

ARDEN COMMUNITY ASSOCIATION OF ARDEN ON THE SEVERN

CONSTITUTION

ARTICLE I - NAME

The name of this organization shall be the ARDEN COMMUNITY ASSOCIATION OF ARDEN ON THE SEVERN, and shall hereinafter be referred to as the ACA.

ARTICLE II - OBJECT

The object of this non-partisan, non-sectarian organization shall be to promote the welfare and to share information of interest to the residents and lot owners of Arden on the Severn

ARTICLE III - MEMBERSHIP

All residents of Arden on the Severn over the age of eighteen, both full and part time, and lot owners within boundaries of Arden on the Severn shall be eligible for membership in the ACA upon payment of specified dues. Adjacent property owners, who share common interests with the ACA, in the opinion of the Executive Board, as defined in Article V, Section 2 shall be eligible for membership in the Executive Board, and payment of specified dues. Any such person shall become a member of ACA for the calendar year of January 1 to December 31 with payment of dues. All members shall be carried on the rolls for Fifteen (15) days before becoming delinquent.

There will be a limit of 2 votes per household on any one issue.

ARTICLE IV - OFFICERS AND ELECTIONS

Section 1. The officers of the ACA shall be four (4) in number, shall be chosen from duly accredited members and shall consist of President, Vice President, Secretary and Treasurer.

Section 2. Prior to the September ACA meeting, the President shall appoint a nomination committee, which shall have their nominees selected and ready to be presented to the body at the October meeting.

Section 3. The election for the offices of Vice President and Secretary will be held at the November meeting during odd numbered years. The election for the offices of President and Treasurer will be held in November meeting during even numbered years. Before the election, the slate of nominees shall be presented. Other nominations may be made to the floor.

Section 4. During the even year's election, the President shall be voted upon first, then the Treasurer, in that order. During the odd year's elections, the Vice President shall be voted upon first, then Secretary.

Section 5. The term of office shall be for two (2) years, starting in January and running twenty-four (24) consecutive months.

Section 6. No absentee ballots or voting by proxy shall be permitted. Only members in good standing are permitted to vote. (Member in good standing defined as membership dues paid by fifteen (15) days prior to the meeting at which they wish to vote).

Section 7. If the office of President should become vacant during the period between elections, the Vice President shall assume the office of the President for the remainder of the term. If any other office should become vacant during the period between elections, including Vice President, the President shall appoint a member of ACA to assume that office for the remainder of unexpired term.

Section 8. Under no circumstances will two members of the same household be officers of the Executive Board at the same time.

ARTICLE V - DUTIES AND POWER OF THE OFFICERS

Section 1. Duties of the President. The President shall be the chief executive official of the association and shall take care that its Constitution, By-laws and decisions are faithfully observed and executed. In addition the President shall have the following specific duties:

- a. The President shall preside at all meetings of the ACA, and shall perform such other duties as pertain to that office.
- b. In case of a tie vote, the President may cast a tie-breaking vote, provided that the president abstained from voting in the initial vote. Only a majority vote may reverse the decision of the President.
- c. The President shall, with the concurrence of the board, appoint all officers; chairmen and members of standing or special committees and representatives or delegates of ACA and their alternates to serve at the pleasure of the President authorized by the ACA. No person or persons shall represent the ACA in any matter unless so authorized. The general membership shall affirm and be able to nominate additional committee members from the floor.
- d. The President shall appoint members, with the agreement of the membership at the next general meeting, to fill any vacancies created by the resignation of the incumbent. The President shall provide for the performance of the duties of any officer or position of ACA during the temporary absence or disability of the incumbent or until the vacancy shall have been filled in the manner provided by the Constitution and By-laws.
- e. The President may represent ACA on any occasion, which in his/her judgement the interest of ACA is involved, and may make or authorize statements on behalf of ACA on any matter in which ACA has arrived at a position or policy; and may cast votes on behalf of ACA.
- f. The President shall serve or shall appoint a member to serve as the editor of the NewsBuoy.
- g. Any communication to an agency or public official representing the association's position shall be signed by the President and one (1) other officer and shall be made available to the entire Executive Board prior to transmittal/ mailing.
- h. At the expiration of the term of office, the President will turn over to the successor all books, documents, records and property the President may possess.

Section 2. Duties of the Vice President. The Vice President shall assist the President in the administration of the affairs of ACA and shall undertake such duties as the President may assign to them. In addition, they shall have the following specific duties:

- a. The Vice President shall preside over all meetings in the absence of the President.
- b. In the event of the resignation, removal, disqualification, disability or death of the President, the Vice President shall assume the office of the President for the remainder of the term of office.
- c. The Vice President shall be responsible for the yearly membership drive and may recruit members of the Executive Board and membership to assist in the membership drive.
- d. At the expiration of the term of office, the Vice President will turn over to the successor all books, documents, records and property the Vice President may possess.

