

HERALD HARBOR CITIZENS' ASSOCIATION, INC.  
BYLAWS

Revision 13 – 27 October 2020

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**ARTICLES OF  
THE BYLAWS OF THE  
HERALD HARBOR CITIZENS' ASSOCIATION, INCORPORATED**

**Article I Name**

The name of the Association is the Herald Harbor Citizens' Association, Inc. (Incorporated July 25, 1927) herein referred to as the Association or HHCA and amended this \_\_\_\_ day of \_\_\_\_\_, 2020.

**Article II Purpose**

The purpose of the Association is to promote charitable, safety, environmental, recreational, and educational endeavors that benefit the Herald Harbor on the Severn, herein referred as Herald Harbor, community, as well as provide news to members via our website, email, and the community newsletter.

The Association will not endorse or advocate for candidates for any elected office or contribute to the campaigns of any elected office. The Association may, by a consensus vote of the HHCA board, engage in activities supporting or opposing county or state legislation that impacts the HHCA and its members.

The Association is an all-volunteer, participatory civic Association dedicated to fostering the cooperation and participation among the members of the Association, the property owners and residents of Herald Harbor on the Severn, in pursuit of activities beneficial to Herald Harbor.

The Association rents, owns, operates, and maintains facilities for the purposes of providing recreational, business, and educational benefits to the members of the Association.

The Special Community Benefits District (“SCBD”) is defined as “the lands shown on the plat of Herald Harbor on the Severn Sections A, B, and C recorded among the plat records of the County in Plat Book No. 4, Folio Nos. 14-17; Herald Harbor on the Severn Sections D and F recorded among the plat records of the County in Plat Book No. 4, Folio Nos. 6-7; and Herald Harbor on the Severn Section E recorded among the plat records of the County in Plat Book No. 4, Folio No. 14.”

**Article III Membership**

**Section 1 Classes of Membership**

There are two classes of membership: 1) Voting Members who are property owners within the SCBD and 2) Non-Voting Members who are either non-property owning residents within the SCBD or residents outside the SCBD. Voting Members must provide proof of SCBD property ownership in the form of a current tax account record from Anne Arundel County.

## **Section 2 Eligibility**

All persons 18 years and older or entities that are property owners within the SCBD are eligible to join and hold membership in the Association as Voting Members. All persons 18 years and older that are non-property owning residents within the SCBD or residents of Long Point on the Severn, Severnside Farm, and east of the intersection of Old Herald Harbor Road and Valentine Creek Drive are eligible to join and hold membership in the Association as Non-Voting Members.

## **Section 3 Fees or Dues**

Dues shall be collected annually. The dues of the Association shall be established by the Board of Directors, proposed at an association meeting for comment and vote, prior to increases being implemented, then published in the newsletter. The dues of the Association will be due and payable in January of each year prior to or on the date of the January membership meeting.

If so authorized in the SCBD, the SCBD may pay the annual dues membership for Voting Members of the HHCA.

## **Section 4 Unpaid Dues**

Each year, members whose yearly dues are not paid prior to the January membership meeting will be sent a past due notice from the Membership Secretary. If the dues are not received within 90 days of the due date, the Member will be dropped from the membership rolls.

## **Section 5 Rights of Membership**

Members in good standing are those eligible members whose dues are paid and current. Each member in good standing is encouraged to attend the Association meetings and serve on Association committees. Voting Members in good standing may serve on the Board of Directors, if elected, and are entitled to one vote at Association meetings. Members whose dues are in arrears shall be ineligible to vote. Only Voting Members may vote for HHCA Board of Directors members, be elected to the HHCA Board of Directors, or vote on actions presented to the HHCA membership.

Only Voting Members may vote on the annual SCBD budget.

All Voting Members in good standing are eligible to access the Association rented, owned, operated, and maintained facilities and properties including but not limited to receiving a parking permit to use one of the beach access parking spaces and purchase a permit to use the community boat ramp.

