

BAY HIGHLANDS CIVIC ASSOCIATION BYLAWS

Article I. NAME

The name of the corporation is Bay Highlands Civic Association, Incorporated, hereafter referred to as BHCA.

Article II. PURPOSE

The purpose of this organization shall be the promotion of the general comfort, health, safety, recreation and property within the Bay Highlands Special Community Benefit District (hereafter the "BHSCBD"), Anne Arundel County, Maryland by:

1. Construction and maintenance of roads and storm drains; providing snow removal; maintenance of street lighting; providing special police protection; and construction on and maintenance and improvement of community property, including playground facilities and equipment, piers for fishing and crabbing, and landscaping and maintenance of public areas. (This language is from AA County Code 4-7-204(f) establishing the BH Special Community Benefit District).
2. Providing recreational activities and promoting the general welfare of residents of the community and/or members of the BHCA.
3. Fostering an environment in which each member takes personal responsibility for the betterment of the quality of life and aesthetic nature of the community as a whole.
4. Promoting and encouraging a community and civic spirit.
5. Working with neighboring community associations in furthering mutual aims.
6. Cooperating with the County, State, civic, and public organizations for the general improvement and welfare of the community.

Article III. SCOPE

These bylaws and the amendments thereto are in accordance with and do not supersede the laws and regulations of the State of Maryland, and of Anne Arundel County.

Article IV. RATIFICATION OF THE BYLAWS

1. These bylaws shall supersede all previous regulations and bylaws of this corporation and shall take effect immediately upon ratification by the general membership.

2. Ratification of the bylaws by the BHCA membership shall be by a two thirds (2/3) vote of those submitting ballots through the mail and members present at a validly-scheduled membership meeting. Refer to Article 10 for voting eligibility.
3. Completed ratification ballots may be mailed to the BHCA mailing address or submitted by members present at a validly-scheduled membership meeting.

Article V. MEMBERSHIP/ELIGIBILITY FOR ELECTED OFFICE

All persons or entities whose name appears on the records of the State Department of Assessments and Taxation as property owners within the Bay Highlands Special Community Benefit District, which District is set forth on a plat recorded among the land records of the County on Plat No. 523, Plat Book No. 9, Folio No. 49., shall be considered members of BHCA.

1. All members as defined in this Article are eligible for elective office.
2. All Officers shall maintain his/her principal residence within the BHSCBD. At-Large members of the Board may maintain their principal residence outside the BHSCBD. The records of the State Department of Assessments and Taxation shall be determinative of the principal residency of a member.

Article VI. BOARD OF DIRECTORS

1. The business and affairs of the Corporation shall be managed by its Board of Directors, which shall have and may exercise all such powers of the Corporation and do all such lawful acts and things as are not directed or required by statute, the Articles of Incorporation, or these bylaws to be exercised or done by the Members.
2. Until such time as the Articles of Incorporation are amended to increase the number of members, the BHCA Board of Directors (Board) shall be comprised of five (5) members as follows: President, Vice-President, and three (3) Board Members-At-Large. At such time as the Articles of Incorporation are amended to increase the number of members of the Board to seven (7), the BHCA Board of Directors shall be comprised of the President, Vice-President, Secretary, Treasurer, and three (3) Members-at-Large.
3. The duties of the Board are to:
 - a. Act in the best interest of the BHCA
 - b. Have responsibility for the overall operation and management of the affairs of the BHCA

- c. Actively solicit input from and communicate to BHCA members on those matters which may impact health, security, and welfare of the community.
 - d. Provide a channel of communication between BHCA and other neighboring community associations.
- 4. A member of the Board of Directors may resign at any time by delivering written notice to the President. A resignation shall be effective as of the date noted in the letter of resignation.
- 5. In the event a vacancy shall occur on the Board of Directors the vacancy shall be filled by an appointment made by the President, or in the event of the vacancy of the President, by the Vice-President after consultation with the Board, and approved by majority vote of the remaining members of the Board of Directors. A person who fills a vacancy on the Board shall serve the remainder of the term of the vacating member.
- 6. The Officers and the at-large members of the Board of Directors shall be elected by the membership at the annual membership meeting held in each odd numbered year.
- 7. The term of office for the Officers and at-large members of the Board of Directors shall be for two years.
- 8. The Board of Directors shall provide for a biennial audit, which audit at a minimum shall comply with the requirements for Special Community Benefit Districts.

VII. OFFICERS

The Officers shall be a President, Vice-President, Secretary and Treasurer. The Officers shall be elected, and shall serve, as provided for in Article VI.