Section 3. Duties of the Secretary. The Secretary shall record the proceeding of all ACA and Executive Board meetings, be the custodian of the Constitution and By-Laws, and incorporate therein all duties adopted amendments and keep a roll of the officers and members.

- a. The Secretary shall keep a record all incoming correspondence and pass appropriate documents to the appropriate officer.
- b. The Secretary shall perform such other duties pertaining to that office as may be assigned by the President and the general membership.
- c. The Secretary shall be responsible for maintaining the membership records. The Secretary's record of members in good standing shall be official.
- d. Any dues collected by the Secretary shall be turned over to the Treasurer upon receipt.

- e. The Secretary shall be responsible to the distributing membership cards to dues paying members.
- f. At the expiration of the term of office, the Secretary will turn over to the successor all books, documents, records and property the Secretary may possess.

Section 4. Duties of the Treasurer. The Treasurer shall receive and give receipts for all monies received by the ACA, and disburse funds as authorized by ACA, the Executive Board or the general membership.

- a. During the absence of both the President and Vice President, the Treasurer shall perform the duties of the President.
- b. The Treasurer will make financial reports at each regular ACA meeting to include the ACA, the NewsBuoy, and any other applicable standing committee(s).
- c. The Treasurer will assist with annual audits of the ACA, the NewsBuoy, and any other applicable standing committee(s) as required and will submit on an annual basis a financial report on the status of the ACA.
- d. Audits shall be done annually in the month of October by two members of the Executive Board, excluding the Treasurer, and one member of the association in good standing.
- e. At the expiration of the term of office, the Treasurer will turn over to the successor all monies, fund books, records and other property belonging to the ACA.

Section 5. Duties of Section Delegates. Any person appointed or elected to serve as a Section Delegate of ACA shall faithfully present the position of the ACA, and shall, whenever practicable, determine that position by consultation with the President or Board prior to presenting it publicly on behalf of ACA. Provided, that nothing herein shall prevent any such person from presenting his/her personal views as long as they are clearly identified as such. At the expiration of the term of office, the Section Delegates will turn over to the successor all books, documents, records and property the Section Delegate may possess.

Section 6. Appointive Officers. Any person appointed or elected to serve as a representative or delegate of the Association or an alternate shall faithfully present the position of the Association, and shall, whenever practicable, determine that position by consultation with the President or the Executive Board prior to presenting it publicly on behalf of the Association: Provided, that nothing herein shall prevent any such person from presenting his/her personal views as long as they are clearly identified as such.

Section 7. The Executive Board shall appoint a committee of three (3) members consisting of one Officer, one Section Delegate and one Member at Large to act as Budget and Finance Committee whose primary function will be to prepare an annual financial plan for the ACA and act as overseers in operation within the framework of such plan. The annual financial plan will be prepared in sufficient time to submit to the membership during the November meeting of each year, and will cover the period January 1 through December 31 of ensuing year.

Section 8. The Executive Board shall have the right to authorize expenditures up to and including two hundred fifty dollars (\$250.00). Expenditures over two hundred fifty dollars (\$250.00) must be approved by the membership present at a regular scheduled meeting, with exception of normal operating expenses and expenditures for occasions and special events previously authorized by the ACA membership or the President.

Section 9. Removal of Officers/ Section Delegates. Any officer, director or Section Delegate of the Association may be removed for any or no reason. A motion for removal must be presented in writing and read in its full text by the Secretary at any regular or special meeting. The maker of the motion may briefly explain his/her reasons and may answer questions. The officer or delegate involved, if present, may briefly reply, but there shall be no debate. At the next regular or special meeting held not sooner than ten days after the presentation of the motion the question shall be debated, and if two-thirds of those voting are in favor thereof, the officer or delegate shall be immediately removed. Provided, that no officer or delegate whose removal is under discussion shall preside during the consideration of the motion of removal.

ARTICLE VI - EXECUTIVE BOARD

Section 1. Immediately following the election of officers, the members of each of the five (5) sections of Arden present shall designate one (1) Section Delegate by popular vote among their members. In the absence of any election of Delegate by popular vote, the President may appoint a Section Delegate.

Section 2. An Executive Board shall then be formed, the membership of which shall be four (4) officers of the ACA plus Section Delegates. To provide continuity, the immediate past President may serve as an additional member of the board for one (1) year following the term in office.

