

BY-LAWS  
LONG BEACH CIVIC ASSOCIATION OF CALVERT COUNTY, INC.

ARTICLE I - MEETINGS

Section 1. Annual Meeting

The annual meeting of the members of the corporation shall be held at Long Beach, Calvert County, Maryland in October each year, at such day, hour and place as shall be specified by, the Board of Directors for the election of directors, officers and for the transaction of general business. Such annual meetings shall be general meetings, open for the transaction of any business within the powers of the corporation without special notice of such business.

Section 2. Special Meetings

Special meetings of the current members of the corporation may be called at any time by the president or by a majority of the directors, or shall be called by the president upon receipt of a request signed by at least TEN (10%) of the members. No business other than that stated in the notice of the meeting shall be transacted at any special meeting, however called.

Section 3. Notice of Meetings

At least five (5) days written notice of each annual meeting and ten (10) days written notice of every special meeting shall be given to each member listed in the books of the corporation. Such notices shall state the place, time and date of each such meeting and in the case of special meetings shall also state the business proposed to be transacted. Such written notice shall be given to each member by mailing to the address of corporate record.

Section 4. Quorum

At any meeting of the current members, the presence of ten percent (10%) of all members having voting rights at such meeting shall be necessary and sufficient to constitute a quorum for the election of directors or for the transaction of other business. Resolutions will be passed by a majority of the members present.

Section 5. Membership and Voting

The corporation shall be a non-profit corporation having no capital stock, but shall be a membership corporation limited to property owners in the subdivisions of Long Beach, Long Beach Hills, Flag Harbor Heights, Rockhills Court and immediately adjacent areas as designated by the board. There shall be one membership per property upon payment of annual association dues. There shall be no more than two votes per property.

Section 6. Dues

The annual dues for membership shall be determined by the board, payable in advance upon receipt of notice or at the annual meeting.

Section 7. Order of Business

At all meetings of members the order of business shall be as far as applicable and practicable as follows:

1. Establishment of quorum
2. Approval of past minutes
3. President's report
4. Treasurer's report
5. General reports of committees
6. Election of directors and officers
7. Old business
8. New business
9. Adjournment

## ARTICLE II - BOARD OF DIRECTORS

### Section 1. Election and Powers

The business and property of the corporation shall be conducted and managed by its Board of Directors which shall consist of no less than five (5) members (subject to increase or decrease as hereinafter provided) and no more than 15 members. The membership shall be elected at the annual meeting by majority vote of those members attending and entitled to vote. Membership will be determined by payment of the annual fee prior to or at the annual meeting. Each director so elected shall hold office until the next annual meeting. Between annual meetings the board of directors may by majority vote to elect additional members who will serve until the next annual meeting or special meeting. Members will be notified of this action.

Minutes shall be kept of each meeting of the board of directors with a full account of decisions made and will be available for review by any member.

### Section 2. Nominating Committee

A nominating committee shall be selected by the board two months prior to the annual meeting to formulate a slate. Written notice of this slate will accompany the notice of the meeting. Nominations will also be permitted from the floor with the assent of the nominee.

### Section 3. Meetings

Regular meeting of the board shall be held at such times and places as may be fixed by the board of directors. A majority of the board shall be necessary and sufficient to constitute a quorum for the transaction of business at every meeting of this body. The board shall inform the membership of regular board meetings.

### Section 4. Board Attendance

All Board members must attend 7 of the 13 regularly scheduled meetings per year, with a minimum of 1 meeting per quarter. Should unexcused absences occur more often than defined here, the Board will take action at its discretion.

## ARTICLE III - OFFICERS

### Section 1. Executive Officers

The executive officers of the corporation shall be a President, a Vice President, a Secretary and a Treasurer and such other officers, as the board from time to time considers necessary for the proper conduct of the business of the corporation. The executive officers shall be elected at the annual meeting by majority vote of the membership. Each such officer shall hold office for one year.

### Section 2. President

The president shall be a director of the corporation. He/she shall be the chief executive officer of the corporation. He/she shall, when present preside at all the meetings of the members and directors and shall be given responsibilities for the general management of the business of the corporation. The president will have authority to sign and execute in the name of the corporation all authorized deeds, contracts or other instruments with the concurrence of the board. The president will present to the membership, at the annual meeting, a full statement of the affairs of the corporation. In conjunction with the treasurer he/she will formulate a budget annually and present this to the board at the January meeting.

### Section 3. Vice President

The Vice President shall be a director of the corporation. The vice president shall perform all duties delegated by the president and will preside at all meetings in the absence of the president.

#### Section 4. Secretary

The secretary shall be a director of the corporation. He/she shall keep record the minutes of all meetings of the members and the board and shall be responsible that all notices are duly given in accordance with the by-laws or according to law. The secretary will also perform all other duties customarily assigned to such a position by the president or the board.

#### Section 5. Treasurer

The treasurer shall be a director of the corporation. He/she shall be responsible for all funds, securities receipts and disbursements of the corporation and shall be responsible for deposits of corporate funds. This officer shall render to the board and the president at regular meetings or, whenever requested by such, an account of the financial condition of the corporation and, in general shall perform all duties ordinarily assigned to such a person in a corporation. The treasurer in conjunction with the records chair shall ensure that an accurate alphabetical list and address is maintained of the paid membership and any additional property owners in Long Beach or immediate eligible areas. This list shall be kept as permanent records of the corporation.

The treasurer shall receive prior approval from the board for the expenditure of any unusually large or unbudgeted payments. From time to time the board will establish upper limits for expenditures, which may be paid by the treasurer without prior approval. All checks shall have two board-authorized signatures prior to making payment. The board will expect a formal financial review to be conducted when there is a change of treasurers or every 5 years.

### ARTICLE IV - COMMITTEES

#### Section 1. Standing Committees

The board may provide for any standing or special committees as may be required and discontinue such at its pleasure. Each committee shall have powers and perform such duties as may be assigned to it by the board of directors.

### ARTICLE V - SUNDRY PROVISIONS

#### Section 1. Fiscal Year

The fiscal year of the corporation shall be January 1 to December 31.

#### Section 2. Amendments

These by-laws or any part of them may be altered or repealed and new sections may be adopted at any annual meeting of the members by a vote of the majority of those present at such meeting. Notice of by-law changes must be given to members thirty (30) days prior to the meeting.

**By-laws Amended and Adopted Annual Meeting October 28, 2000**

Jean Bozman, Secretary  
Long Beach Civic Association

