

By-Lay Change	Description	Yes	No
Change #1	Article I Name Known As Association [formerly Corporation]		
Change #2	Article I Name and Location		
Change #3	Article II Purpose		
Change #4	Article II Purpose		
Change #5	Article III Membership		
Change #6	Article III Membership		
Change #7	Article III Membership		
Change #8	Article VI Voting		
Change #9	Article VII Vacancies and Removal from Office		
Change #10	Article IX Executive Board		
Change #11	Article IX Executive Board		
Change #12	Article IX Executive Board		
Change #13	Article IX Executive Board		
Change #14	Article X Executive Board Limitations		
Change #15	Article X Executive Board Limitations		
Change #16	Article X Executive Board Limitations		
Change #17	Article X Executive Board Limitations		
Change #18	Article X Executive Board Limitations		
Change #19	Article X Executive Board Limitations		
Change #20	Article XI Officers and Duties		
Change #21	Article XI Officers and Duties		
Change #22	Article XI Officers and Duties		
Change #23	Article XI Officers and Duties		
Change #24	Article XI Officers and Duties		
Change #25	Article XI Officers and Duties		
Change #26	Article XI Officers and Duties		
Change #27	Article XI Officers and Duties		
Change #28	Article XI Officers and Duties		
Change #29	Article XII Committees		
Change #30	Addendum A		

Print Paid Member Name: _____

Member Signature _____

Paid Member Address: _____

Household Vote Number: _____ SCSCA Member Number: _____

Please bring completed voting ballot to General Meeting Sun. Oct 15, 2023.
Proxy ballot voting sheet available on our website <https://stclementshores.org>.

GUIDE: Current By-Laws are being presented in whole.
When possible, each “ARTICLE” is presented on one page for simplicity.
Proposed changes appear as follows:

1. ~~Strikethrough~~ = proposed deletions
2. **Red lettering** = proposed new wording

BY-LAWS

St. Clement Shores Civic Association, Inc.

ARTICLE I NAME AND LOCATION

Sec. 1. The name of the ~~Community Corporation~~ **Association** (which is hereinafter called the ~~Corporation~~ **Association**) as set forth in the Amended Articles of Incorporation dated Feb. 5, 1991, and duly registered is “St. Clement Shores Civic Association, Inc.” [SCSCA]

Recommended Change 1

Sec. 2. The ~~Corporation~~ **Association** is located within the boundary lines of St. Clement Shores and defined as “Entering on Lady Baltimore Avenue - and bounded on the left by Breton Street over to the shoreline of St. Clements Bay and on the right bounded by Archer Street over to the shoreline of Cecil Lake. All properties within the area outlined are considered, to be, in the community of “St. Clement Shores.” Residents from the “Woods at Bayside”, while not within the boundary lines, See Addendum A, of the ~~Corporation~~ **Association**, are eligible to become members.

Sec. 3. The properties owned by the Association are for the use and enjoyment for residents of the two subdivisions of “St. Clement Shores” and the “Woods at Bayside” providing those residents have applied for membership and have paid the appropriate dues.

Recommended Change 2

ARTICLE II
PURPOSE

Sec. 1. The ~~Corporation~~ **Association** is organized pursuant to MD Code §2-507 for the purpose of benevolent, social, and community work, and not for pecuniary profit. Established tax exempt status under section §501[c][4] of the Internal Revenue Code of 1996, as amended.

Sec. 2. The Association's goals are as follows:

- To preserve and enhance the quality of life in and of the Community.
- To manage and care for the properties owned by the Association (see addendum A)
- Work to provide a family friendly atmosphere through social recreational activities.
- To offer social interaction and participation in shared recreational activities.

Recommended Change 3

Sec 3. The Association was established to promote the general welfare of the community and to provide a recreational center, recreational and entertainment programs, and facilities for both the adult and adolescent citizens of the community. And, in general to foster, by community cooperation, programs that will provide wholesome living conditions for the community. As set forth in the Articles of Incorporation dated June 22, 1966.

