

BYLAWS
of the
DAVIDSONVILLE AREA CIVIC ASSOCIATION

PREAMBLE

We, the citizens of the Davidsonville Area, state and affirm our will to maintain and improve the quality of life in our community. We join together to counsel with one another so that we may wisely guide the growth and development of our village for the betterment of our lives and for the lives of our children and their children.

We recognize and seek to understand the many forces working to change our community. Indeed, many among us are a part of that change. We understand that all change is not bad, nor is all change good. We seek change that will balance the needs of agriculture and commerce but above all, the needs of the people who give our village life.

Be it resolved, therefore, that we establish a community civic association through which the people of this community may exert all just influence in the determination of matters bearing on the life of the community. Said association will avoid personal gain, parochial interest and partisan political advantage. It shall be open to all facets of opinion and shall serve as a forum in which the wants and needs of the community are discovered.

ARTICLE I

NAME

The name of this organization shall be the Davidsonville Area Civic Association.

ARTICLE II

PRINCIPAL OFFICE

The principal office of the association shall be at P.O. Box 222, Village of Davidsonville, County of Anne Arundel, State of Maryland. The association may have other such offices as may from time to time be designated by its members or its board of directors.

ARTICLE III

PURPOSES

The purposes of this association shall be as follows:

- A. To consider and deal by all lawful means with common problems involved in matters pertaining to land and natural resource utilization in the geographical area known as Davidsonville and to neighboring South Anne Arundel County, on a case-by-case basis by discretion of the Board of Directors, and to secure cooperative action in advancing common purposes of the members of the association.

- B. To do anything necessary and proper for the accomplishment of any purposes set forth in the statement of principles adopted by the founders of this association.

This association is organized and operated for the above stated purposes exclusively, and for other nonprofit purposes, and no part of any net earnings shall inure to the benefit of any private member.

ARTICLE IV MEMBERSHIP

A. **ACTIVE MEMBERSHIP:** Any person who lives in the Davidsonville Area as defined below is eligible to become an active member of this association, with full voting and other privileges, if qualified under such rules as the board of directors may provide. Residents of the Davidsonville Area may join as an individual or as a household.

1. **Individual Resident Membership:** Each individual who pays dues and joins is entitled to one (1) vote at the annual meeting (or any additional meetings of the membership that may occur). Individual members must each pay individual membership dues.
2. **Household Resident Membership:** If multiple members of a household prefer to pay dues for a single, jointly held household membership, the household is entitled to one (1) vote at the annual meeting (or any other meetings of the membership that may occur).
3. **Geographic Eligibility:** To qualify for active membership, members must reside in the Davidsonville Area as geographically delineated by the following boundaries:

Starting at the Patuxent River where Central Avenue (Route #214) crosses it, follow the Patuxent River south to Stockett's Run; follow Stockett's Run east to Harwood Road; southeast on Harwood Road to Solomons Island Road (Route #2); northeast on Solomons Island Road to Central Avenue (Route #214); west on Central Avenue to Rolling Road (Withernsea); north on Rolling Road to Beard's Creek; north on Rolling Road to Beard's Creek; across Beard's Creek and follow postal zip code line to Della Way; northeast on Della Way to Homewood Road; northwest on Homewood Road to Riva Road; northeast (right) on Riva Road to left on Glen Isle Road as far as Broad Stream Lane; follow Broad Stream Lane to the end, through its cul-de-sac to Flat Creek; follow Flat Creek north to South River; follow the shoreline of South River north to Defense Highway (Route #450); west on Defense Highway to Bell Branch; southwest on Bell Branch to Bell Branch Road;

northwest on Bell Branch Road to Davidsonville Road (#424);
south on Davidsonville Road to Gershner's farm road;
west on Gershner's farm road to Gosheff Farm Lane to the Patuxent River;
south on the Patuxent River to Central Avenue.

Where a boundary line is a street or road, residential properties on both sides of the street are included as within the bounds.

