

BY-LAWS
OF
CEDARMILL BATH & TENNIS CLUB

P. O. Box 226

Chesterfield, MO 63006

Updated April 20, 2011

ARTICLE I

MEMBERSHIP

1. Membership Subject to By-Laws and Regulations. All Memberships shall be subject to all of the By-Laws as adopted or hereafter adopted by the Cedarmill Bath & Tennis Club (heretofore referred to as “the Club”) and such regulations duly adopted by the Board of Directors.
2. Family Membership. Family Memberships shall entitle the holder(s) thereof, their spouse, if any, and any unmarried children under 25 years of age living at home, including college students, the use and enjoyment of the pool, tennis courts, and related facilities of the Club. The number of Family Memberships will be limited to 400 active members in good standing.
3. Senior Membership. Senior Memberships (55 or older) shall entitle the holder thereof and their spouse, if any, the use and enjoyment of the pool, tennis courts, and related facilities of the Club. If the senior member has dependents under age 18 or full time students living at home, the member falls under the family membership level. Any other family members shall be subject to the rules and regulations applicable to guests of Club members as promulgated by the Board of Directors. Senior membership holders do not carry voting rights.
4. Single Membership. Single Members are designated as being individuals age 18 or over, without including any additional people that would be considered as covered in a family membership. Single membership holder is entitled to voting rights and all other benefits attributed to the regular family membership.
5. Voting Rights. Each Family and Single Membership shall be entitled to one vote on each matter submitted to a vote of the membership, provided that the member is in good standing at the time of the vote. A member in good standing is defined as a member who has purchased, in full, one membership and is not delinquent in annual dues, special assessments, or initiation fees. Senior Memberships do not carry voting rights.

ARTICLE II

MEMBERSHIP FEES

1. Establishing Cost of Membership. The Board of Directors shall determine the cost for the

Certificate of Membership, the Initiation Fee, and the Annual Dues for each Family, Senior, and Single Membership annually in the spring.

2. Certificate of Membership. Each Family or Single Membership shall purchase a Certificate of Membership which shall be the capital contribution required of a new family or single member who purchases his membership from the corporation irrespective of the previous or subsequent changes in the said fee or cost of membership. The minimum value for each membership is established at \$200.00.

3. Initiation Fee. Initiation fees are not to be levied. All fees shall be incorporated in membership fees, certificates, or special assessments.

4. Annual Membership Dues and Fees. The Board of Directors shall have authority to establish the dues to be paid by the holders of Family, Senior and Single Memberships (heretofore referred to as "the Membership") and shall further have the authority to determine a fee for privileges of guests. Annual membership fees are not refundable unless the member moves his residence from the area defined by the Board of Directors per Article III, Section 1. Dues are payable by the sign-up dates, which will be determined by the Board. A notice mailed at least two weeks prior to the sign-ups to the last address of record. A late fee of 25% will be assessed on delinquent dues.

5. Effect of Failure to Pay Annual Dues and Special Assessments. Any member who neglects to pay his annual dues and special assessments may not exercise the privileges of membership until all prior delinquent fees have been paid. When fees become delinquent more than one (1) year, the Membership and Certificate of Membership are automatically terminated and the Board of Directors is authorized to resell the Certificate of Membership of said delinquent member without any further obligation to said former member. Before any such terminated membership is sold to another person, the delinquent member is to be notified in writing by the Membership officer by means of a letter sent to his last known address that if all delinquent fees are not paid in full within ten (10) days from the date the letter is mailed, the Membership and Certificate of Membership shall be deemed terminated and canceled.

6. Work Commitment. All Family and Single Memberships are required to provide four hours of service to the Club. Each membership is expected to fulfill its service commitment during the registration year, or forfeit a comparable fee equated to the fair market value of four hours of service. The work commitment value is determined annually by the Board of Directors.

7. Resale of Membership. Any member desiring to sell his membership shall notify the Membership officer in writing of his intention to sell. The Membership officer shall maintain a list of persons so notifying the Corporation of their intention to sell ("Resale List's The Resale List shall be maintained in chronological order in the order of receipt by the Membership officer of written notices of intention to sell. Upon receipt by the Corporation of requests to purchase Certificates of Membership from new persons, the Corporation shall sell new Certificates of Membership from the Resale List in such chronological order at the cost for Certificates of Membership established by the Board of Directors. Upon receipt of good funds from the new member for the Certificate of Membership, the Corporation shall remit such funds" to the former member by deposit of a check in the mail, postage prepaid, to his last known address. Members may sell their own Certificate of Membership directly to new members so long as their membership is paid current, and the Corporation is notified of the transfer in writing by both the former and new member.