Non-Voting Members may access HHCA or SCBD funded amenities provided they pay a per activity or facility fee that has been established by the Board of Directors.

The Board of Directors may revoke, for up to one year, any member's access to a HHCA owned or rented property by a two-thirds majority vote of Board due to non-compliance with published HHCA rules including (but not limited to) for safety violations, sanitation violations, damage, or misuse of HHCA owned or rented property. The Board of Directors cannot restrict the member's voting rights related to financial matters of the SCBD.

## **Section 6 Resignations**

Voting and Non-Voting Members may resign from the Association at any time. Dues or fees paid are not refundable in whole or in part.

## **Article IV Officers**

### **Section 1 General**

The elected officers of the Association and the Members-at-Large shall constitute the membership of the Board of Directors. The officers of the Association will be voting members in good standing elected by the majority vote of the members in good standing present at the regular May meeting to the following offices: President, Vice President, Treasurer, Secretary, Membership Secretary, four (4) Members-at-Large. The immediate past President will serve as the fourth Member-at-Large (non-elected) for one year after leaving office. After one year, if the elected President serves another term or if the immediate past President is not available, this Member-at-Large position will be elected from the general voting membership. Officers shall notify the President of the Association of any absences that would prevent them from performing their official duties, before leaving, so that said duties can be performed by another Officer or Member-at-Large in the interim.

All members of the Board of Directors of the HHCA must be Voting Members.

### **Section 2 Duties**

#### **A) President**

The President of the Association shall:

1. Preside at all meetings of the Association, except committee meetings;
2. Be the official representative of the Association or designate, in writing, another officer of the Association to represent the Association for specific purposes;
3. Write opening remarks for the Association newsletter;
4. Be the Chairman of the Board of Directors and preside as parliamentarian or appoint a parliamentarian for the purpose of conducting meetings;
5. Set the agenda for regular and special meetings of the Association;
6. Set the agenda for meetings of the Board of Directors;
7. Be an ex officio member of all committees, except the Nominating committee; and
8. Supervise all temporary committees.

#### **B) Vice President.**

The Vice President of the Association shall:

1. Preside at meetings in the absence of the President with the full authority of the President and
2. Assume the office of the President of the Association and the duties and authority of the President in the event the office of the President is vacated.

**C) Treasurer**

The Treasurer of the Association shall:

1. Pay bills incurred by the Association and authorized by either the Board of Directors or the membership by a majority vote of the voting members in good standing at a regular or special meeting. Recurring invoices such as utilities, newsletter invoices, etc. will not require authorization prior to payment as long as they are usual and customary and the recurring nature of the invoice has been approved by majority vote of the Board of Directors;
2. Keep an itemized account of all receipts and disbursements and present a written report of the transactions at each regular meeting of the Association for the time period since the preceding meeting;
3. Submit his/her bookkeeping records of receipts and disbursements for the year together with the financial authorization and vouchers, and the annual report of the Treasurer shall be submitted to an auditor annually following the last regular meeting of the calendar year. The records of the Treasurer shall be kept for a period consistent with IRS guidelines but for a minimum of seven (7) years; and
4. Be responsible for and oversee the filing of federal and state tax returns as required by law and reviewed by a CPA.

**D) Secretary**

The Secretary of the Association shall:

1. Record meeting minutes along with the number of members and attendees present at Association meetings;
2. Keep and maintain an up-to-date file of incoming and outgoing correspondence in a logical and easily referenced manner;
3. Provide the President with a copy of the minutes of the last meeting prior to the next meeting;
4. Maintain possession of the Corporate seal;
5. Record the minutes of all Board of Director meetings; and
6. Be responsible for finding a replacement for recording the minutes of general membership meetings in the event of his/her absence.

