BY-LAWS
of
Crofton Civic Association, Inc.

As Proposed and Amended by
THE "2000-2002" BY-LAWS REVIEW COMMITTEE
(Dennis Robin, Steve Grimaud, Cole Drew, Kathy Sherman, Clarke Mundy)

Adopted By The Membership and Effective On
September 23, 2002
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ARTICLE I. SCOPE, DEFINITIONS, AND PURPOSE OF BY-LAWS

Section 1. SCOPE

The provisions herein set forth the By-Laws of the Crofton Civic Association, Inc.

Section 2. DEFINITIONS

(a) In these By-Laws, the following words have the meaning indicated.
(b) "ASSOCIATION" or "CORPORATION" means, unless the context requires otherwise, the Crofton Civic Association, Incorporated.
(c) "BOARD OF DIRECTORS" means the Board of Directors of the Association, including the elected Officers and the Directors.
(d) "COMPTROLLER" means the Tax District Comptroller, who is employed and appointed under the provisions of Article IX, Section 2 of these By-Laws.
(e) "COUNTY" means Anne Arundel County, Maryland.
(f) "DIRECTOR" means a director member of the Board of Directors.
(g) "MANAGER" means the Tax District Manager, who is employed and appointed under the provisions of Article IX Section 1 of these By-Laws.
(h) "MEMBER" means, unless the context requires otherwise, a member of the Association.
(i) "MEMBERSHIP" means, unless the context requires otherwise, the collective members of the Association.
(j) "STATE" means the State of Maryland.
(k) "TAX DISTRICT" means the Crofton Special Community Benefit District established by County ordinance.

Section 3. PURPOSE OF BY-LAWS

It is the purpose of these By-Laws to govern the administration and operation of the Association. These By-Laws are subject to the Articles of Incorporation of the Association and they may not be interpreted in a manner that would contravene those Articles of Incorporation or the laws of the County or of the State.

ARTICLE II. PURPOSES OF THE ASSOCIATION

The purposes of the Association are to:

(1) foster and advance matters deemed to be in the best interest of the community;
(2) administer the Tax District;
(3) seek enforcement of any restrictive covenant applicable to the community and to take whatever action is necessary with respect thereto;
(4) assist in the establishment and maintenance of high community standards; and
(5) consider legislative matters that affect the community and to support or oppose existing legislation and advocate or oppose proposed legislation, as may be in the best interest of the community.

1.
ARTICLE III. MEMBERSHIP; VOTING; MEETINGS

Section 1. DEFINITION

For purposes of this Article III of these By-Laws, the phrase "real property situated in the Tax District" means a separately subdivided parcel of real property situated in the Tax District and recorded among the Land Records of Anne Arundel County, Maryland.

Section 2. MEMBERS

(a) Any individual who is eighteen (18) years of age or older and who resides in the Tax District is a member of the Association.

(b) Any owner or joint owner of record of any residential or commercial real property situated in the Tax District also shall be a member of the Association. If the owner is a corporation, partnership, or any other formally established business entity or association, the owner must designate an individual to serve as its representative and to vote on behalf of the owner.

(c) The membership of a resident member shall terminate when the member ceases to be a resident. The membership of an owner member shall terminate when the member ceases to be the owner of a real property situated in the Tax District.

Section 3. QUORUM

(a) Seventy-five (75) members shall constitute a quorum at a Membership meeting.

(b) Only owner members and only one individual per any real property situated in the Tax District may be counted in a count of members to establish a quorum for any vote that is limited to owner members.

Section 4. VOTING

(a) Except as provided under Subsections (b) and (c) of this Section, each member shall be entitled to one vote on each matter to be determined by a vote of the Membership.

(b) (1) Subject to the following conditions, an owner or joint owner of any real property situated in the Tax District shall be entitled to vote.

(2)(i) An individual who both resides in and is an owner or joint owner of a real property situated in the Tax District qualifies for only one vote in connection with the combined ownership and residency in that property.

(ii) The limitation set forth in Subsection (b)(2)(i) of this section, has no effect on the right of any other resident of that property to vote on matters on which resident members otherwise are entitled to vote.

(c) (1) Only owner members may vote in a Membership vote on:

(i) a proposal to exceed the cap set under Article XIII, Section 3 of these By-Laws; or

2.
(ii) a proposal that is presented for the specific purpose of adding or increasing an expenditure under a Tax District Budget or deleting or decreasing an expenditure under a Tax District Budget.

(2) For a vote described under Subsection (c)(1) of this Section, an owner or the joint owners of a real property situated in the Tax District shall:

(i) be entitled to one vote regardless of the number of properties owned; and

(ii) if there are joint owners, be entitled to only one vote among them.

(d) A simple majority of the members present and voting shall carry any motion, unless otherwise provided by “Robert’s Rules Of Order,” these By-Laws, or law.

Section 5. ANNUAL AND REGULAR MEETINGS

(a) The annual meeting of the Membership of the Association shall be held during the month of May of each calendar year at a place, date, and time set by the President.

(b) Other regular meetings of the Membership of the Association shall also be held in January and September of each year at the places, dates, and time set by the President.

Section 6. SPECIAL MEETINGS

Special meetings of the Membership of the Association may be held at any time on the call of the President, by order of the Board of Directors, or on a written request signed by the same number of members as would constitute a quorum at any meeting of the Membership.

Section 7. NOTICE OF MEETINGS

(a) The Secretary shall give written notice of each regular or special meeting to all the members of the Association as provided in this Section.

(b) If the President is requested by the Board of Directors or an appropriate number of Active Members to call a special meeting, the President shall comply with the request and provide for notice of the meeting as provided in this Section.

(c) The Secretary shall specify in the notice the place, day, and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called.

(d) For any special or regular meeting of the Membership, including the annual meeting, the Secretary shall either mail the notice first class, postage prepaid, or provide for personal delivery to the address of record of each member. If the notice is sent by mail, it must be mailed at least ten days before the date of a regular meeting and five days before the date of a special meeting. If the notice is given by personal delivery, it must be delivered to the address of record at least seven days before the date of a regular meeting.
and three days before a special meeting.

