

**By-Laws
of
THE OAKLEIGH FOREST CIVIC ASSOCIATION, INC.¹**

ARTICLE I

The name of this membership association shall be *The Oakleigh Forest Civic Association, Inc.*

ARTICLE II

The objectives of the Association are:

(a) To permit the owners of property in Oakleigh Forest to enter cooperatively into such projects as will promote the general welfare and improve the appearance, value, and convenience of property in Oakleigh Forest.

(b) To foster an environment for the residents of Oakleigh Forest that promotes safety and contributes to the quality of life in the community.

(c) To continue the spirit and intent of the restrictions as set forth in a "Declaration of Restrictions" executed by Jesse L. Adams and Hertha S. Adams, his wife, in February 1957, revised on January 1, 1987, and filed with revisions with Anne Arundel County in January 1999, for the protection of property values and the convenience of the residents.

To achieve its objectives, this Association may receive and own real and personal property, enter into leases and contractual agreements, and employ individuals and organizations.

ARTICLE III

Membership

1. The qualifications for membership shall be as follows:

(a) Residence: Any person who owns or rents property (exclusively or jointly with any other person or persons) within the limits of Oakleigh Forest or any person or persons in the immediate family of such property owner or renter residing therein, such as spouse, sons, daughters, parents, shall be eligible to become a member as hereinafter provided.

(b) Payment of dues: To be a member in good standing, a person or household shall pay the annual dues in the amount established by

¹ This document contains the *By-Laws* as amended by the Civic Association at its Meeting on June 13, 2006.

the Association within the time designated in Article IV of these By-Laws.

2. There shall be one voting privilege for each household which may be exercised by any member of that household over eighteen years of age who qualifies as a member of this Association. In these By-Laws the terms "member" and "member in good standing" have the same meaning.

3. Membership in the Association will be terminated under any of the following conditions:

(a) upon request of the member;

(b) upon failure to maintain good standing because of non-payment of dues or assessments within the time designated in the By-Laws;

(c) upon determination by the Board of Directors that any member has flagrantly or continuously acted contrary to the objectives and purposes of the Association or has deliberately violated the By-Laws and Rules of this Association or the operating rules of its standing committees as approved and promulgated by the Board of Directors; or

(d) when the member ceases to be a property owner or renter in Oakleigh Forest.

4. Effective January 1, 2005, the following policies regarding membership in the Oakleigh Forest Civic Association, Inc., shall pertain to new memberships, reinstatement of lapsed and terminated memberships, and reinstatement or transfer of memberships upon the sale or transfer of the title to property within Oakleigh Forest.

(a) A resident whose membership has lapsed or been terminated may be reinstated, according to Article III, section 5 below, upon payment of the dues levied during that membership lapse or termination, retroactive to the date when such membership lapsed or was terminated, but not earlier than January 1, 2005. Such dues shall be pro-rated for the current calendar year by quarter year.

(b) New residents of Oakleigh Forest, wishing to become members of the Civic Association, shall have a 60-day grace period from the date on which they received title to the property to become dues-paying members of the Civic Association. As noted in Article IV, Section 2, below, such dues shall be pro-rated per quarter year. If the current year's dues are up-to-date, then new residents, wishing to be members of the Civic Association, shall follow the January 1 dues schedule for all resident members.

(c) A new resident, assuming title to a property whose prior owner/ resident was not currently a dues-paying member of the Civic Association, wishing to become a member of the Association, shall have the 60-day grace period, noted in section (b) above, to make payment of dues levied during that membership lapse or termi-

nation, retroactive to the date when such membership lapsed or was terminated, but not earlier than January 1, 2005. Such dues shall be pro-rated for the current calendar year by quarter year.

5. Reinstatement of members shall be initiated by recommendation of any member of the Board of Directors or membership committee and approved by majority vote of the Board of Directors at any meeting.

