

BY-LAWS OF THE WEST ANNAPOLIS CIVIC ASSOCIATION, INC.

Adopted January 18, 1979

Revised 9/16/81; 2/17/88; 3/1/00; 11/12/02; 3/23/04; 2/23/22

ARTICLE I- NAME

The name of this corporation is the West Annapolis Civic Association, Incorporated, and the corporation is sometimes referred to in these Bylaws as the Association. The Association is a non-profit corporation of the State of Maryland, under the Articles of Incorporation recorded on April 3, 1952. The fiscal year and the membership year of the Association is the calendar year.

ARTICLE II- PURPOSES

1. The purposes of the Association are to safeguard the residential quality of the area defined in Article III of these Bylaws; to promote, improve, and protect the general welfare of the said area; and to engage in any activities that promote and improve the civic life of the community at large, including the attractive development of the area zoned for business and professional uses.
2. The Association is a not-for-profit corporation, and no part of its income shall inure to the benefit on any member. The Association is authorized to acquire and dispose of property as may be appropriate to fulfill its purposes and enable it to carry on its operations.
3. The Association is a civic league or organization not organized for profit and operated exclusively for the promotion of social welfare.

ARTICLE III- AREA

The area of the Association is the area within the City of Annapolis defined

as the peninsula bounded by Rowe Boulevard, Weems Creek, the Severn River, and the Government property to the southeast.

The boundaries of the West Annapolis Civic Association include Wardour. All residents of Wardour are able and encouraged to join this group and attend our meetings. WACA is not a homeowner's association in the same way that the Wardour Improvement Association is, so a Wardour resident can be a part of both.

#### ARTICLE IV- MEMBERSHIP AND DUES

1. Membership in the Association shall be available to eligible individuals without regard to sex, race, color, creed or national origin.

2. Memberships. There are two classes of membership in the Association: Regular Membership and Associate Membership.

(a) Regular Membership. Any individual owning property in the area defined in Article III and having his or her principal residence upon such property is considered to be a member of the West Annapolis Civic Association.

However, only those individuals who pay annual dues, with a maximum of two persons per property, will be eligible to vote at General Membership meetings and to hold office in the Association. The fee for a regular membership is \$30 per year, per property and \$15 per year, per property for Senior Citizens over 65.

(b) Associate Membership. Any individual residing, or owning property, a business or a professional practice, or regularly employed in the area defined in Article III shall be eligible for Associate Membership. The fee for Associate Membership is \$30 per year. No corporation, partnership, joint venture or other collective or artificial entity shall be permitted membership of any kind. The Board of Directors may, at its discretion, grant regular membership to an Associate Member who resides in West Annapolis and has been an Associate Member in good standing for two consecutive years.

(c) Rights and Privileges. Regular members enjoy all the rights and privileges of the Association, including but not limited to the right to vote at any meeting of the membership, with a maximum of two votes per property. Associate members may not vote but may participate in the debate at meetings of the membership, and, if selected by the Board of Directors, may serve on committees of the Association.

3. Payment of Dues. Annual dues are payable on f1 January and must be paid by the Annual Meeting to avoid loss of membership. Membership may be reinstated at any time by payment of current dues.

#### ARTICLE V- OFFICERS AND THEIR ELECTION

1. Officers: The Officers of the Association shall consist of a President, and Vice President, a Secretary and a Treasurer. When determined to be appropriate by the Nominating Committee, the office of President may include Co-Presidents who would divide the responsibilities of the Presidency, and the office of Secretary may be divided between a Recording Secretary and a Corresponding Secretary. There shall be two Vice Presidents, one for Membership and one for Standing Committees.

(a) Officers shall be elected by the membership at the Annual Meeting in January to serve for a term of one year, and shall take office after the close of that meeting.

(b) An individual shall not be eligible to serve more than two consecutive terms in the office of President.

2. Nomination. There shall be a nominating committee composed of three board members, one of whom shall be selected by the Board of Directors from its body and two selected by the President from the general membership. The member selected by the board of Directors shall be the chairman. The committee shall nominate one eligible individual for each office or Directorship to be filled and

report its nominees at the Annual Meeting, after which additional nominations may be made from the floor. Only those individuals who have signified their consent to serve if elected shall be nominated. A nominee for Vice President should signify willingness to accept nomination as President in the future.

3. Vacancies. In case a vacancy occurs in the office of President, the Vice President shall serve as President for the balance of the unexpired term. A vacancy occurring in any other office shall be filled by the Board of Directors from its body for the balance of the unexpired term, or if no Board member is able to serve in this manner, a voting member of the Association shall be appointed by majority vote of the Board, to serve the balance of the unexpired term.