(e) For each meeting of the Membership, the Secretary shall certify that notice was given as provided in this Section.

ARTICLE IV. OFFICERS

Section 1. IN GENERAL

The Officers of the Association shall consist of a President, Vice President, Secretary, and Treasurer, each of whom shall be elected by the Membership.

Section 2. QUALIFICATIONS

Each Officer shall be a member of the Association. The individual designated by a corporate or partnership member to vote and represent that member qualifies to be an Officer.

Section 3. TERMS

The term of each Officer is two years. The term of each Officer shall begin on the first day of June in each even-numbered calendar year and end on the last day of May in the succeeding even-numbered year. At the end of a term, an Officer shall continue to serve until a successor is elected and qualifies. An Officer who fills a vacancy during an existing term shall serve only for the rest of the term and until a successor is elected and qualifies.

Section 4. DUTIES OF OFFICERS

(a) The President shall be the Chief Executive Officer of the Association and, as such, shall:

1. subject to the control of the Board of Directors, take all measures necessary for maintaining efficient management of the affairs of the Association;

2. preside at the meetings of the Board of Directors and of the Membership of the Association;

3. appoint all committees not otherwise provided for in these By-Laws or created by the Board of Directors;

4. call the meetings of the Board of Directors and of the Membership of the Association;

5. serve as an ex officio member on all committees other than the Elections Committee; and

6. perform all other duties ordinarily pertaining to the office of president of corporations similar to the Association.
b) The Vice President shall:

(1) on request of the President, assist in the discharge of the duties of the President;

(2) in the absence of the President, preside over the meetings of the Board of Directors and of the Membership;

(3) in the event of absence or incapacity of the President, assume the duties of the President during the period of the absence or incapacity; and

(4) perform such other duties as usually pertain to the office of vice president of corporations similar to the Association and as may be assigned by the President or the Board of Directors.

(c) The Secretary shall act as the clerk of the Association and, as such, shall:

(1) ensure that a record is kept of the meetings of the Board of Directors and of the Membership, which records shall separately document and number all motions passed by the Board of Directors and all votes of the Membership;

(2) keep a roll of the officers, directors, and members of the Association;

(3) be the custodian of the records and seal of the Association;

(4) ensure that all notices are given as required by these By-Laws or as required by law; and

(5) perform such other duties as usually pertain to the office of secretary of corporations similar to the Association and as may be assigned by the President or the Board of Directors.

(d) The Treasurer shall:

(1) serve as chairperson of the Finance Committee;

(2) verify that Association and Tax District funds are deposited in a depository designated by the Board of Directors;

(3) monitor the collection and expenditure of and accounting for Association and Tax District funds; and

(4) perform such other duties as usually pertain to the office of treasurer of corporations similar to the Association and as may be assigned by the President or the Board of Directors.

Section 5. COMPENSATION; REIMBURSEMENT OF EXPENSES

An Officer:

(1) may not receive compensation, but
(2) is entitled to reimbursement of expenses, as authorized by the Board.

Section 6. RESIGNATION

An Officer may resign at any time by giving written notice to the Board, the President, or the Secretary. Unless otherwise specified in the notice, the resignation shall take effect when received, and acceptance of the resignation shall not be necessary to make it effective.

Section 7. REMOVAL

An Officer may be removed from office, for cause, at any time by the affirmative vote of two-thirds of all the other members of the Board of Directors then serving, followed by an affirmative vote of approval by a majority of the authorized votes of the Membership taken at a regular or special meeting of the Membership. The vote of the Membership shall be taken within thirty (30) days following an affirmative vote for removal by the Board. Cause includes consistent absence from meetings or other failure to fulfill the duties of the office.

ARTICLE V. BOARD OF DIRECTORS

Section 1. COMPOSITION

The Board of Directors shall consist of nine members. Of those nine members, four shall be the Officers of the Association. The remaining five members shall be District Directors, each of whom shall be elected by the members who reside in or own property within the Director's respective district.

Section 2. QUALIFICATIONS

(a) Each Director shall be a member of the Association. The individual designated by a corporate or partnership member to vote and represent that member qualifies to be a Director.

(b) A District Director shall reside in or own property in the District from which the Director is elected.

Section 3. TERMS

The term of each Director is two years. The term of each Director shall begin on the first day of June in each even-numbered calendar year and end on the last day of May in the succeeding even-numbered year. At the end of a term, a Director shall continue to serve until a successor is elected and qualifies. A Director who fills a vacancy during an existing term shall serve only for the rest of the term and until a successor is elected and qualifies.
Section 4. **POWERS AND DUTIES**

The Board of Directors shall determine the policies, supervise the affairs, conduct the business, and approve the budgets of the Association and the Tax District, subject only to the Articles of Incorporation of the Association and such restrictions and limitations as may be fixed by law or by these By-Laws.

Section 5. **QUORUM; REQUIRED VOTES**

(a) A majority of the members then serving on the Board of Directors is a quorum.

(b) (1) Except as otherwise provided in these By-Laws, the vote necessary to carry a motion shall be as set forth in this Subsection.

(2) An affirmative vote of a majority of the Board members present shall carry a vote, except that in no instance shall a motion carry on less than three (3) affirmative votes.

Section 6. **MEETINGS**

(a) The Board of Directors shall have regular meetings at least once every sixty (60) days, on a schedule set and at the times and places determined by the President.

(b) (1) The President may call a special meeting of the Board of Directors at a time and place determined by the President.

(2) Any three members of the Board of Directors also may call a meeting of the Board of Directors.

Section 7. **NOTICE OF MEETINGS**

(a) The Secretary shall give written notice of each regular or special meeting to all the members of the Board of Directors as provided in this Section.

(b) If the President is requested by the Board of Directors or an appropriate number of members of the Board to call a special meeting, the President promptly shall comply with the request and provide for notice of the meeting as provided in this Section.

(c) The Secretary shall specify in the notice the proposed agenda and the place, day, and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called.

