

BYLAWS of the Crofton Civic Association, Inc.

As Proposed and Amended by
THE "2025" BYLAWS REVIEW COMMITTEE
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Adopted By the Membership and Effective
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ARTICLE I: SCOPE, DEFINITIONS, AND PURPOSE OF BYLAWS

Section 1. SCOPE

The provisions herein set forth the bylaws of the Crofton Civic Association, Incorporated.

Section 2. DEFINITIONS

In these bylaws, the following words have the meaning indicated:

- "**Association**" or "**Corporation**" means, unless the context requires otherwise, the Crofton Civic Association, Incorporated.
- "**Board of Directors**" means the Board of Directors of the Association, including the elected Officers and the District Directors.
- "**Comptroller**" means the Tax District Comptroller, who is employed and appointed under the provisions of Article IX, Section 2 of these bylaws.
- "**County**" means Anne Arundel County, Maryland.
- "**District Director**" or "**Director**" means a director member of the Board of Directors.
- "**Town Manager**" means the Tax District Manager, who is employed and appointed under the provisions of Article IX, Section 1 of these bylaws.
- "**Member**" means, unless the context requires otherwise, a member of the Association.
- "**Membership**" means, unless the context requires otherwise, the collective members of the Association.
- "**State**" means the State of Maryland.
- "**Tax District**" means the Crofton Special Community Benefit District established by County ordinance.

Section 3. PURPOSE OF BYLAWS

It is the purpose of these bylaws to govern the administration and operation of the Association. These bylaws 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:

- (a) foster and advance matters deemed to be in the best interest of the community;
- (b) administer the Tax District;
- (c) seek enforcement of any restrictive covenant applicable to the community and to take whatever action is necessary with respect thereto;
- (d) assist in the establishment and maintenance of high community standards; and

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- (e) 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.

ARTICLE III: MEMBERSHIP, VOTING, AND MEETINGS

Section 1. DEFINITION

For purposes of Article III of these bylaws, 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 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, including residential and commercial renters, 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) Fifty members shall constitute a quorum at a Membership meeting and is required before any vote may take place. Members may appear virtually through the approved virtual link provided by the Secretary, so long as their identity can be verified.
- (b) Only owner members and one individual per any real property situated in the Tax District shall be included in a count of members to establish a quorum for any vote 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 any matter determined by a vote of the Membership.
- (b)
 - (1) Subject to the following conditions, an owner or joint owner of 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 is entitled to only one vote in connection with the combined ownership and residency in that property.

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No more than one owner of real property, whether it is residential or commercial, may vote in an owner-only vote.

- (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 on a proposal to exceed the spending cap set under Article XIII, Section 2 of these bylaws.
 - (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 these bylaws 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 times set by the President. Meetings may be held in person or virtually.

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 at least 50 members.

Section 7. NOTICE OF MEETINGS

- (a) The Secretary shall provide notice of each regular or special meeting to 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 members to call a special meeting, the President shall comply with the request and provide for notice of the meeting in accordance with the notice provisions in this section.
- (c) The Secretary shall specify in the notice the place, day, and time of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called.
- (d) For any regular meeting of the Membership, including the annual meeting, the Secretary shall either provide notice by email, through an announcement in the printed Advocate newsletter, or by electronic communication via any platforms currently in use by the Association at least seven days prior to the meeting.

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- (e) For any special meeting of the Membership, the Secretary shall provide electronic notice of the meeting to the Membership via any platforms currently in use by the Association at least seven days prior to the meeting.
- (f) For each meeting of the Membership, the Secretary shall certify that notice was given as provided in this section.
- (g) Members must register their email with the Association to receive email notifications.

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. No current full-time, part-time, or contractual employee of the Tax District or Association shall be eligible 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 qualified successor is elected. An Officer who fills a vacancy during an existing term shall serve only for the rest of the term and until a qualified successor is elected.

Section 4. DUTIES OF OFFICERS

- (a) The President shall be the Chief Executive Officer of the Association and, as such, shall be:
 - (1) subject to the control of the Board of Directors, take measures necessary for maintaining efficient management of the affairs of the Association;
 - (2) preside over meetings of the Board of Directors and the Membership of the Association;
 - (3) appoint chairpersons to the committees provided for in these bylaws;
 - (4) appoint all committees not otherwise provided for in these bylaws or created by the Board of Directors and appoint chairpersons thereof;
 - (5) call for meetings of the Board of Directors and/or the Membership of the Association;
 - (6) serve as an ex officio member on all committees other than the Elections Committee; and
 - (7) perform 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; and
- (5) in the event there is a vacancy in the Treasurer or Secretary position, fill that role temporarily until a replacement has been made.

