

Bylaws

of the

**Cape St. Claire
Improvement Association**

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PREAMBLE

The purposes of the Cape St. Claire Improvement Association are:

1. To carry on and promote any activity which may add to the convenience and attractiveness of the community known as Cape St. Claire.
2. To promote, develop and maintain a cooperative community at Cape St. Claire.
3. To secure compliance with and to prevent violation of the restrictions on property use designated in deeds executed by the River Bay Company.

ARTICLE I: Membership

Section 1. Eligibility: Persons owning property in the platted community of Cape St. Claire are members of the Association.

Section 2. Renters: The rental or lease of property owned in the platted community of Cape St. Claire automatically conveys to the renter or lessor all of the rights and privileges of membership to the renter or lessor, except the right to hold elected office in the Association and the right to vote in person or by ballot.

Section 3. Renter Voting: The right to vote on behalf of the owner of the property may be conveyed to the renter or lessor via a notarized letter to the Board of Governors. Renters and lessors who have been authorized to vote on behalf of the owner are also eligible to hold office in the Association.

Section 4. Charter Members: The title "Charter Member" will be reserved for those individuals and their families designated as such in the original charter of the Association's predecessor, the Cape St. Claire Club.

ARTICLE II: Membership Meetings

Section 1. Meetings: All membership meetings, whether annual, quarterly, or special, shall be held in the Clubhouse, the only exception being when the Clubhouse is not in suitable condition for holding meetings. Membership meetings shall be open to all members and shall be for the transaction of Association business.

Section 2. Authority of Motions: The Board of Governors and officers of the Association shall faithfully carry out motions approved at membership meetings, unless inconsistent with the Charter or Bylaws of the Association or with State or County law.

Section 3. Annual Meetings: The Association shall hold annually a meeting of its members on the second Tuesday in January to elect Governors and to transact general business.

Section 4. Quarterly Meetings: In addition to the Annual Meeting, the Association shall hold three other quarterly meetings per year on the last Tuesdays of April, July, and October.

Section 5. Special Meetings: At any time in the intervals between annual and quarterly meetings, special membership meetings may be called by the President or a majority of the Board of Governors.

Special meetings must be called when requested by a petition signed by 50 members of the Association. Business conducted at special meetings shall be restricted to the subjects stated in the notice of the meeting.

Section 6. Notice of Meetings: Notice of all meetings of members must state that the procedure authorized by Section 7 might be invoked, and shall be mailed or delivered to each member at least 10 days before the time of the meeting. Notice of a special meeting shall include a statement of the only subjects to be considered. Notice of the Annual Meeting shall include a statement that a copy of the proposed budget shall be available, upon request, in advance of the meeting, and state the hours and location at which a copy of the budget proposal may be obtained. Notice of the October meeting shall include the nominating procedure.

Section 7. Quorum: At all meetings of the Association, the presence of 25 members shall be necessary to constitute a quorum. If there are insufficient members present to establish a quorum at the time a membership meeting is to be held, a substitute meeting may be called under the following procedure:

- A. A majority of the members present calls for the substitute meeting. Then,
- B. The presiding officer shall set a date falling within 30 days for a substitute meeting of members; and
- C. Notice of this substitute meeting shall be given 10 days or more in advance to all members of the Association, and shall include the following information;
 1. the time, place and purpose of the meeting; and
 2. a statement explaining that at the substitute meeting the members present constitute a quorum.
- D. All absentee published ballots not counted for lack of a quorum at a membership meeting shall be counted at the substitute meeting.

Section 8. Voting:

- A. The vote for Governors, and on the demand of 10 members, the vote on any other question shall be by written ballot. There shall be two votes allowed for each family but only one vote per person. Family members 18 years of age or over may vote. The vote for Governors shall have a majority to carry. Only members present in person at the membership meetings may vote on motions from the floor. Except by published ballot as provided in these Bylaws, voting by mail or by proxy is not permitted.
- B. A "published ballot" shall be used for election of Governors, adoption of Bylaws amendments, and voting on issues petitioned by 25 members or called for by two-thirds of the Governors present and voting at a Board meeting.
 1. Proposed Bylaw amendments, and issues which may be voted on by published ballots, shall be presented to the Board at or before the regular Board meeting in the month prior to the month of a membership meeting.
 2. Published ballots will be published at least 3 weeks prior to the quarterly meeting.
 3. If submitted by the publication deadline for the ballot, a short biographical sketch, not to exceed 350 words, of each candidate and a short statement in favor of and in opposition

- to each Bylaw amendment and issue shall be included with the published ballot.
4. The President of the CSCIA must appoint, one month before a published ballot usage, a Validating Committee of a least 3 members to tabulate and verify all returned ballots. No member of the Board of Governors, candidate, or member of the Nominating Committee may serve on this committee.
 5. Absentee published ballots must be received by the close of business on the first Tuesday of the month of the membership meeting to be considered by the Validating Committee. Absentee published ballots received after this date will not be counted. Members may cast a published ballot in person at the meeting.
 6. The Board of Governors shall be responsible for the content of the published ballot.