(d) For any special or regular meeting of the Board of Directors, the Secretary shall either mail the notice first class, postage prepaid, or provide for personal delivery to the address of record of each member. If the notice is sent by mail, it must be mailed at least three days, Sundays excluded, before the date of the meeting. If the notice is given by personal delivery, it must be delivered to the address of record at least two days before the date of the meeting.
Section 8. COMPENSATION; REIMBURSEMENT FOR EXPENSES

A Director:

(1) may not receive compensation, but
(2) is entitled to reimbursement of expenses, as authorized by the Board.

Section 9. RESIGNATION

A Director may resign at any time by giving written notice to the Board, the President, or the Secretary. Unless otherwise specified in the notice, the resignation shall take effect when received, and the acceptance of the resignation shall not be necessary to make it effective.

Section 10. REMOVAL

(a) A Director may be removed for cause as provided in this Section. Cause includes consistent absences from meetings or other failure to fulfill the duties of a Director.

(b) The Board of Directors, on the affirmative vote of two-thirds of all of the other Board Members then serving, may present a motion for removal to the Members of the Association who reside in or own property within the District from which the Director was elected.

(c) Promptly following an affirmative vote by the Board of Directors for the removal of a Director, the President shall call for a special vote to be taken of the members of the District. The special vote shall be taken within thirty (30) days following the removal vote by the Board at either a regular meeting of the General Membership or at a special meeting of the Members of the affected District. In either event, notice of the removal vote shall be given to the members of the affected District in conformance with the general requirements of these By-Laws for notice to the Membership.

(d) A quorum for purposes of a removal vote shall be twenty-five (25) members of the affected District. The District Director shall be removed on the affirmative vote of a majority of the eligible members present and voting.

Section 11. VACANCIES

Within thirty (30) days of the date that a vacancy is created on the Board of Directors, the Board shall elect from among the Membership an individual to fill the vacancy. If a vacancy occurs in a District Directorship, the Board shall elect a person who resides in or owns property within that District.

ARTICLE VI. DISTRICTS

Section 1. GENERAL PROVISIONS

The Tax District is divided into five geographic districts.
Section 2. **DELINEATION OF DISTRICTS**

(a) The five geographic districts shall be delineated by the Board.

(b) When establishing the boundaries of the districts, the Board shall take into consideration the population and geographic area, with the intent that each district:

1. have an approximately equal number of dwelling units; and
2. be comprised of compatible geographic areas.

(c) The District designations shall not be changed within 6 months prior to any election of District Directors.

**ARTICLE VII. COMMITTEES**

Section 1. **STANDING COMMITTEES**

There shall be seven (7) Standing Committees, as follows:

1. the Covenant Enforcement Committee;
2. the Education and Civic Affairs Committee;
3. the Finance Committee;
4. the Operations and Maintenance Committee;
5. the Planning and Zoning Committee;
6. the Public Safety Committee; and
7. the Recreation and Youth Activities Committee.

Section 2. **STANDING COMMITTEE CHAIRPERSONS; MEMBERS; AND FUNCTIONS**

(a) The Treasurer shall serve as the chairperson of the Finance Committee. The President shall appoint from among any of the other members of the Board of Directors a chairperson for each of the other Standing Committees, except that the President may not appoint himself or herself as chairperson of any Standing Committee and a member of the Board of Directors may not serve as chairperson of more than one such committee.

(b) Each Standing Committee shall have at least four members, of which at least two shall be non-Board members. The members of each Standing Committee shall be appointed by the Committee Chairperson.

(c) The Finance Committee shall have the responsibilities set forth in Section 3 of this Article. Each of the other Standing Committees shall perform such functions within its general subject area as the President or Board of Directors may direct.

Section 3. **FINANCE COMMITTEE FUNCTIONS**

(a) The Finance Committee shall provide the services set forth in this Section.
(b) (1) The Finance Committee shall prepare and present to the Board of Directors recommended procedures for compiling the annual proposed Tax District and Association Budgets.

(2) After the Board of Directors adopts the Budget Procedures, as required by Section 7 of Article XII of these By-Laws, the Finance Committee, from time to time, may recommend to the Board amendments to those procedures.

(c) The Finance Committee shall assist in the budget adoption process, as provided in the Budget Procedures.

(d) The Finance Committee shall advise the Board of Directors regarding long-term financial planning for the Tax District and the Association.

(e) In addition to those specific services set forth in this Section, the Finance Committee shall provide such other financial services to the Tax District and Association as the Board of Directors may request.

Section 4. ELECTIONS COMMITTEE

(a) On or before the first Monday in February of each even-numbered year, the President, subject to the approval of the Board of Directors, shall appoint at least five (5) members, but no more than nine (9) members of the Association to an Elections Committee. The appointments shall be made from a pool of nominees selected by the Board members. Each member of the Board may select one or more nominees.

(b) Within ten days after all of the members of the Elections Committee have been selected, they shall hold an organizational meeting and elect from among their members a Chairperson and Vice Chairperson. The Committee shall promptly report to the President the results of the election of the Committee officers.

(c) The Elections Committee shall have the duties and responsibilities set forth in Article VIII of these By-Laws.

ARTICLE VIII. ELECTION OF OFFICERS AND DIRECTORS

Section 1. ELECTION DATES AND TERMS

In each even-numbered year, the Membership shall elect the Officers, and the Directors of the Association at the Annual Meeting of the Membership. The persons elected shall take office on the first day of June of that same year.

Section 2. GENERAL FUNCTIONS OF THE ELECTIONS COMMITTEE

Subject to the provisions of this Article, the Elections Committee shall be responsible for the organization and conduct of the filing and election processes for the offices subject to election by the
Membership. As may be required by the Board of Directors, the Committee shall advise the Board of the procedures and restrictions it adopts under Section 3 of this Article and shall provide reports of its progress regarding the organization of the upcoming election and the receipt of nominations.

Section 3. PROCEDURES AND RESTRICTIONS

The Elections Committee shall adopt and enforce such procedures and restrictions as the Committee considers necessary or appropriate to govern the conduct of the elections and to ensure the propriety of the election process. These procedures and restrictions may apply to the filing, campaign, and the voting processes, including procedures for the counting and recounting of ballots and the challenging of election results. The procedures and restrictions may not contravene any provision of these By-Laws.

Section 4. FILING AND NOMINATION PROCEDURES

(a) The Committee may recruit candidates for any or all offices, as the Committee considers necessary or appropriate.