Section 3. The president of the ACA shall be Chairman of the Executive Board and will preside at all Board Meetings. The Vice President of ACA shall be the vice Chairman of the Executive Board and shall serve as Chairman in the absence of the President. Each member of the Executive Board shall have one (1) vote. The Executive Board will meet four to six times a year or whenever needed. The President or any other officer of ACA can call a special meeting. The Executive Board shall meet at a place and time, agreed to by the Board.

Section 4. The executive Board shall designate from among its members, one (1) advisor to each of the Standing Committees.

ARTICLE VII - BUILDING BOARD OF TRUSTEES

Section 1. The ACA Executive Board shall be the Civic Building Board of Trustees. The President shall appoint a Building Trustee Chairman to serve for two (2) years or until a successor is duly appointed.

Section 2. The Building Trustee Chairman will properly maintain, or cause to maintain, the building in a state of good repair. The Building Trustee Chairman will be provided a working fund in an amount to be determined by the Executive Board to pay out of pocket expenses for supply and small expense items; such fund to be automatically replenished upon submission of itemized receipts for monies expended. The Executive Board must approve any expenses over \$250.00.

Section 3. The Building Trustee Chairman will provide, or have provided, janitorial service to the building on a regularly scheduled basis, the cost of which will be determined by the Executive Board and paid monthly by the ACA Treasurer. Unless otherwise provided, the Building Trustee Chairman will be responsible for the building rentals and accounting for the rental payment to the ACA Treasurer.

Section 4. The duties of the Building Trustees shall be administrative. They shall determine the rules for general usage of the building and establish criteria for usage thereof and be approved by the Executive Board. Major additions or improvements to the building are beyond the jurisdiction of the Trustees; approval for which must be obtained by the vote of the membership.

ARTICLE VIII - PARLIAMENTARIAN

Section 1. The President may appoint a Parliamentarian as necessary or at the request of the Executive Board or general membership.

Section 2. The Parliamentarian shall only make a ruling if requested to do so. The Parliamentarian shall not preside over meetings, shall not participate in debate or vote.

Section 3. The Constitution and By-Laws shall govern all meetings of the ACA, except where it is silent; Robert's Rules of Order shall govern.

ARTICLE IX-AMENDMENTS TO CONSTITUTION & BY-LAWS

Section 1. Any member of the ACA in good standing may present to the membership at a regular meeting a resolution in writing containing a proposed amendment or alteration to this Constitution and By-Laws. (Member in good standing is defined in Article III). Upon presentation the Secretary may read the full text of the amendment to the members present. The person or committee sponsoring the amendment will be permitted briefly to explain its purposes and answer questions thereon, but there shall be no debate. Under no circumstances will an amendment or alteration to these by-laws be voted on at the meeting at which it is presented to the General Membership for consideration.

Section 2. The president shall refer proposed amendments or alteration to this Constitution and By-Laws to the Executive Board for consideration. The Executive Board shall consider such resolutions at its next Board Meeting and make its recommendation at the next regular ACA meeting. Prior to a vote on any changes to the Constitution and By-Laws, it will be circulated and made available to the entire membership.

Section 3. At the next regular ACA general meeting, the amendment to the Constitution and By-Laws shall be subject to debate and shall, if by a favorable vote of two thirds (2/3) of the members present, take effective immediately.

BY-LAWS

ARTICLE I - MEETINGS

Section 1. Regular meetings of the ACA shall be held monthly on the third Wednesday of each month (except July, August and December) or on a date to be selected by the Executive Board and published in advance.

Section 2. Special meetings may be called by the President whenever, in his/her judgment, it may be necessary. Upon written request of ten (10) members of the ACA it shall be the duty of the President to convene a special meeting. At all special meetings of the ACA, only such business that the meeting was called to consider shall be discussed and acted upon. The membership of the ACA shall be notified of all special meetings at least ten (10) days preceding the meeting. The meeting notice will include a statement of the business to come before the meeting and the names of the officers and/or members requesting that the meeting be called.

Section 3. A legally transacted meeting of the ACA is contingent upon an assembled quorum. The established quorum for an ACA meeting is a minimum of two (2) officers and eight (8) other members present (total of 10). The established quorum for an ACA Executive Board meeting will consist of a minimum of two (2) officers and three (3) other Executive Board members. Should a Quorum not be realized, the only business that may be legally be transacted is to effect measure to obtain a quorum, proceed to adjournment or recess.

Section 4. Place of Meetings. Whenever practicable, the meetings of the Association shall be held at Arden on the Severn Town Hall, 1020 Omar Drive.

Section 5. ORDER OF BUSINESS AND PARLIAMENTARY GUIDE

1. Pledge to the Flag
2. Roll or taking attendance at meeting
3. Secretary's report - reading of minutes of previous meeting
4. Treasurer' report
5. Reading of communication
6. Reports of standing committees
7. Report of special committees
8. Old or unfinished Business
9. New Business
10. Open Forum
11. Adjournment

Any item of business that has not been voted on, may be suspended, or returned to, if no objection is made or if desired by 2/3 of the members present. Otherwise Robert's Rules of Order shall be followed.