Recommended Change 4

ARTICLE III MEMBERSHIP

Sec. 1. Eligibility: Any owner and/or renter of property located within the Association boundaries, of legal age is eligible for membership in the Association. Application for membership shall be submitted to the Treasurer and shall be accompanied by annual dues per household in the amount determined by the Executive Board. Each household shall be issued a numbered membership card. Upon issuance of a membership card, the member is considered a member ~~in~~ of the ~~Corporation~~ Association. It is understood that residents of the community hereinafter known as “St. Clement Shores” and “The Woods” are eligible to become a members of the ~~St. Clement Shores Civic Association Inc.~~ Association, following the By-Laws set forth by the Executive Board of ~~the St. Clement Shores Civic Association~~. It is understood that officers and members are protected from personal liability under obligations that may be incurred by the organization.

Recommended Change 5

Sec. 2. Dues Fiscal Year: Dues fiscal year covers the period May 1st through April 30th. Dues are ~~to be~~ paid annually and are not pro-rated. Membership does not convey with sale or rent of residence. Dues ~~and~~ must be paid to be eligible to vote in our annual election of the ~~Corporation~~ Association’s Executive Board.

Recommended Change 6

Sec. 3. Establishment of Dues: ~~It is to be understood that~~ The Executive Board may increase the annual dues as determined to be necessary. The increase of dues will not exceed 10% of the preceding year unless, voted on by the membership. See Sec. 5 for what a paid membership entitles you to.

Recommended Change 7

Sec. 4. No resident of “St. Clement Shores” or “The Woods” is automatically granted use of the facilities. Residents living within said communities wishing to use facilities must have their own paid membership. Neighbors and or/family members living in separate dwellings, within said communities, must have their own paid membership. Paid Members allowing misuse of this Guest Policy may result in the loss of their membership.

Sec. 5. A paid membership entitles the household or property owner to full use of the community facilities and voting rights in the ~~Corporation~~ Association during the member year for which dues are paid. Dues are used to maintain properties and assets owned by the ~~Corporation~~ Association. All assets of which ~~the St. Clement Shores Civic Association~~ belong to the ~~Corporation~~ Association and not to any individual.

ARTICLE IV MEETINGS

Sec.1. Annual Meetings:

- (a) A meeting shall be held each October at a time and place determined by the Executive Board for the purpose of electing, by vote, the succeeding Board.
- (b) A meeting shall be held each May at a time and place determined by the Executive Board for the purpose of presenting the officers, committee reports, and financial implications of the upcoming year.
- (c) All meetings will be open for the transaction of any business deemed necessary and within the powers of the ~~Corporation~~ Association.

Sec.2. Board Meetings

Executive Board will meet monthly, or as necessary, the first week of each month. The date, time, and place are to be designated. Meetings of the Executive Board shall be called by the President or upon demand of three members of the Executive Board.

Sec.3. Membership Meetings:

Meetings shall be held as needed at a time and place designated by the Executive Board.

Sec.4. Special Meetings:

- (a) Special meetings may be called, at any time, by a majority vote of the Executive Board.
- (b) All members shall be notified of such a meeting and the purpose for which it is called.
- (c) Dues must be current to vote on any question or action for which the meeting is called.
- (d) The Executive Board shall determine the date, place, and time of the meeting under the following conditions:
 - 1. Notice of "called" meeting shall be given not less than ten days or more than ninety days before meeting.
 - 2. Notice to be delivered either by hand, by mail, or by email.
 - 3. If mailed, the date when deposited in the United States Mail will be deemed proper notification, if by email, the sent date will be used

ARTICLE V QUORUM

Sec. 1. A quorum shall consist of four (4) members of the Executive Board. It is in the best interest of the Community for every Executive Board member to attend the meetings of the ~~Corporation~~ Association to have a voice and/or vote on all matters.

ARTICLE VI
VOTING

Sec. 1. Each membership (payment of annual dues) shall entitle the household or property owners to two votes only. These two votes are to be used by any two persons living within the household and who are twenty-one (21) years of age or older.