Section 9. List of Members: A current list of Association members shall be made available by the Secretary for inspection at each Association meeting.

Section 10. Rules Governing Membership Meetings:

- Rule 1.** Every member desiring the privilege of the floor shall rise and address the chair.
- Rule 2.** No member shall be allowed to speak until properly recognized by the chair.
- Rule 3.** Only one member shall be entitled to the floor during the same period of time.
- Rule 4.** No questions can come before the meeting unless properly moved and seconded and opened for discussion by the chair.
- Rule 5.** Any member may call for the "ayes" and "nays" on any question, when each member shall be required to answer to his name, unless excused by the chair.
- Rule 6.** All questions, unless otherwise decided by the Bylaws, shall be settled by a majority of the votes cast.
- Rule 7.** No member shall speak more than three minutes on any one subject at one time, nor more than twice on the same subject, except by permission of the chair.
- Rule 8.** When a Point of Order is raised by any member, the person having the floor shall take his or her seat until the point is decided by the chair, when, if proper, he may resume.
- Rule 9.** When a motion is made on the floor, it must be disposed of before another can be entertained; nor shall a motion be made subject to more than two amendments.
- Rule 10.** No subject laid on the table shall be taken up again during the same meeting unless it was so understood when disposed of.
- Rule 11.** A motion to reconsider must come from a member who voted with the majority when the action to be reconsidered was taken.
- Rule 12.** Any member may appeal to the floor a decision of the chair by stating thus: "Shall the decision be sustained?" which shall be decided by majority of two-thirds of all members voting.

Robert's Rules of Order (Latest revised edition) shall govern membership meetings unless overridden by specific provisions of these Bylaws.

ARTICLE III: Board of Governors

Section 1. Powers: The Board of Governors shall manage the property and conduct the affairs of the Association, except as otherwise provided by the Charter or Bylaws of the Association or State or County law. The Board shall keep full and fair accounts of its transactions.

Section 2. Nomination and Election:

A. Nomination

1. Any member of the Association as defined in Article 1: Membership may be nominated for election to the Board of Governors. Only one Association member shall be elected or appointed to the Board from any one family.
- 2.** Nominations for election to the Board shall be made, with the consent of the nominee, by one of the following methods:
 - a) By a seconded nomination for the floor at the October quarterly meeting;
 - b) By a petition signed by at least 2 members other than the nominee and submitted to the Nominating Committee on or before November 1; or
 - c) By the Nominating Committee.
3. The Nominating Committee shall present a list of nominees who are qualified for election as Governors to the Board at its regular November meeting so that their names may be published by the Association in December. A short biographical sketch, not to exceed 350 words, may accompany each name.

B. Residency Requirement: To qualify for a position on the Board of Governors, one must demonstrate that he/she:

1. Owns or possesses, and has occupied for the majority of any six month period, living quarters in Cape St. Claire
2. Possess a valid driver's license, if licensed, with a Cape St. Claire address.
3. Registered address for County elections is a Cape St. Claire address, if registered to vote.

C. Election

1. Governors shall be elected by the members at the Annual meeting.
2. Elections shall be held following the procedures for voting outlined in Article II, Section 8.
3. Governors nominated for re-election shall have the attendance record for the current year published with their biographical sketch. This attendance record shall not count toward the 350-word limit on the biographical sketch.

D. Length of Terms

1. Each Governor's term of office shall be for three years, and the terms of one-third of the Governors shall expire each year.
2. Should it be necessary, in accordance with the subparagraph above, to fill a term of less than three years, the candidate with the most votes shall serve the longest term, the candidate with the second most votes, shall have the second longest term, etc., until all terms have been decided.