(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 shall document and number all motions passed by the Board of Directors and all votes of the Membership;
- (2) maintain the official listings of the Officers, Directors, and property owners of the Association;
- (3) serve as custodian of the records of the Association;
- (4) ensure that notices are provided as required by these bylaws or 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 AND REIMBURSEMENT OF EXPENSES

An Officer:

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

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Section 6. RESIGNATION

An Officer may resign at any time by giving written notice to the Board, the President, or the Secretary.

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. Cause includes violation of the Board Code of Conduct, conduct to the detriment of the Membership, fraud, theft, consistent absence from meetings, or failure to fulfill the duties of the office. Missing three consecutive or four total Board meetings in a calendar year shall constitute consistent absence and result in automatic removal of the Officer.

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 residing in or owning property within the Director's respective district.

Section 2. QUALIFICATIONS

- (a) Each District Director shall be a member of the Association. An individual designated by a corporation or partnership member to vote and represent that member may qualify to be a District Director.
- (b) A District Director must reside in or own property in the district from which the District Director is elected.
- (c) No current full-time, part-time, or contractual employee of the Tax District or Association shall be eligible to be a District Director.

Section 3. TERMS

The term of each District Director is two years. The term of each District 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 District Director may continue to serve until a qualified successor is elected. A District Director who fills a vacancy during an existing term shall serve for the rest of the term or until a qualified successor is elected.

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 bylaws.

Section 5. QUORUM AND REQUIRED VOTES

- (a) A majority of the members then serving on the Board of Directors is a quorum.
- (b) Except as otherwise provided in these bylaws, the vote necessary to carry a motion shall be as set forth in this subsection.
- (c) 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 affirmative votes.

Section 6. MEETINGS

- (a) The Board of Directors shall have regular meetings at least once every 60 days, on a schedule set and at the times and places determined by the President.
- (b) The President may call a special meeting of the Board of Directors at a time and place determined by the President.
- (c) Any three members of the Board of Directors may collectively call for a meeting of the Board of Directors. Unless otherwise agreed upon by the entire Board of Directors, the President shall select the time and place for the meeting.

Section 7. NOTICE OF MEETINGS

- (a) The Secretary shall provide written notice of each regular or special meeting to the Board of Directors as provided in this section.
- (b) If members of the Board of Directors request a special meeting in accordance with the terms of these bylaws, the President shall promptly comply with the request and provide notice of the meeting consistent with the notice provisions of this section.
- (c) For all meetings of the Board of Directors, the Secretary shall include in the notice the proposed agenda and the date, time, and location 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 provide notice of the meeting by email to each member of the Board at least three days prior to the meeting.

Section 8. COMPENSATION AND REIMBURSEMENT FOR EXPENSES

A District Director:

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

Section 9. RESIGNATION

A District Director may resign at any time by giving written notice to the Board, the President, or the Secretary.

Section 10. REMOVAL

A District Director 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. Cause includes violation

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of the Board Code of Conduct, conduct to the detriment of the Membership, fraud, theft, consistent absence from meetings, or failure to fulfill the duties of the office. Missing three consecutive or four total Board meetings in a calendar year shall constitute consistent absence and result in automatic removal of the Director.

Section 11. VACANCIES

Within 60 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. The Secretary shall post notice of a vacancy on the Association's website as soon as is practicable following a vacancy's creation.

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 six months prior to any election of District Directors.

ARTICLE VII: COMMITTEES

Section 1. STANDING COMMITTEES

There shall be seven Standing Committees, as follows:

- Covenant Review
- Education and Civic Affairs
- Finance
- Maintenance and Operations
- Planning and Zoning
- Public Safety
- Recreation and Youth Activities

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

The Finance Committee shall provide the services set forth in this section.

- (a) Prepare and present to the Board of Directors recommended procedures for compiling the annual proposed Tax District and Association budgets.
- (b) After the Board of Directors adopts the Budget Procedures, as required by Section 7 of Article XII of these bylaws, the Finance Committee, from time to time, may recommend to the Board amendments to those procedures.
- (c) Assist in the budget adoption process, as provided in the Budget Procedures.
- (d) Advise the Board of Directors regarding long-term financial planning for the Tax District and the Association.
- (e) Provide such other financial services to the Tax District and Association as requested by the Board of Directors.