- 1. The President shall:
 - Preside at all BHCA Board of Directors and membership meetings
 - Prepare an agenda for all such meetings
 - Serve as the chairperson of the Board of Directors
 - Perform such other duties of this office as may be provided by law.
 - Be the primary spokesperson for the BHCA.
 - Establish committees and be an ex officio member of all committees.
 - The president may appoint one of the Board members to serve as Parliamentarian during Board meetings and/or at general membership meetings.

2. The Vice-President shall:
 - Perform the duties of the President in the event the President is incapable of performing his/her duties due to absence, illness, or disability.
 - Perform such other duties as may be assigned by the President and/or the Board of Directors.
3. The Secretary shall:
 - Keep records and minutes of the proceedings of the BHCA
 - Be responsible for issuing timely notice, to include the place, time, and agenda, of all regular and special meetings of the BHCA
 - Maintain a current list of all members of the Board of Directors including mailing addresses, telephone numbers, and e-mail addresses
 - Keep copies of all posted correspondence of the BHCA
 - Be the custodian of the records of the BHCA
 - Accept nominations for officers and Board Members-At-Large
4. The Treasurer shall:
 - Receive and disperse all funds and deposit the same in such banks or institutions as may be designated by the Board of Directors or as required by law.
 - Maintain complete and accurate records of all receipts and disbursements.
 - Prepare reports for Board of Directors and membership meetings
 - Prepare the initial annual budget.
 - Provide other financial reports as required by law or the Board of Directors
 - Perform duties consistent with the applicable instructions and procedures established by Anne Arundel County Budget Office, and such other laws, rules, and regulations as may be applicable to Special Community Benefit Districts.
5. Subject and in addition to the provisions of Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland, and except for those actions which constitute bad faith, gross negligence, fraud, active and deliberate dishonesty, or constitute a crime, the BHCA shall defend, indemnify and hold harmless each member of the Board of Directors against any and all judgments, penalties, fines, settlements, and reasonable expenses, including attorney's fees, reasonably incurred in connection with any action, suit, or other proceeding at law or in equity against them in their official capacity or arising out of their official duties.

6. Subject and in addition to the provisions of Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland, and except for those actions which constitute bad faith, gross negligence, fraud, active and deliberate dishonesty, or constitute a crime, the members of the Board of Directors shall have no personal liability with respect to any contract or other obligation made on behalf of the BHCA. The BHCA shall defend, indemnify and hold harmless the Board of Directors from any and all liability to others on account of any such contract or obligation.

Article VIII. COMMITTEES

1. The President, in consultation with the Board, shall organize standing and ad-hoc committees as needed to protect and further the interests, purposes, and objectives of the BHCA.
2. The BHCA may have standing committees to aid the Board of Directors in the performance of their duties, including but not limited to Parks and Recreation, Maintenance of Community Property, Communication, Roads and Storm Water Management.
3. The President, in consultation with the Board of Directors, shall select a Committee Chair.
4. The Committee Chair, in consultation with the President, shall select committee members.
5. Committee members shall either be members of the BHCA or reside in the community.
6. Committee Chairs shall provide regular status reports about committee activities and plans to the President and the Board of Directors as requested.
7. Committee Chairs shall provide budget estimates in support of their committee activities to the Board of Directors.

Article IX. MEETINGS

There shall be three (3) types of BHCA meetings:

- Annual and special general membership meetings, including one annual membership meeting and one annual budget meeting
- Board of Directors' meetings
- Committee meetings

1. General Membership Meetings:

- The annual meeting of the membership shall be held during July of each year. Written notice of this annual meeting, including the agenda, shall be delivered to the BHCA members at least thirty (30) days prior to the meeting.
- A regular meeting of the membership for the purpose of budget approval shall be held no less than forty-five (45) days prior to the Anne Arundel County deadline for budget submission. Written notice of this annual meeting, including a copy of the

proposed budget, shall be delivered to the BHCA members at least thirty (30) days prior to the meeting.

- A special meeting of the membership may be convened at any time at the discretion of the Board of Directors. Written notice of a special meeting, including the purpose of the meeting, shall be delivered to the BHCA members at least fifteen (15) days prior to the meeting.
- The notice of a general membership meeting shall:
 - include the date, time and place of the meeting,
 - State the purpose of the meeting.
 - Include a copy of such nominations, proposed bylaws amendments, or budget as may be considered at that meeting.

