is authorized to make any capital improvement up to and including five percent (5%) of the Board-approved operating budget, but not to exceed five thousand dollars (\$5,000) on any special item. Any capital improvement in excess of five percent (5%) of the Board-approved operating budget must be approved by the membership as provided for in ARTICLE V, § 4. The Board will be limited in its amount of obligations or expenditures to the net current assets of the Association. Net current assets are to be defined as cash on hand or in the bank, less the sum of current liabilities (those payable within the fiscal year). Any obligation or expenditure in excess of the net current assets shall be approved by the membership as provided for in ARTICLE V, § 4.

- a. Any capital improvement by the membership and any other expenditures contemplated or proposed by the CCERA Board during any membership year and for which the cost exceeds the aggregate of five percent (5%) of the Board-approved operating budget during that year shall be referred to the Planning Board for review and advisement. At the time the CCERA Board refers to the Planning Board for review and advisement, it shall establish a reasonable time period within which the Planning Board will submit its written report to the CCERA Board. The only exclusions to this provision shall be those expenditures judged by the CCERA Board to be emergency or appropriately determined by this same Board as necessary for maintenance.
- b. The Planning Board shall review such capital improvements contemplated or proposed expenditures defined in "a" above for the purpose of advising the Board of the best service or product available and so as to insure the general membership of prudent disposition of its cash assets.

- c. The Planning Board shall further be charged with responsibility for long-range planning in that, while the CCERA Board is attending to the current operation of the Association, the Planning Board will attempt to foresee future needs and problems and shall submit to CCERA Board such reports as may enable the Board to plan fiscally for future needs or resolutions for, including preventive maintenance, such future problems.
- d. The Planning Board is advisory only to the CCERA Board and, as such, shall exercise no authority.
- e. The membership of the Planning Board shall consist of six (6) members including a chairperson. The chairperson will be the Trustee as defined in ARTICLE VI, § 1, and the chairperson's term, as chairperson of the Planning Board, shall expire on the same date as that person's term expires as Trustee. In the event of a vacancy in the Office of the Trustee, the President shall appoint a member of the Board of Directors, subject to the approval of the Board of Directors, to temporarily serve as chairperson until a new Trustee is approved by the Board of Directors. The additional five (5) members of the Planning Board must be members of the Association. No more than two (2) members of the Planning Board may be currently serving as a member of the Board of Directors. The five members of this Planning Board will be appointed by the President with confirmation by the CCERA Board of Directors. So as to insure continuity, all members of the Planning Board shall be appointed for two-year terms, and, excluding the chairperson whose term is described above, two members shall be appointed each "even" year and three members each "odd" year. Any vacancy occurring as the result of resignation or other reasons shall be filled by the President for the remainder of the term.

SECTION 10.

To provide for membership cards of such form and design as deemed appropriate.

ARTICLE IX
OFFICERS OF THE ASSOCIATION

SECTION 1.

The Officers of the Association shall be President, First Vice-President, Secretary, Treasurer and Trustee.

SECTION 2. PRESIDENT

The President shall be chief executive officer of the Association and shall have the general supervision, direction and control of the duties and functions of the Board. The President shall preside at all meetings of the Board and those of the general membership. The President shall sign as President, all contracts and other instruments of writing which have first been approved by the Board.

SECTION 3. FIRST VICE-PRESIDENT

The First Vice-President, in the absence of the President or in the event of the President's inability to act, shall perform the duties of the President and, when so acting, shall be subject to all restrictions of the office of President and shall have all the powers of that office. The First Vice-President shall have such other duties and powers as from time to time shall be prescribed by the Board.

SECTION 4. SECRETARY

The Secretary shall keep or cause to be kept a record of minutes, at such places as the Board may direct, of all meetings of the Board and membership, including the time and place of meetings, whether regular or special, the names of those members of the Board present, the names of the members present and the address of the "Units" they represent in person or by proxy. The Secretary shall keep the corporate seal of the Association and shall affix said seal to all papers requiring the seal. The Secretary shall give or cause to be given notice of all meetings and shall have such other duties and powers as prescribed from time to time by the Board.

SECTION 5. TREASURER

The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Association. The Treasurer shall deposit all money and valuables in the name of, and to the credit of, the Association with such depositories as may be designated by the Board. The Treasurer shall disburse the funds of the Association as may be ordered by the Board and shall render to the President and members of the Board, upon request, an account of all transactions and the financial position and condition of the Association. The Treasurer shall keep the blank membership cards, complete and sign all cards issued and make appropriate entries on the books of the Association. The Treasurer shall have such other powers and duties as prescribed from time to time by the Board and shall be bonded in accordance with ARTICLE VIII, § 7 of these Bylaws.

SECTION 6. TRUSTEE

The Trustee will be primarily responsible in the area of safe-guarding and accounting for the goods and properties owned by the Association and other duties as assigned by the President.

ARTICLE X BOOKS AND PAPERS

The books, records and papers of the Association shall be subject to inspection by the Board at any time. The right of inspection by any other adult member of the Association shall be afforded, upon written request submitted to the President. Such

written requests shall state the reason for the inspection. Such place, time and date of inspection will be set by the President within seventy-two (72) hours of receipt of the written request.

ARTICLE XI

CORPORATE SEAL

This Association shall have a corporate seal in circular form having within its circumference, the words “Country Club Estates Recreation Association, Inc., Maryland, Incorporated 1956.”

ARTICLE XII

COMMITTEES

SECTION 1.

The Board may designate one or more committees for the purpose of aiding and assisting the Board in fulfillment of its responsibilities under these Bylaws. Each committee shall have a chairperson, who must be a member of the Association, appointed by the President subject to the approval of the Board. Each respective chairperson shall be responsible for the selection of committee members from among the general membership. These committees shall have those responsibilities, powers and authority as delegated by the Board; however, such delegation shall not relieve the Board of its responsibilities under these Bylaws.

SECTION 2. TERM

Each committee shall continue to function until the next annual meeting or until such time as the committee is terminated. Retiring committee chairpersons shall meet with their appointed successors and advise them of the business before the committee and of the general affairs of said committee.

ARTICLE XIII

BYLAWS

Bylaws may be adopted, repealed or amended at any meeting of the membership after five (5) days notice in writing and a vote of two-thirds (2/3) of the members voting, a quorum being present. Notice will be issued by the Secretary, setting forth the proposed changes and transmitted in accordance with ARTICLE V, § 3.

ARTICLE XIV
MEETINGS

Roberts Rules of Order shall be used in the operation of meetings.