Sec. 2. No vote shall be considered valid if the annual dues are not current.

Sec. 3. Paid members can vote **in person at a general or special meeting, by written ballot**, online when available, or ~~request a~~ **by proxy, using the form available on our website**, when voting for new officers or By-Law changes. **All votes submitted online, when available, and all proxy votes, must be received within the designated timeframe. All other voting requires members to be present.**

Recommended Change 8

Sec. 4. Two members in good standing shall act as tellers and are to be appointed by the President where questions or actions call for a vote and they shall:

- (a) Count all ballots
- (b) Decide questions as to standing of voters.
- (c) Accept or reject votes including online and proxy votes.

ARTICLE VII
VACANCIES AND REMOVAL FROM OFFICE

Sec. 1. Should a vacancy occur in any elected or appointed office the Executive Board may, by majority vote, appoint a member to take over all the duties of the vacated office until the next Annual Meeting when the elections are held.

Sec. 2. Any officer elected or appointed by the members may be removed by the Executive Board whenever, in their judgment, the best interest of the association is not served, or the elected member does not attend 75% of the Executive Board meetings. ~~Four (4) or more Executive Board members attending the meeting shall constitute a quorum for the transaction of business.~~

Recommended Change 9

Sec. 3. ~~Remove from office or membership, for just cause, a~~ Any officer, or member, not abiding by the By-Laws of the ~~Corporation~~ **Association** may be removed from office or membership.

ARTICLE VIII
ORDER OF BUSINESS

Sec. 1. The Order of Business at all meetings shall be as follows:

- (a) Meetings called to order by presiding officer
- (b) Pledge of Allegiance
- (c) Minutes
- (d) Officers' reports
- (e) Committee reports
- (f) Old business
- (g) New business
- (h) Adjournment

ARTICLE IX
EXECUTIVE BOARD

Sec 1. The Executive Board shall consist of:

- President
 - Vice President
 - Secretary
 - Treasurer
 - 3 members at large
- The presiding officer of the Executive Board is the President

Sec 2: The powers of the Executive Board shall be as follows:

- (a) The business and property of the ~~Corporation~~ Association shall be conducted and managed by the Executive Board.
- (b) Authorize payment of all bills properly submitted
- (c) Choose a bank in which to deposit the ~~Corporation~~ Association's funds.
- (d) Appoint officers and committees.
- (e) Consider grievances presented by members in writing and properly signed.
Advise grieving party and/or parties of the decision of the Executive Board in writing.
- (f) Shall prepare the ~~approve the submitted~~ annual budget and present to the membership at the Spring meeting for approval.

Recommended Change 10

- (f) Notify and secure membership's approval for any new ~~unbudgeted~~ expenditure totaling over \$1,500 related to maintenance and repair of community property, or over \$500 for any new unbudgeted expenditures unrelated to maintenance and repair of community property, each election year.

Recommended Change 11

- (g) Consider amount of annual dues, and implement increase if necessary, ~~not to exceed 10%~~.
If greater than 10%, the board will need to secure membership's approval.

Recommended Change 12

Sec. 3 The election of the Executive Board shall be as follows:

- (a) A slate of nominees, for the Executive Board, shall be prepared and presented to the membership three weeks prior, or as soon thereafter as possible, to the Annual Meeting.
- (b) The membership shall be given the opportunity to add those names of its choice of eligible

members to the slate.

(c) The membership shall vote on the Executive Board

i. Online voting, when available, to be conducted ~~2~~ **1** week ~~s~~ prior to ~~the~~ annual meeting.

Recommended Change 13

ii. Proxy voting allowed.

iii. No Executive Board member, member or nominee on the ballot shall gather or have access to the voting information. The appointed tellers will control all online or proxy voting information. This information will be kept confidential and combined with the meeting votes for a final tally.

~~(d) The Executive Board shall have no fewer than five or more than seven members.~~

(d) The term of the Board of Directors appointed shall be for one (1) year beginning the month following the election.

