

CONSTITUTION

OYSTER HARBOR CITIZENS ASSOCIATION, INC. (As amended September 24, 1974)

We, the members of the non-profit organization incorporated under the laws of the State of Maryland, in order to be better prepared to give a community service; to improve our sense of duty to the community; to develop and improve the community known as Oyster Harbor, situated in Anne Arundel County in the State of Maryland; to dedicate ourselves in an effort to settle problems as they arise in the best interest of the community and to accomplish these goals in manners consistent with the laws of Anne Arundel County and the State of Maryland, do bind ourselves under the following Constitution and By-laws:

ARTICLE I – NAME AND OBJECTIVE

Section 1. This organization shall be known as the Oyster Harbor Citizens Association, Inc., of Anne Arundel County, Maryland. The aforesaid organization being the same as the Oyster Harbor Improvement Association as referred to in the covenant on all parcels of land in Plat I, Oyster Harbor. **Section 2.** The object of this association shall be for the development and maintenance of Oyster Harbor through the regulating of its community property and facilities in the best interest of the property owners of the community.

ARTICLE II – MEMBERSHIP

Section 1. Every adult owner, and/or spouse, joint or otherwise, of any real property, in the aforesaid Oyster Harbor, shall be considered a member and eligible to vote in the affairs of the Association. **Section 2.** Clubs, Corporations, Organization, etc., holding property at Oyster Harbor shall be limited to one (1) vote cast by its authorized agent upon said agent presenting written proof of his authorized representation.

ARTICLE III – ELECTIONS

Section 1. Officers and Board of Directors of this Association shall be elected by written ballot at the Annual Meeting of the Association. **Section 2.** A Nominating Committee, consisting of five (5) members appointed by the President at a meeting prior to the annual meeting, shall submit a nomination for each elective office to serve for a period of one year. **Section 3.** At the Annual Meeting the President shall declare all incumbent offices vacant, (Exceptions) those Board of Directors whose term of office has not expired, as provided herein. He shall then appoint a Pro-tem Chairman at each Annual Meeting. The Pro-tem Chairman shall call for the report of the Nominating Committee, if any, shall be called for from the floor. **Section 4.** The President shall not be eligible to serve more than three (3) consecutive terms. **Section 5.** After election, all duly elected officers shall be immediately installed, except those officers requiring bond. Those officers requiring bond shall be installed at the next regular meeting after the office is bonded. Incumbent office holders shall serve until the newly elected officers are duly bonded.

ARTICLE IV – OFFICERS

Section 1. The elected officers of the Association shall be ranked as follow: (1) President, (2) Vice President, (3) Recording Secretary, (4) Corresponding Secretary, (5) Treasurer, (6) Financial Secretary, and (7) Special Tax Treasurer, who shall be known as the Fiscal Officer. The appointed officers, ranked as follows: (8) parliamentarian, (9) Chaplain, and (10) Sergeant at-Arms, shall be appointed by the President.

Section 2. The President and in his absence the next ranking officer shall preside at all meetings of the Association and perform the ordinary functions of a presiding officer. The President shall appoint all Executive Committees, and shall be Ex-officio a member of all said committees. (Exceptions: The Chairman of the Board of Directors shall appoint all Board Committees) The President shall be an ex-officio member of the Board of Directors with full voting rights, but will not be counted in a quorum of said Board of Directors, and shall not serve as Chairman of the Board during his term of office as President.

Section 3. The Vice President shall preside at all meetings of the Association in the absence of the President. If he be absent, the next ranking officer of the Association shall serve in sequence. The Vice President shall coordinate the activities of all standing and special committees. He shall be Ex-Officio a member of all committees. **Section 4.** The Recording Secretary shall make and keep an accurate record of all proceedings of the Association and shall at the expiration of the term, transfer all records of the Association to the newly elected Recording Secretary and receive receipt therefore by the next meeting. The Recording Secretary shall be the resident agent of the Association. **Section 5.** The Corresponding Secretary shall mail to members notices of all meetings and conduct all the correspondence of the Association, and report same at the meetings. He shall maintain a file of copies of all incoming and outgoing official mail.

