



By-Laws of the Carrollton Manor Improvement Association

As Amended, October 9, 2000/CMIA

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Article I - Board of Directors

Section 1: As provided for in Article VII, Section 1, of the Constitution, the governing body of this Association shall be the Board of Directors, elected in accordance with Article I of these Bylaws.

Section 2: The Association's Board of Directors shall consist of the offices of President, Vice-President, Secretary, Treasurer, and two Directors, elected from the six (6) Directors-at-Large, and the chair of the CMIA Hillbottom Pier Committee, as provided in the CMIA Constitution, Article VII, Section 4.

Section 3: Should any member of the Board of Directors absence him or herself from three consecutive monthly meetings of the Board of Directors without valid cause in the opinion of the Board of Directors, his or her office may be declared vacant on vote of the majority of all members of the Board of Directors.

Section 4: Five members of the Board of Directors shall constitute a quorum at all Board of Directors meetings.

Section 5: The Board of Directors may reverse by a two-thirds (2/3) vote any action taken by the President of the Association.

Section 6: All officers except the President have the right to vote on all issues involving the Association, the President shall vote only in the case of a tie.

Section 7: The order of succession and to preside at all meetings of the Association shall be as follows: President, Vice-President, Secretary, Treasurer, any board member, and any member selected by those present at the meeting.

Article II - Election of Officers, Directors

A. Nominations

Section 1: At a regular meeting three months prior to the Annual Meeting for election of Officers and Directors, the presiding officer shall appoint a nominating committee to select a candidate for each office provided for in the Constitution, to be presented one month prior to the regular election.

Section 2: Nominations for each Director may also be made from the floor on the day that the election is held.

Section 3: The nominations made shall be placed on a ballot in alphabetical order under each

office and shall be voted upon at the Annual Meeting.

B. Elections

Section 4: The candidates for Directors-at-Large receiving a majority of the votes shall be declared elected to the Board of Directors. If none of the candidates gets a majority of the votes cast, an immediate run-off election of the top two candidates will determine the election.

Section 5: At the first Board of Directors meeting following the Annual Meeting, the Board will elect a President, Vice-President, Secretary and Treasurer from all of the Directors in good standing except for the Hillbottom Pier Committee Chairman.

Section 6: Any candidate for office must be present at his or her nomination and election unless excused by the membership from the meetings in which nominations are made and/or election is held. If a Candidate cannot be present for his/her nomination, he/she must state his or her willingness to serve to the President before the date of the election.

Section 7: If the ballot for election to any office should result in a tie between two or more candidates, one run-off ballot shall be held to break the tie. If the run-off ballot results in a tie, all the candidates nominated for said office will vote by secret ballot to break the tie. If the ballot again results in a tie, the office will be held open until the next regular meeting, at which time the membership will vote to break the tie.

C. Terms of Office and Vacancies

Section 8: The terms of the Directors shall be three (3) years, with staggered terms, so that no more than two (2) Directors are elected each year, vacancies excepted. Directors who are elected as the Officers (President, Vice-President, Secretary and Treasurer) shall serve one (1) year in the office. At the first Annual Meeting following the ratification of these amendments to the Bylaws, two (2) Directors-at-Large will be elected for a one year term, two (2) Directors-at-Large will be elected for a two year term, and, two (2) Directors-at-Large will be elected for a three year term.

Section 9: Any vacancy in any office except President or Vice-President shall be filled temporarily by action of the remaining members of the Board of Directors, and must be confirmed or denied by the Association at the next regular meeting. If the office of President becomes vacant, the Vice-President shall assume that office. Then, at the next regular meeting of the Association, a new Director will be elected, afterwhich, the Board of Directors will subsequently elect a new Vice President to full the remaining term of office.

Section 10: No person shall hold the office of President for more than two consecutive terms.

Article III - Duties of Officers

Section 1: President: It shall be the duty of the President to preside at all meetings of the Association and the Board of Directors, to appoint all Committees provided for in these Bylaws and such temporary committees as may be necessary to conduct the affairs of the Association, and to perform such other duties as ordinarily pertain to this office.