ARTICLE IV

Dues and Fees

1. Annual dues of members of the Civic Association shall normally be determined at the October regular meeting of the Association, per household, whether such household has one, two, or more members. However, the Board of Directors may choose an earlier date for budget and dues approval providing that notice of any such action be given at least seven (7) days in advance of the proposed meeting date for such action. The annual dues are payable on January 1. If members are in arrears in their dues for a period of sixty (60) days, membership in the Association shall be terminated.

2. In the event that new residents are admitted as members of the Association after March 31, their respective Civic Association dues shall be prorated per quarter.

3. Additional fees shall be charged for members who wish to have the privilege of swimming at the Oakleigh Forest Pool and/or who wish to make use of the Waterfront facilities for boats. In addition to regular fees, on the basis of recommendations from the Pool Committee, the Board of Directors may establish initiation fees and alternate fee schedules for non-resident guests of members.

ARTICLE V

Membership Privileges and Guests

1. Privileges of members: Membership in good standing shall entitle members and their guests, subject to restrictions in this Article, to ordinary use of all Association facilities, subject to the rules established by the appropriate committees of this Association as approved and promulgated by the Board of Directors. Specifically, residents of Oakleigh Forest who wish to use the Oakleigh Forest Pool or Waterfront facilities must be members in good standing of the Civic Association.

2. No resident of Oakleigh Forest may qualify as a guest. Any guest using Association facilities must be authorized to do so by a member of the Association in good standing, subject to rules approved and promulgated by the Board of Directors.

3. Based on the recommendations of the Pool Committee, the Board of Directors may approve and promulgate specific rules regarding guest privileges, including, but not limited to, the number of guests, and the number of, as well as regulations regarding access privileges by, non-resident guests of members of this Association (such as fees, nomenclature, duration of access, and restrictions on sponsorship).

4. All persons using Association facilities do so at their own risk.

ARTICLE VI

Meetings

1. There shall be two regular meetings of the Association each year; the *Annual Meeting*, which shall be held in March of each year on such day as the Board of Directors shall select, and the Fall meeting, which shall be held in October of each year on such day as the Board of Directors shall select.

2. Special meetings may be called at any time by the President, upon majority vote of the Board of Directors, or upon written application thereof by five (5) members in good standing.

3. Notice of all meetings of the Association, both regular and special, shall be given to all members by written notice at least seven (7) days before the date set for the meeting. This notice in case of special meetings shall include a general statement of the matters to be discussed and the issues to be presented to the members for decision.

4. At any meeting of this Association a quorum shall consist of representation from at least 25% of the member households.

5. The proceedings of all meetings of this Association will be governed by the latest edition of *Robert's Rules of Order*.

ARTICLE VII

Voting, Elections, and Bylaw Amendments

1. A majority voice vote of members present at any meeting of the Association shall be sufficient to carry any motion or decide any issue, including election of officers, directors, and members of committees, except amendments to the By-Laws.

2. Election of Officers, Directors, and Committee Members:

(a) The Officers, Directors, and members of the Pool Committee and of the Waterfront Committee shall be elected at the October meeting of the Association, except as noted in section (b) below. The Nominating Committee shall present at least one candidate for each vacancy on the Board of Directors and on the committees, except for the Garden Club Director, and publish the names of all nominees at least seven (7) days in advance of the October meeting. All nominees shall be members of the Association in good standing with additional conditions as noted in (b) and (c) below. Additional nominations may also be made from the floor for all vacancies to be filled. Vacancies shall be filled by the individual[s] receiving the highest number of votes cast for each vacancy.

(b) Upon approval of these By-Laws, as amended, the Board of Directors shall appoint the members of the Pool Committee and the Waterfront Committee to serve until their successors are elected at the next following October meeting of the Association. These members shall be eligible to be elected to the committees.

(c) Each nominee for Waterfront Director and for membership on the Waterfront Committee shall be a boat slip holder.

(d) The nominee[s] for Pool Director and for the Pool Committee shall be Association members who also will have paid the swimming pool fee for the year[s] in which they hold this office.

3. Vacancies which occur on the Board of Directors and on the Pool Committee and the Waterfront Committee, other than by expiration of term, shall be filled by majority vote of the Board of Directors. If a vacancy occurs in the first year of a two-year term, the individual selected to fill the vacancy shall serve until the next annual election. In the annual election an individual will be elected to serve the second year of the unexpired term.

