

# CONSTITUTION AND BY-LAWS

## CEDARHURST CITIZENS ASSOCIATION, INCORPORATED

### ARTICLE I

#### NAME - LOCATION - OBJECT - AREA

SEC. 1 - NAME & LOCATION This Corporation shall be known as the Cedarhurst Citizens Association, Incorporated, located at Cedarhurst-on-the-Bay, Shady Side, Anne Arundel County, State of Maryland.

SEC. 2 - OBJECT The purposes for which this Corporation is formed are:

- (a) The execution of such improvements made for community benefit and the raising of funds for same as may be agreed upon by the property owners/residents of the subdivision of Cedarhurst-on-the-Bay.
- (b) To act as a directing agency in all matters affecting the betterment of the community.
- (c) To purchase, hold, convey, and encumber such real estate and easements as may be necessary for the aforementioned purposes.

SEC. 3 - AREA For the purposes of this Constitution and By-Laws, Cedarhurst-on-the-Bay shall constitute that geographical area that is recorded in land records as Cedarhurst-on-the-Bay, and all additions thereto.

SEC. 4 The officers and directors of the Corporation shall serve without pay.

### ARTICLE II

#### ASSOCIATION MEETINGS

SEC. 1 - REGULAR MEETINGS Regular general membership meetings will be held on the fourth (4<sup>th</sup>) Thursday of February, April, June, August, October, and December.

Meeting time will be 7:30 PM

SEC. 2 - SPECIAL MEETINGS Special Meetings will be called by the following procedures.

- (a) Called by the President.
- (b) Called by the written request of a majority of the Board of Directors.
- (c) Called by the written request of twenty (20) members of the Association.

- (d) The President or Vice President will preside at the special meeting.
- (e) The request for special meetings will clearly state the purpose for which the meeting is desired and only the business specified in the call for the meeting may be transacted.

SEC. 3 - QUORUM The attendance of fifteen (15) members in good standing shall constitute a quorum for the transaction of all business at any regular or special meeting.

SEC. 4 - MEETING PLACE All regular and special meetings shall be held in the Cedarhurst-on-the-Bay Community House. In case of extreme emergency, the Board of Directors may designate some other meeting place in the County of Anne Arundel.

SEC. 5 - ORDER OF BUSINESS

1. Introduction of Guests
2. Reading of Minutes of Previous Meeting
3. Treasurer's Report
4. Communications/President's Reports
5. Reports of Standing and Special Committees
6. Old Business
7. New Business
8. Good of the Association
9. Adjournment

SEC. 6 - NOTICE OF MEETING A notice shall be posted at the entrance of the community not less than three (3) days prior to the meeting and when time permits, notice will be included in the newsletter.

SEC. 7 - COMMITTEES The permanent committees of the Association will be as follows:

1. Community House
2. Harbor
3. Social/Benevolence
4. Community Relations
5. Grounds
6. Buildings/Structures
7. Shoreline Restoration
8. Communications

### ARTICLE III

#### MEMBERSHIP

Blue Heron Members: The Blue Heron Class is constituted of property owners who are entitled to vote on any matters including the Cedarhurst Special Benefit Tax District. Blue Heron members have all the privileges of members including the right to hold elective office, appointive office and rent boat slips.

Blue Crab Members: The Blue Crab Class is constituted of renters in Cedarhurst who pay an annual membership fee determined by the Board of Directors, and who are entitled to vote on all matters except those involving the Cedarhurst Special Benefit Tax District. Blue Crab members may hold an elected office, hold an appointed office and rent boat slips.

Honorary Members: Honorary members shall be designated by the Board of Directors from persons who have rendered valuable service to the community, for terms not to exceed two years. Honorary members may use community property in accordance with guidelines established by the Board of Directors. Terms may be renewed by the Board of Directors.

### ARTICLE IV

#### ELECTION OF OFFICERS AND BOARD OF DIRECTORS

SEC. 1 Election of Officers and members of the Board of Directors of the Association will be carried out according to this Article IV and the followings sections.

#### SEC. 2 - TERM OF OFFICE

The President, the Vice President, the Secretary, and the Treasurer shall serve a term of one (1) year starting with the first meeting after their election in October or until their successors are elected and assume office.

There shall be nine (9) directors elected for three (3) year terms. These shall be elected on a staggered basis. The officers, together with the directors, shall constitute the Board of Directors and shall be elected at the October general meeting of each year. A slate of candidates for these offices shall be presented at the August general meeting by the Nominating Committee. Nominations from the floor will also be accepted at that time. In the event of there being more than one nominee for any office, election shall be by ballot.

Absentee voting will be allowed by written request, only in extreme circumstances. Absentee voters will not know the floor nominations, and therefore be unable to vote for them. Write in nominees are not allowed.

#### SEC. 2.1 - DUTIES OF BOARD OF DIRECTOR MEMBERS

It will be considered the duty of each Board Member to annually attend and participate in a majority of Board of Directors Meetings, a majority of general meetings and serve on at least one (1) committee during his/her term of office. Failure to do so will be considered, by the Board of Directors, a voluntary resignation.