Section 2: Vice-President: It shall be the duty of the Vice-President to preside at all meetings of the Association and the Board of Directors in the absence of the President and to perform such other duties as ordinarily pertain to this office.

Section 3: Secretary: It shall be the duty of the Secretary to keep the records of membership, record the attendance at all meetings, send out notices of meetings of the Association, record and preserve the minutes of all meetings and such other duties as may be assigned by the President.

Section 4: Treasurer: It shall be the duty of the Treasurer to have custody of all funds, accounting for same to the Association annually, and at any other time upon demand by the Board of Directors. Upon his/her retirement from office, he/she shall turn over to the successor or to the President all funds, books or accounts or any other Association property in his or her possession.

Article IV - Meetings

Section 1: Annual Meeting: An Annual Meeting of the Association shall be held on the first Monday of October each year, at which time the election of Directors-at-Large shall take place.

Section 2: Regular Meetings: The regular meetings of the Association shall be held on the first Monday of March, June, and December and on the second Monday of September. All meetings will begin promptly at 7:30 p.m.

Section 3: Board of Directors Meetings: The Board of Directors shall meet on the first Monday of each month unless otherwise specified by the President.

Section 4: Notice: Due notice of any changes in or canceling of any meeting shall be given as soon as possible.

Section 5 Quorum: Ten (10) members shall constitute a quorum at all annual, regular or special meetings of the Association.

Article V - Dues

The dues of this organization shall be collected in accordance with Anne Arundel County law governing Special Community Benefit Districts (the "SCBD"), and shall be proposed by the Board of Directors on an annual basis and voted on by the Association. Annual dues shall not exceed \$35.00 per household up to and including the fiscal year 2004.

Article VI - Membership

Section 1: Memberships shall continue during the existence of the Association unless terminated as hereinafter provided.

Section 2: Memberships will terminate when the member ceases to satisfy Article VI, Section 1, of the Constitution of the Carrollton Manor Improvement Association, Inc. (CMIA).

Section 3: Any person whose membership in this Association has been terminated in any

manner shall forfeit all interest in any funds or other property belonging to the Association.

Section 4: All guests, non-resident family members, employees and/or other invitees of a member, using community-owned facilities must be accompanied by a member of Carrollton Manor Improvement Association, and the member is responsible for all actions of any non-resident invitee while using community-owned facilities.

Article VII - Method of Voting

Section 1: The business of this Association shall be transacted by voice vote. Voting shall be among all adult members, in good standing, who are present . In Association business, the presiding officer may call for a show of hands, standing vote, or a secret ballot; when a voice vote is not clear, or the vote is challenged by a member in good standing.

Section 2: No votes shall be cast by proxy.

Article VIII - Committees

Section 1: The President shall, subject to the approval of the Board, appoint the following standing committees:

1. Community Properties (excluding Hillbottom pier)
2. Hillbottom Pier (per Article XIII of these Bylaws)
3. Community Relations and Welcoming
4. Membership
5. Social/Fundraising
6. Newsletter
7. Security

Section 2: The President shall, subject to the approval of the Board, also appoint such other committees as he may deem necessary.

Section 3: The President shall appoint the Chairman of all Committees, subject to the approval of the Board.

Section 4: The President shall be ex-officio a member of all Committees and, as such, shall have all the privileges of membership thereon.

Section 5: The President shall have the authority to remove any member from any Committee, however, such removal shall be subject to the provisions of Article VII, Section 2, of the Constitution.

Section 6: Each Committee shall transact such business as is delegated to it by the President.

Article IX - Finance

Section 1: The revenue of this organization shall be derived from the dues collected through the homeowners' annual county property assessment as authorized by the Anne Arundel County's Special Community Benefit District (the "SCBD") for Carrollton Manor (April 1997) and from such other lawful sources as may be approved by the Board of Directors, from time

to time.

Section 2: The Treasurer shall deposit all funds of the Association in an (FDIC - Federally) insured bank to be named by the Board of Directors. SCBD funds must be kept in a separate account, segregated from all other funds and monies of the Association.