(b) (1) Any member may file with the Elections Committee a written notice of intention to be a candidate for any office subject to election by the Membership.

(2) A notice of intention that is filed by a proposed candidate shall be effective for the certification of the proposed candidate only if:

(i) it is filed with the Elections Committee by the thirtieth (30th) day of March of the election year;

(ii) it includes a written statement, signed by the proposed candidate, setting forth the individual’s intention to be a candidate for a particular position; and

(iii) the proposed candidate also files with the Elections Committee, by the thirtieth (30th) day of March of the election year, biographical information, as requested by the Committee.

(c) A member may file for only one of the elected offices.

(d) A member of the Elections Committee is not eligible for nomination to any elected office.

(e) (1) Any member may nominate any other member for any office subject to election by the Membership by submitting to the Elections Committee by the tenth (10th) day of March of the Election year a written and signed nomination.

(2) On receipt of a nomination that is submitted within the time provided under Paragraph (1) of this Subsection, the Committee promptly shall send to the nominated individual a written notice that the individual has been nominated. The notice also shall advise the individual that, to have the proposed candidacy certified, the individual must comply with filing procedures set forth under Subsection (b) of this Section.
(3) A nomination shall be effective only if the individual nominated complies with the requirements of Subsection (b) of this Section.

(f) (1) The Elections Committee shall determine whether each proposed candidate:

(i) meets the qualifications for the office for which the proposed candidate intends to run; and

(ii) has complied with the procedural requirements of this Article.

(2) The Elections Committee shall certify each candidate who meets the qualifications and requirements.

(g) The Elections Committee shall prepare a concise biographical resume for each candidate.

(h) By the tenth (10th) day of April of the Election year, the Elections Committee shall present to the Secretary:

(1) a list of all certified candidates for each elected position; and

(2) a concise biographical resume of each candidate.

(i) In the notice of the Annual Membership meeting in which the elections are to take place, the Secretary shall:

(1) provide a complete sample ballot for all elected positions; and

(2) the biographical resumes provided by the Elections Committee

Section 5. ELECTION PROCEDURES

(a) Between one and two weeks prior to the Election Day, The Elections Committee shall present the candidates to the Membership at a public meeting, which shall be called “Candidates’ Night”.

(b) (1) The Elections Committee shall arrange facilities for the Membership to vote on Election Day during the minimum hours of 5:00 p.m. to 9:00 p.m. The voting shall take place at one or more locations within the Tax District, as determined by the Committee.

(2) A member may vote by absentee ballot under procedures adopted by the Elections Committee. The Committee shall adopt the procedures necessary for the taking of the absentee ballots and provide notice of the procedures to the Membership at least thirty (30) days before the date of the election. This notice shall include a publication in at least one newspaper that is distributed locally.

(c) The election to each office shall be by secret ballot. A member may not vote by proxy.

(d) Before a person may vote, the Elections Committee shall:

(1) verify that the person intending to vote is entitled to vote as a member, and
(2) determine the District Directorship for which the member is entitled to vote.

(e) (1) The candidates receiving the largest number of votes for each of the officer positions shall be elected to that office.

(2) The candidate who receives the largest number of votes from the votes cast by the District members for each District Director position shall be elected to that office.

(3) In the event of a tie vote for any office, the newly elected Board of Directors shall, at its first meeting, decide among those who tied for the position. The decision shall be by simple majority and secret ballot.

(f) The Elections Committee shall receive and count the ballots cast and the Committee Chairperson, by written certification, shall declare the ballot count and the winner for each office as immediately as possible and not any later in any event than by 9:00 a.m. on the day following Election Day.

(g) The Elections Committee shall retain in a secure place the ballots for each office for at least thirty (30) days after the election is confirmed and any challenge is resolved.

ARTICLE IX. ADMINISTRATIVE STAFF

Section 1. MANAGER

(a) (1) The Tax District shall employ a person to serve as Tax District Manager. The President, subject to the approval of the Board of Directors, shall appoint the person to serve in this position. The Manager shall serve at the pleasure of the President and Board and, subject to the approval of the Board, may be removed at any time by the President. The Manager also may be removed on an affirmative vote of two-thirds (2/3) of the entire Board.

(2) The Manager may not be a member of the Board of Directors.

(b) The duties of the Manager shall be:

(1) to supervise the other administrative and support staff of the Tax District and the Association;

(2) to implement the policies of the Board of Directors regarding the services provided by the Tax District and, as may be allowed by County and State Law, by the Association;

(3) to implement the policies of the Board of Directors regarding the personnel and facilities of the Tax District and, as may be allowed by County and State law, by the Association;

(4) to attend on a regular basis the meetings of the Board of Directors; and

(5) to perform whatever other functions, not inconsistent with these By-Laws or County or State law, as may be assigned by the Board of Directors.

(c) The Manager shall be paid a salary and related employee benefits with Tax District funds, as provided in the Tax District Budget.
Section 2. COMPTROLLER

(a) (1) The Tax District shall employ a person to serve as Tax District Comptroller. The President, subject to the approval of the Board of Directors, shall appoint the person to serve in this position. The Comptroller shall serve at the pleasure of the President and the Board and, subject to the approval of the Board, may be removed at any time by the President. The Comptroller also may be removed on an affirmative vote of two-thirds (2/3) of the entire Board. Except as otherwise provided in Subsection (c) of this Section, the Comptroller serves under the supervision of the Manager.

(2) The Comptroller may not be a member of the Board of Directors.

(b) The duties of the Comptroller shall be:

(1) to issue checks as provided in Section 5 of Article XII of these By-Laws and to maintain the records attendant to the checking account;

(2) to maintain the records regarding any other financial accounts of the Tax District and the Association;

(3) subject to the Budget Procedures adopted by the Board of Directors, to assist in compiling the proposed and final Tax District and Association budgets;

(4) to implement the fiscal policies of the Board of Directors regarding the Tax District and, as may be allowed by County and State law, regarding the Association;

(5) to attend on a regular basis the meetings of the Board of Directors;

(6) to perform certain "watch dog" responsibilities on behalf of the Board of Directors to ensure that:

(i) the Association and Tax District checks are properly issued;

(ii) the books of account of the Association and the Tax District are properly maintained; and

(iii) the budget restrictions are followed regarding the Association and Tax District; and

(7) to perform whatever other functions, not inconsistent with these By-Laws or County or State law, as may be assigned by the Board of Directors.