ARTICLE X EXECUTIVE BOARD LIMITATIONS

Sec I:

(a) Up to **five percent** (5%), of the previous year's dues collected, may be allocated for SCSCA Social Activities.

Recommended Change 14

~~(b) The Executive Board must vote, and approve, on expenditures up to before funds of less than \$1,500 can be disbursed. related to maintenance and repair of property and assets owned by the Association. Without the consent of the membership at large. (Excluded are monthly operating expenses such as electric, etc.)~~

Recommended Change 15

(c) The Executive Board has the authority to vote and approve expenditures, up to \$500 annually, for purchase of new items, amenities, equipment, or assets unrelated to the maintenance and repair of existing properties considered to be of benefit to the membership.

Recommended Change 16

(d) Expenditures greater than the limits stated in (b) and (c) above, require prior advise to, opportunity for input from, and approval by the membership.

Recommended Change 17

(e) The executive board must advise the community by mail or email about any matter under discussion which would affect change in the community. as a whole, without prior knowledge.

Recommended Change 18

(f) ~~When available,~~ An agenda will be provided prior to each General Meeting and Board Meeting, when available, prior to for each Board the meetings by either will be sent out by mail or email prior to the meeting.

Recommended Change 19

(g) It is unlawful to distribute any net earnings of this Association to its members, directors, trustees, officers, or other private person. Any monies paid to an individual must be accompanied by a receipt and have prior board approval.

ARTICLE XI
OFFICERS AND DUTIES

Sec. 1: The first meeting of the new Executive Board is held, the first week of November.

Sec.2: Duties of the Executive Board

Duties of the President:

- The president shall be the presiding officer at all times.
- Assist any, and all, committees, in every way possible, to promote their programs and achieve their goals.
- Upon completion of their term the President shall be considered a board member for one (1) year

Duties of the Vice President:

- Preside at all meetings in the absence of the president, and assume duties as needed.

Recommended Change 20

- ~~Assume the duties of the president as needed~~
- Perform assignments as requested by the President
- Maintain all keys to mailbox, shed, message board, etc.

Duties of the Secretary:

- Keep accurate account of all meetings.
- Read the minutes of membership meetings.
- Be responsible for safe keeping of all voting records.
- Be responsible for all minutes' book.
- Responsible for the correspondence of the ~~Corporation~~ Association
- Maintain and hold in confidence all BOD/Newsletters email addresses and database.
- Place on the SCSCA website all email correspondence, as it pertains to effecting change in the community, from our official email account.

Recommended Change 21

- For any writer of Official emails, and or correspondence, ~~their~~ will include the name of the writer ~~should appear as~~ representing the Association.

Recommended Change 22

Duties of the Treasurer:

- ~~Collect and receive all moneys of the Association~~ Keep accurate account of all monies received and deposit ~~them~~ into approved established checking account of the ~~Corporation~~

Recommended Change 23

- Keep financial records for any named committees.
- Present books for auditing on demand
- Get mail and distribute accordingly.
- Prepare an annual audit budget, by line item, for expenses and income for review and presentation to the executive board at the Spring Meeting in May

Recommended Change 24

- Pay all bills properly submitted and authorized by members of the executive board.

- Provide a statement of revenues and expenses to the Executive Board monthly.

Recommended Change 25

- Provide an annual statement of revenues and expenses to the Membership annually.

Recommended Change 26

- Prepare and file all annual tax returns, maintain annual MD tax-exempt charity status, and renew annual Bingo License.

Recommended Change 27

- Prepare and mail membership dues statements and ID Cards; maintain accurate membership database of authorized members in the Association.

Recommended Change 28

- Maintain a list of all dues paying members, issue membership cards.

ARTICLE XII COMMITTEES

The Executive Board shall appoint the Committee Chairperson. The Chairperson of a Committee may request of the membership, volunteers to assist with the Committee.

1. All committees wishing to sponsor, fund raisers, events, or improvements must submit recommendations to the Executive Board for approval.
2. Newsletters and all correspondence must be submitted to the President and/or the Executive Board for review, approval, and release.

