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BY-LAWS

THE HARWOOD CIVIC ASSOCIATION

ARTICLE I -NAME

Section 1. NAME The name of this Corporation shall be: The Harwood Civic Association, Inc.

Section 2. ADDRESS The principle office of the Corporation shall be P.O. Box 162 Harwood, Maryland 20776.

Section 3. This Corporation shall be a private non-profit organization that qualifies as exempt under section 501 (c)(4) of the Internal Revenue Code.

ARTICLE II -MISSION AND PURPOSE

The mission of the Harwood Civic Association shall be to build community awareness and spirit in the geographical area known as Harwood. Other purposes may include but are not limited to:

- a. Addressing the concerns and problems involved in matters pertaining to land and natural resource utilization in the Harwood area specifically and South County generally.
- b. To advocate, on behalf of the membership, the Association's position concerning changes in zoning laws applicable to the greater Harwood area.
- c. To seek cooperation and compliance with all zoning laws by all developers of real estate in the greater Harwood area.
- d. In general to promote the interest of the membership with respect to county and state planning, development, and use of real estate in the area so as to preserve our quality of life.

ARTICLE III -MEMBERSHIP

Section 1. MEMBER. Any resident living within the Harwood, Maryland ZIP Code, the adjoining areas of Doden Road and the portion of ZIP Code 21037 south of Contees Wharf Road,

east of Route 2 and west of the Rhode River qualifies for voting membership in the Harwood Civic Association.

Section 2. ASSOCIATE MEMBER. Any resident living outside of the area defined in Section 1 above may become an Associate (non-voting) Member upon the payment of Association dues.

Section 3. MEMBERSHIP VOTING PRIVILEGES. The right of a Member to vote commences one month after the payment of annual dues for the first time.

Section 4. Annual dues for each Member shall be set by the Board of Directors and will be due January 1 of each year or such later date as is set by the Board of Directors. Members whose dues remain unpaid after February 15 of any year will have their membership privileges suspended, including voting rights.

ARTICLE IV -BOARD OF DIRECTORS

Section 1. STRUCTURE. The governing body of this Corporation shall be a volunteer Board of Directors elected by the general membership.

Section 2. QUALIFICATIONS. The Board of Directors shall be representative of the community at large and shall be selected for their expertise in government, finance, education, environmental science, banking, law, business, social services and community affairs, etc.

Section 3. ROLE AND RESPONSIBILITY. In addition to the general corporate powers and responsibilities granted the Harwood Civic Association, Inc. by the State of Maryland Charter, specific functions of the Board of Directors are:

- a. Assume sole responsibility for determining Corporation policy and goals; adopt policies which determine the purposes, governing principles, functions, activities and courses of action of the Corporation.
- b. Adopt by-laws.
- c. Monitor the Corporation finances; approve an annual budget, authorize and approve audits. Promote a financial climate for fulfilling the mission of the Corporation.
- d. Regularly review the Corporation activities and reports of committees to confirm, modify, reject proposals.

Section 4. MEMBERSHIP AND TERM OF OFFICE. The Board of Directors shall consist of nine (9) members who are elected to a term of three (3) consecutive years by the general membership at its annual meeting. No person shall serve more than two (2) consecutive terms. This provision may be waived by a vote of two-thirds (2/3) of the Board of Directors upon a recommendation of the Nominating Committee. No person shall eligible for renomination to the

Board of Directors for a period of one (1) year after their second (2nd) consecutive term has expired.

As a one time measure the temporary Board of Directors established in the Articles of Incorporation shall all stand for election at the first annual meeting following the adoption of these by-laws and in order to establish a rotation of membership of one-third of the Board annually the first permanent Board shall be elected as follows: one third (3) for a one year term; one third (3) for a two year term; one third (3) for a three year term.

Section 5. ELECTION. The Board of Directors, the Officers of the Board of Directors and the Executive Committee of the Board of Directors shall be elected at the Annual Meeting of the membership from a list of nominees proposed by the Nominating Committee and/or any Member of the Corporation. The slate of nominees for election or reelection, including qualifications, shall be sent to the general membership at least one (1) month prior to the Annual Meeting. Any Member of the Corporation may submit a nomination by sending all Members the name, qualifications and written acceptance of nomination by the nominee at least two (2) weeks prior to the Annual Meeting. Nominations from the floor at the time of the election will not be accepted. Each Member shall have one (1) vote. There shall be no voting by proxy. All voting shall be by written ballot. A simple majority of the members present elects.

