

HOWARD COUNTY CITIZENS ASSOCIATION, INC.

BYLAWS

Howard County Citizens Association, Inc. (hereinafter “HCCA” or the “Organization”) is a non-partisan, non-profit association (501C4) of residents of Howard County, Maryland.

PURPOSES OF THE ASSOCIATION

- To bring together the members, to provide them with a means of expressing their views on the affairs of Howard County, Maryland (“the County”) and otherwise act for their mutual benefit.
- To take joint and cooperative action for:
 - a. Improvement of County government.
 - b. Orderly growth and development when in the best interests of the residents and the environment.
 - c. Development of sound fiscal policies and responsible administration of public funds.
 - d. Continued improvement of the County’s educational system.
 - e. Improvement of County services and facilities.
 - f. Preservation of agricultural and open space areas.
- To encourage participation in County affairs of residents throughout the County.
- To function without support for or opposition to any political party.

ARTICLE I - MEMBERS

Section 1.01 Qualifications. Any resident or any civic, community or improvement association of Howard County that subscribes to the purposes of the Organization is eligible for Membership and shall be declared a Member after receipt of annual Membership dues, if any dues are required. Entities will be non-voting members. Associate Members shall be defined as those signing up for List Serv membership.

Section 1.02 Required Fees and Dues. Annual dues shall be set by the Board of Directors. Dues shall be payable annually for the calendar year or remaining portion of the calendar year that commences January 1 and ends December 31. Members whose dues are unpaid will be deemed delinquent and they will not have voting rights until re-established per these bylaws.

Section 1.03 Resignations. Members may resign at any time, but Membership dues or any portion of Membership dues shall not be prorated nor refunded.

Section 1.04 Honorary Membership. The Board may grant Honorary Membership to individuals who have agreed, and shall set the term of their membership.

Section 1.05 Annual Meeting. HCCA shall hold an annual meeting each year, on any day chosen by the Board, likely in the Summer or Fall. The exception would be if any given Emergency situation prevents the Annual Meeting, which cannot be conducted because of circumstances beyond the Board's control. The purpose of an Annual Meeting is for the Members to elect Directors, if there is a contested election, and conduct community service presentations. The President, the Secretary, the Treasurer, and chairs of committees may deliver reports and provide these to the Secretary for safekeeping. Any business of the Organization may be transacted at any Annual Meeting without being specially designated in the notice, except such business as is specifically required by statute or by the Articles of Incorporation to be stated in the notice; however, failure to hold an Annual Meeting within the designated time shall neither invalidate the Organization's existence nor affect its otherwise valid acts.

Section 1.06 Regular Meetings. Meetings of the Board shall be held regularly, preferably monthly, as determined by the Board of Directors.

Section 1.07 Special Meetings. Special meetings of the Members or just Board Members, may be called by the President, by a majority of the Board of Directors or at the request of one third of the Membership. The meeting shall address only the matter(s) for which it was convened, and can take place in person, or virtually, or over email type communications.

Section 1.08 Notice of Meetings. The Secretary of the Organization, or other agreed upon Board Member, shall give written notice to the Members not less than 15 nor more than 90 days before each Members meeting. The notice shall state (1) the time and place of the meeting, and (2) the purpose of the meeting, if a special meeting. Electronic mail, website posting, postal or commercial mail, or courier service shall constitute written notice.

Section 1.09 Quorum. Unless otherwise noted in the Articles of Incorporation or Bylaws, a quorum for Board Meetings consists of a majority of the Board Members allowed to vote. A Quorum for Member meetings shall be the majority of the Members present in-person, who are valid, current dues-paying members, for time periods prior to the meeting as noted in these by-laws.

Section 1.10 Votes Required. Unless otherwise provided by statute, the Articles of Incorporation or Bylaws, at any meeting of Members duly called and at which a quorum is present, a majority of the votes cast shall be sufficient to take or authorize action upon any matter which may properly be considered at the meeting.

Section 1.11 Proxies. Proxies are not allowed.

Section 1.12 Voting. In all elections for Board Members, the vote is for a Board Member not an officer role. Elections are for board members. The Board will choose its own officers. New board member candidates must have been paid HCCA members for at least 90 days prior to the election date. HCCA Members voting in a contested election (only held in-person unless unavailable then alternatives are considered herein) must have been paid HCCA members for at least 30 days prior to the election date.