8. Transfer on Books of Corporation. All sales of memberships to new members shall become effective when the membership transfer is made on the books of the Corporation.

9. Discount on Annual Dues. Annual membership dues cover the Club's budgetary year, **which is April 1 through March 31**, and are payable as noted. However, for new members joining the Club during July, a discount of 20% will be permitted in the annual dues; from August 1 through August 15 inclusive, a 40% discount in the annual dues will be permitted; from August 16 through September 13 inclusive, a 60% discount of annual dues will be permitted. For members moving from

The membership area, a refund of a portion of the annual dues will be made upon application according to the following schedule: For those moving before July 1, 60% of the annual dues will be refunded; for those moving during July, 40% of the annual dues will be refunded; for those moving from August 1 through August 15, 20% of the annual dues will be refunded; for those moving after August 15, no refund will be made.

10. Special Assessments. The Board of Directors may levy special assessments on memberships, subject, however, to the approval of a simple majority of the total voting members of the Club present in person or by proxy at any meeting of the Club members, upon notice of such intended assessment and meeting being given as provided by Article IV, Section 3 hereof.

11. Notice of Change of Address. All members must notify the Membership officer of any change of address, and failure to do so shall be deemed a waiver of any notice under the By-Laws and Rules of the Corporation.

ARTICLE III

ELIGIBILITY OF MEMBERS

1. Membership Application. All applicants for a Membership must be approved by the Board of Directors and, upon purchase of said membership, if applicable, annual dues, and special assessments, will be admitted to membership in the Corporation.

The Board of Directors may designate subdivisions in the proximity of the club grounds from which membership applications will be accepted. If a member moves from the area defined by the Board of Directors during the year, that membership is forfeited at the time of the move. The membership may be transferred in accordance with Article II, Sections 7 and 8.

2. Expulsion. The Board of Directors shall have the power to expel or suspend the membership of any member for conduct prejudicial to the interest of the Club. Upon the affirmative vote of three members of the Board of Directors, the Secretary shall notify the member in writing by registered mail to his last address that at a meeting of the Board of Directors, the date, time and place of which meeting shall be set out in said notice, which notice shall be mailed at least ten (10) days prior to the date of the meeting, the question of his or her expulsion or suspension will be considered and acted upon, advising the member of the reason or reasons for the Board's action and affording said member an opportunity to be present. If the member so notified does not appear at the appointed time and does not advise the Board in writing of his reason for not so appearing the Board, at its discretion, may either continue the matter until the next meeting of the Board, or then and there proceed to act upon the matter. If the Board decides to act upon the matter, the member will be advised of the results by registered mail within three (3) days of the meeting.

3. Prejudicial Conduct. Conduct prejudicial to this Corporation shall include, but not be limited to the following:

a. Intentional and continued violation of the Articles of Incorporation, By-Laws, and Rules and Regulations of the Corporation.

b. Lewd or lascivious conduct on Club property.

c. Theft or intentional destruction of property and shall include failure of a member to make immediate restitution for children's or wards' actions in this regard.

d. Driving a motor vehicle on Corporation property in a careless or imprudent manner or under the influence of alcohol.

e. Making false application for membership.

f. *All members or prospective members are subject to background investigation at the discretion of the Board of Directors. Based on the results of background investigations, membership may be terminated or application may be denied.*

g. *Membership is denied to any persons or families with persons who is or once was identified on a sexual offender registry for any state.*

4. Termination by Re-Purchase By the Corporation. Upon the expulsion of any member, the Corporation shall, upon written request from such member, purchase the Certificate of Membership at the current cost. Outstanding dues, assessments, and the transfer fee are an offset against this sale and shall be deducted from the purchase price, the remainder being paid to the terminated member.

5. Reinstatement of Previously Terminated Member. Upon written application by a former member, and upon affirmative vote of three Directors, the Board of Directors may reinstate a former member under such terms, as the Board of Directors may deem appropriate.