SEC. 2.2 - FILLING EMPTY BOARD SEATS At the next October election, a member's seat which was vacated prematurely due to resignation, moving from the community, or for other reasons, shall be filled for the remainder of any expired term. The vacating member may not run for a Board of Directors seat until the following year.

SEC. 3 - BOARD MEETINGS The Board shall meet on the second Thursday of January, March, May, July, September and November of each year, and at additional times upon the call of the President or upon the written request of four Board Members.

SEC. 4 - QUORUM FOR BOARD MEETINGS A majority of the Board shall constitute a quorum.

SEC. 5 - ELECTION PROCEDURES The officers of the Association shall be elected by written secret ballot in the following order:

1. Nominating and balloting for the office of President
2. Nominating and balloting for office of Vice President
3. Nominating and balloting for the office of Secretary
4. Nominating and balloting for the office of Treasurer
5. Nominating and balloting for the Board of Directors

(Nominees not elected to one office are eligible to run for any remaining office)

SEC. 7 - NOMINATIONS PROCEDURE At the July Board of Directors meeting each year, the Board will name a Nominating Committee with a minimum of three members, whose duty it is to select and present a slate of candidates for the Board of Directors and for Association officers, for the election to take place during the October meeting of the Cedarhurst Citizens Association.

## ARTICLE V

### DUTIES OF OFFICERS AND BOARD OF DIRECTORS

#### SEC. 1 - PRESIDENT

- (a) Shall be the principal officer of the Association and be in control of the affairs of the Association, subject to such direction and regulations as may, from time to time, be adopted by the Association.

- (b) Shall preside at all meetings of the Association and enforce a due observance of the laws of the same.
- (c) Shall decide all questions of order without debate, subject to appeal, however, to the body of the meeting.
- (d) Shall obtain from the county government each year the status of the Cedarhurst Erosion District Fund, and the Cedarhurst Special Benefit Tax District Fund.
- (e) Shall cast the deciding vote in the event of tie vote on any question.
- (f) Shall be a member ex-officio of all committees of the Association.
- (g) Is responsible for maintaining contact with all hired agencies such as attorneys, accountants, etc., as well as county officials. All community related contracts shall be signed by the President and the appropriate committee head.

SEC. 2 - VICE PRESIDENT Shall assist and support the President in her or his duties, and in the President's absence shall perform the functions of the President.

SEC. 3 - SECRETARY

- (a) Shall keep the minutes of all Association and Board meetings.
- (b) Shall conduct all correspondence of the Association.
- (c) Shall keep the roll of membership and board meeting attendance.
- (d) Shall take charge of all papers belonging or pertaining to the Association.
- (e) Shall ensure that notices are sent out to property owners according and in compliance with county regulations, these bylaws, and applicable law.
- (f) Shall turn over all records in his/her possession belonging to the Association to his/her successor in office.

SEC. 4 - TREASURER

- (a) Shall have charge of and be responsible for all funds, receipts and disbursements of the association.
- (b) Shall maintain and reconcile all accounts belonging to the association.
- (c) The treasurer's books shall be open for inspection by any association member with reasonable notification.

- (d) Shall write and sign all checks from accounts and have all checks counter-signed by another officer of the association authorized to sign. No checks may be made for “Cash.”
- (e) Shall provide a treasurer’s report at the Board of Directors and general meetings.
- (f) Shall oversee the annual audit of receipts and disbursements by a CPA, and provide the results to appropriate county officials and to the Board of Directors and members of the Association.
- (g) Shall be bonded.

SEC. 5 - BOARD OF DIRECTORS The Board of Directors, in general, shall serve as an advisory board to the Association. Any action taken by the Board of Directors may be overridden by a two-thirds majority of the general membership present and voting.

- (a) The Board may conduct any emergency business and authorize expenditures that, at its discretion, may be required.
- (b) The Association will maintain Directors and Officers Insurance, which covers members of the Board and all officers.

## ARTICLE VI

### DUTIES OF COMMITTEES

Each committee head will provide the President a yearly plan of action and financial needs. This information must be received by October 1 for use in developing the following year’s budget.

The President will maintain a binder of “Committee Duties” for each committee. Committee heads shall submit updated information for their section of the binder.

## ARTICLE VII

### RULES OF ORDER, MOTIONS, RESOLUTIONS, ETC.

SEC. 1 - RULES OF ORDER Where no rule has been adopted, "Roberts Rules of Order, Revised" shall be authoritative.

## ARTICLE VIII

### CONSTITUTION AMENDMENTS & BY-LAW CHANGES

#### SEC. 1 - CONSTITUTION & BY-LAWS

- (a) Amendments shall be presented at a regular meeting in writing and read at that meeting.
- (b) A copy of the proposed amendment will be given to the President. The Board of Directors will give its recommendations at the next regular meeting.
- (c) A 2/3 vote of members present at a regular association meeting which meets the quorum requirement, is required to pass any amendment to the constitution or by-laws.

Revision No. 1 - October 1983  
Revision No. 2 - February 1986  
Revision No. 3 - August 1992  
Revision No. 4 - April 1995  
Revision No. 5 – March 2002  
Revision No. 6 – June 2006