**E) Membership Secretary**

The Membership Secretary of the Association shall:

1. Maintain and administer a membership database of all members;
2. Manage the renewal and withdrawal status of members;
3. Maintain a record of members' contact details, the fees they have paid and any donations;
4. Provide reminders to members when it is time to renew;
5. Make deposits, or oversee the deposit, of membership fees, donations, and other receipts into the HHCA bank account, review and document payments made on PayPal or other banking sites and report said deposits to the treasurer;
6. Attend HHCA meetings and provide membership updates and information to other members of the board; and
7. Be responsible for the promotion and increase of the number of memberships in HHCA.

**F) Members-at-Large**

Members-at-Large of the Association shall:

1. Attend the Board of Directors meetings and provide guidance and feedback regarding the HHCA community's needs and opinions;
2. Assist the President with organizing and serving on committees as the need arises;
3. Represent the HHCA at community functions, events, working groups, or other community associations with a majority vote of the Board of Directors; and
4. Attend general monthly meetings.

**Section 3 Terms of Office**

The officers of the Association shall be elected at regular May meetings for a term of two (2) years according to the following two-year election cycle:

- a. Two Year Term Rotation Cycle:
  1. Year 1 - The President, Secretary and two Member-at-Large position will be elected for a two-year term. The remainder of the Board of Directors will be elected to a one-year term. The past President will fill a third Member-at-Large position unless the past President declines at which time the Member-at-Large position will be up for election which will occur no later than the next scheduled membership meeting.
  2. Year 2 - The Vice President, Treasurer, Membership Secretary, and one Member-at-Large will be elected for a two-year term.
- b. The elections will occur each year for the portion of the board whose term is expiring.

- c. Elected Officers and Members-at-Large will be sworn into office during the annual May meeting and assume their official duties by June 1<sup>st</sup> of the year they are elected.

The “Two Year Term Rotation Cycle” takes effect in the year immediately following adoption of these bylaws.

## **Section 4      Nominations and Elections**

### **A)      Nominations**

1. The Nominating committee shall consist of three (3) voting members in good standing who shall elect a chairperson with a minimum of two (2) votes from the three (3) members of the committee.
2. The Nominating committee shall secure the consent of all candidates prior to the presentation.
3. The Nominating committee shall present a slate of candidates at the regular Association meeting at least two months preceding the meeting at which the election of the Association will occur.
4. The committee may in its discretion nominate more than one person for each office.
5. A nomination from the floor may be made by any voting member in good standing of the Association.
6. The Nominating committee will be terminated upon the completion of the Association election.
7. All names of candidates nominated by either the Nominating committee or from the floor are to be published in the Association newsletter immediately prior to the meeting at which the election is to be held.
8. Members of the Nominating committee are ineligible to be on the slate of officers.
9. Current members of the Board of Directors are ineligible to serve on the Nominating committee.

### **B)      Elections**

1. The officers of the Association shall be elected at the regular meeting designated for the election of officers - during a regular spring meeting, the date of which has been identified at least 60 days in advance.
2. Officers of the Association elected at the regular meeting shall assume the office for which they were elected no later than the first day of the following month after the meeting and the results of the election have been announced to the community.
3. The officers elected to the offices of the Association shall serve a term of two (2) years in cycles outlined in Section 4 above, unless they resign.



4. Proxy votes shall not be allowed.
5. Votes for the election of officers shall be cast by voting members in good standing by means of a secret ballot to be counted by the designees of the Chairman of the Nominating committee.
6. Members-at-Large shall be elected in the same manner as the officers except for the immediate past President who shall with his/her consent, fill one of the Member-at-Large positions.
7. Each person in good standing of the Association is entitled to one vote per person when present at an Association meeting for the purpose of conducting Association business and electing officers.
8. The election of officers will occur at the regular May meeting of the Association.

## **Section 5      Vacancies**

1. In the event an office other than the President becomes vacant, the President of the Board of Directors shall nominate a person to fill the vacancy and the Board of Directors shall vote on the nomination. A simple majority of the Board of Directors is required to approve the nomination.
2. The person filling a vacant office shall serve the remainder of the term of the officer whose position was vacated unless elected to continue to serve in office.
3. All officers and committee chairmen shall deliver to the President all books, papers and records of the business of the Association upon leaving office.
4. If the President resigns, then the past President position will remain with the current past Present not that of the resigned President.

