

DELMARVA COMMUNITY MANAGERS ASSOCIATION, INC.

BYLAWS

Article I. Name and Location

- 1.1. **Name.** The name of the Corporation is DELMARVA COMMUNITY MANAGERS ASSOCIATION, INC. hereinafter referred to as the “Association.”
- 1.2. **Correspondence.** Official correspondence can be sent to PO BOX 3484, Ocean City, MD 21843.

Article II. Purpose and Powers

- 2.1 **Purpose.** The purpose of the Association is to represent and advocate for common interest communities on the Delmarva Peninsula with a particular focus on coastal communities on the Eastern Shore of Maryland and Southern Delaware and to educate and serve as a resource for community managers that service those communities.
- 2.2 **Powers.** The affairs and activities of the Association shall be carried out at all times for the purposes and in accordance with the terms set forth in its Articles of Incorporation and these Bylaws. The Association shall be and is a non-stock corporation under the laws of the State of Maryland.

Article III. Membership

- 3.1 **Members.** “Members” shall be either a common interest community, such as condominium associations, cooperative, homeowner’s associations or planned unit developments or a community manager or community management companies that provide community management services to common interest communities on the Delmarva Peninsula.
- 3.2 **Associate Members.** “Associate Members” shall be any business or professional services organization or person that engages in commercial activity that targets Members including, but not limited to, offering supplies, services, construction, insurance, accounting legal or other support to common interest communities, community managers or community management organizations. The term “member” when used without out capitalization shall mean all members.
- 3.3 **Prospective Members.** Prospective Members may attend meetings provided they are sponsored by a Member or an Associate Member. A sponsored guest is limited to attendance at two (2) consecutive meetings only and then must apply for membership in accordance with any application process established by the Board of Directors.
- 3.4 **Ethics Committee.** The Board of Directors shall serve as an Ethics Committee to investigate membership qualifications of prospective members and review complaints and/or reports of prospective member’s ethical practices. Each membership application shall be read at the next regular scheduled meeting of the Association or posted in the monthly newsletter prior to a scheduled meeting. Any unfavorable reports shall be investigated within ten (10) days after

the application has been submitted. The Ethics Committee's recommendation will be presented to the membership at the next regularly scheduled meeting and the applicant will be notified accordingly. If the Ethics Committee is unable to come to a decision, the membership will make the final decision.

3.5 **Membership Packet.** A membership packet which shall include but not be limited to a copy of the Association Bylaws, membership card, and committee activity shall be presented to newly inducted members. Full membership lists are sent per request.

3.6 **Fees and Dues.**

(a) Initiation Fee. A one-time initiation fee of one hundred dollars (\$100.00) for all Members is required upon membership approval. Annual Dues will be due at the same time as the initiation fee. The Board of Directors may in its sole discretion increase or change the initiation fee.

(b) Annual Dues. Annual dues for Association Members shall be seventy-five dollars (\$75.00), one hundred and fifty dollars for Community Management Companies (\$150.00) and two hundred dollars (\$200.00) for Associate Members. All dues are payable by the first day of January and become delinquent on the fifteenth day of that same month. If a Member or an Associate Member has not paid by the due date, that Member or Associate Member shall be considered terminated and may apply for membership as required by this Article. Dues may be increased or decreased at the discretion of the Board of Directors.

3.7 **Membership Representation.** If there is more than one person representing any one condominium association, management group, homeowners association or planned community development, only one will be considered a member in those instances of voting or DCMA sponsored events.

3.8 **Method of Voting.** Association business shall be transacted by "viva voce"; except the election of Board Members which shall be by ballot. All members have voting rights, however, only one (1) vote will count per membership in good standing.

Article IV. Member Meetings

4.1 **Annual Meeting.** The Association's annual meeting shall be on the second Tuesday in March, or at such other time as designated by the Board of Directors.

4.2 **Regular Meetings.** Regular Association meetings shall be monthly, September through April on the second Tuesday of each month at 12:30 p.m. unless otherwise deemed appropriate by the Board of Directors. Meetings will be suspended May through August. Due notice of any changes in or canceling of a regular meeting shall be given to all members of the Association by the one of the Board of Directors.

4.3 **Special Meeting.** Special meetings of the Members may be called at any time by the President or by the Board of Directors, or upon written request of the Members who are entitled to vote one-fourth (1/4) of all of the votes of the Members.

4.4 **Notice.** Electronic notice of each meeting of the Members shall be given by, or at the direction of, the Secretary or person authorized to call the meeting, by delivering to each Member an email to the email address provided by the Member. Notice must be given at least ten (10) days. Such notice may be waived upon the declaration of an emergency by the person calling the meeting. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting. No business shall be transacted at a special meeting except as stated in the notice. All meetings of the Members shall be held at places and times convenient to the greatest number of Members. Attendance by a Member at any meeting of the Members shall be a waiver of notice by him of the time, place and purpose thereof.

4.5 **Quorum Requirements.** A majority of the Board of Directors shall constitute a quorum at any membership meetings.

4.6 **Order of Business.**

- (1) Meeting Called to Order
- (2) Introduction of Visitors Business
- (3) Reading of Minutes
- (4) Correspondence and Announcements
- (5) Treasurer's Report
- (6) Committee Reports
- (7) Unfinished Business
- (8) New Business
- (9) Address or Other Program Features
- (10) Adjournment

Article V. Board of Directors

5.1 **Governing Body.** The governing body of this Association shall be the Board of Directors, elected in accordance with these Bylaws. The Board shall have eight (8) members, five (5) of which are Members and (3) three of which are Associate Member. The immediate past President, if not still serving as a Director, shall constitute a ninth voting member of the Board of Directors.