Ways and Means

- Recommend and implement approved programs for the betterment of the ~~Corporation~~ Association and Community
- Report on all programs to the membership

Maintenance Committee

- Report on all repairs and maintenance of the common grounds and facility
- Recruit companies for estimates and feasibility of projects and submit estimates for approval.
- Secure approval from the membership for any **unbudgeted** project costing over \$1,500 ~~Executive Boards vote for projects costing under \$1,500.~~

Recommended Change 29

By-Laws Committee

- Review the associations By Laws annually and present recommendations to the executive board, in writing, for amendments as necessary.
- Executive board must agree on changes before it is presented to the members.

- Members shall be notified according to Article IV Sec 3 D1 in advance of any special meeting in which By-Law amendments will be voted on. This notice shall inform members of existing By-Laws, the proposed amendment change, as well as the date and time of the special meeting. Members not attending the special meeting may vote by proxy.

Internal Accounting Review Committee

- Conduct an Internal Review of the SCSCA finances.
- The committee shall consist of a Board Member, the Treasurer, and a SCSCA community member in good standing [current with annual dues]
- The Review Committee is to determine the month, day, and place of the review.

Membership

- Contact the households and property owners of non-members and extend an invitation to join the ~~Corporation~~ Association.

Event Coordinator

- Volunteers are sought to coordinate functions held for and by SCSCA.
- For all events, volunteer coordinators must submit a budget request for any funds needed for approval by the Executive Board
- The coordinator will keep the Executive Board informed as to progress being made towards the event.

Newsletter

- Newsletters/flyers will be printed in the Spring, Summer, Fall, and Winter
- Draft of newsletters/flyers must be presented to the Executive Board for approval prior to publication.
- Email and mail newsletters to members **for whom** we do not have an email address.

ARTICLE XIII DISSOLUTION

Upon the dissolution of the ~~Corporation~~ Association, or in the event it shall cease to engage in carrying out the purposes and goals set forth in these By-Laws, all of the business, properties, assets, and income of the ~~Corporation~~ Association remaining after payment, or provision for payment, of all debts and liabilities of this ~~Corporation~~ Association, shall be distributed to a non-profit association or Corporation which is organized and operated exclusively for tax exempt purposes which are reasonably related to the purposes and goals of this ~~Corporation~~ Association, as may be determined by the last Executive Board of Directors of this ~~Corporation~~ Association as voted upon by members, and which has established its tax exempt status under §501(c)(4) of the Internal Revenue Code of 1996, as amended.

ARTICLE XIII SPECIAL RECOGNITION

The original subscribers to the Articles of Incorporation of the Comments Recreation Council, Inc. and the first officers shall be recognized in these and all succeeding By-Laws of the Corporation.

They are:	Douglas Muir, Jr. Richard Cooper Richard I. Russell Charles M. Tyler Larry Weiland	Arthur Briscoe Lloyd F. Cusic William O.E. Sterling Thomas N. Combs, Sr. Frank E. Gorely
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The By-Laws were amended by the members.

Addendum A
Properties Owned by the Association

The properties owned by the Association are located within the boundary lines of St. Clement Shores subdivision. The properties owned by the Association are identified as follows:

1. Beach Area, intersecting at Saint Clement Avenue and Potomac Avenue
BLK 21 Plats 7/37,6/64,4/145 St Clement Shores
2. Firelane-Pump access on St. Clements Avenue “known as the garden of remembrance.”
Between BLKS 18&19 St Clement Shores
3. Firelane-Pump & Boat access on St. Mary’s Street (intersecting with St. Clements Avenue)
Between BLKS 19&20 St Clement Shores
4. Firelane-Pump & Boat access on Archer Street (intersecting with Potomac Avenue)
Between BLKS 37&38 St Clement Shores
5. Firelane-Pump access on Colton Street (intersecting with Potomac Avenue)
Between BLKS 36&37 St Clement Shores

Recommended Change 30