ARTICLE IV

MEMBERSHIP MEETINGS

1. General Meetings. Meeting of the Voting Membership shall be held at the Club facilities or such other place designated, two times per year in the spring and in the fall.

2. Special Meetings. Special meetings of the Corporation members may be called by the President, the Board of Directors, or may be called upon written request of not less than ten percent (10%) of the members in good standing. When so requested, the President or Board of Directors shall call a meeting within thirty (30) days of the date when a proper request is received, allowing at least ten (10) days notice as defined below.

3. Notice of Meetings. The membership will be notified of the General Meeting, held under Article IV, Section 1, via a letter of notification. These notices shall contain the date, time, place, and subject of the meeting.

4. Business to be transacted at Meeting. Any and all business of the Club may be transacted at the General Meetings, but no business shall be transacted at special meetings other than that specified in the notices of such special meetings.

5. Order of Business.

- a. Minutes of the last meeting.
- b. Report of Secretary
- c. Report of President
- d. Report of Treasurer
- e. Report of Standing Committees
- f. Other Business

g. Adjournment

The presiding officer may vary the order of business at his discretion.

6. Quorum. The presence of five percent (5%) of the Corporation members in good standing, either in person or by proxy, entitled to vote and including at least three (3) members of the Board of Directors present shall constitute a quorum. A quorum is only necessary for votes on those issues requiring notice.

ARTICLE V

BOARD OF DIRECTORS

1. General Powers. The affairs of the Club shall be managed by its Board of Directors. The affairs of the Club shall be taken to include, but not necessarily be limited to, promulgation of Rules and Regulations for the use of the Club Facilities and the definition of the Club policy relating to the use of the Club Facilities by guests or members.

2. Number, Tenure and Qualifications of Directors. There shall be five Directors, all of whom must be, at the time of their election and during their tenure as a Director, members in good standing of the Club. Each Director shall be elected to serve a three (3) year term. Each Director shall hold office during his elected term and until his successor shall have been duly elected and assumed his office. Elections will be held annually at the October general meeting and will consist of electing three (3) Directors in odd-numbered years and two (2) Directors in even-numbered years. Board membership is limited to one (1) family member per membership.

3. Compensation of Directors. Each Director shall be eligible to receive, as compensation for service, a refund of a portion of annual membership dues, equal to one-third, two-thirds and the entire amount of such dues with respect to such Director's first, second and third year of service as a Director. Directors must pay their annual membership dues in the same amount and at the same time as members at large. The Board of Directors shall, by majority vote just prior to the annual meeting of the Voting Membership in October each year, determine whether each Director individually shall be entitled to such refund. In conducting such vote, each Director under consideration shall not be entitled to vote as to himself and the remaining Directors shall take into consideration the quality, skill, diligence and contribution of the Director being voted upon. No Director shall be entitled to any refund unless the remaining Directors so approve such refund.

4. Nomination and Election of Directors. Board members whose terms expire during the year will form a Nominating Committee. The Board will present to the membership, in the form of a ballot, together with notice of the election, a slate of candidates, which is at least equal to the number of vacancies on the Board. Nominations will also be accepted from the floor. Proxy ballot may be presented to the Secretary of the Board prior to the election meeting and may be revoked at any time

Prior to the vote. Two (2) or more Tellers will be selected by the President to count the ballots.

The candidate receiving the most votes shall fill the first vacancy, that candidate receiving the second highest vote shall fill the second vacancy, and so on, until all vacancies are filled. If there is a tie for The last Board vacancy, then there shall be a second ballot taken immediately between the two Candidates tied for this vacancy.

5. Regular Meetings. The regular annual meeting of the incumbent Board of Directors shall be held within two (2) weeks of their election to office. At this meeting, the new Board of Director shall convene and elect the Officers for the ensuing year. The Board of Directors may provide by resolution

for the time and place for holding additional meetings. Club members are entitled to attend all Board meetings and present proper business during the course of the meeting.

6. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) Directors.

7. Notices of Meetings. Notice of any special meeting of the Board of Directors shall be given at least three (3) days prior thereto by written notice delivered personally or sent by mail, postage prepaid, to each Director at his address as shown by the records of the Corporation. Any Director may waive notice of any meeting and the attendance of a Director at any meeting shall constitute a waiver of notice of such meeting. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting unless specifically required by law or by these ByLaws.

8. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

9. Vacancies. Any vacancy occurring in the Board of Directors shall be filled by interim appointment made by the remaining Directors. Each person so appointed will fill the unexpired term of the retiring Director.

10. Removal of Directors. Any Director may be removed from the Board for unexcused absences at meetings or other just cause by a vote of three (3) or more members of the Board of Directors. Such vacancies will be filled as defined in Article V, Section 8.

11. Other Duties. The Board of Directors will publish two Newsletters each year:

a. To notify the membership of the dues for the year, the budget for the year, and the financial status of the Club.

b. To schedule the activities for the summer.

ARTICLE VI

OFFICERS

1. Officers. The Officers of this Club shall be a President, Vice-President, Secretary, Treasurer and Membership. The President, Vice-President, Secretary, Treasurer and Membership shall be elected annually by the Board of Directors from among its members at regular meeting and shall hold office until their successors are elected and qualified.

2. President. The President shall preside at the meetings of the Corporation and of the Board of Directors. The President shall appoint and remove, subject to confirmation by the Board of Directors. / All standing committees as may be directed, and shall be the Administrative Office of the Corporation, and shall perform all other acts properly belonging to the Office, including executive supervision of all activities of the Corporation and its employees.

3. Vice-President. The Vice-President, in the absence of the President, shall act in his stead. The Vice President shall maintain the physical plant and facilities of the club organize work-days and coordinate maintenance and repairs.

4. Secretary. The Secretary shall issue calls for meetings of the Corporation and of the Board of Directors, keep the minutes, keep all corporate records, except financial records, attend to the correspondence pertaining to the Office as may be required, and shall act as a liaison between the Board and the swim team and tennis coordinator.

5. Treasurer. The Treasurer shall attend to keeping the financial accounts of the Corporation, collecting its revenues and paying its bills as approved by the Board of Directors. The Treasurer shall deposit funds of the Corporation received in the name of the Corporation as authorized by the Board. Any bank account carried by the Corporation shall require the signature of two (2) Officers for payment over \$1,000.00. The Treasurer will have the financial books of the Corporation audited yearly. The results of the audit, the yearly budget, and the financial status of the Corporation will be presented to the membership at the April General Meeting.

6. Membership. The Membership officer shall maintain adequate membership records including. / Records of active members, delinquent members, the membership Resale List and records of all transfers of memberships. The Membership Officer shall furnish adequate membership reports to the Board of Directors and the membership regularly.

ARTICLE VII

COMMITTEES

1. Standing Committees. The following committees of the Corporation are recommended: (1) Financial Committee; (2) House and Grounds, (3) Social Committee; and (4) Swim Team Committee.

2. The Financial Committee. It shall be the duty of the Finance Committee to prepare budgets for submission to the Board of Directors - with its recommendations at such periods as the Board of Directors may require; to examine the accounts of the Treasurer; and to make recommendations to the Board of Directors concerning the financial affairs of the Corporation. The Finance Committee shall also review all insurance coverage and make recommendations pertaining thereto.

3. The House Committee. The House Committee shall be responsible for the operation of the pool, house, grounds, and facilities.

4. The Social Committee. The Social Committee shall coordinate all Club social activities, including swimming, tennis, etc., and will be responsible for rentals.

5. The Swim Team Committee. The Swim Team Committee shall be responsible for the organization of the swim team, maintaining an advisory group to head the committee and to keep the Board of Directors informed of the committee's activities; collecting and dispersing moneys as required, submitting a budget to the Club's Board of Directors for approval, coordinating the spending of moneys that are outside of the budget with the Club's Treasurer; and coordinating the scheduling of practice sessions and swim meets with the Board of Directors; and submitting an itemized list of expenditures/income for the swim team to the Board of Directors by the end of each November.

6. Chairman of the Committees. The Board of Directors may appoint the chairmen of the committees from either their own members or from the general membership of the Club.

7. Terms of Office. The terms of office of Chairmen and members of the committees shall be at the discretion of the Board of Directors.

ARTICLE VIII

FINANCES

1. Finances. The fiscal year of the Corporation shall begin on the first day of October of each year and end on the last day of September in the following year.