Section 6. The Treasurer shall receive, give his receipt for, and keep a record of all monies turned over to him by the Financial Secretary and shall deposit the same in a bank to be designated by the Board of Directors. The Treasurer shall make a report at each meeting. He shall pay all obligations and bills approved by the Association by check drawn by him and countersigned by the President only after having received a voucher issued by the Financial Secretary and signed by the President. The Treasurer shall be bonded at the expense of the Association within five (5) days after each election and shall receive no funds until bonded. The Treasurer's reports and records shall be audited by the Auditing Committee (as shown in Art. XII, Section 4). The Auditing Committee shall report its findings in writing at the Annual Meeting. **Section 7.** The Financial Secretary shall receive and give his receipt for all monies paid the Association by the members or by fund-raising activities. Such monies shall be turned over to the Treasurer at the close of each meeting or other appropriate times. A record of all such transactions shall be kept by the Financial Secretary and shall be reported to the association at every meeting. The Financial Secretary shall be bonded at the expense of the Association within five (5) days after each election and shall receive no funds until bonded. The Financial Secretary's reports and records shall be audited by the Auditing Committee (as shown in Art.

XII, Section 4). The Auditing Committee shall report its findings in writing at the Annual Meeting. **Section 8.** The Special Tax-Treasurer shall receive all monies turned over to him by Anne Arundel County from the Special Community Benefit Tax Fund for Oyster Harbor, and shall deposit the same in a bank to be designated by the Board of Directors. The bookkeeping system used by the Special Tax-Treasurer shall be in accordance with generally accepted accounting practices and procedures. No monies shall be paid from the Special Community Benefit Tax fund except for appropriations submitted by the Board of Directors, approved by the Association, and a voucher directing such expenditures signed by the Chairman and the Secretary of the Board of Directors. All such obligations shall be paid by check drawn by the Special Tax-Treasurer and countersigned by the President. The Special Tax-Treasurer shall be bonded at the expense of the Association within thirty (30) days after election, and shall receive no funds until so bonded, the application for such bond to be made within five (5) days. At each meeting the Special Tax-Treasurer shall distribute to all members a written report of all financial transactions made since his last previous report with the exception as noted below. These reports shall be submitted to the auditing committee for an immediate audit. Exception: The final report of the fiscal year shall be submitted to the auditing committee at least thirty (30) days prior to the annual meeting. The Auditing Committee shall submit its findings in writing at the Annual Meeting. **Section 9.** The Parliamentarian shall give an opinion on all procedural matters in question, when requested by the President, during the conduct of all regular and special meetings. **Section 10.** The Chaplain shall perform divine services at all meetings of the Association. **Section 11.** The Sergeant-at-Arms shall maintain order at all meetings of the Association.

ARTICLE V – BOARD OF DIRECTORS

Section 1. The tenure of office of each member of the Board of Directors shall be for a period of three (3) years with the following exceptions: Exception. At the first annual meeting following the ratification of this Constitution, the election of the members of the Board of Directors shall be as follows: Three members for three (3) year terms; three members for two (2) year terms; and three members for one (1) year terms. This method will stagger the terms of office for the nine Directors. **Section 2.** Immediately after its election, at the Association's Annual Meeting, the Board shall assemble and elect its Chairman, Vice Chairman and Sec. **Section 3.** The Board of Directors shall be responsible legally for all actions of the Association (in and out of the Association), and shall officially represent the Association in all matters and shall cause to be made all proper reports as demanded by the State of Maryland and for the County of Anne Arundel in the State of Maryland. **Section 4.** The Board of Directors shall at all times carry out the purpose set out in the Articles of Incorporation and shall operate by and on the behalf of the Association at all times. The said Board of Directors shall be responsible for assembling the Special Community Benefit Fund Budget and shall present the budget to the Association for approval at the regular meeting in November: Provided that an increase or decrease in the budget shall be approved by a majority of the members of the Association present at the November meeting. At least thirty (3) days prior to the regular November meeting, the Board shall notify all the property owners, by mail with certificate of mailing), of the contents of the budget.