## **Article V    Meetings**

### **Section 1      Regular Meetings**

At least four (4) Association meetings, one each quarter, shall be held annually and a separate budget meeting in the 4<sup>th</sup> quarter of the calendar year. Dates of said meetings will be decided when the Association's annual calendar is prepared and printed in the newsletter. Announcements of time and place of meetings will again be published in the Association newsletter and on its website thirty (30) days in advance. Any additional meetings deemed necessary, along with any changes that may be necessary due to inclement weather or other issues, will also be publicly announced.

The HHCA shall conduct a meeting in September of the year prior to the year the budget will be implemented to present the HHCA budget and, if planned, the SCBD budget to the membership. The membership shall have two (2) months to provide comments on the budget(s) to the Board of Directors.

At the 4<sup>th</sup> quarter membership meeting, the Board of Directors shall address membership comments and conduct a vote on the budget(s). The Board of Directors will vote on the HHCA

non-SCBD budget. A vote on the SCBD budget will comply with the rules specified in Article XII Section 1.

## **Section 2 Special Meetings**

Special Meetings of the Association may be called by a majority vote of the Board of Directors, a majority vote of the members present at a regularly scheduled meeting of the Association, or upon the written request of twenty (20) members in good standing of the Association to the Board of Directors and announced in the Association newsletter or via other electronic means approved by the Board of Directors.

## **Section 3 Quorum**

A quorum for all Association membership meetings shall consist of a minimum of fifteen (15) members in good standing of the Association and at least three officers of the Association present at the meeting. Absent a quorum, no Association official business may be conducted, except measures to obtain a quorum, proceed to adjournment, or recess.

## **Section 4 Voting**

A simple majority of votes of the voting members in good standing present at an Association meeting shall prevail in the conducting of ordinary Association business and elections unless otherwise specified in the bylaws. The results of all votes taken will be recorded in the minutes of the meeting and announced in the next issue of the Association newsletter.

## **Section 5 Electronic Voting**

If an in-person meeting of the Association officers is not possible and a decision is required on a specific matter, the Board may vote electronically with the following guidelines:

1. The motion shall be presented by the presiding officer and opened for discussion.
2. Board members may request up to 72 hours after the discussion has been concluded to decide.
3. The voting period may last up to five (5) days or until a quorum has been obtained.
4. If a quorum of the Board of Directors is not reached within this time frame, the matter will be considered not approved by the Board.
5. A written record of the vote shall be recorded in the minutes of the meeting.
6. Electronic voting cannot be used to decide changes to the organizational documents or for nominations or removals from the Board of Directors. Only matters of a time critical nature will be acted upon between formal meetings.

## **Section 6 Special Action Voting Procedures (SAVP)**

The Association shall use the following Special Action Voting Procedures for votes requiring a vote of the HHCA voting membership including those not in attendance at a meeting. Votes for approving changes to the by-laws require use of the Special Action Voting Procedures. The

Board of Directors shall determine which additional voting actions require use of the SAVP. The special action voting procedures are:

1. The Board of Directors shall announce the vote and provide details on the action being voted upon via the Association newsletter, email, website and at the discretion of the Board via a separate direct postal mailing.
2. The Board of Directors shall provide mechanisms for Association voting members to submit votes in-person at an Association meeting and/or via postal mail.
3. The Board of Directors may select an Electronic or Internet based voting system to supplement in-person and postal collection of voting membership votes.
4. The Board of Directors shall determine a voting period for each vote. The minimum voting period shall not be less than 30 calendar days.
5. The Board of Directors must notify Association voting members no less than 30 calendar days prior to a SAVP vote.
6. A SAVP vote must have a 15% response of Association voting members in good standing to be considered valid. This is considered a quorum for the SAVP.
7. In order for special action vote to pass, a quorum must be achieved and 50% plus 1 of the responses must approve the action.