ARTICLE II – BOARD OF DIRECTORS

Section 2.01 Board Composition. The officers and directors of the Organization shall constitute the Board of Directors.

Section 2.02 Board Duties and Powers. The functions of the Board shall be to:

- a. Conduct the business of the Organization.
- b. Take action on behalf of the Organization in accordance with the Objectives stated in the Articles of Incorporation.
- c. Provide communication between the Board and the Membership.
- d. Carry out the actions decided at the Annual Meeting.
- e. Create committees and appoint committee members.
- f. Ensure a financial report is prepared for Meetings.
- g. Take responsibility for such portfolios as Membership, Recruitment, Issue Areas, Social Media/Website/Listserv, Publicity, Event Arrangements, Research, Fundraising and Archives as may be designated by the Board.
- h. Consider and approve financial obligations which are not part of the adopted budget.
- i. Appoint members of a Nominating Committee covering the upcoming Fiscal Year, if such a committee was not elected at the previous Annual Meeting or if the Committee is incomplete if there are vacancies of the Board to fill.
- j. Keep full and fair accounts of its transactions.

Section 2.03 Nominating Procedure, Time of Elections. A Nominating Committee of three to five Members shall nominate candidates for open offices to be filled at the next election. The Nominating Committee shall provide the names of candidates to the Board at least 30 days prior to the election time. The election time shall be chosen by the Board, and currently coincides with the Annual Meeting date. The Nominating Committee shall have responsibility for the conduct of the election. Anyone seeking to be nominated to the Board must submit his/her request to the current Board President within two weeks of the

annual meeting to request an open Board seat, or request a contested election if there is no open Board seat. An open Board seat exists when there are less than 9 current voting Board Members, and/or less than 2 current non-voting Board Members who wish to remain on the Board. A contested election exists when there are 9 existing voting Board Members, and/or 2 existing non-voting Board Members who seek reelection but notice of at least two weeks is given to the President by someone seeking to be on the Board. If the President does not receive a request to fill an open seat, or request a contested election prior to two weeks before a publicized annual meeting date, then there will be no election at the annual meeting and the Board of Directors will be reelected as desired by those seated Board Members and openings will be filled by recruiting from Board Members with confirmation vote of the majority of the existing Board Members. If an open seat is requested, Board Members will vote to accept the request and the decision will be made to add the Board Member, by the existing Board Members. If a contested election exists, a paper secret ballot election will be used at the annual meeting. If a contested election exists, and an in-person meeting is not available, then the Board of Directors will vote on a proper procedure to hold the contested election, likely via list serv private email votes. Only paid Members, in attendance at an in-person meeting, or contacted via email for a virtual election, may vote, with noted history of dues payment required within these by-laws. No nominations are taken from the floor at the Annual Meeting, nor via email voting procedures. Results may be delayed beyond the Annual Meeting presentations day, due to checking on Member validity of authorities to vote. Election results will be announced via the list serv and website.

Section 2.03.01 Alternate Method of Election. The board of directors may choose to have the election conducted electronically over the internet using a method whereby the privacy of the voting procedure will be assured. If the electronic voting takes place, the Members eligible to vote may submit additional candidates for office to the Nominating Committee until 15 days prior to the Annual Meeting, if assurance is obtained that the individual will accept the position, if elected. The final list of nominees and instructions for electronic voting shall be provided to eligible members, with a period of time specified for the electronic voting to take place. Results of the electronic voting shall be announced electronically, via the HCCA list serv and social media.

Section 2.04 Election, Term of Office. The Directors shall be elected to serve for one term of two years or until their successors are elected, and their term of office shall begin on the first day of the second month following the Annual Meeting at which the election occurred, if there is a contested election in person. Current Board Members, prior to the annual meeting shall continue to serve on the Board, and are allowed to vote on HCCA business until the first of the second month following the annual meeting and new board installment. The Organization may elect up to 11 Directors, including 4 Officers and up to seven (7) additional Directors. Up to 9 voting Directors and 2 non-voting Directors may sit on the Board. The Board may appoint up to 4 of the 7 additional Directors to

open seats, at any time that an open seat exists up to two weeks prior to the Annual Meeting, when election procedures being, and thereafter.