#### ARTICLE VI- DUTIES OF OFFICERS

1. The President shall be responsible for the management of the Association and shall preside at all meetings of the membership and of the Board of Directors at which he or she is present; shall represent the Association before other groups, public and private, or shall designate a member to do so; shall initiate and sign correspondence setting forth the sense of the Association; with the advice of the Board of Directors, shall decide what issues are to be referred to the membership; shall call meetings of the membership and of the Board of Directors as required by the Bylaws; shall coordinate the work of the other officers; shall appoint ad hoc committees; shall be a non-voting member ex officio of all committees except the nominating committee; and shall perform other duties pursuant to the Articles and Bylaws and as assigned by resolution passed by the board of Directors or the membership. The President shall report, at the next meeting of the membership, any formal representation by him concerning the position of the Association, and any action taken by the Board of Directors in the name of the Association.

2. The two Vice Presidents shall be: 1st Vice President for Membership and 2nd Vice President for Standing Committees.

The Vice Presidents shall assist the President and shall perform the duties of the President in case of the President' absence or disability.

3. (a). The Secretary, or Recording Secretary, shall record the minutes of all meetings of the membership and of the Board of Directors, and shall read for approval the minutes of the previous meeting of whichever body is in session.

3. (b). The Secretary, or Corresponding Secretary, shall assist the President with the correspondence of the Association, shall have custody of the Seal of the Association, and shall authenticate documents and letters of the Association as may be required.

4. The Treasurer shall have custody of all funds of the Association; shall keep a full and accurate account of receipts and expenditures; shall make disbursements in accordance with the approved budget or as authorized by the membership or the Board of Directors; and shall prepare and submit the annual income tax return as required by the State of Maryland. He or she shall present a financial statement, and a statement of the number of members in good standing, at each meeting of the membership and as may be requested by the Board of Directors; and shall make a full report at the Annual Meeting with any recommendations he or she may have. All disbursements over \$200 shall be made by check signed by the Treasurer and co-signed by the President. Electronic Funds transfers exceeding \$200 must also be approved by the President. The Treasurer's accounts shall be examined annually by an auditing committee of three members appointed by the Board of Directors. All members of the auditing committee shall sign a statement at the end of the Treasurer's Report, signifying that the report is correct or indicating discrepancies found. The Treasurer shall prepare a budget for the following year which, after review by the President, shall be presented at the Annual Meeting for approval by the membership. Any expenditures exceeding a \$500 limit within any consecutive 30-day period shall be approved by a majority of the Board.

5. In the absence or disability of both the President and Vice President, executive responsibilities devolve upon the Secretary, Recording Secretary, Corresponding Secretary or Treasurer, in that order.

6. All officers shall deliver to their successors all official material of the Association in their possession not later than ten days following the election of their successors.

#### ARTICLE VII- BOARD OF DIRECTORS

1. The Board of Directors consists of (a) the six (or seven) officers of the Association and (b) no more than six directors, nominated and elected in the manner as prescribed in Article V hereof. As nearly as possible, directors in groups of three shall be nominated and elected to serve for staggered terms of two years each.

2. The duties of the Board of Directors shall be:

- (a) to transact necessary business between meetings of the membership, and such other business as may be referred to it by the membership;
- (b) to advise the President regarding issues that should be referred to the membership, and of the need for special meetings of the membership;
- (c) to create standing committees, appoint their membership, approve their plans of work and receive their reports;
- (d) prior to the Fall Meeting of the Association, to select one of its members to serve as chairman of the Nominating Committee;
- (e) at or before the last Board of Directors Meeting of the year, to appoint an Auditing Committee.

3. Regular meetings of the Board of Directors shall be held in preparation for meetings of the membership. Special meetings of the Board of Directors may be called by the President as she/he deems necessary and shall be called by President at the request of two or more directors. The President shall set the date, time and place of all meetings of the Board of Directors, and provide

adequate notice to the other Officers and Directors. When in the opinion of the President action by the Board of Directors is necessary and it is not feasible to hold a meeting of the Board, the President may poll the Directors individually on any matter to be acted upon, and the vote of a majority of the entire Board of Directors taken in this manner shall have the same effect as the action of the Board of Directors at a duly called and constituted regular or special meeting, except that amendments, changes or replacements to the Bylaws may not be initiated in this manner.

4. A simple majority of the Board of Directors shall constitute a quorum, except for initiating amendments, changes or replacements to the Bylaws in accordance with Article X.