- B. NONRESIDENT ASSOCIATE MEMBERSHIP, referred to herein as Associate Membership: Any person in any way interested in the activities of the association may be granted an associate membership under such terms and with such privileges as the board of directors shall determine with the exception of having no voting privileges.
- C. Voting:
1. Each active member shall be entitled to one (1) vote in the affairs of the association.
 2. Household memberships are entitled to one (1) vote for the entire household.
 3. The privilege to vote shall commence thirty (30) days after paying dues for the first time and terminate when the membership is no longer active.
 4. Associate members are not entitled to vote.
- D. Duration of Membership:
1. Payment of dues enables membership for a term of one (1) year.
 2. Failure to renew membership by paying dues, in a timely manner, for another year will result in a lapsed/expired membership and loss of voting privileges.
 3. Membership shall be nontransferable.
 4. Any member may, by giving written notice of such intention, withdraw from membership.
 5. All rights, privileges, and interests of a member in the association shall cease on termination of membership.

ARTICLE V DUES

The annual dues required for membership in the association shall be determined by the board of directors. Dues may vary from year to year, and by the type of membership, as described under Article IV.

ARTICLE VI MEETINGS

- A. Annual meeting:
1. There shall be an annual meeting of the association during the month of June each year, unless otherwise ordered by the board of directors, for the election of officers, receiving reports, and the transaction of other business.

2. Annual meetings shall be open to active and associate members, to guests invited by the board of directors, and to the public if the board of directors determines it to be advantageous and relevant for the topics on the agenda.
 3. Notice of the annual meeting shall be mailed or emailed to the recorded mailing address or email address of each member at least fifteen (15) days before the time appointed for the meeting.
- B. Order of Business: The order of business at annual meetings shall be as follows:
1. Call to order
 2. Reading of the minutes of the previous meeting
 3. Receiving communications
 4. Reports of officers
 5. Unfinished business
 6. New business
 7. Election of officers
 8. Adjournment
- The order of business may be altered or suspended at any meeting by a majority vote of the members present. The usual rules as laid down in Robert's *Rules of Order* shall govern, when not in conflict with these Bylaws.
- C. Special meetings: Special meetings of the association may be called at any time by the president, or in his/her absence, by the vice president or secretary, or on the written request of not less than one third of the active members of the association. Whenever possible, ten (10) days' notice of any special meeting should be given to the members of the association, and the notice must state the object of the meeting. However, if less time is available to reach a decision before meeting a necessary deadline, the meeting may be held after whatever possible notice has been given.

ARTICLE VII OFFICERS

- A. Elected officers: the elective officers of the association shall be a president, a vice president, a secretary, and a treasurer. Other offices and officers may be established and appointed by the active members of the association at the regular annual meeting.
- B. Terms: The president, vice president, secretary, and treasurer shall take office immediately upon their election and shall serve for a term of one (1) year and until successors are duly elected. Officers are eligible for reelection. Vacancies in any office may be filled for the balance of the term thereof by the vote of the board of directors. Officers shall be limited to holding one major office of the association at one time. Officers may resign at any time, provided that they inform the president and board of directors in writing by letter or by email.
- C. President: the president shall be the chief executive officer of the organization and shall preside over meetings of the association and of the board of directors. The president shall be a member *ex officio* of all committees. The president shall communicate to the association such matters, concerns, and suggestions as may tend

- to promote the welfare and increase the usefulness of the association and shall perform other duties as are necessarily incident to the office. Upon completing his or her term of office, the immediate past president shall become a nonvoting *ex officio* member of the board of directors.
- D. Vice president: The vice president shall perform all the duties of the president during the absence of the president. The vice president shall be a member *ex officio* of all committees.
- E. Treasurer: The treasurer shall keep an account of all monies received and expended for use of the association; shall make disbursements authorized by the board of directors or such other persons as the active members may prescribe; and shall file Federal and State tax forms. All sums received shall be deposited by the treasurer in the bank or banks approved by the board of directors, and the treasurer shall make a report at the annual meeting or when called upon by the president. Funds may be drawn only upon the signature of the treasurer or the president. The duties of the treasurer, upon approval of the board of directors, may be delegated to an assistant treasurer. The funds, books, and vouchers in the treasurer's hands shall at all times be subject to verification and inspection of the elected officers of this association. At the expiration of the treasurer's term of office, the treasurer shall deliver to their successor all books, monies, and other such property of the association.
- F. Secretary: The administration and management of the association shall be vested in the secretary. The secretary shall direct the activities of the association and perform other such duties as may be defined by the board of directors. It shall be the secretary's duty to:
1. Give notice of and attend all meetings of the association and of the board of directors and make provisions for keeping a record of the proceedings.
 2. Conduct correspondence and carry into execution all orders, votes, and resolutions not otherwise committed.
 3. Keep records as to any agents retained by the association and take charge and supervise the performance by them of their duties, with the concurrence of the president.
 4. Prepare an annual report on the condition of the association and generally serve the best interests of the association.
 5. Keep a list of the members of the association.