(c) The Comptroller shall perform the functions set forth under Subsection (b)(6) of this Section independent of the supervision of the Manager.

(d) The Comptroller shall be paid a salary and related employee benefits with Tax District funds as provided in the Tax District Budget.
Section 3. OTHER STAFF

(a) In addition to the staff members required under this Article, the Tax District may
employ such other staff as provided in the Tax District Budget.

(b) The Board of Directors or the Manager, as it considers appropriate, may accept volunteer
staff services on behalf of the Tax District and Association.

ARTICLE X. CROFTON POLICE FORCE

Section 1. IN GENERAL

(a) The Tax District shall have a police force, which shall be known as the Crofton Police Force.

(b) (1) The Crofton Police Force shall have the powers and duties that are:

(i) assigned by the Board of Directors; and

(ii) in conformance with State and County law.

(2) The services provided by the Crofton Police Force shall be supplementary to the police
services provided to the Tax District by the County and are not intended in any way to substitute for or
diminish the County police services.

Section 2. SIZE AND STRUCTURE OF FORCE

(a) The number of officers on the Crofton Police Force shall be as provided in the Tax
District Budget.

(b) (1) Subject to Paragraph (2) of this Subsection, the organizational structure shall
be as determined by the Board of Directors.

(2) There shall be one police officer appointed by the Manager, subject to the approval
of the Board of Directors, to a rank above all the other officers. This officer:

(i) shall have the supervisory authority and responsibility for the law
enforcement activities of the police force;

(ii) may have such authority and responsibility over the administrative matters
relating to the police force as the Board of Directors may assign; and

(iii) shall report to the Town Manager unless otherwise directed by the Board of
Directors.
Section 3. **SALARIES**

The salaries and related employee benefits of the officers of the Crofton Police Force shall be paid with Tax District Funds, as provided in the Tax District Budget.

Section 4. **FACILITIES AND EQUIPMENT**

(a) The Crofton Police Force shall have facilities and equipment as the Board of Directors may elect to purchase with Tax District Funds.

(b) Nothing in Subsection (a) of this Section may be construed as prohibiting the Association, through budgeted purchases or donations, from providing facilities or equipment to the Crofton Police Force.

**ARTICLE XI. REFERENDUM PROCEDURES**

Section 1. **REFERRAL BY BOARD**

On the affirmative vote of a majority of the entire Board of Directors, the Board may refer an issue for a vote of the Membership. The vote of the Board shall expressly determine whether the vote of the Membership shall be binding on the Board or only advisory. If the Board determines that the Membership vote is to be binding, it shall have that effect on the required vote.

Section 2. **ALTERNATIVE METHODS FOR TAKING VOTE**

(a) The vote of the Membership on referral by the Board of Directors may be taken at a regular meeting of the Membership or a special meeting called for that purpose. Alternatively, the Board may take the vote by a ballot that is mailed to the Membership.

(b) (1) If the vote of the Membership on referral is to be taken at a meeting of the Membership, the notice for the meeting shall include a clear and objective statement of the issue to be decided and a statement indicating that the vote will be binding or advisory, as the case may be.

(2) A simple majority of the members present, constituting a quorum, and voting, shall decide the issue referred.

(c) If the vote of the Membership on referral is to be taken by mail, the Board shall determine the date by which a return ballot must be received to be counted, but the Board may not set a date that is less than seven days following the date of the mailing to the Membership. For each such vote by mail the Board shall prepare a ballot with a clear and objective statement of the issue to be decided and the date by which the return ballot must be returned to be counted, together with a statement indicating that the vote will be binding or advisory, as the case may be. The ballot shall be mailed to each member at the member's address of record. The results of a vote by mail shall be effective only if the number of ballots returned by the due date are equal to or exceed the number of members necessary to constitute a quorum at a meeting of the Membership.
Section 3. REFERENDUM ON PETITION

(a) Members of the Association may present a matter for a binding vote of the Membership on petition as provided in this Section.

(b) A matter shall be set for a referendum vote of the Membership on the presentation to the President of a petition that:

(1) sets forth the issue to be decided, which issue, if decided in the affirmative, is otherwise legally capable of being implemented; and

(2) contains a request that the issue be submitted for a binding vote of the Membership; and

(3) contains the signatures of at least 150 members of the Association, with each signature followed by the printed name and address of the member.

(c) (1) A petition may be presented to the President, in person, or by delivery to the Association offices at any time during the business hours of that office.

(2) On presentation of a petition that meets the requirements set forth under Subsection (b) of this Section, the President shall proceed promptly to:

(i) call a special meeting of the Membership for the purpose of taking the vote of the Membership; or

(ii) if a regular meeting of the Membership is scheduled for not more than 30 and not less than 15 days from the receipt of the petition, the matter shall be placed on the agenda for that meeting of the Membership.

(d) Regardless of whether the vote is to be taken at a regular or special meeting of the Membership, the Secretary shall send notice to the Membership that includes:

(1) a statement that a vote of the Membership, which may be binding, is to be taken in accordance with a referendum petition presented to the President; and

(2) the entire text of the petition, or if the petition is too lengthy, a clear and objective statement of the issue to be decided; and

(3) if the entire text of the petition is not included in the notice, a statement that a copy of the entire petition is posted in the office of the Association.

(e) If the Secretary does not include the entire text of the petition in the notice, the Secretary shall post a copy of the petition in a conspicuous place in the offices of the Association.

(f) (1) The vote of the Membership on petition shall be binding only if:
(i) at least 300 members are present and vote; and

(ii) the issue is decided by a majority of the votes taken.

(2) A vote taken under this Section by a number of members constituting a quorum for a meeting of the Membership, but not meeting the requirements of Subsection (f)(1) of this section, shall be considered advisory only.