2. Board of Director Meetings:

- The Board of Directors shall meet as needed on a monthly basis to discuss BHCA business. The President may cancel a scheduled monthly meeting by notice at least two (2) calendar days in advance.
- Regular meetings of the Board of Directors shall be held in advance of the membership meetings to develop a membership meeting agenda.
- Special meetings of the Board of Directors may be called and at the discretion of the President or upon the request of any Board member.
- Except as may be otherwise permitted by law, all Board of Directors meetings shall be open to BHCA members. In the event that the Board of Directors convenes a closed session or closed meeting, the membership will be advised of the topic requiring the session to be closed to the membership.
- Minutes of all open meetings of the membership and Board of Directors shall be made available to any BHCA member upon request.
- Delivery of a notice required by law or by these Bylaws shall be made by placement in the United States mail directed to the address shown on the records of the State Department of Assessments and Taxation. In addition, notice shall be sent by electronic mail (e-mail) directed to the last known address provided by the member to the Secretary.

- A quorum shall be the members present at a duly called meeting.

3. Committee Meetings:

- Committee Meetings shall be held at the discretion of the committee chair.

Article X. VOTING

1. Each Bay Highlands community tax account of record with Anne Arundel County Department of Assessments and Taxation is entitled to (1) one vote at any special or regular membership meeting. Persons or entities holding more than one tax account shall be entitled to (1) one vote per tax account.
2. Voting at all elections shall be by written ballots or a show of voting cards by those members present and eligible to vote. The Secretary shall validate the membership of those submitting ballots. The Secretary may request from the County or State the most current tax roll for the purpose of determining voting eligibility. Voting by use of a proxy is not permitted.
3. Except as otherwise provided in these Bylaws, all matters submitted to a vote at a BHCA meeting shall be determined by a majority of those eligible members present and voting.

Article XI. BUDGET PREPARATION AND SUBMISSION

1. The BHCA shall comply with Anne Arundel County's Budget Preparation and Submission Requirements in preparing and submitting the budget to the County.
2. The membership shall be made aware of the deadline to submit budget considerations to the Board of Directors at the General Membership Meeting in July.
3. The Board of Directors shall meet in October to discuss the budget for the next fiscal year.
4. The Treasurer shall present to the Board the proposed budget based on the Board's direction and the total assessed value of Bay Highlands property in November.
5. The proposed budget shall be sent to all community members asking them for their approval and notifying them of the date, time and place of the regular membership meeting held to discuss, and approve, the budget for the upcoming year.
6. A meeting to approve the budget shall be held no less than forty-five (45) days prior to the Anne Arundel County deadline for budget submission.
7. Once the budget is approved by the membership it shall be forwarded, along with proper certification, to Anne Arundel County before the county submission deadline.

Article XII. NOMINATION AND ELECTION OF OFFICERS AND BOARD

MEMBERS AT LARGE

1. The election of officers and members-at-large will be held during the regular membership meeting in July during an election year.
2. Nominations for Officers and Members-at-Large may be submitted to the Secretary thirty (30) days prior to the July membership meeting ("Early Nominations"). Early Nominations may be accomplished by a written statement, not to exceed one page, of qualifications and interest. The Board of Directors shall then determine the eligibility of the nominee as prescribed in

these Bylaws (see Article IX and X) and notify the membership of the nominees for each with the notice of the meeting. Nominations for positions for which there is no Early Nomination may be accepted from the floor at the meeting.

Article XIII. RULES AND REGULATIONS

The Board may make and implement such rules, regulations and policies for the operation and management of the BHCA property and facilities, including the roads, rights of way, parks, playgrounds, piers, beaches and other facilities, as are not inconsistent with the laws pertaining to special community benefit districts, the Articles of Incorporation and these Bylaws.

Article XIV. AMENDMENT TO THE BY LAWS

1. Amendments to the Bylaws may be proposed by the Board of Directors or by a member. If a proposal to amend the Bylaws is made by other than the Board of Directors, there shall be a petition accompanying the proposed amendment signed by at least 10 members.
2. A copy of the proposed amendment shall be provided to the membership with the notice of the meeting at which the proposed amendment is to be considered.
3. An amendment to the Bylaws will take effect on the affirmative vote of two-thirds of the members present and entitled to vote in accordance with the voting rights established in Article 10.

Article XV. PARLIAMENTARY PROCEDURE

The President shall act as Parliamentarian at each meeting, or may appoint a Parliamentarian for each meeting. The rules contained in Roberts Rules of Order, Revised, shall govern the meetings of the members in all cases in which they are applicable and in which they are not inconsistent with these Bylaws.