

# Cedarmere Foundation Membership Structure

## MEMBERSHIP STRUCTURE

- The Corporation shall have one (1) class of Members that shall consist of the George O. Edwards family and the Kathleen D. Edwards family, including their combined natural or adoptive lineal descendants, spouses of lineal descendants and step-children of lineal descendants upon reaching the age of ten (10) years.
- All Members become voting Members at the age of twenty-two (22) years.
- The sole power of voting Members shall be the election of Trustees of the Corporation.
- Any Member may nominate a person to fill a vacancy in the office of Trustee.

## BOARD OF TRUSTEES

There shall be five (5) classes of Trustees, as follows:

### Class A Trustees

- George O. Edwards and Kathleen D. Edwards shall be voting members of the Board and shall serve until they reach the age of eighty (80) years.

### Class B Trustees

- Members between the ages of 22 and 80 years.
- Class B Trustees shall be elected by the Members, with not more than 8 Class B Trustees serving on the board at one time.
- Class B Trustees are limited to not more than 4 from any one of the 4 original branches serving at one time (i.e, the four lineal descendants of George O. Edwards and Kathleen D. Edwards).

### Class C Trustees

- Class C Trustees shall be non-Members between the ages of 22 and 80 years.
- They shall be voting members of the Board and may serve for up to six years, subject to re-election
- Class C Trustees are limited to serving not more than six (6) years, depending on the term length, and may again serve after at least a 1 year absence from the Board

- It is preferred, but not required, that the Members consider (for Class C trustees) people with integrity and philanthropic experience or expertise in other areas of interest to the Foundation, whom they respect and who have personalities that will blend well with the other Trustees.

## Junior Trustees

- Junior Trustees shall be Members who are at least 13 years old but have not yet reached their 22<sup>nd</sup> birthday.
- They shall be elected by the Membership from among all Members of qualifying age.
- Junior Trustees shall be non-voting members of the Board but they may attend Board meetings and/or meetings of committees designated or appointed by the Board.
- At no time shall there be more than three Junior Trustees serving at any one time.

## Associate Trustees

- Associate Trustees shall be Members who are 22 years of age or older
- Associate Trustees shall be non-voting members of the Board but they may attend Board meetings and/or meetings of committees designated or appointed by the Board.
- At no time shall there be more than three Associate Trustees serving at any one time.