

By-laws of the Anneslie Community Association

Adopted by Election at the 2009 Annual Meeting

1. NAME AND PURPOSES:

The Corporation name shall be Anneslie Community Association, Inc. The purpose for which the Corporation was formed and the business or objects to be carried on and promoted by it were to organize and operate a community organization for community improvement and protection, better fellowship, and stimulation of interest in a higher development and improvement of living conditions in the community known as "Anneslie", in Baltimore County, Maryland. The boundaries of Anneslie are described in the Plat of Anneslie, as recorded in Plat Book number seven (7), Folio forty (40), of the land records of Baltimore County. The Corporation shall have such powers as are necessary to effectuate the aforesaid purpose. The street boundaries of the Anneslie Community as are follows:

Register Avenue (south side), from York Road through 721

Murdock Road from York Road through 727 and 724

Dunkirk Road from York Road through 731 and 728

Anneslie Road from York Road through 733 and 730

Overbrook Road from York Road through 733 and 734

Windwood Road from York Road to the dead end of Windwood Road

2. PRINCIPAL OFFICE OF THE CORPORATION:

The principal office of the Corporation shall be as designated by the Board.

3. MEMBERSHIP:

01. Membership requirements: Persons eligible for Voting Membership in the Corporation shall meet the following criteria – live, rent or own property within ACA's recognized boundaries of Anneslie and be at least 18 years of age. A voting member must pay the annual membership dues as set by the Board, currently \$25/family or \$10/senior citizens. Associate Membership is available to those interested who work or have any interest in Anneslie but would not include voting rights. Associate members must pay dues of \$20/member.

02. Voting: All Voting Members shall have one vote. There shall be no proxy voting.

03. Termination of Membership: A Membership may be terminated by the Member if the Member sends written notice to the Board or the President. A Membership will automatically be terminated if a Member does not pay the annual dues.

4. BOARD OF GOVERNORS:

01. Number/Composition: The Board shall be composed of no more than 15 persons and no less than three (3) persons. The specific number of Board Members shall be determined from time to time by the Board.

02. Election/Nominations: Candidates for nomination as a Member shall be [1] at least 21 years of age; [2] a resident of Anneslie; and [3] an active member in good standing. At each annual meeting, the Board Members to

serve for the ensuing year shall be elected by a majority vote of the Members present, if a quorum is present. Prior to standing for election, candidates for board seats must review the bylaws and verbally acknowledge that the duties described therein have been read and understood and, should they be elected, will be adhered to. Once elected, they must sign a document acknowledging that they will abide by, and be bound by, the board rules.

03. Term/Vacancies: Each Board Member shall hold office for a term of three (3) years or until a successor is duly elected. Vacancies occurring between annual meetings shall be filled by the Board or by the Members and persons so elected shall fulfill the term of his/her predecessor.

04. Voting: Each Board Member shall have one vote; there shall be no proxy voting.

05. Removal: A Board Member may be removed if he/she incurs at least three (3) unexcused absences from Board Meetings by a two-thirds vote of the Board present or a majority of the Members present at any meeting at which there is a quorum or by a two-thirds vote of the Membership at any Membership meeting at which there is a quorum.

07. Resignation: A Board Member may resign by submitting a written resignation to the President or to the other Board Members, if the resigning Board Member is the President.

08. Duties: Board Members are expected to participate in activities that further the mission of the organization, including but not limited to those activities described below. In addition to specific activities and duties related to committee business, board members will be encouraged to participate as volunteers in activities that involve all members, board members, and officers. Participation in such activities is not mandatory but is encouraged, and board members are expected to fulfill the duties for which they volunteered.

Board members must actively participate in at least one standing committee of the Anneslie Committee Association. The board member must follow any requirements identified by the committee, including but not limited to attendance and participation in activities.

Board members may form and serve on a committee in accordance with the bylaws of the Anneslie Community Association, provided that the approval of the other Board Members is obtained and at least two (2) other Board Members agree to participate in said committee.

