

MAGO VISTA AREA CIVIC ASSOCIATION, INCORPORATED
BYLAWS
Effective October 24, 1994

ARTICLE I MEMBERSHIP

SECTION 1 MEMBERSHIP REQUIREMENTS: Membership shall consist of persons owning leasing or residing within the "GEOGRAPHICAL BOUNDARIES" of the association as described in SECTION 2 of this article. A membership shall consist of the head of household and spouse. Other adults living in the same household will require separate membership.

SECTION 2 GEOGRAPHICAL BOUNDARIES OF THE ASSOCIATION: Beginning at the intersection of Jones Station Road (southeast of Alameda Parkway) and College Parkway, then northwesterly to Forked Creek within the boundaries of Belvidere Heights, then following the Western Shoreline of the Magothy River to South Ferry Point, then Westward to Mill Creek and following the Eastern shore line of Mill Creek to its head, then following a southwesterly line to include Via Amorosa Avenue (in Campus Green) to College Parkway, then following the north side of College Parkway to the point of beginning.

SECTION 3 DUTIES: It shall be the duty of every member to report to the association any matter that may come to his or her knowledge pertaining to the health or general welfare of the community.

SECTION 4 ANNUAL DUES: Annual dues shall be paid by all members of the association in such amounts as fixed by the Board of Directors and approved by a majority vote of the members at a regular membership meeting. Dues shall be payable on or before July 1 for the membership year July 1 to June 30. Any member in arrears will be stricken from the rolls.

SECTION 5 LIFETIME MEMBERSHIP: Lifetime membership may, upon approval by the Board of Directors, be given to those individuals who have contributed substantially to the association.

SECTION 6 ASSOCIATION REPRESENTATION: No person shall act in the name of the Association, either in person or in writing, without prior approval by the Board of Directors.

SECTION 7 OUT-OF-AREA MEMBERS: An associate membership will be granted persons not owning, leasing or residing within the "GEOGRAPHICAL BOUNDARIES" of the Association. Associate members are not going to the voting powers accorded to members by Article VI.

ARTICLE II MANAGEMENT

SECTION 1 BOARD OF DIRECTORS: The management of the Association Shall be vested in a Board of Directors consisting of the President, Vice-President, Treasurer, Recording Secretary, Corresponding Secretary, Immediate-Past-President, twelve (12) Directors at large and three (3) appointed Directors of Special Services (total 21 members). All Directors and Officers (except Special Services Directors) must reside within the "GEOGRAPHICAL BOUNDARIES" of the Association. All members of the Board of Directors must be members of the Association.

SECTION 2 ELECTION OF OFFICERS: All candidates for the first five (5) offices of President, Vice-President, Treasurer, Recording Secretary and Corresponding Secretary shall be elected by ballot by the members at the October meeting and shall serve for a term of one (1) year, beginning January 1, or until their successors are duly elected. At such elections, the nominees receiving the largest number of votes shall be those elected.

SECTION 3 ELECTION OF DIRECTORS: Six (6) Directors at large shall be elected by ballot by the members at the October meeting and serve for a term of two (2) years beginning January 1, or until their successors are duly elected. At such elections the nominees receiving the largest number of votes will be those elected.

Note: every effort shall be made to have a director from each area covered by our Association. Recommendations will be requested from the local community associations where they exist.

SECTION 4 APPOINTMENT OF SPECIAL SERVICE DIRECTORS: Three (3) Directors of Special Services shall be approved by the Board of Directors:

- A. One (1) Special Service Director shall be the Chairman of the Athletic Committee (see Article VII, Section 3).
- B. The second Special Service Director shall be the Editor of the Newsletter.
- C. The third Special Service Director shall be the representative to the Magothy River Association Board of Governors.

ARTICLE III DUTIES AND ELECTION OF BOARD OFFICERS

SECTION 1 BOARD OF DIRECTORS: the board of directors shall have the management of the business and social activities of the Association, within the limitations imposed by the Articles

of Incorporation, these Bylaws or a majority vote of the membership, provided said vote is not in conflict with the bylaws or Articles of Incorporation.

SECTION 2 PRESIDENT: The President shall preside at all meetings of the members and Board of Directors; shall appoint all committees unless otherwise specifically provided; shall sign all checks drawn on Association's funds as provided in Article III, Section 6; and shall generally exercise the duties of the presiding officer. The President shall be an ex-officio member of all committees except the Nominating Committee.

SECTION 3 VICE-PRESIDENT: The Vice-President shall perform the duties and functions of the President in the latter's absence or inability to serve.

SECTION 4 RECORDING SECRETARY: The Recording Secretary shall keep a record of attendance and the proceedings of all meetings of the members and the Board of Directors of the Association; shall notify all members of appointments to committees and their duties and connection therewith; shall keep a record of the properties of the Association and their location; shall provide a reasonably safe place for keeping his/her records and important documents of the Association; shall deliver all Association records and property to his/her duly elected successor; and shall otherwise conduct the office as provided herein or as directed by the membership or Board of Directors.