ARTICLE VIII ELECTIONS

- A. Organization: The initial election of association officers and of members of the standing committees shall take place at a special meeting of the association. The terms of these officers and committee members shall begin upon their election and continue until new officers and committee members are elected at the first annual meeting.
- B. Officers: The election of association officers shall take place annually at the time and place of the annual meeting. Any member shall be eligible for office, but only active

members shall be entitled to vote. Candidates who receive a majority of votes so cast shall be elected.

- C. Members of board of directors: At the annual meeting next held after the [initial] adoption of these Bylaws, there shall be elected by vote, in addition to the president, vice president, secretary, and treasurer, eight (8) members of the board of directors, three (3) of whom shall be elected for a term of one (1) year; three (3) of whom shall be elected for a term of two (2) years; and two (2) of whom shall be elected for a term of three (3) years. Any member shall be eligible for reelection. Members of the board shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors are duly elected.
1. Absences from three (3) consecutive regularly scheduled meetings shall be deemed a resignation from the board.
 2. In the event that a board member foresees the need for an extended absence from regularly scheduled meetings, s/he shall submit a request to the president, in writing or by email, including the reason for the absence. The president will make his/her recommendation to the full board of directors, which then shall vote to accept or to reject the request. If the request is rejected, the board member will be required to resign.
 3. There may be one or two members-at-large on the board of directors, consisting of the first and second (if any) runners-up in the election of board of directors at the last annual meeting, who will serve for a term of one year. Should no runner-up exist, or should there be a tie, the board of directors shall vote to appoint a member or to break the tie. The member(s)-at-large will serve as alternate(s) at board of directors' meetings and will have voting power when a regular board member is absent.

ARTICLE IX

DIRECTORS AND COMMITTEES

- A. Standing committees:
1. This association shall have at least one (1) standing committee, which shall be a board of directors of at least nine (9) persons, but no more than twelve (12) persons, in addition to the four (4) elected officers.
 2. Additional standing committees may be established from time to time by a vote of the active membership. Members of these committees shall be elected at the annual association meeting.
 3. Each additional standing committee shall have a chairperson who shall be responsible for directing and coordinating the affairs of the committee.
 4. Vacancies that occur due to death, resignation, or other reason(s) may be filled by the remaining members of the committee for the unexpired term.
- B. Board of directors:
1. The board of directors shall have the supervision, control, and direction of the affairs of the association; shall execute the policies and decisions of the active membership; shall actively prosecute the association's objectives; and shall have

discretion in the disbursement of funds. It may adopt such rules for the conduct of its business as shall be deemed advisable, and may, in the execution of powers granted, appoint subcommittees or agents to work on specific problems or reports.

2. The board of directors shall hold a regular meeting at the time and place of the annual meeting and shall report to the membership on its activities. It shall also meet at the call of the president or secretary. It shall also meet on demand of a majority of the active members of the association.
3. The board of directors shall also determine those qualifications required for the active and associate memberships, and the terms and privileges thereof. It shall also make recommendations regarding the imposition and amount of dues to be paid by active and associate members and the time for payment thereof.
4. The board of directors shall be responsible for recruiting new members, encouraging attendance at meetings (annual and special) of the association and attendance at public meetings before which the association may appear.
5. The board of directors shall keep a list of the members of the association and shall establish the machinery for the collection of dues and their payment to the treasurer.
6. The board of directors shall be empowered to correct and approve the minutes of the general membership meetings, for presentation to the general membership at the next regularly scheduled general membership meeting.