Section 5. The Board of Directors shall have control of and formulate all policies related to community owned properties, including roads and waterways and shall deal with matters affecting the health and safety of the community,. **Section 6.** Six (changed to FIVE) members shall constitute a quorum for a meeting of the Board of Directors. **Section 7.** The minutes of all meetings of the Board of Directors shall be kept by the Secretary of the Board. Such minutes shall be read at the regular and special meetings of the Association as information to the Association and such recommendations contained therein shall be subject to the approval of the Assoc. **Section 8.** The Board of Directors shall be subject to a call meeting by the Chairman, a majority of its members or by a majority vote of a quorum of the Association at regular or special meetings. **Section 9.** Any member of the Association is privileged to sit in on a Board Meeting without participation, unless invited to participate by the Chairman of the Board. **Section 10.** The Board of Directors shall hold at least six (6) meetings a yr.

ARTICLE VI – INDEMNIFICATION

Oyster Harbor Citizens Association, Inc., shall secure insurance to indemnify each officer or director, whether or not then in office against expenses actually and necessarily incurred by such person in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been an officer or director of this Corporation, incurred while acting within the scope of his authority, except in relation to matters as to which such persons are adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. Such indemnification shall not be deemed exclusive of any other rights to which any person may be entitled, under any by-law, agreement, or otherwise. This provision shall apply only if the Association has been notified of such action and if, in the case of a settlement the Association has approved the settlement.

ARTICLE VII – ARCHIVES

The Secretary of the Board of Directors shall serve as the Archivist of the Association. All official documents such as minutes of regular and special meetings, official correspondence, deeds to community property, receipts and canceled checks, Treasurers and Special-Tax Treasurers records, contracts, official seal and any other records which the Association decides to keep in its Archives. All members of the Association holding any of the herein described records shall deliver same to the Archivist immediately after the Annual Meeting of the Association.

ARTICLE VIII – QUORUM FOR MEETINGS

The presence of fifteen members shall constitute a quorum at any regular or special meeting, except at that meeting at which the Special Community Tax Fund is being considered a quorum of twenty-five (25) shall be required.

ARTICLE IX – ROBERTS RULES OF ORDER

The Parliamentary procedures of the Association, except, as otherwise provided in this Constitution, shall be governed by Roberts Rules of Order.

ARTICLE X – RECALL

Any elected officer or member of the Board of Directors may be recalled and the office declared vacant, for malfeasance or misfeasance by a majority vote of the members present and voting at any regular or special meeting; Provided that a quorum is present; and further provided that at least a thirty (30) day notice of such proposed action is given at regular or special meeting of the Association immediately before such recall action is taken.

ARTICLE XI – AMENDMENTS

This Constitution and the By-laws may be altered or amended by a two-thirds vote of members at any regular or special meeting. Provided that no such change shall be made unless a written notice containing the text of the proposed change shall be filed with the Secretary in open meeting; provided further that a copy of the proposed change shall be mailed to all member at least thirty (30) days prior to the meeting at which the proposed change shall be considered.

ARTICLE XII – STANDING COMMITTEES

Beach Committee

Section 1. It shall be the duty of the Beach Committee to control and enforce such rules and regulations approved by the Board of Directors, to safeguard the welfare of the bathers and all other who legally use the Beach, to maintain the cleanliness of the Beach, to find means of developing the Beach area and to carry out the directives of the Association and the Board of Directors.

