

**HERALD HARBOR CITIZENS' ASSOCIATION, INC.  
CONSTITUTION& BYLAWS ORGANIZATIONAL OUTLINE**

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**THE CONSTITUTION AND BYLAWS OF THE  
HERALD HARBOR CITIZENS' ASSOCIATION, INCORPORATED**

**Article I. Name**

The name of the Association shall be The Herald Harbor Citizens' Association, Inc. (Incorporated July 25, 1927) herein referred to as the Association.

**Article II. Purpose**

- A. The purpose for which the corporation is formed, and the business or objectives to be carried on and promoted by it are as follows: Social and political, and to directly or indirectly improve the living conditions and promote the general welfare of the citizens of Herald Harbor, Maryland, or any other business in whole or in part that the corporation may be authorized to carry on and undertake in connection with a corporation of this character, and that said corporation is formed upon the rights, conditions and provisions herein expressed, and subject in all particulars to the limitations relating to corporations which are contained in the General Laws of the State.
- B. The Herald Harbor Citizens' Association, Inc. is a 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.

**Article III. Membership**

Section 1. Classes of Membership. The two types of membership are:  
(A) Individual persons, and  
(B) Couples

Section 2. Eligibility. All persons 18 years and older that are residents or property owners of all properties, parcels, and lots contained within the boundaries of Herald Harbor on the Severn, 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.

Section 3. Fees or Dues. Dues shall be collected annually. Members whose dues are in arrears shall be ineligible to vote. The dues of the Association shall be ten dollars (\$10.00) per annum for an individual and sixteen dollars (\$16.00) per annum for a couple. 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.

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 on July 1<sup>st</sup>

from the Treasurer. If the dues are not received by the 1<sup>st</sup> of January of the following year, they will be dropped from the membership roll.

Section 5. Rights of Membership. Members in good standing are those eligible members whose dues are paid up and current. Each member in good standing is entitled to attend the Association meetings, serve on Association committees, serve on the Board of Directors, if elected, and is entitled to one vote per person at Association meetings.

Section 6. Resignations. 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 officers of the Association shall constitute the membership of the Board of Directors. The officers of the Association will be 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, Fiscal Officer of the Association, Treasurer, Secretary and four (4) Members-at-Large. Three of the Members-at-Large shall be elected at the May meeting. 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 membership. The President of the Association shall be the Chairman of the Board of Directors. Officers and the Chairman of the Standing Committees shall notify the President of the Association, before leaving, of their absence and the duties that may be required to be performed during their absence. In order to become an Officer of the Association, one must be a member in good standing for the immediate preceding calendar year of the year of the election.

### Section 2. Duties

A) President. The President of the Association:

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

B) Vice President. The Vice President of the Association:

1. shall preside at meetings in absence of the President with the full authority of the President and
2. shall 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. Upon assuming the office of President by the Vice President, the Board of Directors will elect a Vice President.

C) Fiscal Officer. The Fiscal Officer of the Association:

1. shall maintain the records of the "Roads Fund" capital account as established by bill 79-79 of the laws of Anne Arundel County as approved and enacted on July 3, 1979
2. shall have disbursement authority for said account with the signature of another officer of the Association not to exceed an amount of \$300.00 for any one disbursement and not to exceed \$1500.00 over a period of one month.
3. shall keep an itemized account of all receipts and disbursements and submit a report at each Board meeting
4. shall prepare and submit a budget for the Special Community Benefit Fund in compliance with the County law
5. shall report to the general membership at regular meetings an accounting of the monies in the Special Community Benefit Fund and
6. shall be bonded in an amount not less than the amount overseen by the Fiscal Officer.

D) Treasurer. The Treasurer of the Association:

1. shall pay bills incurred by the Association and authorized by either the Board of Directors or the membership by a majority vote of the members in good standing at a regular or special meeting
2. shall 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. shall maintain an accurate up-to-date list of the membership
4. shall submit his 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 of ten years and
5. the Treasurer may recommend an assistant to assist with the duties of the office upon notification to the President.

E) Secretary. The Secretary of the Association:

1. shall report in the minutes of all meetings the number of members present and the number of non-members present
2. shall keep and maintain an up-to-date file of incoming and outgoing correspondence in a logical and easily referenced manner
3. shall provide the President with a copy of the minutes of the last meeting prior to the next meeting
4. shall maintain a roster of the members of each committee of the Association
5. shall maintain the possession of the Corporate seal
6. shall record the minutes of all Board of Director meetings
7. shall be responsible for finding a replacement for recording the minutes of general membership meetings in the event of his/her absence and
8. may recommend as assistant to assist with the duties of the office upon notification to the President.