5.2 **Terms & Qualifications.** All Board members shall serve a two (2) year terms but are eligible for re-election without term limits. Terms for the Board of Directors should be staggered so that only half of the Board is up for election or reelection in any year. A member of the Board of Directors must be a natural person that is either a Member in good standing or an Associate Member in good standing. A Member or Associate Member that is organized as a corporate

entity for business purposes may designate only one natural person to serve as its representative who is eligible to be a member of the Board of Directors.

5.3 **Election of Directors.**

(a) Nominations. At a regular meeting one month prior to the annual election of directors, the presiding director shall ask for nominations of Members of the Association and Associate Members to serve on the Board of Directors. Nominations may be presented by nominating committee or by members from the floor. No nomination shall be submitted unless the nominee has been notified and has accepted such nomination prior to the date of the meeting at which nominations are received.

(b) Voting Procedure. Nominees' names shall be placed on a ballot in alphabetical order and voted for at the annual meeting. The members receiving the highest number of votes in their prospective categories shall be declared elected. The newly elected Directors shall assume their duties immediately following the election.

5.4 **Compensation.** The Board of Directors receives no compensation but may be reimbursed for routine out of pocket expenses.

5.5 **Ex-Officio Member.** At the discretion of the Board of the Directors, the immediate past President may serve as an "Ex-officio" member of the Board.

5.6 **Removal.** Any Director may be removed from the Board, with or without cause, by a majority vote of the eligible voting Members of the Association.

5.7 **Vacancies.** A vacancy on the Board of Directors may be filled by a Member in good standing appointed by the Board of Directors whether or not the remaining members of the Board constitutes a quorum of the Board of Directors and shall serve for the unexpired term of their predecessor or until the next annual election meeting.

5.8 **Election of Officers.** The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the members. The officers of this Association shall be President, Vice President, Secretary, and Treasurer. All other Board of Directors will be Directors at Large.

5.9 **Duties.** The duties of the officers are as follows:

(a) President. It shall be the duty of the President to preside at Association and Board meetings and to perform such other duties as ordinarily pertain to that office.

(b) Vice President. It shall be the duty of the Vice President to preside at Association and Board meetings in the absence of the President and to perform such duties as ordinarily pertain to that office, including but not limited to selection and verification of meeting locations.

(c) Secretary. It shall be the duty of the Secretary to keep membership records, record meeting attendance, and record and preserve minutes of such meetings. Minutes of meetings may be posted in the monthly newsletter.

(d) Treasurer. It shall be the duty of the Treasurer to have custody of all funds, accounting for the same to the Association monthly and at other time upon demand by the Board, and to administer the Association's financial affairs. There shall be a checking account at a local bank maintained by the Treasurer. Withdrawals shall require the signature of the Treasurer, and a designated officer for transactions exceeding two thousand five hundred dollars (\$2,500.00). Upon retirement from office, the Treasurer shall transfer to their successor or President, all funds, account books or other Association property in their possession.

Article VI. Board of Directors Meetings

6.1 **Regular and Special Meetings.** All meetings of the Board of Directors or any committee created by the Board of Directors shall be held only upon regularly scheduled and established dates or periods at such time and place as shall have been made known to all directors in accordance with the procedures established in these By-Laws. All such meetings shall be open to all Members. Meetings of the Board of Directors may be held in closed session if deemed appropriate by majority vote of the Board.

6.2 **Quorum Requirements.** A majority of the numbers of Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

Article VII. Liability and Indemnification of Officers and Directors

The Association shall indemnify every Officer, Director and Committee Member of the Association against any and all expenses, including counsel fees, reasonably incurred by or imposed upon an Officer, Director and Committee Member in connection with any action, suit or other proceeding (including the settlement or any such suit or proceeding if approved by the then Board of Directors of the Association) to which their may be made a party by reason of being or having been an Officer, Director or Committee Member of the Association, whether or not such person is an Officer, Director, or Committee Member at the time such expenses are incurred. The Officers, Directors and Committee Members of the Association shall not be liable to the Members of the Association for any mistake of judgment, negligence, or otherwise, except for their own individual willful misconduct or bad faith. The Officer, Director and Committee Member of the Corporation shall have no personal liability with respect to any contract or other commitment made by them, in good faith, on behalf of the Association and the Association shall indemnify and forever hold each such Officer, Director and Committee Member free and harmless against any and all liability to others on account of any such contract or commitment. Any right to indemnification provided for herein shall not be exclusive of any other rights to which any Officer, Director and Committee Member of the Association or former Officer, Director and Committee Member of the Association may be entitled.

Article VIII. Committees

The Board of Directors or the President may appoint committees as deemed appropriate in carrying out its purpose. All committees appointed by the Board of Directors shall hold meetings in accordance with these By-Laws. All committees will have at least one (1) member from the Board of Directors acting as a Board Liaison.

Article IX. Resolutions and Subscriptions

All resolutions to commit this Association on any matter must have been previously considered and approved by the Board.

Article X. Amendments

These bylaws may be amended at any regular meeting where a quorum is present, provided that notice of such proposed amendment shall have been presented to the membership prior to voting on final proposal and shall have been presented to membership in writing at least ten (10) days prior to such meeting. Membership shall be notified of date of voting and shall include proxies. A proxy vote to amend these bylaws shall be acceptable from any member entitled to vote but who cannot be present.

Revised

1. March 12, 1991
2. April 13, 1993
3. October 12, 1993
4. March 1997
5. February 12, 2025