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 members, but no more than nine members of the Association to an Elections Committee. The appointments shall be made from a pool of nominees selected by Board members. Each member of the Board may select nominees.
- (b) Within 10 days after all members of the Elections Committee have been selected, the committee shall hold an organizational meeting and elect from among its 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 bylaws.

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 District Directors of the Association at the Annual Meeting of the Membership. The Elections Committee may allow for early or virtual voting so long as a process has been approved by the Board of Directors, and notice is provided to the Membership. Those 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 in these bylaws, the Elections Committee shall be responsible for organizing and conducting the filing and election processes for the offices elected by the Membership. The committee shall advise the Board of the procedures and restrictions it adopts under Section 3 of this Article and shall provide the Board with regular progress reports 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 shall apply to candidacy filing, campaigning rules, and 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 bylaws.

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) 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 by submitting Declaration of Candidacy and Candidate Qualification forms as provided by the Committee.
- (c) A notice of intention filed by a proposed candidate shall be effective for certification of the proposed candidate if it is filed with the Elections Committee by the 30th day of March of the election year.
- (d) A member may file for only one of the elected offices.
- (e) A member of the Elections Committee may not run for office during that election cycle.
- (f) A member may nominate any other member to run for office by submitting a signed nomination to the Elections Committee before the 10th day of March of the election year.
- (g) Upon receipt of a nomination submitted within the time provided above, the committee shall send the nominated individual a written notice that the individual has been nominated. The notice shall advise the individual that to accept the

nomination to run for office, the individual must comply with the filing procedures provided above.

- (h) The Elections Committee shall determine whether each proposed candidate:
 - (1) meets the qualifications for the office for which the proposed candidate intends to run; and
 - (2) has complied with the procedural requirements of this Article.
- (i) The Elections Committee shall certify each candidate who meets the qualifications and requirements.
- (j) By the 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 copy of each candidate's Declaration of Candidacy and Candidate Qualification forms.
- (k) The Secretary shall ensure that the notice of the Annual Membership meeting in which the elections are to take place shall:
 - (1) provide a sample ballot for all elected positions; and
 - (2) the Declaration of Candidacy and Candidate Qualification information collected by the Elections Committee.

Section 5. ELECTION PROCEDURES

- (a) Between one and two weeks prior to Election Day, the Elections Committee shall present the candidates in contested races to the Membership at a public meeting, which shall be called "Candidates' Night." Uncontested incumbents may also participate in Candidates' Night, but are not required to do so. The meeting may be held virtually.
- (b) The Elections Committee shall arrange facilities for the Membership to vote on Election Day during the minimum hours of 6:00 p.m. to 9:00 p.m. or until the end of the meeting, whichever comes first. The voting shall take place at one or more locations within the Tax District, or by secure online voting, as determined by the committee.
- (c) A member may vote by absentee ballot under procedures adopted by the Elections Committee. The committee shall adopt procedures necessary for receiving absentee ballots and provide notice of these procedures to the Membership at least 30 days before the election date.
- (d) The election to each office shall be by secret ballot. A member may not vote by proxy.
- (e) 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 Director position for which the member is entitled to vote.
- (f) The candidate receiving the largest number of votes for each of the officer positions shall be elected to that office.

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- (g) 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.
- (h) In the event of a tie vote for any office, the newly elected Board of Directors shall, at its first meeting, decide the winner by a simple majority vote from among those candidates who tied for the position.
- (i) The Elections Committee shall receive and count the ballots cast. The committee chairperson, by written certification, shall declare the ballot count and winner for each office as soon as possible but not later than 9:00 a.m. on the day following Election Day.
- (j) The Elections Committee shall retain in a secure place the ballots for each office for at least 30 days after the election is confirmed and any challenge is resolved.