Section 3. Number of Governors: The Board may increase or decrease the number of Governors by a vote of a majority of the entire Board. Increases and decreases shall be in multiples of three, with no fewer than six or more than 12 Governors allowed. The members of the Association must fill by election any seats created by increases in the size of the Board. In decreasing the number of Governors, seats on the Board cannot be eliminated unless the terms for those seats have expired or the Governors concerned have resigned or been removed.

Section 4. Meetings: Immediately after the adjournment of the annual meeting of members, the Board of Governors shall convene to elect officers for the year and organize itself. If no quorum of the Board is achieved, the election of Officers will occur at the next regularly scheduled meeting of the

Board. Regular meetings of the Board shall be held on dates fixed by the Board. Special meetings of the Board shall be held whenever called by the President, by a majority of the Board, or by a majority of the Executive Committee.

Section 5. Notice of Meetings: The President of the Association shall see that each Governor is given notice of the place, day, and hour of every regular and special meeting of the Board of Governors. Such notice shall be delivered to their postal address as it stands in the records of the Association or by telephone. Regular Board of Governors meetings shall require 5 days notice; special Board of Governors meetings shall require 3 days notice.

Section 6. Quorum: A majority of the Board of Governors shall be necessary to constitute a quorum for transacting business. If a quorum is not present at a Board meeting, the presiding officer may set a date rescheduling the meeting within the next 10 days. Should there be business on the agenda of such a timely nature that action by the Board at a rescheduled meeting would be ineffective, then the Board of Governors meeting could, by consensus, be redefined as an Emergency Executive Committee meeting, if 3 of the 4 officers are present.

Section 7. Attendance: At each meeting of the Board of Governors, the Secretary shall call roll and record those present and absent in the meeting minutes.

Section 8. Vacancies: If at the Annual Meeting more nominees receive a majority vote than there are vacancies, these names shall be kept. Should a vacancy occur on the Board between membership meetings the Board of Governors may appoint from these names to fill the vacancy. If such a list does not exist the vacancy can be filled by a simple majority vote at the next membership meeting for an abbreviated term ending at the next Annual Membership Meeting.

Section 9. Removal: Governors may be removed from office for cause and only under the following procedure:

- A. Documented charges must be referred in writing to the Board and must be signed by 50 members of the Association.
- B. The Board shall arrange for a special meeting of the members to be held within 30 days.
- C. Notice of the special meeting shall be delivered only to members of the Association, at least ten days before the scheduled meeting, and shall contain the following information:
 4. The time, date, place, and purpose of the meeting;
 5. The list of the documented charges and of the members who signed them; and
 6. A rebuttal by the Governor(s) charged, if they wish to present one.
- D. The charges shall be discussed at the special meeting and the Governor(s) shall have the opportunity to defend themselves. The vote for removal must be by a two-thirds majority of the members present to carry.
- E. Upon election to the Board of Governors, and for the duration of his or her term, any Board member who misses three (3) consecutive meetings or six (6) regular meetings in any 12-month period shall be terminated from office.

Section 10. Members and Guests at Meetings: All regular meetings of the Board of Governors shall be open to Association members and their guests. It is understood that such members shall not have the privilege of voting or otherwise participating in the meeting except at the discretion of the President. However, as the last order of business, the Board shall hear any comments, concerns, ideas, etc., from those members wishing to speak. Each person shall have three minutes to speak

until all have been heard. The Board may extend the time limit.

Section 11. Summaries: Summaries of actions taken by the Board shall be posted in the Association office and/or published in an Association publication.

Section 12. Rules Governing Meetings: Robert's Rules of Order (latest revised edition) shall govern meetings of the Board of Governors unless overridden by specific provisions of these Bylaws.

Section 13. Compensation: No Governor shall receive compensation for any service he/she may render to the Association.

Section 14. Expenses: Any Governor may be reimbursed for his/her duties provided that he/she produces a receipt for those expenses.

Section 15. Statement of Ethical Expectations and Code of Conduct:

Representation of Community: Governors shall recognize that the CSCIA shall at all times serve the best interests of all the lot owners in the platted Community known as Cape St. Claire, collectively and as individuals. Governors shall consider and represent the interests of the Improvement Association and the Community, in preference to any other personal or private interests that the Governor may also have or represent.

Conflicts of Interest: A Conflict of Interest is a situation that exists whenever a Governor's private or personal interest could affect the performance of his/her official duties as a Governor.