SECTION 5 CORRESPONDING SECRETARY: The Corresponding Secretary shall keep a record of all members; shall notify all members of meetings; shall conduct the correspondence unless otherwise directed by the Board of Directors; shall provide a reasonably safe place for keeping his/her records and important documents of the Association; shall have custody of the Corporate Seal and shall affix it to papers when directed by the Board of Directors; shall deliver all Association records and property to his/her duly elected successor; and shall otherwise conduct the office as provided herein or as directed by the Board of Directors.

SECTION 6 TREASURER: The Association shall furnish a surety bond acceptable to the Board of Directors. The Treasurer shall account for all monies of the Association. He/she shall deposit same in such depository as the Board of Directors may designate and shall disburse same as ordered by the Board. All checks must be signed by the President and Treasurer; however, the Vice-President may sign in the absence of either. The Treasurer shall keep a true and accurate record of all transactions in a book which shall be the property of the Association. He/she shall make reports of such transactions at all membership meetings and the Board of Directors meetings. The Treasurer shall deliver that book to be audited upon demand of the Board of Directors and at the end of each year.

SECTION 7 VOTING OF OFFICERS AND DIRECTORS: All Officers and Directors of this Association with the exception of the President shall be entitled to vote at all meetings of the membership or Board of Directors. The President shall vote only to break a tie.

SECTION 8 COMPENSATION: members of the Board of Directors officers and committee members of this Association shall serve without remuneration of any kind.

SECTION 9 TERM OF THE PRESIDENT: The President of the Association shall not hold office for more than two (2) consecutive years, but may be elected again after the expiration of one (1) year.

ARTICLE IV VACANCIES

SECTION 1 OFFICERS AND DIRECTORS: Should any vacancies occur on the Board of Directors or in any office of the Association except for the Immediate-Past-President, the Board of Directors shall, as soon as possible, appoint a person to fill that vacancy, and such Officer or Director shall serve the remainder of that term. A special meeting may be called for this purpose. If possible, the vacancy will be filled with a person from the same community. Should the Immediate-Past-President be unable to serve, that position shall remain vacant for the remainder of the term.

SECTION 2 NON-ATTENDANCE AT DIRECTORS MEETINGS: Any member of the Board of Directors who fails to attend two (2) consecutive regular meetings of the Board of Directors and fails to notify the Board with a reasonable excuse for such absence may, upon majority vote of the Directors present at a Board meeting, be replaced and so notified. Replacement will be made in accordance with Article IV, Section 1 of the Bylaws.

ARTICLE V MEETINGS

SECTION 1 CONDUCT OF BUSINESS: Business at all meeting shall be conducted as set forth and Robert's Rules of Order, except when in conflict with the Articles of Incorporation, these Bylaws or the Operating Policy of the Association.

SECTION 2 ANNUAL MEETING: The annual meeting of the membership of the Association shall be held on the last Monday in October of every year at a time and location as shall be designated by the Board of Directors. Notice of the time and location of the annual meeting shall be given to the membership at least fifteen (15) days in advance of the meeting. The election of Officers and Directors will take place at this meeting.

SECTION 3 SPECIAL MEETINGS - The President may call a special meeting of the membership at any time, provided at least five (5) days written notice of same is given to all members of the Association of the date, place, and purpose of such a meeting, and no other business shall be transacted. In cases of emergency, where time is of the essence, the five (5) days written notice requirement may be waived and notice of such meeting shall be given as far in advance as possible.

SECTION 4 REQUEST MEETINGS - The President shall call a special meeting of the members within thirty (30) days after receiving a written request to do so by fifteen (15) members. Such a request shall state the purpose or purposes of the special meeting. Notification and guidelines shall be as provided in Section 3 above.

SECTION 5 REGULAR MEETINGS OF THE BOARD OF DIRECTORS: Regular meetings of the Board of Directors shall be held at least every sixty (60) days at a place and time to be selected by the President.

SECTION 6 SPECIAL MEETINGS OF THE BOARD OF DIRECTORS. Special meetings of the Board of Directors shall be held when called by the President or when requested by any six (6) members of the Board provided that all members of the Board shall be given at least five (5) days notice of such meeting. In cases of emergency, where time is of the essence, notice of such a meeting shall be given as far in advance as possible.

SECTION 7 ABSENCE OF PRESIDING OFFICERS: Those present at any meeting of the members of the Board of Directors may select a temporary chairman in the absence of both the President and the Vice-President.

ARTICLE VI QUORUMS - VOTING POWERS

SECTION 1 MEMBERSHIP MEETINGS:

- A. QUORUMS - Those members present at the time and location any meeting of the membership is convened shall constitute a quorum for the transaction of business.
- B. VOTING POWERS - Each and every member of the Association shall be entitled to one (1) vote at any membership meeting. All voting shall be in person and not by proxy, except for the purpose of dissolution of this organization as stated in Article IX. Section 3 of these Bylaws.
- C. DECIDING VOTE - All motions will carry when given a majority vote unless otherwise stated in the Bylaws or Articles of Incorporation.