4. Amendments to the By-Laws: Such amendments shall require a two-thirds majority of the votes cast at any meeting of the Civic Association, or by absentee ballot, providing such ballot is in the hands of the Secretary prior to the meeting of the Civic Association which has been called to vote on this amendment. Proposed amendments to the ByLaws must be delivered to the homes of members at least seven (7) days prior to the meeting at which the vote on the Bylaw amendment[s] is to occur.

ARTICLE VIII

The Board of Directors:

Officers, Directors, and Standing Committees:

Election, Duties, and Powers

1.(a) The executive power of this Association shall be vested in a Board of Directors, which shall consist of at least eleven (11) members, all of whom must be voting members of the Association. The Board of Directors shall consist of the President, Vice President, Secretary, Treasurer, the immediate Past President (if this person wishes and is eligible to serve), four Directors (at large), the Waterfront Director, the Pool Director, the Grounds Director, and a Garden Club Director.

(b) Any officer or member of the Board of Directors who ceases to be a member of the Association or who has been absent without excuse for three consecutive announced meetings of the Board of Directors shall be deemed to have resigned and may be replaced.

2. The officers of the Association shall consist of the President, Vice President, Secretary, and Treasurer. Their duties and powers shall be as follows:

(a) President: The President shall preside at all meetings of the Association and of the Board of Directors, and in his absence his duties shall devolve upon the Vice President, and in the absence of both any member of the Board of Directors, when duly designated by the President or the Vice President, may preside. The President shall appoint all special committees.

(b) Vice President: The Vice President shall assume the duties of the President in the President's absence.

(c) Secretary: The Secretary shall keep minutes of all meetings of the Association and of the Board of Directors, shall be custodian of all records and correspondence of the Association, and shall send notices of all meetings. The Secretary shall keep a correct list of the members of the Association and their addresses. A corresponding Secretary may be appointed by the Board of Directors.

(d) Treasurer: The Treasurer shall have care and custody of and be responsible for all funds and finances of the Association, including its committees, subject to the direction and supervision of the Board of Directors. The Treasurer shall give bond in such amounts as the Board of Directors may designate. The Treasurer shall deposit in a responsible bank all monies received for the account of the Association. The Treasurer shall make all disbursements for the Association by check, countersigned by one other officer. The Treasurer shall prepare monthly and yearly statements for presentation to the Board of Directors.

3. Should the offices of the President and Vice President become vacant simultaneously, the Secretary shall preside at a Board meeting at which a new President and Vice President shall be elected by the Board to serve until the next meeting of the Association. In such a case, the Nominating Committee will prepare a slate of nominees as called for in section 7 (a) below.

4. The Board of Directors shall hold meetings at least monthly under such rules as it may prescribe. With the approval of a majority of the Board, meetings of the Board are not required to be held in July and August. A quorum for the conduct of business shall consist of six members.

5. The term of office for officers, the Waterfront Director, the Pool Director, and the Garden Club Director will be one year. The term of office for the four Directors at large will be two years, with two to be elected each year, and the terms for members of the Pool and Waterfront Committees will be two years, with elections on a staggered basis. The term of office for all officers and directors starts January 1. Officers may not serve for more than two (2) consecutive complete terms in the same office. A Director who has served for a complete two year term may not succeed him[her]self for one calendar year. The term of the Past President shall end when the current President assumes that seat, and in no case shall the term of the Past President exceed two years. A Past President will be eligible to serve on the Board after one year has passed from the end of that term to the beginning of a new term.

6. The Garden Club Director will be the President of the Garden Club, or a designated representative, selected by the Garden Club. The Garden Club Director shall provide liaison between the Civic Association and the Garden Club.

7. Committees: There shall be an Oakleigh Forest Pool Committee, a Waterfront Committee, a Nominating Committee, and any additional committees which the Board or the Association at large shall deem necessary and create. These committees shall establish their own meeting schedules and shall report at each meeting of the Board of Directors and make recommendations, as needed, for consideration and approval of the Board, or the Association, at large, as may be required.