Section 6. A simple majority agreement of those present prevails on ordinary business. In voting on amendments to the Constitution and By-Laws, the procedures of Article VII, Section 1 & 2.

Section 7. Upon request of any member, the yeas and nays shall be counted

Section 8. During elections, if more than one member is running for any of the offices, the voting will be conducted by ballot and tabulated by the officers present.

Section 9. It shall be the duty of the presiding officer, during periods of discussion to confine members to subject under discussion and to recognize members desiring to speak.

ARTICLE II - DUES

Section 1. Dues shall be determined by the Executive Board and submitted to the membership at a regular ACA meeting. Voting on the measure as submitted by the Executive Board shall take place at the next regular meeting of the ACA following that in which the measure is submitted and shall be carried by a majority vote of those present.

Section 2. Any dues assessed by the ACA shall apply to the entire membership of it. A member (for the purpose of dues) being defined as head of household or lot owner and their duly recognized spouses. Household members over the age of eighteen (18) are not automatically members but may join according to the provisions of Article III of the Constitution.

Section 3. Membership cards will be issued to all members upon payment of dues showing expiration date of membership.

Section 4. The Secretary and Treasurer shall be authorized to collect the dues for the ACA treasury and dispense membership cards as required.

Section 5. Dues shall be payable in advance for a calendar year running from January 1 to and including December 31.

ARTICLE III - DUTIES OF THE STANDING COMMITTEE

Section 1. The President, with the concurrence of the Executive Board, shall appoint the following standing committees to serve for two (2) years, with the exception of the Parliamentarian (see Constitution, Article VIII) or until their successor(s) are duly appointed:

- a. Budget and Finance Committee
- b. NewsBuoy Editor
- c. Building Committee
- d. Parliamentarian

Section 2. The President, with the concurrence of the Executive Board, shall appoint, dissolve and assign duties to such standing or special committee(s) as the need arises; the tenure of which shall cease upon completion of the assignment.

Section 3. The duties of the committee will be as the President may direct, with the concurrence of the Executive Board. Decisions of Committee will be referred to the Executive Board for approval and if the need be determined by that body, to the ACA membership at the next regular meeting.

Section 4. Meetings of the Standing Committees. The Chairman of each standing committee shall call meetings of the committee at such times as he/she deems desirable or when requested to do so by the President.

ARTICLE IV- CONSTITUTION AND BY-LAWS

The Constitution and By Laws shall be published and distributed to the membership at such time as deemed necessary by the Executive Board. Membership is defined in Article III.

ARTICLE V - ARDEN ON THE SEVERN - NEWSBUOY

Section 1. The ACA President and the Executive Board shall direct the General Editorial Policies of the NewsBuoy. The NewsBuoy Staff shall operate within the bounds of the General Editorial Polices and any draft articles, editorials, etc. that are deemed contrary to ACA policies or interest, will be coordinated with the ACA President or the Executive Board.

Section 2. The President shall appoint the NewsBuoy Staff consisting of an Editor, a General Manager and an Advertising Editor to serve for two (2) years or until their successors be duly appointed. All permanent NewsBuoy Staff members comprise an official committee of the ACA as authorized in By-Laws Article III and shall be known as the NewsBuoy Staff.

Section 3. The Executive Board and the NewsBuoy Staff shall mutually agree on an annual budget for operation of the NewsBuoy. The NewsBuoy Staff will operate within the establish budget, unless duly changed by agreement with the Executive Board. The Staff shall receive and give receipts for all monies received by the NewsBuoy, and shall disburse funds as authorized. Receipts for all disbursements shall be maintained for the annual audit. The NewsBuoy Staff will make a financial report at each regular ACA meeting and at the expiration of their term of office, they shall turn over to their successors all monies, funds, books, records and property they may have belonging to the ACA.

Section 4. Editorial Content. Members of the Association may submit material for publication in the NewsBuoy, but the President, with the concurrence of the NewsBuoy staff and the Executive Board shall approve the content.

Section 5. Advertising. The President, with the concurrence of the Executive Board, may approve the publication of any advertising in the NewsBuoy that is not inconsistent with the objectives of the Association.

SUBMITTED TO THE MEMBERSHIP

This 26th day of March 2003.

Lisa Rivera, President

Joann Robinson, Vice President

Sharon Knowles, Treasurer

Kathy Price, Secretary

APPROVED BY TWO THIRDS (2/3)

MAJORITY OF THE MEMBERSHIP PRESENT

This 26th day of March 20003