## **Article VI Board of Directors**

### **Section 1 Authority Powers**

The Board of Directors shall be the custodian of all property of the Association. The Board of Directors shall have the authority to transact all business of the Association between all Association meetings, not requiring approval of the membership of the Association, and report all such business at the next regular Association meeting and/or in the Newsletter.

The Board of Directors shall have the authority to purchase real property and provide for the improvement, maintenance and operations of HHCA owned and rented property.

### **Section 2 Meetings**

The Board of Directors shall have a minimum of six (6) regular meetings per year to be held at a time, place and date as determined by the President of the Association. Four (4) of these meetings will coincide with and be prior to the Regular Association Meetings.

### **Section 3 Quorum**

A majority of the members of the Board of Directors must be present to constitute a quorum and conduct business.

#### **Section 4 Special Meetings of the Board of Directors**

The president may call special meetings of the Board of Directors. A quorum, consisting of a majority of the members of the Board of Directors, must be present to conduct business. Special meetings, held by the Board of Directors, must be reported in the next published issue of the Association newsletter.

#### **Section 5 Compensation**

Board of Directors shall serve without compensation. Reasonable expenses for HHCA projects or activities may be reimbursed to board member by a two-thirds majority of the entire Board of Directors.

#### **Section 6 Removal**

Any board member may be removed for just cause by a two-thirds majority of the entire Board of Directors and with the approval of a majority of the members attending in a regular or special membership meeting that has a quorum.

#### **Section 7 Departure of Treasurer**

If the Treasurer dies, resigns, is removed from office, or is not re-elected, the Board of Directors may arrange for the financial records of the Association to be reviewed by a CPA before the end of the next fiscal year.

#### **Section 8 Availability of Records**

The minutes of the Board of Director's meetings, minutes of the membership meetings, financial records and other records of the association shall be made available to any board or association member for inspection, upon reasonable notice and at a time and place as determined by the Secretary, Treasurer, or the Board. If there is a dispute concerning the availability of records, the notice, or the time and place, the Board of Directors shall have final authority to make a determination as to reasonableness.

#### **Section 9 Establishment of Fees**

The Board of Directors, by a two-thirds majority vote, may establish usage and access fees for each HCCA owned or rented property or facility or HHCA sponsored activity.

The Board of Directors may establish separate usage and access fees for non-Voting members.

The Board of Directors may establish separate fees for non-HHCA members to access or use HHCA rented or owned facilities or HHCA sponsored activities.

### **Article VII Committees**

The Board of Directors may appoint from among the Association members Committees composed of one or more board members and delegate to these Committees any of the powers of

the Board of Directors, except the power to elect or remove board members or amend the By-Laws. Each committee may fix rules of procedure for its business. A majority of the members of a committee shall constitute a quorum for the transaction of business and the act of a majority of those present at a meeting at which a quorum is present shall be the act of a committee. The members of a committee present at any meeting, whether or not they constitute a quorum, may appoint an individual to act in place of an absent member. Any action required or permitted to be taken at a meeting of a committee may be taken without a meeting, if unanimous written consent which sets forth the action is signed by each member of the committee and filed with the minutes of the committee. Members of a committee may conduct any meeting thereof by conference call or by electronic voting as stated in Article 5, Section 5 above.

1. All committees must consist of three or more members in good standing one of whom must be a board member.
2. A Chairman for each committee shall be elected by a simple majority of the members of the committee present at the first meeting of the committee.
3. Each committee shall draft a statement of the goals and objectives of the committee and present it to the Board for review and approval.
4. All committees shall be subject to the supervision of the Board of Directors in the performance of all functions and duties assigned to them.
5. All committees shall report their activities at each regular meeting of the Association as necessary.
6. Committees are created for a specific purpose and shall be terminated and cease their activities at the discretion of the Board of Directors or at the completion of the committee's objectives.