Section 6. VACANCIES. Any vacancy on the Board of Directors that occurs between Annual Meetings shall be temporarily filled at the next regular Board of Directors meeting from nominees submitted by the Nominating Committee. At the time of the next Annual Meeting the Nominating Committee may submit the name of the temporary Member for election to the remainder of the vacated term of office which the temporary Member is filling.

Section 7. REMOVAL. Any Member shall be removed for absence, unexcused by the President of the Board of Directors, from three consecutive Board or Executive Committee meetings. A member shall be immediately removed from his or her seat if that member receives a vote-of-no-confidence of two-thirds (2/3) of the seated Members of the Board of Directors.

Section 8. REIMBURSEMENT. The Board of Directors may provide for reimbursement to any Director or Member of the Corporation for reasonable and necessary receipted expense incurred in the service of the Corporation.

ARTICLE V -OFFICERS

Section 1. OFFICERS. The officers of the Corporation shall be elected from among the Board of Directors and shall be the following; President, Vice- President, Secretary, and Treasurer. No officer shall hold more than one position.

a. President. The President shall be the principal executive officer of the Corporation. The President shall preside at all meetings of the Board of Directors and the Executive Committee. The President shall set the agenda for meetings. The President shall appoint

all committees except the Executive Committee and shall be a member ex- officio of all appointed committees. The President or a designee of the President shall be the official spokesman of the Board of Directors and the Corporation.

b. Vice-President. The Vice-President, in the absence of the President, shall perform the duties of the President subject to the same powers restrictions of that office.

c. Secretary .The Secretary shall be the custodian of the corporate records and shall duly authorize all certificates and documents on behalf of the Corporation. The Secretary shall keep written minutes from the Annual Meeting, all Board of Directors meetings and meetings of the Executive Committee. The minutes shall include a record of all motions, resolutions, the vote taken and any other decisions reached. The Secretary shall provide each Member of the Board a copy of the minutes of the prior meeting at least five days before the next scheduled Board of Directors meeting. The Secretary shall perform all other duties as usually belong to this office.

d. Treasurer. The Treasurer shall be the custodian of the corporate financial records, shall manage and control all funds as the Board of Directors may direct and shall perform all duties that usually belong to this office. The Treasurer shall chair the Finance Committee.

Section 2. TERM OF OFFICE. The Officers shall be elected by the general membership from the roster of Board of Director Members at the Annual Meeting. They shall serve one (1) year terms. No officer shall serve in the same capacity for more than two (2) consecutive one (1) year terms.

ARTICLE VI -EXECUTIVE COMMITTEE.

Section 1. STRUCTURE. The Executive Committee shall be composed of the current Officers of the Board of Directors and two (2) non-officers of the Board necessary to assure a reflection of the composition of the community at large. The Committee shall be elected at the Annual Meeting and serve a one (1) year term. Committee members may be reelected to successive terms.

Section 2. POWERS. The Executive Committee shall exercise all powers of the Board of Directors between regular meetings in order to address extraordinary circumstances or problems. All proceedings of the Executive Committee shall be reported to the entire Board of Directors at its next regular meeting. Actions taken by the Executive Committee but not yet enacted may be reversed by the full board at the next regularly scheduled meeting.

Section 3. QUORUM. A simple majority of the Executive Committee shall constitute a quorum.

Section 4. TELEPHONE CONFERENCING. A telephone discussion and vote may be taken by the Executive Committee in the event of an urgent and pressing matter of concern to the Corporation that might occur between regularly scheduled Board of Director meetings and it is not possible to assemble the full Board or a quorum of the Executive Committee.