ARTICLE IX: ADMINISTRATIVE STAFF

Section 1. TOWN MANAGER

- (a) The Tax District shall employ a person to serve as Town Manager. The President, subject to the approval of the Board of Directors by a majority vote, shall appoint the person to serve in this position. The Town Manager shall serve at the pleasure of the President and may be removed at any time by the President upon an affirmative vote of two-thirds of the entire Board.
- (b) The Town Manager may not be a member of the Board of Directors.
- (c) The duties of the Town Manager shall include:
 - (1) supervising the Chief of Police and other administrative and support staff of the Tax District and the Association;
 - (2) implementing 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) implementing 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) attending the meetings of the Board of Directors; and
 - (5) performing whatever other functions, not inconsistent with these bylaws or County or State law, as may be assigned by the Board of Directors.
- (d) The Town 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) The Tax District shall employ a person to serve as Tax District Comptroller. The President, subject to the approval of the Board of Directors by a majority vote, shall appoint the person to serve in this position. The Comptroller shall serve at the pleasure of the President and may be removed at any time by the President upon an affirmative vote of two-thirds of the entire Board. Except as otherwise provided in

- subsection (c) of this section, the Comptroller serves under the supervision of the Town Manager.
- (b) The Comptroller may not be a member of the Board of Directors.
- (c) The duties of the Comptroller shall include:
- (1) issuing checks as provided in Section 5 of Article XII of these bylaws and to maintain the records attendant to the checking account;
 - (2) maintaining the records regarding any other financial accounts of the Tax District and the Association;
 - (3) assisting in compiling the proposed and final Tax District and Association budgets, subject to the Budget Procedures adopted by the Board of Directors;
 - (4) implementing the fiscal policies of the Board of Directors regarding the Tax District as allowed by County and State law, regarding the Association;
 - (5) attending the meetings of the Board of Directors;
 - (6) performing whatever other functions, not inconsistent with these bylaws or County or State law, assigned by the Town Manager and Board of Directors;
 - (7) performing certain "watchdog" 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.
- (d) The Comptroller shall perform the functions set forth under subsection (c)(7) of this section independent of the supervision of the Town Manager.
- (e) 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) The Tax District may employ other staff as provided for in the Tax District budget.
- (b) The Board of Directors or Town Hall Staff may accept volunteer services on behalf of the Tax District and Association.

ARTICLE X: CROFTON POLICE DEPARTMENT

Section 1. IN GENERAL

- (a) The Tax District shall have a police force, which shall be known as the Crofton Police Department.
- (b) The Crofton Police Department shall have the powers and duties that:
 - (1) are assigned by the Board of Directors in conformance with State and County law;
 - (2) will be organized and regulated consistent with COMAR 21-805 and with the current version of any Memorandum of Understanding with Anne Arundel County Police.
- (c) The services provided by the Crofton Police Department shall be supplementary to the police services provided to the Tax District by the County and are not to substitute for or diminish County police services.

Section 2. SIZE AND STRUCTURE OF THE DEPARTMENT

- (a) The number of officers in the Crofton Police Department shall be as provided in the Tax District budget.
- (b) Subject to the provisions of this subsection, the organizational structure of the Police Department shall be determined by the Board of Directors.
- (c) The Chief of Police shall be appointed by the Town Manager, subject to the approval of the Board of Directors by majority vote. This officer:
 - (1) shall have supervisory authority and responsibility for the law enforcement activities of the police department;
 - (2) shall have authority and responsibility over the administrative matters relating to the police department as the Board of Directors assigns; and
 - (3) shall report to the Town Manager.
- (d) Should a vacancy occur in the position of Chief, the Town Manager shall appoint an "Acting Chief" from within the department until the Board of Directors approves a replacement.

Section 3. SALARIES

The salaries and related employee benefits of the officers of the Crofton Police Department shall be paid with Tax District funds, as provided in the Tax District budget.

Section 4. FACILITIES AND EQUIPMENT

- (a) The Crofton Police Department shall have facilities and equipment as the Board of Directors elects 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 Department.

ARTICLE XI: REFERENDUM PROCEDURES

Section 1. REFERRAL BY THE 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 VOTING METHODS

- (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 electronically via a secure online platform or by a ballot that is mailed to the Membership.
- (b) 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 whether the vote shall be binding on the Board or only advisory.
- (c) A simple majority of the members present and voting shall decide the issue referred.
- (d) 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 completed ballot must be returned to be counted, together with a statement indicating whether the vote shall be binding on the Board or only advisory. 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 is equal to or exceeds the number of members necessary to constitute a quorum at a meeting of the Membership.
- (e) If the vote of the Membership on referral is collected via a secure online platform, the deadline for submission of the ballots will be clearly stated in the online instructions.