(a) A Nominating Committee, consisting of three voting members of the Association shall be appointed by the Board of Directors at least thirty (30) days in advance on the Fall meeting in October. One, and only one, member of the Nominating Committee shall be a member of the Board of Directors of the Association and shall chair the committee. The committee shall proceed as outlined in Article VII, Section 2, above.

(b) The Pool Committee shall be chaired by the Pool Director and consist of at least four (4) members elected by the Association. The committee shall prepare multi-year and annual operating plans and annual operating and capital budgets for the pool for approval by the Board of Directors and the Association at a general meeting. These plans may include provision for swimming pool access, in return for a payment of fees, by non-resident guests of Oakleigh Forest members, subject to an annual review by the Board of Directors. With the approval of the Board of Directors, the committee may en-

ter into appropriate management and employment contracts (such as lifeguards, instructors, etc.) for the operation of the pool. The committee shall serve as liaison with the swim team sponsors and also prepare operating rules and guidelines for the pool for approval and promulgation by the Board of Directors. The Pool Director shall administer the pool area and have authority to approve expenditures for payment by the Association's treasurer and also may suspend swimming pool rights and access to any individual[s] whose behavior is deemed to be dangerous or disruptive. Such decisions will be subject to the review of the Board of Directors.

(c) The Waterfront Committee shall be chaired by the Waterfront Director and consist of at least three (3) members elected by the Association. The committee shall prepare multi-year and annual operating plans and annual operating and capital budgets for the waterfront facilities for approval by the Board of Directors and the Association at a general meeting. The committee shall prepare operating rules and guidelines for the waterfront facility for approval and promulgation by the Board of Directors; in developing these rules and guidelines, the committee should take into consideration the wording and intent of the Association in the former Article IX of the 1992 version of the Oakleigh Forest Civic Association By-Laws. The Waterfront Director shall administer the Waterfront facility and have authority to approve expenditures for payment by the Association's treasurer and may also suspend rights and access to any individual[s] whose behavior is deemed to be dangerous or disruptive. Such decisions will be subject to review by the Board of Directors.

ARTICLE IX

Finances and Budgets

1. The Fiscal Year of the Association shall be the calendar year.
2. After appropriate consultation with the Pool Committee and the Waterfront Committee, among others, the Board of Directors shall prepare an annual operating and capital budget for presentation to and approval by the full membership of the Association at the October meeting for the following fiscal year. The Board of Directors may present revised budgets during the fiscal year for approval by the membership at regular or special general meetings as it deems necessary.
3. The Board of Directors shall have the authority to approve expenditures for payment by the Treasurer within the budget approved by the membership and, in addition, expenditures beyond that budget within the following limits:
 - (a) up to \$ 1000. each, by the Pool Committee and the Waterfront Committee beyond their established budgets;

(b) up to \$ 1000. beyond the total approved budget of the Association's general budget; and

(c) for emergencies, the Waterfront Director and the Pool Director may approve expenditures to be paid by the Treasurer; these emergency expenditures shall be reported to the Board of Directors at its next meeting.

Such expenditures are expected to reflect fiscal caution in terms of financial resources. For all modifications to the approved budget[s], the Treasurer and the Pool or Waterfront Director shall prepare and present information for approval by the Board of Directors and for the information of the membership at a general meeting.

4. At a meeting of the Board of Directors held at least thirty (30) days preceding the Annual Meeting in March, the Board of Directors shall have authority to appoint an auditing committee or auditor to examine the records of the Secretary and the financial records of the Treasurer including the records of the Waterfront Committee and the Pool Committee and to report the same to the Annual Meeting.

ARTICLE X

Severability

In the event that any portion[s] of these By-Laws may be deemed to be in violation of any governmental laws or regulations or of any special conditions regarding the transfer and use of any assets, the remainder of these By-Laws shall be deemed to continue in force unless otherwise amended according to the procedures identified in Article VI of these By-Laws.