2.04.01. Immediate Past President. The immediate past President shall serve as a member of the board of directors through the first term of the newly elected President and shall have all of the privileges of board membership including the right to make motions and to vote.

Section 2.05 Vacancies. The Board may fill any vacancy in any of the above offices or Director positions, for the unexpired portion of the term, at any Board meeting. The Board may remove a Director at any time, for any reason. A motion must be made by a current Board Member to remove another current Board Member and be seconded. At that time, assurance must be made by the President or other agreed upon Board Member to the Board, that the Board Member proposed to be removed is informed of the motion. At that time, Board Members may discuss, at their discretion, the reasons presented for removal after giving the proposed Board Member to be removed adequate time to respond to concerns. Adequate time shall be defined by the Board majority vote, but not less than two days. Two-thirds of the current voting Board Members (quorum total including the proposed Board Member to be removed) is required to agree, to remove a Board Member. The Board has the right to immediately replace a removed Board Member, via majority vote, as with any vacancy.

Section 2.06 Organizational Board Meeting. After each Annual Meeting of the Members at which a Board of Directors shall have been elected, the Board shall meet as soon as practicable for the purpose of organization and the transaction of other business.

Section 2.07 Regular Board Meetings. The Board shall meet at least four times annually on such dates and at such places as the Board may designate.

Section 2.08 Special Board Meetings. Special meetings of the Board may be called by the President or by a majority of the Board.

Section 2.09 Notice of Board Meetings. Notice of the place, day and hour of every Regular and Special Meeting shall be given to the members and to each director not less than 15 days before a Regular Meeting and not less than 24 hours before a Special Meeting. Unless required by these Bylaws or by resolution of the Board of Directors, no notice of any meeting of the Board of Directors need state the business to be transacted thereat.

Section 2.10 Presence at Board Meetings. Unless prohibited by statute, by the Articles of Incorporation, or the Bylaws, Members of the Board may participate in a meeting by means of a conference telephone or other communications equipment if all persons participating in the meeting can hear each other at the same time. Similarly, the Board may confer by e-mail directed to each and every Director at the same time.

Section 2.11 Conduct of Board Meetings. All meetings of the Board of Directors of the Corporation shall be open to the Membership but Members may not

attend/participate unless permitted by the Board, requested to do so in advance. The Board may limit the number of members attending any meeting. The Board may meet in closed session if public discussion of a matter is determined, by a majority vote of the Board Members present, to be relating to a private matter.

Section 2.12 Minutes of Board Meetings. Minutes of each Regular and Special Meetings shall be written and shall include the names of those attending, subjects considered and votes cast in total by Board Members. Following approval by the Board Members who attended the meeting, the minutes shall be available to the Membership via the website, after approval by the Board. Minutes of a closed meeting shall be available for Membership inspection if confidentiality is no longer deemed necessary. The Board shall decide if minutes of votes conducted via email are substantive and if so, are added to the minutes following the next meeting.

Section 2.13 Quorum. At all meetings of the Board of Directors, the presence of a majority of Directors shall constitute a quorum.

Section 2.14 Informal Action by Directors. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without an in-person meeting if the action taken is reaffirmed by the necessary majority of votes by the directors at the next Regular or Special Meeting.

ARTICLE III – OFFICERS

Section 3.01 Officers. The Members shall elect a President, a Vice-President, a Secretary, and a Treasurer and the results announced at the Annual Meeting. Any two or more of the above-mentioned offices may be held by the same person; but no officer shall execute, acknowledge or verify any instrument in more than one capacity if such instrument is required by statute, by the Articles of Incorporation, the Bylaws or by resolution of the Board of Directors to be executed, acknowledged or verified by any two or more officers. Any vacancy in any of the above offices may be filled for the unexpired portion of the term by action of the Board of Directors at any regular or special meeting of the Board. These Officers shall perform the duties prescribed by these Bylaws as listed below, and by the parliamentary authority adopted by the Organization.