SECTION 2 BOARD OF DIRECTORS MEETINGS:

- A. QUORUMS - A majority of the Board of Directors shall constitute a quorum at all meetings of the Board.
- B. VOTING POWERS - Each officer and director shall be entitled to vote one (1) vote on any motion. All voting shall be done in person, except when the situation does not warrant a meeting, the President, at his/her discretion, may take a telephone vote. Such vote must be recorded at the next meeting of the Board.
- C. DECIDING VOTE - All motions will carry when given a majority vote, unless otherwise stated in the Bylaws or Articles of Incorporation.

ARTICLE VII COMMITTEES

SECTION 1 APPOINTMENT OF COMMITTEES: The president shall appoint standing or temporary committees from the membership of the Association and/or the Board of Directors, and of such number of members as may be directed by the Board of Directors or the membership. All committees shall give progress reports at each meeting of the Board of Directors.

SECTION 2 TERMS OF OFFICE OF STANDING COMMITTEES: The members of standing committees shall function from the time of their appointment until their successors are duly appointed.

SECTION 3 YOUTH ATHLETIC COMMITTEE: The Athletic Committee will elect the Chairman of the Athletic Committee subject to the approval of the Board of Directors. The Chairman will be a Special Service Director of the Association. The Chairman of the Athletic Committee will act as a liaison officer between Athletic Committee and the Association; will provide monthly financial reports the committee treasury and progress reports of his/her committee at all membership and Directors meetings; and will provide a semi-annual financial statement to the Board of Directors. The term of office of the Chairman of the Athletic Committee shall be specified in the Operating Procedures of the Athletic Committee. The Operating Procedures of the Athletic Committee are subject to the approval of the Board of Directors of the Association. The Articles of Incorporation, Bylaws and Operating Procedures of the Association shall take precedence over the Operating Procedures of the Athletic Committee.

SECTION 4 NOMINATING COMMITTEE: A Nominating Committee shall be appointed by the President at least 60 days prior to the October election meeting. The committee shall, at the October election meeting, present a slate of candidates, at which time nominations from the

floor shall be in order. Acceptance by all nominees must be given before their names are placed on the ballot. Being on the Nominating Committee does not exclude one from accepting a nomination for office. All nominees must be current members of the Association.

SECTION 5 POWERS OF COMMITTEES: All committee shall have such power as may be conferred upon them by the Board of Directors.

SECTION 6 AUDITING COMMITTEE: The Auditing Committee shall be appointed by the President and approved by the Board of Directors. The Treasurer shall deliver all records to the Auditing Committee upon demand and at the end of the year. Upon completion of the audit, the committee shall deliver all Association books, documents, records and property to the current Treasurer.

ARTICLE VIII PAYMENTS

SECTION 1 PAYMENT FOR OPERATING EXPENSES: Bills for normal and recurring operating expenses of the Association not exceeding fifty (\$50) may be paid upon approval by the President (or Vice-President in the President's absence) without Board approval. Payment of all other bills must be approved by the Board of Directors.

SECTION 2 FUND RAISING EXPENDITURES: All fundraising projects must be approved in advance by the Board of Directors. All expenses incurred will be paid by the Treasurer. All income, without any deductions, shall be submitted to the Treasurer.

SECTION 3 GIFTS, DONATIONS, ETC.: All requests for monetary gifts, donations, etc., to be considered by the Association must be limited to recognized charities, local fire department, local schools, parent-teacher associations, local youth activities, and any local disaster in the area covered by the Association. Written requests for any of the above must be submitted to the Board of Directors for approval. At no time shall any gift, donation, etc., exceed one hundred (\$100) dollars to any one person or organization in any one (1) year unless approved by a two-thirds ($\frac{2}{3}$) vote at a meeting of the Board of Directors.

ARTICLE IX EFFECTIVE DATE - DISSOLUTION

SECTION 1 AMENDMENTS: The Articles of Incorporation and Bylaws may be amended by a two-thirds ($\frac{2}{3}$) vote of members attending any meeting of the membership of the Association. All

such proposed amendments shall be submitted in writing and delivered to all members, with notice of the meeting at least ten (10) days prior to such meeting.

SECTION 2 EFFECTIVE DATE: These Bylaws and any amendments hereto shall become effective at once upon adoption as provided above.

SECTION 3 DISSOLUTION: Upon a majority vote of the Board of Directors and subsequent approval by two-thirds ($\frac{2}{3}$) vote of the membership, either in person or by written proxy, this Association may be dissolved and discontinued. In this event, all properties of the Association shall be liquidated and all assets of the Association, after payment of any outstanding obligations, shall be conveyed to an exempt organization as set forth in existing regulations of the Internal Revenue Code and as recommended by the Board of Directors and approved by the membership.