ARTICLE X

VOTING

- A. When a question arises that the board of directors believes should be put to a vote of the active membership, voting shall primarily take place in person at the annual meeting or any other special in-person meeting called for such action.
- B. Voting by proxy is not allowed at in-person meetings.
- C. Each active household membership or individual membership is entitled to only one (1) vote on any topic.
- D. If such a situation arises where a vote by the membership is required but there is not enough time to organize an in-person meeting, the board has the right to raise the question to the membership by mail or email, and the votes of the members may be returned by mail or email. Only those votes received within three (3) weeks of the date of the question will be counted toward the decision of the question. Action taken in this manner shall be as effective as action taken at a duly called in-person meeting.

ARTICLE XI

AMENDMENTS

These Bylaws may be amended, repealed, or altered, in whole or in part, by a majority vote at any duly organized meeting of the association's membership.

ARTICLE XII
LIABILITIES

Nothing herein shall constitute members of the association as partners for any purpose. No member, agent, or employee shall be liable for the act or failure to act of any other member, officer, agent, or employee of the association. Nor shall any member, officer, agent, or employee be liable for his/her acts or failure to act under these Bylaws, excepting only acts or omissions arising out of his/her willful misfeasance.

ARTICLE XIII
FUNDS

- A. Finances: This association is not intended as a profit-making organization, nor is it founded with the expectation of making a profit. This association shall use its funds only for objectives and purposes specified in these Bylaws.
- B. Bonding: Persons entrusted with the handling of association funds may be required, at the discretion of the board of directors, to furnish, at association expense, suitable fidelity bond.

ARTICLE XIV
INSIGNIA

The board of directors may adopt insignia, colors, badges, and flags for the association as it deems desirable.

ARTICLE XV
DISSOLUTION

The association may be dissolved by a vote of two-thirds majority of its active membership. In the event of dissolution, the property of the association shall be distributed to the Davidsonville Family Recreation Center, Inc.

ARTICLE XVI
DAVIDSONVILLE AREA CIVIC ASSOCIATION MISSION STATEMENT

Adopted by the Executive Committee* of the Davidsonville Area Civic Association on December 1, 2005. Approved by the general membership in attendance at the 33rd Annual Meeting June 1, 2006. [*On June 4, 2015, the general membership approved a change in terminology from "executive committee" to "board of directors."]

The mission of the Davidsonville Area Civic Association is to:

- 1. Maintain and improve the quality of life in our community. We join together to counsel with one another so that we may wisely guide the growth and development of our community for the betterment of our lives and for the lives of our children and their children.
- 2. Consider and deal by all lawful means with common problems involved in matters pertaining to land and natural resource utilization in the geographical area known as

Davidsonville and secure cooperative action in advancing common purposes of the members of the association.

3. Promote community pride and civic interests.
4. Consider, account for, and educate the community about the unique history of the Davidsonville community.
5. Promote land use policies that preserve the agricultural and rural character of the Davidsonville community, protect the environment, preserve open space, and improve safety – including the safety of roads and pedestrian byways – while respecting the property rights of residents.
6. Monitor and, as appropriate, effectively voice concern with or support for laws, rules and policies that affect Davidsonville residents.
7. Provide a forum where ideas, concerns and needs can be discussed with respect for each other's opinions.
8. Strive to consider the needs of and represent the entire Davidsonville community.
9. Anticipate future issues and problems affecting the welfare of the Davidsonville community and work to find appropriate approaches and solutions.

THE UNDERSIGNED HEREBY SIGNIFIES:

1. They are a duly elected corporate officer of the Davidsonville Area Civic Association, a nonprofit association duly organized and existing under the laws of the State of Maryland.
2. The foregoing Bylaws, comprising nine (9) pages, constitute the original Bylaws of the association as duly adopted at the first meeting of the members, held November 20, 1974, **and** as amended at meetings held on May 29, 1975; November 18, 1975; May 20, 1976; May 19, 1977; May 24, 1984; May 26, 1988; May 27, 1993; May 27, 1999; June 1, 2006; June 7, 2012; June 4, 2015; June 6, 2019; and June 4, 2026.

IN WITNESS WHEREOF, the undersigned has hereto subscribed their name.