## **Article VIII Amendment and Revision of the Constitution and Bylaws**

### **Section 1 Procedure for Revising or Amending the Bylaws**

1. Proposals to revise or change by amendment the Bylaws of the Association:
  - a. May be made only at regular meetings of the Association and
  - b. Submitted to the Board of Directors for review.
2. The Board of Directors shall report to the next regular meeting of the Association the proposed amendment in written form.
3. Proposed amendments shall then be open to discussion and revision at the next regular meeting.
4. The proposed amendment shall be published in the next issue of the Association newsletter.
5. At the next regular meeting following the publication of the proposed amendment, the proposed amendment shall be voted upon using the Special Actions Voting Procedures.

6. Upon adoption, the amendment will be published in the next issue of the Association newsletter and will take effect immediately.

## **Article IX Parliamentary Procedure**

The authority of parliamentary procedure, subject to the Constitution and Bylaws of the Association and subject to the discretion of the officer of the Association presiding, shall be “Roberts Rules of Order”.

## **Article X Dissolution Clause**

In the event that the Association shall be dissolved, the property owners of Herald Harbor shall be notified in writing of the date and time of the special meeting to be held for the purpose of determining the distribution of assets, both land and monies, held by the Association on behalf of the citizens of Herald Harbor. Lands held by the Association shall be transferred to the Crownsville Conservancy, Inc.; Anne Arundel County, or another organization, as determined by the Board of Directors, whose purpose is to protect those recreational lands for the use of the community. All other cash assets shall be distributed by the majority of the members present at the special meeting in the form of a donation to the Crownsville Conservancy, Inc., or a non-profit community-based organization with a similar purpose to be determined by a majority vote of voting members in attendance at the special meeting.

## **Article XI Fiscal Year**

The fiscal year of the Corporation shall be the twelve calendar months period ending December 31<sup>st</sup> in each year.

## **Article XII SCBD Budget Approval**

### **Section 1 Budget Approval**

The Association shall use the SAVP to approve the yearly SCBD budget if it is equal to or exceeds \$100 per improved tax account. If the budget is less than or equal to \$100 per improved tax account then the Board of Directors approves the budget by a two-thirds majority vote.

### **Section 2 Assessments**

#### **A) Maximum Yearly Assessment**

The maximum yearly SCBD assessment shall be \$250 per improved lot. The SAVP will be used to change the maximum yearly SCBD assessment.

#### **B) Assessment Refund**

At the discretion of the Board and within available allocated non-SCBD funds, a 50% refund may be provided by the HHCA to any voting member that is considered Low Income according

to the United States Health and Human Services Poverty Guidelines for the current tax year if that member:

1. Makes a written request within the year the refund is being sought;
2. Provides proof of income status and family size; and
3. Provides proof that they paid the assessment bill for the year they are seeking the refund.

Refunds are contingent on availability of non-SCBD funds to pay the refund. Refunds will be issued on a first come first served basis. The Board of Directors by a two-thirds majority vote may deny a refund. The HHCA non-SCBD general fund may be used for payment of SCBD refunds. At the May HHCA Board of Directors meeting, the HHCA Board of Directors must, by a two-thirds majority vote, approve the amount of funds, if any, to set aside that year for the refund. If no vote occurs or if the two-thirds majority is not met, then no funds will be allocated for the current year. Any unused funds will be returned to the general fund.

### **Section 3      Dues**

There are no dues payable by any voting member of HHCA while the SCBD provides funds to the HHCA.

### **Section 4      Audit**

If a SCBD budget has been approved for a fiscal year and the funds exceed \$250,000; then the Treasurer shall nominate an external Auditor to conduct an annual review of the HHCA financial records at the end of the fiscal year. Board of Directors shall vote on the nomination of the Auditor. A simple majority vote of the Board of Directors shall be required to approve the use of an Auditor.