

BY-LAWS

THE HARWOOD CIVIC ASSOCIATION

ARTICLE I –NAME

Section 1. NAME The name of this Corporation shall be: The Harwood Civic Association, Inc.

Section 2. ADDRESS The principal office of the Corporation shall be P.O. Box 162 Harwood, Maryland 20776.

Section 3. This Corporation shall be a private non-profit organization that qualifies as exempt under section 501 (c)(4) of the Internal Revenue Code.

ARTICLE II -MISSION AND PURPOSE

The mission of the Harwood Civic Association shall be to build community awareness and spirit in and around the geographical area known as Harwood. Other purposes may include but are not limited to:

a. Addressing the concerns and problems involved in matters pertaining to land and natural resource utilization in the Harwood area specifically and South County generally.

b. To advocate, on behalf of the membership, the Association's position concerning changes in zoning laws applicable to the greater Harwood area.

c. To seek cooperation and compliance with all zoning laws by all developers of real estate in the greater Harwood area.

d. In general to promote the interest of the membership with respect to county and state planning, development, and use of real estate in the area so as to preserve our quality of life.

e. Representation of the Membership of the Association before the Anne Arundel County Council, the County Executive, County Agencies, State Elected Representatives and Officials and State Agencies.

ARTICLE III –MEMBERSHIP

Section 1. MEMBER. Any resident living within the Harwood, Maryland ZIP Code 20776 and immediately adjacent ZIP Codes in Anne Arundel County (20765, 20771, 20778, 21035, 21037) south of MD Route 214, Central Avenue, qualifies for voting membership in the Harwood Civic Association.

Section 2. ASSOCIATE MEMBER. Any resident living outside of the area defined in Section 1 above may become an Associate (non-voting) Member upon the payment of Association dues.

Section 3. MEMBERSHIP VOTING PRIVILEGES. The right of a Member to vote is dependent on the payment of annual dues.

Section 4. Annual dues for each Member shall be set by the Board of Directors and will be due May 1 of each year or such later date as is set by the Board of Directors. Members whose dues remain unpaid after July 15 of any year will have their membership privileges suspended, including voting rights.

ARTICLE IV - BOARD OF DIRECTORS

Section 1. STRUCTURE. The governing body of this Corporation shall be a volunteer Board of Directors elected by the general membership.

Section 2. QUALIFICATIONS. The Board of Directors shall be representative of the community at large and shall be selected for their expertise in government, finance, education, environmental science, banking, law, business, social services and community affairs, etc.

Section 3. ROLE AND RESPONSIBILITY. In addition to the general corporate powers and responsibilities granted the Harwood Civic Association, Inc. by the State of Maryland Charter, specific functions of the Board of Directors are:

a. Assume sole responsibility for determining Corporation policy and goals; adopt policies which determine the purposes, governing principles, functions, activities and courses of action of the Corporation.

b. Adopt by-laws.

c. Monitor the Corporation finances; approve an annual budget, authorize and approve audits. Promote a financial climate for fulfilling the mission of the Corporation.

d. Regularly review the Corporation activities and reports of committees to confirm, modify, or reject proposals.

Section 4. MEMBERSHIP AND TERM OF OFFICE. The Board of Directors shall consist of not less than 5 nor more than 9 members who are elected to a term of 3 consecutive years by the general membership at its annual meeting.

Section 5. ELECTION. The Board of Directors and the Officers of the Board of Directors shall be elected at the Annual Meeting of the membership from a list of

nominees proposed by the Nominating Committee and/or any Member of the Corporation. The slate of nominees for election or reelection shall be sent to the general membership at least 1 month prior to the Annual Meeting. Any Member of the Corporation may submit a nomination by sending all Members the name, qualifications and written acceptance of nomination by the nominee at least 2 weeks prior to the Annual Meeting. Nominations from the floor at the time of the election will not be accepted. Each Member shall have 1 vote. There shall be no voting by proxy. A simple majority of the members present elects. The vote may be by unanimous consent.

Section 6. VACANCIES. Any vacancy on the Board of Directors that occurs between Annual Meetings shall be temporarily filled at the next regular Board of Directors meeting from nominees submitted by the Nominating Committee.

Section 7. REMOVAL. Any Member may be removed for absence, unexcused by the President of the Board of Directors, from three consecutive Board meetings. A member shall be immediately removed from his or her seat if that member receives a vote-of-no-confidence of two-thirds (2/3) of the seated Members of the Board of Directors.

Section 8. REIMBURSEMENT. The Board of Directors may provide for reimbursement to any Director or member of the Corporation for reasonable and necessary receipted expense incurred in the service of the Corporation.

ARTICLE V – OFFICERS

Section 1. OFFICERS. The officers of the Corporation shall be elected from among the Board of Directors and shall be the following: President, Vice- President, Secretary, and Treasurer. No officer shall hold more than one position.

a. President. The President shall be the principal executive officer of the Corporation. The President shall preside at all meetings of the Board of Directors. The President shall set the agenda for meetings. The President shall appoint all committees and shall be a member ex- officio of all appointed committees. The President or a designee of the President shall be the official spokesman of the Board of Directors and the Corporation.

b. Vice-President. The Vice-President, in the absence of the President, shall perform the duties of the President subject to the same powers restrictions of that office.

c. Secretary. The Secretary shall be the custodian of the corporate records and shall duly authorize all certificates and documents on behalf of the Corporation. The Secretary shall keep written minutes from the Annual Meeting and all Board of Directors meetings. The minutes shall include a record of all motions, resolutions, the vote taken and any other decisions reached. The Secretary shall provide each Member of the Board a copy of the minutes of the prior meeting at least five days before the next scheduled Board of

Directors meeting. The Secretary shall perform all other duties as usually belong to this office.

d. Treasurer. The Treasurer shall be the custodian of the corporate financial records, shall manage and control all funds as the Board of Directors may direct and shall perform all duties that usually belong to this office. The Treasurer shall chair the Finance Committee.