2. Budget and Finance. The Treasurer will furnish the membership a copy of a proposed budget for the operation of the Club for the current budgetary year. The budget will be submitted to the General Membership at the General Membership Meeting in April. It will be itemized in at least the following categories:

<u>Income</u>	<u>Expenditures</u>
1. Annual Dues	1. Salaries (if any)
2. Other Income (estimate)	2. Taxes
	3. Operating Expenses
	4. Expenditures for Capital Improvement
	5. Legal Fees (if any)
	6. Other

3. Contracts and Hiring of Personnel. The Board of Directors has the authority to execute all contracts and to hire any personnel required to sustain the operation of the Club. The signature of President and Secretary are required on all contract obligations.

ARTICLE IX

SPECIFIC RIGHTS OF MEMBERS

1. Evidence of Membership. Certificates of Membership shall exist only on the Books of the Corporation.

2. Copies of By-Laws. Current by-laws, policies and amendments are published on the corporation website and are available to all members.

3. Attendance at Meetings of the Board of Directors. Members in good standing may attend any meeting of the Board of Directors and be heard in the proper order of business.
4. Inspection of Books and Records. All books and records of the Corporation may be inspected by any member or his agent or attorney for any proper purpose at any reasonable time.
5. Guest Policy. The specific policy identifying guests and associated fees is maintained separately and at the discretion of the Board of Directors. The policy is published for public availability on the corporation website.

ARTICLE X

BORROWING POWER

1. Borrowing of Money. The Board of Directors, with the approval of two-thirds (2/3) of the voting membership present in person or by proxy at a meeting of the membership shall be empowered to borrow money on behalf of the Corporation. Notice that the making of a proposed loan will be voted upon must be given under the provisions of Article IV, Section 3.

BORROWING AND SPENDING POWER

1. Borrowing of Money. The Board of Directors, with the approval of two-thirds (2/3) of the voting membership present in person or by proxy at a meeting of the membership shall be empowered to borrow money on behalf of the Corporation. Notice that the making of a proposed loan will be voted upon must be given under the provisions of Article IV, Section 3.

1. Spending of Funds. The Board of Directors shall be empowered to spend funds on behalf of the Corporation for the general welfare and practical operation of the Club. Any expenditure for capital improvement or repair outside of the approved operating budget, in excess of \$20,000 requires a special vote of the membership, and approval of two thirds (2/3) of the membership present in person or by proxy at a meeting of the membership. Any expenditure in excess of \$10,000 must be communicated to the entire membership, but may be completed without approval of the general membership.

ARTICLE XI

ORGANIZATION, OPERATION AND LIQUIDATION

1. Purpose of Corporation. The Corporation is organized and shall be operated exclusively for. / Pleasure, recreation, and other non-profit purposes as a swimming and tennis club which shall be supported by fees, dues, and assessments charged to the members.
2. Incidental Activities. The Corporation may engage in income-producing activities such as the Sale of food, liquor, and miscellaneous items, as required for the accommodation of members and their guests. The facilities of the Club, including, but not limited to the pool, tennis courts, club house, and related facilities, may be made available to the members and their guests on a rental basis, at a rate to be set from time to time by the Board of Directors; provided, however, that the facilities of the Club shall not be available to the members, or to the Corporation itself, or any use which will serve to facilitate the transaction of specific business by any member or to promote the private Interest of any member, or for the engagement in or operation of any activities, which would Constitute a regular business of a kind ordinarily carried on for profit.
3. No Earnings to Members. No part of the net earnings of the Corporation may inure to the benefit of

any member of the Corporation or to any private individual. There shall be no dividends or distributions of available funds to members or individuals.

4. Dissolution and Liquidation. In the event of the dissolution and liquidation of this Corporation, the net assets of the Corporation shall be distributed in equal shares to the then members.

ARTICLE XII

SEAL

1. Seal. The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the Corporation and the words "Corporate Seal."

ARTICLE XIII

AMENDMENT OF BY -LAWS

1. These By-Laws may be amended at any regular or special meeting of the voting membership called for the purpose by an affirmative vote of two-thirds (2/3) of the membership present either in person or by proxy, provided, however, such amendments are presented to the general membership at least ten (10) days prior to any regular or special meeting.