

BY-LAWS

St. Clement Shores Civic Association, Inc.

ARTICLE I NAME AND LOCATION

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

Sec. 2. The Corporation 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 of the Corporation are eligible to become members.

ARTICLE II PURPOSE

Sec. 1. The Corporation 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.

ARTICLE III MEMBERSHIP

Sec. 1. 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 the Corporation. It is understood that residents of the community hereinafter known as "St. Clement Shores" and "The Woods" are eligible to become members of the St. Clement Shores Civic Association Inc., following the By-Laws set forth by the Executive Board of 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.

Sec. 2. Dues are to be paid annually and must be paid before the annual election of the Corporation Executive Board to be eligible to vote. It is to be understood that the Executive Board may increase the annual dues as determined to be necessary. The increase of annual dues will not exceed 10% of the preceding year unless voted on by the membership.

Sec. 3. 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. 4. A paid membership entitles the paid household or property owner to full use of the community facilities and voting rights in the Corporation during the member year for which dues are paid. All dues are used to maintain the properties owned by the Corporation. All assets of the St. Clement Shores Civic Association belong to the Corporation 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.

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 each and every Executive Board member to attend the meetings of the Corporation in order 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 online, when available, or request a proxy when voting for new officers or By-Law changes. All online and proxy votes, when available, must be received within the designated timeframe. All other voting requires members to be present.

Sec. 4. Two members in good standing shall act as tellers and are to be appointed by 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.

Sec. 3. Remove from office or membership, for just cause, any officer or member not abiding by the By-Laws of the Corporation.

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 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'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) Notify and secure membership's approval for any expenditures totaling over \$1,500.
- (g) Consider amount of annual dues and implement increase if necessary

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 weeks prior to annual meeting.
 - 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.
- (e) 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 5%, of the previous year's dues collected, may be allocated for SCSCA Social Activities.
- (b) The Executive Board must vote before funds of less than \$1500 can be disbursed.
(Excluded are monthly operating expenses such as electric, etc.)
- (c) It is unlawful to distribute any net earnings of this Association to its members, directors, trustees, officers or other private persons. Any monies paid to an individual must be accompanied by a receipt and have prior board approval.

ARTICLE XI OFFICERS AND DUTIES

The first meeting of the new Executive Board is held the first week of November.

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
- 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
- Maintain and hold in confidence all BOD/Newsletters email addresses and database

Duties of the Treasurer:

- Keep accurate account of all monies received and deposit into the account of the corporation
- Keep financial records for any named committees
- Present books for auditing on demand
- Get mail and distribute accordingly
- Pay all bills properly submitted and authorized by members of the executive board
- 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 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 Executive Boards vote for projects costing under \$1,500.

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 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

Newsletter

- Newsletters and fliers will be printed quarterly, Spring, Summer, Fall, and Winter.
- Draft of newsletters / fliers must be submitted to the executive board for approval prior to publication
- Email newsletters and distribute paper copies to street captains for delivery of those residents who do not have email.

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.

ARTICLE XIII DISSOLUTION

Upon the dissolution of the Corporation, 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 remaining after payment, or provision for payment, of all debts and liabilities of this Corporation, 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, as may be determined by the last Executive Board of Directors of this Corporation 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

The By-Laws were amended by the members.