Section 3. REFERENDUM ON PETITION

- (a) Members of the Association may present a matter for a binding vote of the Membership on a 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;

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- (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) A petition may be presented to the President, via email, in person, or by delivery to the Association offices. On presentation of a petition that meets the requirements set forth above, the President shall promptly:
 - (1) call a special meeting of the Membership for the purpose of taking the vote of the Membership; or
 - (2) 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;
 - (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 offices of the Association and on the Association's website.
- (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 and on the Association's website.
- (f) The vote of the Membership on a petition shall be binding only if:
 - (1) at least 300 members vote; and
 - (2) the issue is decided by a majority of the votes taken.
- (g) A vote taken under this section by a number of members constituting a quorum for a meeting of the Membership, but not meeting other requirements 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 Tax District account and the Association account. Each of these accounts shall be separately maintained and accounted for by the Comptroller.

Section 2. FISCAL YEAR

The fiscal year of the Association and the Tax District shall begin on the first day of July and end on the last day of June in the following year.

Section 3. SOURCE OF FUNDS

- (a) The source of funds for the Association account shall be any grants and donations received by the Association, interest earned, advertising revenue, and the proceeds from any fundraisers held by or on behalf of the Association.
- (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, interest earned, or any Federal, State, or Local grants received.

Section 4. BANK ACCOUNTS

- (a) The Town Manager and Comptroller, in consultation with the President and Treasurer, shall determine the bank accounts used by the Tax District and Association as they consider appropriate.
- (b) Tax District and Association funds may not be co-mingled in the same bank account or financial records. This subsection does not prohibit the Board from authorizing payments from the Association accounts to the Tax District Accounts, as may be appropriate.

Section 5. SIGNATORIES ON CHECKS

- (a) Except as otherwise authorized under this section, all checks from the Tax District and Association accounts shall be signed by the Comptroller.
- (b) Any Tax District and Association check in an amount more than \$500 shall be cosigned by the Comptroller and one of the following:
 - President
 - Vice President
 - Treasurer
 - Town Manager
- (c) If neither the Comptroller nor the designee of the Comptroller is 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 bylaws shall be bonded in an amount greater than the sum of the Tax District and Association budgets. The indemnity premiums on these bonds shall be paid from 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.

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- (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 bylaws.

Section 8. AUDITS & REVIEW OF FINANCIAL RECORDS

- (a) The accounting records of the Tax District funds shall be audited at least once each fiscal year by an independent certified public accountant or by an audit committee approved by the County Auditor prior to the commencement of the audit. The audit report shall be presented to the County and the Board of Directors and kept on file in the Association's offices, where it shall be available for public inspection.
- (b) The accounting records of the Association funds shall be audited at least once each fiscal year by an independent certified public accountant if revenues reach or exceed \$50,000. The audit report shall be kept on file in the Association's offices, where it shall be available for public inspection.
- (c) If the annual revenue (grants, donations, or proceeds from fundraisers) of the Association totals less than \$50,000, the accounting records of the Association shall be reviewed by the Comptroller, the Treasurer, and the Vice President of the Board of Directors each year prior to the approval of the Association budget.
- (d) The review will include an examination of all donations, grants, and other revenues received during the fiscal year, as well as all expenditures incurred and checks issued during that fiscal year. All financial statements for that fiscal year will be reviewed. Bank statements will be reviewed to ensure reconciliations are accurate. The review will state the change (increase or decrease) in assets, comparing the net assets at the beginning of the fiscal year with those at the end of the fiscal year.
- (e) When completed, the review shall be submitted to the Board of Directors for consideration and approval. The review must be approved by the Board of Directors before the Association budget for the next fiscal year can be approved by the Board of Directors. The reviews shall be kept on file in the offices of the Association, where they shall be available for public inspection.
- (f) If the position of Treasurer or Vice President is vacant at the time of the review, the President shall designate a Board member to participate in the review process.
- (g) Regardless of the amount of the annual revenue of the Association, the Comptroller, Treasurer, or any member of the Board of Directors may request that an audit by a certified public accountant be authorized by the Board of Directors. If a majority of the Board of Directors approves the audit request, the audit must be conducted. The audit shall be presented to the Board of Directors and kept on file in the offices of the Association, where it shall be available for public inspection.