Section 2. TERM OF OFFICE. The Officers shall be elected at the Annual Meeting by the general membership from the roster provided by the Nominating Committee and approved by the Board of Directors. They shall serve one (1) year terms.

ARTICLE VI –COMMITTEES

Section 1. STANDING COMMITTEES. Permanent Committees needed for the effective operation of the Corporation shall be appointed by the President with the concurrence of the Board of Directors at the next regularly scheduled meeting of the Board after the Annual Meeting. Committee assignments shall be for one (1) year. The reappointment or removal of a member from a committee is at the pleasure of the President. The Standing Committees of the Board are:

a. Finance Committee. The Treasurer shall be the Chairman of the Finance Committee. The Finance Committee shall recommend financial policy, prepare an annual budget for approval by the Board of Directors, arrange all audits and recommend funding opportunities.

b. Nominating Committee. The Nominating Committee shall be composed of four members. The committee shall select a slate of one or more eligible persons for the offices of President, Vice-President, Secretary, Treasurer and Members of the Board of Directors and submit those names to the Secretary at least 45 days prior to the Annual Meeting. The slate is to be mailed to the general membership 30 days prior to the Annual Meeting. The Nominating Committee shall recruit, select and recommend eligible persons to the Board of Directors for the temporary filling of any seats vacated between Annual Meetings.

Section 2. AD HOC COMMITTEES. As deemed necessary, the President with the concurrence of the Board of Directors shall appoint temporary committees necessary for specific purposes.

ARTICLE VII –MEETINGS

Section 1. BOARD OF DIRECTORS MEETINGS. Regular meeting of the Board of Directors shall be held on a quarterly basis at such time and place as determined by the President. The Secretary will send written notice to all members at least ten (10) days in advance of the meeting.

Section 2. ANNUAL MEETING. The Annual Meeting of the Corporation shall be held in May at a time and place designated by the President. The Secretary shall provide notice, in writing, of the meeting time and place, the meeting agenda, the slate of nominees for election and any by-law amendments that may be proposed for adoption at least thirty (30) days in advance of the meeting. The new officers and board members shall begin their terms immediately after the Annual Meeting.

Section 3. SPECIAL MEETINGS. Special meetings may be called at the request of the President or upon the written request of one-third (1/3) of the voting general membership or one-third (1/3) of the Board of Directors. Regular meeting notice rules apply.

Section 4. COMMITTEE MEETINGS. Committees established by these by-laws or by the Board of Directors shall meet on a regular basis as is necessary to meet their responsibilities.

Section 5. MINUTES. The Secretary shall keep written minutes for the Annual Meeting and each meeting of the Board of Directors. The minutes shall include a record of all motions, resolutions, actions taken by vote and any other decisions reached.

Section 6. QUORUM. For meetings of the Board of Directors, a simple majority of the non-vacant seats, including two officers, shall constitute a quorum for the transaction of business. The minutes of each meeting shall note whether a quorum is present.

Section 7. VOTING AND PROXY. Each member shall have one vote in both the Annual Meeting or any Board of Directors Meeting. No proxy voting is allowed.

Section 8. ABSENCE FROM MEETINGS. A Director shall notify the President or the Secretary if he/she cannot attend a meeting. At the discretion of the President the absence may be excused.

Section 9. NOTICE. Posting a notice at the Harwood Post Office constitutes notice of meetings. Robert's Rules of Order, Revised shall be the guide for the conduct of business at all meetings of the Corporation.

ARTICLE VIII –AMENDMENTS

Section 1. Amendments to these by-laws shall be proposed to the Board of Directors by any Member of the Corporation at least one month prior to the meeting at which they will be voted on by the Board of Directors, or such shorter time as agreed by the Board of Directors.

Section 2. Proposed amendments shall be presented to the Board of Directors at any regular, Annual or special meeting.

Section 3. If a quorum exists, a majority of the Board of Directors present at a regular, Annual or special meeting of the Board may amend these by-laws. The proposed by-law amendment shall be included with the call for the meeting.

THE UNDERSIGNED HEREBY SIGNIFIES THAT:

1. He is a duly elected officer of the Harwood Civic Association, a nonprofit corporation duly organized and existing under the laws of the State of Maryland.
2. The forgoing by-laws, comprising six pages, constitute the by-laws of the Association as amended on January 16, 2013, and September 4, 2013.

IN WITNESS WHEREOF, THE UNDERSIGNED HAS HERETO SUBSCRIBED HIS NAME ON December 5, 2013.

Anthony H. Gamboa
President

Adopted November 4, 1998, William Foley, Acting Secretary

Note: Retyped 3-9-2003. Reduced to 5 pages without change in content.

Amended June 10, 2003, Michael Lofton Secretary

Amended January 27, 2009, Jan Lehman, Secretary