ARTICLE XII. FINANCIAL MATTERS

Section 1. IN GENERAL

The Board of Directors shall be responsible for two general financial accounts, namely the Association Account and the Tax District Account. Each of these accounts shall be separately maintained and accounted for.

Section 2. FISCAL YEAR

The fiscal year of the Association shall begin on the first day of July and end on the last day of June of each year. Both of the general accounts of the Association shall be maintained on this basis.

Section 3. SOURCE OF FUNDS

(a) The source of funds for the Association account shall be any grants and donations received by the Association and the proceeds from any fund raisers that the Association may hold.

(b) The source of funds for the Tax District Account shall be those tax funds collected on behalf of and paid over to the Tax District by the County Government and any grants or donations that may be made to and accepted by the Tax District.

Section 4. DEPOSITORIES OF FUNDS

(a) The Board of Directors shall determine the depository or depositories of Tax District and Association funds as it considers appropriate.

(b) Association and Tax District funds may not be co-mingled. This Subsection does not prohibit the Board from authorizing payments from one account to the other, as may be appropriate.

Section 5. SIGNATORIES ON CHECKS

(a) Except as otherwise authorized under this section, all checks on the Association and Tax District accounts shall be signed by the Comptroller.
(b) Any Association or Tax District check in an amount more than $500 shall be cosigned by the Comptroller and one of the following:

1. the President;
2. the Vice President;
3. the Treasurer, or
4. the Manager.

(c) In the event that neither the Comptroller or the designee of the Comptroller are available, any of the persons listed under Subsection (b) of this Section may sign a check in place of the Comptroller.

Section 6. INDEMNITY BONDS

All persons who are authorized to sign checks under these By-Laws shall be bonded in an amount at least equal to the sum of the Tax District and Association budgets. The indemnity premiums on these bonds shall be paid from the Tax District funds.

Section 7. ADOPTION OF BUDGET PROCEDURES

(a) The Board of Directors shall adopt procedures under which the proposed annual budgets for the Tax District and the Association shall be prepared. The procedures shall be known as the “Budget Procedures”. The Budget Procedures may be amended from time to time, as the Board may consider appropriate.

(b) The Board of Directors shall consider any recommendation made by the Finance Committee regarding the Budget Procedures.

(c) Nothing in this Section may be construed as requiring or permitting the divestiture from the Board of Directors of the responsibility for adopting the proposed and final Tax District and Association budgets and the Budget Procedures may not otherwise contravene any provision of these By-Laws.

Section 8. AUDITS

(a) The accounting records of the Tax District funds shall be audited at least once each fiscal year by an independent certified public accountant. The report of each such audit shall be presented to the County and to the Board of Directors and kept on file in the offices of the Association, where it shall be available for public inspection.

(b) The accounting records of the Association funds shall be audited at least once every third fiscal year by an independent certified public accountant. In each year in which an audit is not conducted, the records of the Association funds shall be reviewed by an independent certified public accountant. The report of each such audit and each such review shall be presented to the Board of Directors and kept on file in the offices of the Association, where they shall be available for public inspection.
ARTICLE XIII. BUDGETS

Section 1. TAX DISTRICT BUDGET - DEFINITIONS

(a) In this Article XIII, the following words have the meanings indicated.

(b) "Appropriation From Reserve Funds" means any funds appropriated for expenditure under a Tax District budget for any fiscal year, but for which the funds were budgeted and allocated under a prior budget as reserve funds for future expenditure.

(c)(1) "Current-Year Revenues" means all Tax District funds not previously allocated under any account of any prior Tax District budget, including:

(i) all funds collected through the Special Tax Assessment for the fiscal year then being budgeted;

(ii) interest accrued on funds from a prior year's budget and currently available for allocation under a Tax District Budget; and

(iii) any miscellaneous funds received by the Tax District and currently available for allocation under a Tax District Budget.

(2) "Current-Year Revenues" also includes any surplus funds unexpended from a prior year's budget and currently available for expenditure under a Tax District Budget.

Section 2. TAX DISTRICT BUDGET IN GENERAL

(a) Tax District funds may be expended only as provided in a budget adopted or amended under this Section.

(b) Each year the Board of Directors shall adopt a Tax District Budget for the next fiscal year.

(c) (1) In accordance with County regulations and the Budget Procedures adopted by the Board of Directors, the Board shall adopt a proposed Tax District Budget for submission to the Membership. The proposed budget shall be mailed to the Membership with the notice of the regular January Membership meeting immediately preceding the fiscal year to which the budget applies.

(2) The notice of the Membership meeting shall include a statement that the proposed Tax District Budget is enclosed, that it will be presented and discussed at the meeting and that it is subject to change by the Board of Directors at any time before the adoption of the final budget.

(3) The Board shall present the proposed Tax District Budget at that meeting, respond to questions and take comments from the Membership.

(4) If the proposed Tax District Budget exceeds the limit set under Section 3 of this Article, the notice shall include the statements required under that Section and the required vote shall be taken at the Membership meeting.
(d) After the Membership meeting, the Board of Directors shall meet and adopt a final proposed Tax District Budget. The final proposed budget may include whatever changes that the Board considers necessary or appropriate.

(e) On a date no later than January 31 of each year, the Board of Directors shall deliver to the appropriate office of the County Government the final proposed Tax District Budget for the following fiscal year.

(f) Subject to whatever restrictions may apply under County law, the Board of Directors on a two-thirds (2/3) vote of the members present, may adopt line item amendments to a previously adopted final budget.

Section 3. TAX DISTRICT BUDGET - LIMITATIONS

Unless otherwise approved by an affirmative vote of a simple majority of the members at a meeting of the Membership, the Board of Directors may not adopt for any fiscal year a Tax District Budget under which the expenditures from Current-Year Revenues, exclusive of any appropriation from reserve funds, exceeds the expenditures of Current-Year Revenues under the budget of the immediately preceding fiscal year. The members may vote on such a motion only if the notice of the meeting includes a clear statement that a motion to increase the expenditures of Current-Year Revenues over those of the preceding year will be considered at the meeting.

Section 4. ASSOCIATION BUDGET

(a) Association funds may be expended only as provided in a budget or an amended budget adopted under this Section.

(b) Each year the Board of Directors shall adopt an Association Budget for the next fiscal year.