Section 3: All bills shall be paid only by checks signed by both the Treasurer and President or the Vice President in the President's absence.

Section 4: A thorough audit by a certified public accountant or other qualified person shall be made during the month of September of at least every four years of all the Association's financial transactions; and said report, when prepared, shall be read to the membership prior to the election of officers at the annual meeting in October. Audits will comply with current Anne Arundel County SCBD regulations.

Section 5: The Board of Directors may call for a special audit at any time, either of all the records of the Association or of any committee function which involves the handling of Association funds.

Section 6: Officers having charge or control of funds shall give bond as may be required by the Board of Directors for the safe custody of the funds of the Association, cost of bond to be borne by the Association.

Section 7: At the beginning of each new administration, the Board of Directors shall prepare or cause to be prepared a SCBD budget of estimated income and estimated expenditures for the succeeding fiscal year (i.e. the fiscal year beginning in July of the following year). This budget shall be distributed to the membership (through community newsletter or direct mail), along with the announcement of the community meeting in December at which the budget is to be presented for approval, at least 15 days in advance of said meeting. SCBD Budget approval will be by a simple majority of the members present. Such budget shall be presented to the Anne Arundel County Council for approval and collection of dues as authorized by the Special Community Benefit District for Carrollton Manor legislation of April, 1997, and in compliance with current Anne Arundel County SCBD regulations. This budget, which having been agreed to by the membership, shall stand as the limit of expenditures for the respective purposes unless otherwise ordered by action of the membership by means of the same procedure as budget approval, except for the expenditure of non SCBD funds. In the course of operation of CMIA, there may be cause to reallocate budgeted funds in a given fiscal year. This reallocation of funds shall be within the guidelines established by the county legislation of April, 1997 authorizing the Carrollton Manor Special Community Benefit District, and these Bylaws.

Section 8: The Board of Directors shall not incur any indebtedness on the part of the Association in excess of money in the hands of the Treasurer, and the debts, dues, and obligations in process of collection from the membership, less the amount of expended appropriations, unless such indebtedness be authorized by a two-thirds vote of all members present at a regular or special meeting of the Association.

Section 9: A minimum of two hundred and fifty dollars (\$250) must be kept in an Association savings account for emergency use. What will constitute emergency use shall be determined

by the Board of Directors.

Section 10: It shall be the duty of the Treasurer to segregate all special funds and to keep an accurate record of them.

Section 11: Non-SCBD funds of up to two hundred dollars (\$200) may be expended by the Treasurer with the approval of the President. What will constitute operating funds shall be determined by the President.

Section 12: The expenditure of any non-SCBD funds between \$200 and \$500 must be approved by the Board of Directors. Funds in excess of \$500 must be determined by a majority of members at a community meeting.

Section 13: The Association's fiscal year shall begin each year on July 1 and end June 30 of the following year.

Section 14: The Association shall ensure that the Treasurer is bonded for an amount which exceeds funds distributed by Anne Arundel County during the fiscal year to CMIA under the Special Community Benefit District.

Article X - Order of Business

1. Roll call of members present
2. Reading of minutes of previous meeting
3. Reading of Treasurer's report
4. Announcements
5. Committee reports
6. Old business
7. New business
8. Elections
9. Programs for the community
10. Adjournment

Article XI - Amendments

These Bylaws may be amended as provided for in Article XII of the Constitution.

Article XII - Rules

Robert's Rules of Procedure Revised, shall govern the operating procedure of this Association unless otherwise specified in the Constitution and Bylaws of the CMIA.

Article XIII - CMIA Hillbottom Pier Committee

Section I: Responsibilities of the CMIA Board of Directors:

1. Appoint, annually, a Hillbottom Pier Committee Chairman from the current slip holders.
2. Review, approve or disapprove, all regulations developed by the Hillbottom Pier Committee pertaining to the operation of the facility. Approval by the Board of Directors must be obtained prior to publication.
3. Act as appeal board in disputes which might arise between slip holders and the Hillbottom

Pier Committee.