5. OFFICERS

01. Election: The officers shall consist of President, Vice-President, Secretary and Treasurer, and such additional officers as created from time to time by a majority vote of the Membership. The Officers shall be elected annually by the Board Members at the first meeting of the Board following the annual meeting of the Corporation.

02. Any vacancy occurring in any office, for whatever reason, shall be filled by the Board and any Board Member so elected shall fulfill the term of his/her predecessor.

03. Removal: An officer may be removed, if he/she incurs at least three (3) unexcused absences from Board Meetings per year or with cause, as determined by a two-thirds vote of the Board present at any meeting at which there is a quorum.

04. Resignation: An officer may resign only by submitting a written resignation to the President or Secretary or to the other Board Members, if the resigning officer is the President.

05. Authority and Duties: The Officers shall have the authority and responsibility delegated by the Board and as stated in these Bylaws.

The President shall: prepare the agenda for, preside at and conduct all meetings of the Board; sign all contracts and agreements in the name of the Corporation after they have been approved by the Board; normally serve as the representative of the Corporation in meetings and discussions with other organizations and agencies.

The Vice-President shall: perform the duties of the President if the President is unable to do so or absent; perform such other tasks as may be assigned by the Board; and, at the request of the President, assist in the performance of the duties of the President.

The Secretary shall: keep accurate records and minutes of all meetings of the Corporation; make available copies of the minutes of the previous meeting and distribute them in advance of each meeting; cause to be delivered all notices of meetings to those persons entitled to vote at such meeting; and maintain the Minutes Book of the Corporation and a current listing, with phone numbers and addresses, of the Board of Governors.

The Treasurer shall: be responsible for all funds of the Corporation and receive and deposit all such funds into the proper account; record and monitor receipts and disbursements from such account or accounts; keep accurate books and records of the finances of the Corporation; prepare a financial accounting for each Board meeting; and prepare all end of year accounting and file all federal and state tax reports.

Other Officers appointed by the Board shall: perform such duties as may be specified by the Board or by officers given authority over them.

6. MEETINGS

01. Annual Meeting: The Annual Meeting of the Membership of the Corporation shall be held in the fall of each year or at such time as soon as practical thereafter as determined by the Board of Governors.

02. Regular Board Meetings: Regular meetings of the Board shall be held once every month and may be scheduled more often by the President. Board meetings are closed to the Membership. If a member of the Membership wants to attend a Board Meeting they must request to do so from the President.

03. Special Meetings: Special meetings of the Board or Membership shall be held at any time and at any place within Anneslie or nearby communities when called by the President or by at least three Board Members. Business transacted at special meetings shall be confined to the purposes of the meeting stated in the notice of the meeting.

04. Notice of Meetings: Notices of regular public meetings and the public Annual Meeting of the Membership shall be in writing, posted on the website, published in the newsletter, and e-mailed to the membership at least four (4) days before the day of the meeting. Notices of special public meetings shall state that it is a special public meeting being called and may be given orally or in writing at least 24 hours prior to the meeting time. All persons entitled to vote at the meeting must receive proper notice of the meeting. The annual schedule of regular public meetings and board meetings, shall be in writing, posted on the website, published in the newsletter, and e-mailed to the membership throughout the year.

05. Quorum: At any meeting, a majority of those persons entitled to vote being present shall constitute a quorum. —A majority vote shall consist of 50 percent of those present and entitled to vote at the meeting, except as otherwise provided by law or in these bylaws.

7. COMMITTEES: The Board may create such committees as it deems wise to have. The President shall appoint persons to chair and serve on those committees, including persons who are not Board Members of the Corporation. All such appointments must be approved by the Board either prior to the appointment or ratified at the next Board meeting.

8. INDEMNIFICATION: The Corporation may indemnify Board Members, officers, employees and agents of the Corporation to the fullest extent required and permitted by the General Laws of Maryland.