(c) Based on projected receipts and in accordance with the Budget Procedures adopted by the Board of Directors, the Board shall adopt a proposed Association Budget for submission to the Membership. The proposed budget shall be mailed to the Membership with the notice of the regular January Membership meeting immediately preceding the fiscal year to which the budget applies. The Board shall present the proposed budget at that meeting, respond to questions, and take comments from the Membership.

(d) The Board of Directors shall meet, in accordance with the adopted Budget Procedures, and adopt a final Association Budget for the following fiscal year. The final budget may include whatever changes from the proposed budget that the Board considers necessary or appropriate.

(e) After the adoption of the Association Budget, the Board of Directors, on an affirmative vote of two-thirds (2/3) of those present and voting, may amend the Association Budget if:
(1) the revenues or expenses of the Association vary significantly from the estimates on which the Budget was based; or

(2) the Board determines that there is other good cause for the amendment.

ARTICLE XIV. GENERAL PROVISIONS

Section 1. PARLIAMENTARY PROCEDURE - BOARD OF DIRECTORS

(a) For all matters of procedure pertaining to the Board of Directors not otherwise resolved by these By-Laws or by law, "Robert's Rules Of Order" shall be the parliamentary authority.

(b) The President may appoint a parliamentarian to advise the presiding officer of a meeting of the Board of Directors on parliamentary matters.

(c) All parliamentary questions regarding the conduct of a meeting of the Board of Directors shall be decided by the presiding officer.

Section 2. PROCEDURAL REQUIREMENTS - COMMITTEES

(a) Except as otherwise provided under this Section, any committee that is established by or appointed under the authority of these By-Laws need not conduct its meetings in accordance with "Robert's Rules Of Order." However, on a majority vote of its members, a committee may elect to conduct its meetings in compliance with "Robert's Rules Of Order."

(b) If a committee does not elect to conduct its meetings in compliance with "Robert's Rules Of Order," it, nevertheless, shall conduct its meetings in an orderly manner that permits its members a fair and reasonable opportunity to present issues, express views, and have matters decided. Regardless of whether a committee has elected to comply with "Robert's Rules Of Order," all questions of procedure at a meeting shall be decided by the presiding officer.

Section 3. OPEN MEETINGS

(a) Except as otherwise authorized under this Section, all meetings of the Board of Directors and all meetings of any committee, established by or pursuant to the provisions of these By-Laws, shall be open to the public.

(b) The presiding officer may call a meeting of the Board of Directors or of a committee into closed executive session or adjourn an open session to a closed executive session only to:
(1) discuss the appointment, employment, assignment, promotion, discipline, demotion, compensation, removal, or resignation of appointees, employees, or agents over whom it has jurisdiction;

(2) discuss any other personnel matter that affects one or more specific individuals;

(3) consider the acquisition of real property for a public purpose and matters directly related thereto;

(4) consult with legal counsel;

(5) consult with staff, consultants, or other individuals about pending or potential litigation;

(6) comply with a specific constitutional, statutory, or judicially imposed requirement that prevents public disclosures about a particular proceeding or matter; or

(7) satisfy an exceptional reason that the Board or the committee, as the case may be, on a recorded vote taken in open session of at least three-quarters (3/4) of the entire membership of the Board or the committee, expressly finds to be so compelling that the reason overrides the general public policy in favor of open sessions.

(c) (1) If the Board of Directors or a committee conducts a hearing on a grievance of an employee, the hearing shall be conducted in open session unless the employee requests that the hearing be closed.

(2) Nothing in Paragraph (1) of this Subsection prohibits the Board or a committee from meeting in a closed, executive session for the purpose of deliberations on the grievance following the hearing.

(d) If the Board of Directors or a committee meets in a closed, executive session under Subsection (b) or (c) of this Section, the Board or the committee may not discuss or act on any matter not permitted under those Subsections.

(e) If the Board of Directors or a committee meets in a closed, executive session, the Secretary shall include in the minutes for the next open session of the Board or the committee:

(1) a statement of the time, place, and purpose of the closed session; and

(2) if the closed session was taken pursuant to a vote of the Board or of a committee, a record of the vote of each member as to the closing of the session.

Section 4.

PUBLIC RECORDS

(a) For purposes of this Section, "documentary material" includes any:

(1) document;

(2) computerized record;

(3) film;
(4) photograph;
(5) recording; or
(6) tape

(b) (1) As a general policy, the public is entitled to have access to information about the affairs of the Association and Tax District and of the official acts of the officers, directors, and employees of the Association and the Tax District.

(2) Therefore, the custodian of documentary materials made by or received by the officers, directors, and employees in the transaction of the Association and Tax District business shall generally make these materials open for public inspection.

(3) Notwithstanding the general policy, it is recognized that public access to certain documentary materials may either be prohibited by law or against policy for confidentiality or other reasons. Therefore, the custodian of the Association and Tax District documentary materials shall have the authority to deny inspection of such materials on the same basis as applies to comparable State records under Part III, Subtitle 6 of Title 10 of the State-government Article of the Annotated Code of Maryland.

(c) (1) The custodian of the Association and Tax District documentary materials shall allow inspections, as required under this Section, during ordinary business hours.

(2) The custodian may require reasonable advance written notice of a request for inspection of any documentary material.

Section 5. EMPLOYEE MANUAL

(a) The Board of Directors shall adopt a Tax District Employee Benefits, Policies And Procedures Manual that shall set forth the established policies and procedures regarding the administrative, police officer, and other employees of the Tax District. In addition to whatever other employment matters that the Board may find necessary or appropriate to include in the Manual, the Manual shall include:

(1) pay schedules;
(2) a summary of the vacation, holiday, and sick leave policies;
(3) a summary of health and, if applicable, life insurance benefits;
(4) a summary of pension or retirement benefits;
(5) disciplinary and termination procedures; and
(6) an employee grievance procedure.

(b) The Board of Directors may amend the Tax District Employee Benefits, Policies and Procedures Manual from time to time, as it considers necessary or appropriate.
ARTICLE XV. AMENDMENTS

Section 1. IN GENERAL

Subject to the provisions of this Article, these By-Laws may be amended by a two-thirds (2/3) vote of those members present at any regular meeting of the Membership, or at any special meeting of the Membership called for that purpose.