4. Insure that a contingency fund, derived from slip rentals, is maintained, accruing acceptable interest, which will provide the ability to replace the facility if major damage should occur.
5. Contingency fund should equal 80% of the current replacement value of the facility. All additional costs will be obtained by pro-rata assessment to the current slip holders. Current value will be established each year by the Hillbottom Pier Committee. Value will be determined by cost of materials and residents providing labor.

Section 2: Responsibilities of Hillbottom Pier Committee Chairman:

1. Appoint a Hillbottom Pier Committee consisting of six current slip holders and one member of the waiting list.
2. Call meetings of the Hillbottom Pier Committee as needed, or by request of at least three (3) committee members.
3. Act as moderator of the quarterly Hillbottom Pier Committee meeting.
4. Provide communications between the CMIA and the Hillbottom Pier Committee at the regularly scheduled meeting of the CMIA.
5. Preside at an annual renewal of slip leases prior to April 1 of each year.
6. Approve specific deposits and withdrawals from the contingency fund.
7. Sit as a member of the CMIA Board of Directors, representing the Hillbottom Pier Committee.

Section 3: Functions of the Hillbottom Pier Committee:

1. Act as the agent of the CMIA in collection of annual slip renewal fees from current slip holders.
2. Require, at the renewal date, the physical inspection of the following documents:
 - a. State Boat Registration or appropriate documentation
 - b. Current Liability Insurance Policy
3. Maintain, by date of application, a waiting list of prospective lessees, to be updated and made available to prospective slipholders upon request.
4. Participate in the upkeep of the Pier Facility.
5. All matters requiring action by the Hillbottom Pier Committee must be approved by a minimum of four members of the committee.
6. Determine the pier upkeep fee and submit the fee for approval by the Board of Directors prior to April 1 each year.

Section 4: Requirements of Slip Holders:

1. Must be a resident of Carrollton Manor.
2. Must be the registered owner of the watercraft. No dual ownership allowed unless all owners reside in Carrollton Manor.
3. Must maintain Liability Insurance on the watercraft.

Section 5: Assignment of Available Slips by the Hillbottom Pier Committee:

1. The Hillbottom Pier Committee will be responsible for maintaining two waiting lists:
 - a. Those slip holders wanting different slips (movement list)
 - b. Prospective slip holders
2. Both lists must be administered consecutively and ordered numerically by date of application. Residents interested in being placed on the waiting list of prospective slip holders must apply in writing (giving name, address, phone number and date of request) to the

Hillbottom Pier Committee Chairman and receive confirmation from the Chairman.

3. Slips becoming available will be offered to the current slip holders first (movement list) then to the prospective slip holders in numerical order. Once notified the prospective slip holder will have 72 hours (3 days) to accept offered slip.

4. When a vacant slip is offered/accepted, the intended lessee must have a boat or valid purchase contract within 7 days of the slip offering, otherwise the slip will be offered to the next person on the waiting list.

Section 6: Responsibilities of Slip holders:

1. Abide by the approved rules and regulations established by the Hillbottom Pier Committee.

2. Insure that no other watercraft uses the slip unless approval is obtained from the Hillbottom Pier Committee.

3. Advise the Hillbottom Pier Committee of all changes in watercraft.

Section 7: Sublet Procedures:

1. Subletting of slips will be accomplished by the Hillbottom Pier Committee

2. All slips that are not used for a period in excess of two weeks must be sublet, unless waived by the Hillbottom Pier Committee.

3. Slips that are not sublet and are not used for an entire renewal period will not be renewed the following year.

4. Sublets will be offered to members of the prospective slip holders waiting list starting at the top and working down the list. Refusal of sublet will in no way alter the prospective slipholders position on the waiting list.

5. Sublets will normally be for the five month period commencing on May 1 and expiring on September 30, and will be billed at the annual slip rental rate.

6. Partial sublets will be for not less than one week and will be billed at the rate of 1/20th of the annual payment per week but not to exceed the annual payment.