In all cases the Board of Governors shall solely determine the existence of a genuine Conflict of Interest, whether actual or apparent;

It shall not be considered a conflict of interest for a Governor or the relative of a Governor to avail themselves of the same benefits available to the residents of the community at large by making proper use of the Beaches and Parks, Association Clubhouse, Community Piers, or renting a Slip from the Association. Governors still retain all rights and privileges as Members of the CSCIA while serving as Governors.

Conflicts of Interest—Disclosure and Voting Disqualification

- a. It shall be the general policy of the CSCIA that a Governor with an apparent or actual Conflict of Interest recuse themselves from any actual vote on that conflicted issue or matter;
- b. Whenever an apparent or actual Conflict of Interest exists between a Governor and the CSCIA or community at large concerning an issue, matter, decision or official action of the Board of Governors or CSCIA, such conflict, whether apparent or actual, shall promptly be disclosed to the full Board of Governors prior to the discussion or determination of the issues or matter before the Board;
- c. An apparent or actual Conflict of Interest for a Governor may also be brought to the attention of the full Board of Governors, during any Board of Governors meeting, by another Governor.

- d. After the issue has been presented to the full Board, the President shall cause a letter to be sent to that Governors Cape St. Claire Address notifying him of the issue within ten (10) days;
- e. The discussion and vote on the issue shall occur at the next regularly scheduled Board of Governors meeting;
- f. If a Governor refuses to recuse themselves from a vote, issue or matter wherein there is an apparent or actual Conflict of Interest, the Board of Governors shall vote and determine whether or not the interested Governors has an apparent or actual Conflict of Interest, and the Governor in question may still vote on the sole issue of whether such a Conflict of Interest exists;
- g. If the Board of Governors determines by a two-thirds (2/3rds) majority vote of those Governors present that there is apparent or actual Conflict of Interest for a Governor, that Governor shall not vote on the issue or matter pending for which there is a Conflict;
- h. The Governor with a determined Conflict of Interest may still engage in the general discussion of the issue or matter before the Board in open sessions, as a duly elected Governor, but shall not vote on that issue or matter, and shall take no action, or cause another to take an action on their behalf, to delay the discussion and/or determination of the issue or matter for which that Governor has a Conflict of Interest;
- i. The Governor with a determined Conflict of Interest shall be excluded from closed sessions concerning the conflicted matter;
- j. In all meetings the finding of a Governor with a Conflict of Interest does not change the number of Governors required to be present in order to obtain a quorum.

Other Ethical and Conduct Considerations;

- a. A Governor shall not attempt to exercise individual authority over the CSCIA, except as specifically set forth in Board policies and procedures;
- b. A Governor shall not use the prestige of their office for their own benefit or that of another;
- c. A Governor shall not use confidential information acquired in their official position for their own benefit or that of another. A Governor shall not disclose to others, or use to further his or her personal or private interests, confidential information acquired in the course of performing their official duties. "Confidential Information" shall be defined as information allowed to be discussed in closed session as defined in the Maryland Home Owners Association Act;
- d. A Governor shall, at all times, appropriately exercise their discretion and judgment in their interactions with the public, press or other entities;

- e. The membership of the CSCIA is entitled to, and the Board of Governors of the Improvement Association expects of itself and its members, ethical, professional and lawful conduct. This commitment includes proper use of authority and comporting one's self at all times with professionalism, appropriate decorum, and respect for others when acting as Governors.
- f. Members of a Governor's immediate family may not hold a paid position with the Association.

ARTICLE IV: Officers

Section 1. Executive Officers: The executive officers of the Association shall be a President, a Vice President, a Secretary, and a Treasurer. The executive officers shall be chosen from among the Governors. They shall be elected for one-year terms by the Board of Governors at the first Board meeting following the annual meeting of members. Vacancies shall be filled for unexpired terms by the Board. No officer, except the Treasurer, may serve more than two full consecutive terms in the same office. The Treasurer may serve more than two (2) consecutive terms by a unanimous vote of the Board of Governors.

Section 2. President: As chief executive officer, the President shall supervise the conduct of the affairs of the Association under the direction of the Board of Governors. The President shall preside at meetings of the members, the Board of Governors, and the Executive Committee and shall report on the affairs of the Association at each regular meeting of members. With consent of the Board, the President shall sign and execute deeds, all authorized mortgages, bonds, contracts, or other instruments in the name of the Association, unless the Board assigns that responsibility to another officer.

Section 3. Vice-President: At the request of the President or in the absence or disability of the President, the Vice-President shall perform the duties and exercise the powers of the President. The Vice-President shall perform additional duties as assigned by the Board of Governors and the President.