Section 2. INITIATION OF PROPOSALS

(a) On a majority vote of the entire Board, the Board of Directors may present a proposed amendment for a vote of the Membership in this Subsection.

(b) (1) Members of the Association may present a proposed amendment of the By-Laws on petition as provided in this Subsection.

(2) A proposed amendment shall be voted on at the next regular meeting of the Membership on the presentation to the President of a petition that:

(i) is submitted at least 30 days before the meeting of the Membership;

(ii) sets forth the proposed amendment;

(iii) contains a request that the proposal be voted on at the next regular meeting of the Membership; and

(iv) contains the signatures of at least 150 members of the Association with each signature followed by the printed name and address of the member.

(3) A petition may be presented to the President, in person, or by delivery to the Association office at any time during the business hours of that office.

(4) On presentation of a petition that meets the requirements set forth in Subsection (b)(2) of this Section, the President shall place the proposed amendment on the agenda of the next regular meeting of the Membership and shall take the steps necessary to ensure that the Secretary provides the required notice of the proposed amendment to the Membership.

Section 3. NOTICE OF PROPOSALS

A proposed amendment to these By-Laws may be voted on at a meeting of the Membership only if the proposed amendment is distributed to the Membership in compliance with the time and other requirements relating to meeting notices under these By-Laws.
Section 4. AMENDMENTS TO THE AMENDMENT

(a) At the meeting of the Membership on which the Membership is to vote on a proposed amendment to these By-Laws, the proposed amendment (the main amendment) may be amended on the affirmative vote of the majority of the Members present and voting.

(b) A proposed amendment to the main amendment may be considered and voted on only if the proposed amendment is germane to the main amendment.
February 11, 2008

Crofton Civic Association
Letter of Certification of By Law Amendment

TO: Members of the Board of Directors of the Crofton Civic Association
Members of the Crofton Civic Association

FM: Steve Grimaud, President, Board of Directors
    Aaron Gray, Secretary, Board of Directors

RE: Letter of Certification
By-law Amendment, January 22, 2008

On December 3, 2007, at the Board of Directors Meeting of the Crofton Civic Association, the Board Members in attendance voted unanimously to present for consideration to the membership a proposed amendment to the By-laws of the Crofton Civic Association, Article XIII, Section 3. The members of the Board of Directors who were present at the meeting included Steve Grimaud, Joshua Greene, Nolan McCoy, Aaron Gray, David Shickel, Richard DeLong, Ralph Eckhardt, Patrick Collins. Board member Tim Cansler was absent from the meeting.

In accordance with that action of the Board of Directors, the proposed amendment to the By-laws was published in the newsletter of the Crofton Civic Association (The Advocate), December 2007 issue. Subsequently the proposed amendment was presented to the members of the Crofton Civic Association at the General Membership Meeting of the Association on January 22, 2008. The purpose and substance of the proposed amendment was explained to the members present by the President of the Board of Directors.

The By-law amendment proposal was as follows:

**Existing Text:**
Article XIII, Section 3. TAX DISTRICT BUDGET - LIMITATIONS

Unless otherwise approved by an affirmative vote of a simple majority of the members at a meeting of the Membership, the Board of Directors may not adopt for any fiscal year a Tax District Budget under which the expenditures from Current-Year Revenues, exclusive of any appropriation from reserve funds, exceeds the expenditures of Current-Year Revenues under the budget of the immediately preceding fiscal year. The
members may vote on such a motion only if the notice of the meeting includes a clear statement that a motion to increase the expenditures of Current-Year Revenues over those of the preceding year will be considered at the meeting.

Proposed Text: [strike through text is to be deleted, underlined text is new]
Article XIII, Section 3. TAX DISTRICT BUDGET – LIMITATIONS

Unless otherwise approved by an affirmative vote of a simple majority of the members at a meeting of the Membership, the Board of Directors may not adopt for any fiscal year a Tax District Budget under which the expenditures from Current-Year Revenues, exclusive of any appropriation from reserve funds, exceeds increases or decreases the expenditures of Current-Year Revenues under the budget of the immediately preceding fiscal year by more than 4%. The members may vote on such a motion only if the notice of the meeting includes a clear statement that a motion to increase or decrease the expenditures of Current-Year Revenues by more than 4% over from those of the preceding year will be considered at the meeting.

Purpose:

The proposed changes in Section 3 of Article XIII are intended to remove the requirement for a vote for budgets that increase or decrease the Current-Year Revenues by 4% or less.

If the proposed budget’s Current-Year Revenues are more than 4% higher or lower than the previously approved budget’s Current-Year Revenues, then the requirement for a quorum and simple majority vote remains as before - a quorum of 75 members, as defined in Article III, Section 3, and an affirmative vote by a majority of voters at the meeting.

Explanation:

The 4% figure was selected to enable useful growth or a moderate reduction of the budget, within a predictable range, rather than using a variable index (e.g., CPI) that could rise or fall significantly from year to year.

This proposal would remove the requirement to have a vote on a budget that grows by 4% or less. It also limits the reduction in a proposed budget to 4% in order to restrict the amount the board of directors could eliminate without review and approval by the community.

The President of the Board of Directors advised the members present that the Board of Directors was recommending approval of the proposed amendment to the By-laws.
Letter of Certification
Amended By-law, Article XIII, Section 3
February 11, 2008
Page Three

A quorum having been established, a vote was conducted among the members present to approve or disapprove the adoption of the proposed amendment. The result of that vote was eighty-four (84) votes in favor of the adoption of the amendment and twelve (12) votes opposed to the adoption of the amendment.

An affirmative vote exceeding two-thirds (2/3) of the members having been cast, the proposed amendment to the By-laws of the Crofton Civic Association, Article XIII, Section 3, as stated above, was thereby adopted, effective January 22, 2008. This Letter of Certification shall be maintained as a permanent record with the By-laws of the Crofton Civic Association, Inc.

Respectfully submitted,

Steve Grimaud, President
Board of Directors

Aaron Gray, Secretary
Board of Directors