Section 3.02 President's Duties. The President shall:

- a. Assume general supervision of the affairs of the Organization in consultation with the Board of Directors.
- b. Preside at all Membership Meetings, Board of Directors Meetings and Annual Membership Meetings.
- c. Appoint all Committee chairpersons with the exception of the Nominating Committee.

- d. Act as the sole official spokesperson of the Organization, but may delegate that duty on occasion.
- e. Sign and/or endorse checks in the absence or disability of the Treasurer.
- f. Serve as an ex-officio member of all committees except the Nominating Committee.

Section 3.03 Vice-President's Duties. The Vice-President shall:

- a. Assume the duties of the President in the absence of the President or upon request of the President
- b. Perform such duties as the President and Board of Directors shall designate.

Section 3.04 Secretary's Duties. The Secretary shall:

- a. Ensure the taking of minutes of all General Meetings, Special Meetings, Board of Directors Meetings and Annual Membership Meetings, present them for review to the Board of Directors or other participants as appropriate soon after the meetings, and present the minutes at the next appropriate meeting for approval.
- b. Maintain the records of the Organization
- c. Carry out such other duties assigned to him/her by the President or Board of Directors.

Section 3.05 Treasurer's Duties. The Treasurer shall:

- a. Prepare a draft annual budget for adoption by vote at the Annual Meeting.
- b. Collect dues and contributions, pay bills in conjunction with an adopted budget and the determinations of the Board of Directors and keep records of all Organization finances.
- c. Pay any obligation of the Organization authorized by the adopted budget up to 25% over the authorized line amount. All further obligations must be authorized by a majority vote of the Board.
- d. Have authority to transact business of the Organization bank accounts.
- e. Present financial reports at Board Meetings when requested.

ARTICLE IV – COMMITTEES

Section 4.01 Committees. The Board of Directors may appoint or discontinue standing or special committees. Each such committee shall have such powers and perform such duties as may be assigned to it by the Board.

Section 4.02 Nominating Committee. A Nominating Committee of 3 to 5 Members shall be appointed annually by the Board of Directors or may be elected annually. The Nominating Committee shall function in confidentiality, shall solicit suggestions of nominees from the Membership, and shall be responsible for nominating Members for Officers and Directors. The Nominating Committee shall not be enabled if there are no open seats on the Board.

ARTICLE V – PARLIAMENTARY AUTHORITY

Section 5.01 Parliamentary Authority. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Organization in all cases in which they are applicable unless inconsistent with these Bylaws and any special rules of order the Organization may adopt.

ARTICLE VI – AMENDMENT OF BYLAWS

Section 6.01 Amendment of Bylaws. These Bylaws may be amended at the Annual or any Regular Meeting of the Board. At Annual Meeting, by a two-thirds vote of paid Members present, provided that the amendment has been submitted to the Members at least two weeks prior to the meeting.

ARTICLE VII - FINANCE

Section 7.01 Checks, Drafts, and Orders. Unless otherwise provided by resolution of the Board of Directors, all checks, drafts and orders shall be signed by the Treasurer and/or President, or acting Treasurer or President.

Section 7.02 Annual Report. There shall be prepared annually a statement of the affairs of the Organization, including a balance sheet and a financial statement for the preceding fiscal year, which can be submitted to the Directors prior to the Annual Meeting, but no later than 90 days after the end of such fiscal year. Such statement, which may be included within an Annual Report covering financial and non-financial matters, shall be prepared by the Treasurer subject to review by the Board.

Section 7.03 Fiscal Year. The fiscal year of the Organization shall be the 12 calendar months ending May 31st of each year, unless otherwise provided by the Board of Directors.

ARTICLE VIII – ELECTRONIC COMMUNICATIONS

Section 8.01 Any action required by the Bylaws, including voting and any polling or other communication with the Members may, by a majority vote of the Board, may be conducted by electronic mail notwithstanding any other provisions of the Bylaws. Voting requested via email requires a three-day response maximum from

Board Members to be included in the quorum count and/or vote count, notwithstanding any other provisions of the Bylaws.

ARTICLE IX – DISBANDING THE ENTITY

Section 9.01 – The entity of the HCCA can only be disbanded by a unanimous vote of all current Board of Directors. At such time, any funds remaining in the treasury will be donated to an entity chosen by the majority of the current Board of Directors.