Section 4. Secretary: The Secretary shall see that the minutes are kept of meetings of members, the Board of Governors, and the Executive Committee in books provided for that purpose and see that notices are given in accordance with these Bylaws or as required by law. The Secretary shall be the custodian of Association records and the corporate seal and, when authorized by the Board, affix the corporate seal to documents and attest the same. The Secretary shall perform additional duties as assigned by the Board and the President.

Section 5. Treasurer: The Treasurer shall have charge of and be responsible for Association funds, securities, receipts and disbursements as directed by the Board of Governors and the President and shall give an account of the financial state of the Association when required by the Board or by the President. The Treasurer shall perform additional duties as assigned by the Board and the President.

Section 6. Subordinate Officers: The Board of Governors may appoint subordinate officers and prescribe their duties, powers, and terms of office.

Section 7. Removal: Executive and subordinate officers of the Association may be removed for cause by a majority vote of the entire Board of Governors. The Board shall give officers opportunity to answer charges prior to removal.

Section 8. Materials and Records: When officers resign, complete their terms of office, or are removed, they must turn over to the President all materials and records in their possession pertinent to the functioning of their offices. Such officer shall brief his successor on his duties, responsibilities, and current and planned functions of the office.

ARTICLE V: Committees

Section 1. Executive Committee: The Executive Committee shall consist of the President, Vice-President, Secretary, and Treasurer, and shall have the power to act in emergency matters only. Minutes of the Executive Committee meetings shall be read and approved by the Executive Committee at the next regular Board meeting, and recorded in the minutes of that Board meeting.

Section 2. Standing Committees: The President shall appoint a chairman to each of the following committees. Each committee shall consist of at least one Board member and two or more members not serving on the Board, provided there are sufficient volunteers.

- a. **Beaches and Parks Committee** shall provide for the maintenance and improvement of the community properties. It shall supervise expenditures from the Maintenance Account which have been approved by the membership.
- b. **Building Committee** shall carefully screen, review, and approve or reject all building plans for new construction, additions, or renovations of exteriors to residential and commercial structures for compliance with the Covenants and requirement of Cape St. Claire.
- c. **Nominating Committee:** The President shall appoint a chairman not later than the April Board of Governors meeting. This committee, in addition to the above required composition, shall solicit members from each of the major community organizations so that the widest circle of possible be formed to identify members interested in serving the community as Governors. It shall be the responsibility of the Nominating Committee to present a slate of candidates for election to the Board of Governors. The Nominating Committee shall determine the eligibility and willingness of each candidate to serve.
- d. **Clubhouse Committee** shall provide for the upkeep of and improvements to the Cape St. Claire Improvement Association Clubhouse. It shall exercise authority over the scheduling of activities taking place in the building. It shall draft rules, regulations, and charges for use of the premises, submit them to the Board of Governors for approval, and enforce them after approval.
- e. **Covenants Committee** shall investigate violations of the covenants as have been set forth in the Deed and Agreement dated June 14, 1949, and recorded among the Land Records of Anne Arundel County in Liber JHH No. 528, Folio 6, other than those involving the building code or non-payment of maintenance fees. The Committee shall work with the County in seeking corrections of covenant infractions which are also violations of the County's zoning codes. For matters that cannot be resolved by other action, they shall request the Board to undertake legal action or other appropriate measures to ensure the covenants are enforced.
- f. **Budget Committee:**
 1. It shall be the duty of the Budget Committee to analyze the needs of the community and prepare a proposed budget each October for the following year.
 2. The Budget Committee shall be comprised of five members.

- a. Two members shall be appointed from the Board of Governors of the Cape St. Claire Improvement Association by a majority vote of the Board of Governors. Their terms shall be one year.
- b. Three members of the Budget Committee shall be elected at-large and must be property owners in the community. The election will be by published ballot.
 - i. No at-large member of the Budget Committee may be a member of the Board of Governors, nor may (s)he reside in the same household as a Board member.
 - ii. No two at-large members of the Budget Committee shall be from the same household.
 - iii. The terms of the at-large Budget Committee members shall be as follows:
 - a) The individual receiving the highest vote total shall serve for two consecutive years.
 - b) The other two elected at-large Budget Committee members shall serve one year terms. They may stand for re-election.
 - c) In successive elections two at-large vacancies will be filled. The individual receiving the highest vote total shall serve for two consecutive years and the other individual will serve for one year.
 - iv. Vacancies for at-large members of the Budget Committee will be filled in accordance with Article III: Board of Governors, Section 7., Vacancies.
 - v. Removal from office of at-large members of the Budget Committee will follow the procedures set forth in Article III: Board of Governors, Section 8., Removal.
- g. **Membership Committee** shall encourage active participation by the membership in the committees of the Association, register members at all Membership Meetings, and issue and control voting cards at these meetings.
- h. **Piers Committee** shall provide for the upkeep, improvement of and additions to the piers owned by the Cape St. Claire Improvement Association. It shall be responsible for all slip assignments and the preparation of all rental contracts in accordance with the rules and procedures as have been defined by the Board.