5. Vacancies. Vacancies among the directors shall be promptly filled by the Board of Directors from the general membership for the balance of the unexpired term. There shall be a vacancy of the Board of Directors and the Director shall cease to serve when, without being excused by the Board, he or she has failed to attend three successive meetings of the Board of Directors.

#### ARTICLE VIII- MEETINGS OF THE MEMBERSHIP

1. There shall be a minimum of two regular meetings of the membership each year:

Annual Meeting- during January or February

Semi-Annual Meeting- during June, July or August

2. Special meetings of the membership shall be called by the President when (a) deemed necessary by the President, or (b) when recommended by a majority vote by the Board of Directors, or (c) upon written petition to the Board by at least ten percent of the regular members of the Association. At special meetings only the business for which the meeting is called, and of which business notice is given, shall be transacted.

3. The President shall set the date, time and place of all meetings of the

membership, and provide at least three days notice to the membership.

4. Fifteen members entitled to vote shall constitute a quorum for the transaction of business at any meeting of the membership.

5. Voting. Members entitled to vote may do so only if present at the time the vote is taken. The presiding officer shall vote only if necessary to break a tie.

6. Meetings of the membership and of the Board of Directors will normally be conducted in whatever manner the Presiding Officer considers to be the most expeditious way to explore the issues and determine the sense of the meeting. Robert's Rules of Order, Newly Revised, may be invoked, however, at any time by the Presiding Officer or by a resolution passed by the majority of a quorum present. (Revised 1988.)

7. The order of business at any meetings of the general membership shall be:

Presentations (if any)]

Routine Reports

Old Business

New Business

Adjournments

#### ARTICLE IX- COMMITTEES

1. Standing committees may be created by the Board of Directors and shall report to the Board of Directors. Appointments to standing committees are for the membership year and to the election of the President, but members of standing committees are eligible for reappointment. Standing committees may be dissolved by the Board of Directors at any time.

2. Ad hoc committees, other than the nominating committee, shall report to the Board of Directors. Ad hoc committees shall be dissolved by the President when their purpose has been fulfilled, and shall expire automatically upon the election of the President.

3. The President shall be a member ex officio without a vote of all

committees except the Nominating Committee.

#### ARTICLE X- AMENDMENTS

The following are the exclusive methods for amending the Bylaws.

1. The Bylaws may be amended, changed or replaced, if at any regular meeting of the membership or at any special meeting called for that purpose, a motion shall pass by the vote of a majority of a quorum proposing such amendment, change or replacement. Any such motion shall be made in writing, and there shall be a reasonable number of extra copies for examination at the meeting prior to a vote on the motion. Action proposed in this manner, if passed by the vote of a simple majority of a quorum at this first reading, shall have a second reading at the next meeting of the membership. At the second reading a vote shall be taken on the changes proposed in the motion adopted at the previous reading, and the motion shall not be subject to further amendment unless a written copy of any proposed further amendment has been mailed by the proponents(s) to every voting member of the Association at least two weeks prior to the second reading. If passed by the vote of a majority of a quorum at this second reading, the proposed amendment change or replacement to the Bylaws shall take effect immediately. If not passed at this second reading, it shall die.

2. The Bylaws may also be amended, changed or replaced if at any regular meeting of the Board of Directors, or at any special meeting of the Board of Directors called for that purpose, a motion shall pass proposing such amendment, change or replacement. Any such motion shall be made in writing. Action proposed in this manner, if passed by a vote of a two-thirds majority of the entire Board of Directors, shall have a reading before the membership after at least three weeks prior written notice to every voting member of the Association describing the substance of the proposed changes. At the reading before the membership, the motion passed by the Board of Directors shall be treated as if it

were a motion passed by the membership after a first reading, and the motion shall not be subject to further amendment unless a written copy of any proposed further amendment as been mailed by the proponent(s) to every voting member of the Association at least two weeks prior to the reading before the membership. If passed by the vote of a majority of a quorum at this reading before the membership, the proposed amendment, change or replacement to the Bylaws shall take effect immediately. If not passed at this reading before the membership, it shall die.

#### ARTICLE XI- POLICIES

In view of the objectives of the Association, and the restricted time available for conducting business, it is the policy of the Association to restrict appearances by, or on behalf of, candidates for elected office to those seeking election to offices in the government of the City of Annapolis or to that seat on the County Council which represents the West Annapolis Area.

ATTEST:

Joyce W. Hoffer

Board of Directors 1999-2004