ARTICLE VII -COMMITTEES

Section 1. STANDING COMMITTEES. Permanent Committees needed for the effective operation of the Corporation shall be appointed by the President of the Board of Directors at the next regularly scheduled meeting of the Board after the Annual Meeting. Committee assignments shall be for one (1) year. The reappointment or removal of a member from a committee is at the pleasure of the President. The Standing Committees of the Board are:

a. Finance Committee. The Treasurer shall be the Chairman of the Finance Committee. The Finance Committee shall recommend financial policy, prepare an annual budget for approval by the Board of Directors, arrange all audits and recommend funding opportunities.

b. Nominating Committee. The Nominating Committee shall be composed of four members. The committee shall select a slate of one or more eligible persons for the offices of President, Vice-President, Secretary, Treasurer, Members of the Executive Committee and Members of the Board of Directors and submit those names to the Secretary at least forty five (45) days prior to the Annual Meeting. That call is to be mailed at least thirty (30) days prior to the Annual Meeting. The Nominating Committee shall recruit, select and recommend eligible persons to the Board of Directors for the temporary filling of any seats vacated between Annual Meetings.

Section 2. AD HOC COMMITTEES. As deemed necessary, the President of the Board of the Board of Directors shall have the authority to appoint temporary committees necessary for specific purposes.

ARTICLE VIII –MEETINGS

Section 1. BOARD OF DIRECTORS MEETINGS. Regular meeting of the Board of Directors shall be held on a quarterly basis at such time and place as determined by the President. Written notice will be sent to all members by the Secretary at least ten (10) days in advance of the meeting. In the event a quorum is not present but a quorum of the Executive Committee is present, the regular meeting shall be substituted by an Executive Committee meeting.

Section 2. ANNUAL MEETING. The Annual Meeting of the Corporation shall be held at a time and place designated by the President. The Secretary shall provide notice, in writing, of the meeting time and place, the meeting agenda, the slate of nominees for election and any by-law amendments that may be proposed for adoption at least thirty (30) days in advance of the meeting. The new officers and board members shall begin their terms in February of the election year.

Section 3. SPECIAL MEETINGS. Special meetings may be called at the request of the President or upon the written request of one-third (1/3) of the voting general membership or one-third (1/3) of the Board of Directors. Regular meeting notice rules apply.

Section 4. COMMITTEE MEETINGS. Committees established by these by-laws or by the Board of Directors shall meet on a regular basis as is necessary to meet their responsibilities.

Section 5. MINUTES. The Secretary shall keep written minutes for the Annual Meeting, Executive Committee Meetings and each meeting of the Board of Directors. The minutes shall include a record of all motions, resolutions, actions taken by vote and any other decisions reached.

Section 6. QUORUM. For meetings of the Board of Directors, a simple majority of the non-vacant seats, including two officers, shall constitute a quorum for the transaction of business. A simple majority of the Executive Committee constitutes a quorum. A simple majority of the voting general membership of the Corporation present constitutes a quorum for the Annual Meeting. The minutes of each meeting shall note whether a quorum is present.

Section 7. VOTING AND PROXY. Each member shall have one vote in both the Annual Meeting or any Board of Directors Meeting. No proxy voting is allowed. All election voting shall be done by written ballot.

Section 8. ABSENCE FROM MEETINGS. A Director shall notify the President or the Secretary if he/she cannot attend a meeting. At the discretion of the President the absence may be excused.

Section 9. NOTICE. Posting a notice at the Harwood Post Office constitutes notice of meetings.

Robert's Rules of Order, Revised shall be the guide for the conduct of business at all meetings of the Corporation.

ARTICLE X -AMENDMENTS

Section 1 .Amendments to these by-laws shall be proposed to the Board of Directors by any Member of the Corporation at least one month prior to the meeting at which they will be voted on by the Board of Directors.

Section 2. Proposed amendments shall be presented to the Board of Directors at any regular, Annual or special meeting.

Section 3. If a quorum exists, a two-thirds (2/3) majority of the Board of Directors present at a regular, Annual or special meeting of the Board may amend these by-laws. The proposed by-law amendment shall be included with the call for the meeting.

THE UNDERSIGNED HEREBY SIGNIFIES THAT:

1. She/he is a duly elected officer of the Harwood Civic Association, a nonprofit corporation duly organized and existing under the laws of the State of Maryland.
2. The forgoing by-laws, comprising seven (7) pages, constitute the original by- laws of the Association as adopted on November 4, 1998.

IN WITNESS WHEREOF, THE UNDERSIGNED HAS HERETO SUBSCRIBED HIS/HER NAME ON November 4, 1998.

William J. Foley

Acting Secretary

Note: Retyped 3-9-2003. Reduced to 5 pages. No change in content

Amended June 10, 2003, Michael Lofton, Secretary