Section 3. Other Committees: Such other committees, standing or special, shall be established by the President, Board of Governors or Membership from time to time as may be deemed necessary to carry on the work of the Association. These committees, their chairmen and members, shall be composed as stated in Section 2 for Standing Committees.

Section 4. President as Ex-Officio Member: The President shall be an ex-officio member of all committees except the Nominating Committee.

ARTICLE VI: Finance

Section 1. Financial Instruments: The Board of Governors shall authorize individuals to sign checks and other orders of withdrawal from Association accounts and to sign loan forms and other evidences of Association indebtedness. At least two of those so authorized shall be required to sign each financial instrument with at least one of those being an executive officer named in ARTICLE IV, Section 1, of these Bylaws.

Section 2. Bonds: The Board of Governors shall bond or insure all persons handling funds or signing

financial instruments for the Association.

Section 3. Fiscal Year: The Fiscal Year for the Association shall run from July first through June thirtieth.

Section 4. Plan of Action and Budget:

- A. Association Budgets for maintenance, membership and piers must be presented by the Board of Governors to the membership in a timely fashion. The plan and budget must cover all major projects, committees, and accounts. The Association members may modify, approve, or reject the plan and budget. If the members reject it, the Board shall present a new plan and budget at a special meeting of the members within 30 days and continue the process until the members approve a plan and budget. In the absence of an approved plan and budget normal Association activities and spending shall continue under the plan and budget for the preceding fiscal year.
- B. The annual SCBD budget shall be adopted and presented for County approval according to the following procedures and limitations:
 - 1. The first annual assessment shall not exceed \$35.00 per County property tax account.
 - 2. The limit of \$35.00 assessment per tax account shall remain in effect for two consecutive annual budgets.
 - 3. At the end of the two year period, the limit of assessment may be raised for another two year period, but only if 51% of eligible votes cast by published ballot support an increase. At the end of every subsequent two year period, a change in the limit of annual assessment may be thus considered.
 - 4. Annual SCBD budgets must be presented to all property taxpayers within the Special District for vote pursuant to the following procedures:
 - a. Discussion on the budget shall be conducted at the October membership meeting which is held the fourth Tuesday in October.
 - b. The Budget Committee shall submit a final SCBD budget or, if so directed by a majority of the membership at the October meeting, budget options for publication in the December Caper for vote by published ballot pursuant to the procedure described in Article II, Section 8. Voting, Subsection b. For the purpose of the SCBD Budget, property owners shall be entitled to two votes per property tax account.
 - c. If no proposed budget option receives a plurality of eligible votes cast, the previous year's budget will remain in effect for the succeeding year, except that completed projects may be deleted as recommended by the Budget Committee and approved by the Board of Governors.

Section 5. Donations: Donations for a specific purpose accepted by the Association shall be used only for that purpose. Any amount not used for the designated purpose shall be returned to the donor.

Section 6. Financial Support: The Board of Governors shall annually arrange for an examination of the Treasurer's books and a written report to the Board on the financial affairs of the Association for the preceding fiscal year.

ARTICLE VII: General Provisions

Section 1. Seal: The corporate seal of the Association shall bear the name of the Association and the

words "Maryland 1959".

Section 2. Amendments: These Bylaws may be amended under the following procedures:

- A. Amendments may be proposed by two-thirds of those members of the Board of Governors present and voting or by any ten members of the Association.
- B. The Board shall see that proposed amendments are scheduled for consideration at a membership meeting within 120 days and that the notice of the meeting contains texts of the proposed amendments.
- C. Approval of amendments shall be by a two-thirds vote.

Section 3. Dissolution: To prevent a dissolution of the Cape St. Claire Improvement Association, as long as seven (7) members are desirous of its continuance, they can hold the property and Charter of the Association, and no proposition to alter, amend, expunge, or suspend this article shall be entertained.