Community Property Committee

Section 2. It shall be the duty of the Community Property Committee to control and enforce such rules and regulations approved by the Board of Directors to safeguard the welfare of property owners using the community property, other than the beach, as recreational areas, to ensure that all property owners have equal rights to use all facilities on community property, to maintain the cleanliness of these areas, to contract or otherwise arrange for and supervise the control of mosquitoes and other pests, to find means of developing the community property in keeping with the growth of Oyster Harbor, and to carry out the directives of the Association and the Board of Directors.

Committee on Roads and Drainage

Section 3. It shall be the duty of the Committee on Roads and Drainage to provide for the upkeep of all community roads and drainage, therefore, to place proper signs to affect the speed and the parking of vehicles, to provide for the placing of adequate lights on all roads and to carry out the directives of the Association and the Board of Directors.

Auditing Committee

Section 4. The Auditing Committee shall be appointed by the President and shall consist of three members. The Chairman shall be named by the President.

(***Sick Committee*** (not named in original constitution)) **Section 5.** It shall be the duty of the Sick Committee to see that members of the Association who are ill or confined, or (sic – means “are”) remembered in some appropriate way.

Promotional Committee

Section 6. It shall be the duty of the Promotional Committee to promote social activities and community entertainment in the best interest of the community, and to provide means for helping to defray the expense of the Association, provided that any activity or entertainment for the purposes outline first be approved by the Association and the Board of Directors.

Reclamation Committee

Section 7. It shall be the duties of the Reclamation Committee to make the necessary studies for the reclamation and maintenance of the community water fronts and waterways. The Committee shall make recommendations to the Association and the Board of Directors for possible action to be taken.

Executive Committee

Section 8. The Executive Committee shall consist of all the elected officers of the Association. It shall be the duty of the Executive Committee to meet prior to the regular or special Association meetings for the purpose of making an agenda for such meetings. The Executive Committee shall be responsible for informing the members of the Association of all standing and special committee activities. The Executive Committee shall be responsible for coordinating the activities of the Board of Directors and the Association. All Executive Committee minutes shall be approved by the Association.

BY-LAWS

ARTICLE XIII – MEETINGS

Section 1. The regular meetings of the Association shall be held on the fourth (4th) Tuesday of the months of November, February, May and September. **Section 2.** The Annual Meeting of the Association shall be the fourth (4th) Tuesday in the month of September.

ARTICLE XIV – AGENDA

Section 1. At each regular meeting of the Association, the agenda shall be as follows:

1. Call to Order
2. Prayer
3. Minutes of the previous Association Meeting
4. Minutes of the Executive Committee Meeting
5. Minutes of the Bd. of Directors meetings not previously read
6. Report of the Corresponding Secretary
7. Report of the Treasurer
8. Report of the Financial Secretary
9. Report of the Special Tax-Treasurer
10. Report of Committees
11. Unfinished Business
12. New Business
13. Good and welfare (gripe session)

14. Adjournment

Section 2. The agenda (sic) may be changed by a majority vote of the members present.

July 12, 1980 CONSTITUTIONAL AMENDMENTS

1. ARTICLE V. Section 6

A QUORUM FOR THE MEETING OF THE BOARD OF DIRECTORS MEETING SHALL CONSIST OF FIVE (5) MEMBERS

2. ARTICLE VIII.

A QUORUM FOR ANY REGULAR MEETING OF THE OYSTER HARBOR CITIZENS ASSOCIATION INCORPORATED, EXCEPT THE BUDGET MEETING, SHALL CONSIST OF A COMBINATION OF FIVE (5) OFFICERS OF THE ASSOCIATION AND THE MEMBERS OF THE BOARD OF THE BOARD OF DIRECTORS.

AMENDED JULY 12, 1980, AT A SPECIAL MEETING

DONALD LEWIS, RECORDING SECRETARY (For that meeting) SYLVESTER HARPER, ASSOCIATION PRESIDENT JOSEPH BUTCHER, BOARD CHAIRMAN