F) Members-at-Large. The Members-at-Large of the Association:

1. shall attend the Board of Directors meetings
2. shall attend meetings of other organizations and report back to the Association
3. shall assist the President with organizing temporary committees as the need arises
4. shall help with the preparation of the Association newsletter for mailing

Section 3. Terms of Office

The officers of the Association shall be elected at the regular May meeting for a term of one year.

Section 4. Nominations and Elections

A) Nominations

1. A Nomination committee shall be elected at the regular Association meeting three months preceding the meeting at which the election of the Association officers will occur.
2. The Nominating committee shall consist of five (5) members in good standing who shall elect a chairperson with a minimum of 3 votes from the 5 members of the committee.
3. The Nominating committee shall secure the consent of all candidates prior to the presentation.
4. The Nominating committee shall present a slate of candidates at the regular Association meeting two months preceding the meeting at which the election of the Association will occur.
5. The committee may in its discretion nominate more than one person for each office.
6. Nominations from the floor may be made by any member in good standing of the Association.
7. The Nominating committee will be terminated upon the completion of the Association election.

8. 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.
9. Members of the Nominating committee are ineligible to be on the slate of officers.
10. 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.
2. The officers shall be elected to the office by a simple majority vote of the members in good standing present at the regular meeting designated for the election of officers, coupled with any absentee ballots received by the Nominating committee seven (7) days prior to the designated election meeting.
3. Officers of the Association elected at the regular meeting designated for the election shall assume the office for which they were elected the following day after the meeting and the results of the election shall be announced in the next Association newsletter.
4. The officers elected to the offices of the Association shall serve a term of one year until the next election, unless they resign.
5. Proxy votes shall not be allowed.
6. Votes for the election of officers shall be cast by members in good standing by means of a written ballot to be counted by the designees of the Chairman of the Nominating committee.
7. 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.
8. 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.
9. The election of officers will occur at the regular May meeting of the Association.

Section 5. Vacancies

In the event an office other than the President becomes vacant, the Board of Directors, at their own discretion, will fill the vacancy. 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. All officers and committee chairmen shall deliver to the President all books, papers and records of the business of the Association upon leaving office.

## **Article V. Meetings**

Section 1. Regular Meetings of the Association shall be held monthly, except for June, August and December, on a date and time and place as announced in the Association newsletter.

Section 2. 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 members in good standing of the Association to the Board of Directors and announced in the Association newsletter.

### Section 3. Quorum

A quorum for all Association membership meetings shall consist of a minimum of fifteen members in good standing of the Association and at least three officers of the Association present at the meeting. Absent a quorum, no Association 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 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.

## **Article VI. Board of Directors**

### Section 1. Composition

The Board of Directors shall consist of nine members including: The President, Vice President, Fiscal Officer, Treasurer, Secretary, and four Members-at-Large. The President shall be the Chairman of the Board of Directors.

### Section 2. Authority Powers

The Board of Directors shall be the custodian of all property of the Association. The Board of Directors shall also transact all business of the Association between all Association meetings, not requiring approval of the membership of the Association, and report all such transactions at the next regular Association meeting.

### Section 3. Meetings

The Board of Directors shall have ELEVEN (11) regular meetings per year to be held at a time and place and date as determined by the President of the Association.

#### Section 4. Quorum

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

Section 5. Special Meetings of the Board of Directors may be called by the Chairman of the Board of Directors, as necessary, as determined by the Chairman 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.

### **Article VII. Committees**

#### Section 1. Types of Committees

- A) There shall be two types of committees: Standing Committees and Temporary committees.
- B) All committees may consist of one or more members in good standing.
- C) 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.
- D) Each committee shall draft a statement of the goals and objectives of the committee.
- E) All committees shall be subject to the supervision of the President in the performance of all functions and duties assigned to them.
- F) All committees shall report at each regular meeting of the Association.

#### Section 2. Standing Committees

- A) The Constitution and Bylaws Committee shall conduct an ongoing review of the Constitution and Bylaws and make recommendations for additions, deletions and changes to the Constitution and Bylaws to the President from time to time, as deemed appropriate by the committee. The Constitution and Bylaws Committee will meet at least once in each of the months of March and October every year.
- B) The Editorial Committee shall be responsible for publishing the Association newsletter. The Editorial committee shall consist of the Editor of the newsletter, the current President and not less than one other member in good standing of the Association. The Editorial Committee shall be responsible for the content of the newsletter



- C) The Eddy Road Boat Ramp Committee shall be responsible for operating, supervising and managing the Eddy Road Boat Ramp. The Boat Ramp Deputy shall be the authorized representative of the Association to enforce the rules. The committee shall have the authority to compose and enforce the rules for the use of the boat ramp, collect dues and fees for permits and issue permits for the use of the boat ramp. Violators of the rules for the use of the boat ramp will be subject to the boat ramp violation procedures as composed by the committee, reviewed by the Board of Directors and approved as part of the bylaws by the membership of the Association as follows:

### **Herald Harbor Citizens' Association, Inc. Boat Ramp Violation Procedures**

Upon the first and each subsequent violation of the rules for use of the Eddy Road Boat Ramp, the following shall occur:

- I. The key shall be relinquished to the Boat Ramp Deputy upon request.
- II. The permit holder shall write a letter to the HHCA Board of Directors describing the violation, the circumstances surrounding the violation, and any mitigating circumstances.
- III. If the permit holder wishes to be reinstated with a key, the request shall be in writing to the HHCA Board of Directors, P.O. Box 77, Crownsville, MD 21032.
- IV. Upon receipt of the letter, the Board shall
  - A. Advise the deputy of the receipt of the letter
  - B. Schedule a hearing of the following HHCA members:
    1. HHCA Board of Directors
    2. HHCA Boat Ramp Deputy
    3. HHCA member permit holder
    4. any witness or person having evidence and/or testimony related to the violation **OR**
  - B2. Issue a unilateral decision to either
    1. Return the key to the permit holder **either**
      - a. without a fine or penalty
      - b. upon payment of a fine, **or**
      - c. with a penalty deemed appropriate by the Board of Directors **OR**
    2. Withhold the key,  
Revoke the permit and the use of the ramp, **and**  
Advise the member under what terms and conditions Boat Ramp privileges will be restored.
- V. The Board of Directors shall advise, in writing, all parties involved of its decision either as a result of a unilateral decision within 15 days of the receipt of the letter or the result of the hearing within 15 days of the hearing.

- D) The Community Relations and Membership Committee shall solicit membership, contact new residents and promote good will within the community.
- E) The Community Improvements Projects Committee shall be responsible for the oversight and maintenance of the Community Beaches, for carrying out of special projects for the improvement of public and private property, the maintenance of the annual cleanup and shall generally encourage the improvement of the appearance of the community as well as suggest projects for this purpose to the Association.
- F) The Government Affairs Committee shall keep abreast of the actions of all agencies of Government which may concern the Association and report the same at regular meetings and shall when requested by the Association research and prepare positions on public issues for presentation before legislative hearings and other appropriate agencies.
- G) The Police Community Relations Committee shall act as a liaison between the Police Community Relations Council and this Association.
- H) The Severn Road/Bonaparte Beach Committee shall be responsible for operating and supervising the Severn Road/Bonaparte Beach. The committee shall have the authority to compose and enforce rules for the use of the beach, collect dues and fees for permits and issue permits for use of the beach. Violators of the rules of the beach will be subject to beach violation procedures as composed by the committee, reviewed by the Board of Directors and approved as part of the bylaws by the membership of the Association.

Section 3. Temporary Committees may be appointed for specific purposes and shall be subject to the supervision of the President of the Association and shall be terminated and cease their activities at the discretion of the President or at the direction of the Board of Directors.

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

### Section 1. Procedure for Amending the Constitution and Bylaws

- A) Proposals to change by amendment the Constitution and Bylaws of the Association
  - 1. may be made only at regular meetings of the Association and
  - 2. submitted to the Board of Directors for review and recommendation by the Constitution and Bylaws Committee.
- B) The committee shall report to the next regular meeting of the Association the proposed amendment in written form.
- C) Proposed amendments shall then be open to discussion and revision at the next regular meeting.
- D) The proposed amendment shall be published in the next issue of the Association newsletter.
- E) At the next regular meeting following the publication of the proposed amendment, the proposed amendment shall be voted upon and shall require a 2/3 majority vote of the members in good standing present at the meeting for adoption as part of the Constitution and Bylaws of the Association.
- F) Upon adoption, the amendment will be published in the next issue of the Association newsletter and take effect upon the date of the next regular meeting.

Section 2. Procedure for Revision of the Constitution and Bylaws shall be the same as the procedure for amending the Constitution and Bylaws as set forth in Article VIII., Section I of the Constitution and Bylaws except that revision applies to the entire Constitution and Bylaws.

### **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 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 Anne Arundel County for the purpose of protecting those recreational lands for the use of the community. Cash assets collected through any ad valorem tax shall be returned to Anne Arundel County for the maintenance of the property returned to county control for which the tax was originally collected. All other cash assets shall be distributed by the majority of the members present at the special meeting in form of a donation for a non-profit community based purpose. Further, a petition to dissolve any existing Special Community Tax BeDetnefit District from the Anne Arundel County Laws should be drafted and sent for special balloting to all property owners in Herald Harbor and prior to final dissolution, the members of the HHCA Board shall complete any and all necessary steps to dissolve any existing Herald Harbor Special Community Tax Benefit Districts.