ARTICLE XIII: BUDGETS

Section 1. TAX DISTRICT BUDGET

- (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.
 - (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 presented to the Membership with the notice of the regular January Membership meeting immediately preceding the fiscal year to which the budget applies, and be made available in electronic form on the Association's website.
 - (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 consider comments from the Membership.
 - (4) If the proposed Tax District budget exceeds the limit set under Section 2 of this Article, the notice shall include the statements required under that section, and the required vote shall be taken during the Membership meeting.
- (c) 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 the Board considers necessary or appropriate.
- (d) On a date no later than January 31st 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.

Section 2. 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 increase or decrease by more than 4%. The members may vote on such a motion only if the notice of the meeting includes a statement that a motion to increase or decrease the expenditure of Current-Year Revenues by more than 4% from those of the preceding year will be considered at the meeting.

Section 3. 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 presented to the Membership with the notice of the regular January Membership meeting immediately preceding the fiscal year to which the budget applies, and be made available in electronic form on the Association's website. The Board shall present the proposed budget during that meeting, respond to questions, and consider comments from the Membership.
- (d) After the Membership meeting, the Board of Directors shall meet, in accordance with the adopted Budget Procedures, and adopt a final Association budget for the following fiscal year by a simple majority vote. The final budget may include 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 of those 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 FOR ASSOCIATION MEETINGS

All Association meetings shall be conducted 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 the Association 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 2. OPEN MEETINGS

- (a) Except as otherwise authorized under this section, all regular meetings of the Board of Directors and all meetings of any committee established by or pursuant to the provisions of these bylaws shall be open to members of the Association.
- (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 any employment or personnel matter.;
 - (2) consider the acquisition of real property and matters directly related thereto;
 - (3) consult with legal counsel;
 - (4) consult with staff, consultants, or other individuals about pending or potential litigation;
 - (5) comply with a specific constitutional, statutory, or judicially imposed requirement that prevents public disclosures about a particular proceeding or matter; or on a recorded vote taken in open session of at least three-

quarters of the entire membership of the Board or of the committee seeking a non-public meeting finds a reason to be so compelling to override the general public policy in favor of open sessions.

- (c) If the Board of Directors or a committee meets in a closed executive session under subsection (b) of this section, the Board or the committee may not discuss or act on any matter not permitted under those subsections.
- (d) If the Board of Directors or a committee meets in a closed 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 3. PUBLIC RECORDS

- (a) For purposes of this section, "documentary material" includes any of the following:
 - documents
 - computerized records
 - film
 - photographs
 - recordings
 - tapes
- (b) 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.
 - (1) Therefore, the custodian of documentary materials made by or received by the Officers, Directors, and employees in the transaction of Association and Tax District business shall generally make these materials open for public inspection.
 - (2) 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 Association and Tax District documentary materials shall have the authority to deny inspection of such materials for a compelling reason or on the advice of counsel.
 - (3) The custodian of Association and Tax District documentary materials shall allow inspections, as required under this section, during ordinary business hours.
 - (4) The custodian may require reasonable advance written notice of a request for inspection of any documentary material.

Section 4. 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.

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In addition to whatever other employment matters that the Board may find necessary or appropriate to include in the Manual, the Manual shall include:

- pay schedules
- a summary of the vacation, holiday, and sick leave policies
- a summary of health and, if applicable, life insurance benefits
- a summary of pension or retirement benefits
- disciplinary and termination procedures
- employee grievance procedures

(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, or as required by insurance providers.

Section 5. BOARD OF DIRECTORS' CODE OF CONDUCT

The Code of Conduct shall be held in the offices of the Association and be available for review on the Association's website.

ARTICLE XV: AMENDMENTS

Section 1. IN GENERAL

Subject to the provisions of this Article, these bylaws may be amended by a two-thirds 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 Board, the Board of Directors may present a proposed amendment for a vote of the Membership in this subsection.
- (b) Members of the Association may present a proposed amendment of the bylaws on petition as provided in this subsection.
 - (1) 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.
- (c) 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.
- (d) On presentation of a petition that meets the requirements set forth in this section, the President shall place the proposed amendment on the agenda of the next regular meeting of the Membership and shall ensure that the Secretary provides the

required notice of the proposed amendment to the Membership. A proposed amendment to these bylaws 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 bylaws.

Section 3. AMENDMENTS TO THE AMENDMENT

- (a) At the meeting of the Membership on which the Membership is to vote on a proposed amendment to these bylaws, 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.