

**AMENDED AND RESTATED BYLAWS
OF THE
ST. JOHN'S COMMUNITY ASSOCIATION, INC.**

ADOPTED APRIL 2014

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**AMENDED AND RESTATED BYLAWS
OF THE
ST. JOHN'S COMMUNITY ASSOCIATION, INC.**

PREAMBLE; PURPOSE

St. John's Community Association, Inc., a non-stock, nonprofit, non-sectarian, non-political organization operating under the laws of the State of Maryland, is hereby formed to promote friendly relations among its members, to band together and to provide for the exchange of ideas and discussions of various problems and to seek public improvement and betterment of civic conditions generally.

These Amended and Restated Bylaws of St. John's Community Association, Inc. supersede all previous versions of the "Constitution of St. John's Community Association".

**ARTICLE I
NAME**

The name of the Association is "St. John's Community Association, Inc." and shall be referred to as the "Association" throughout these Bylaws.

**ARTICLE II
BOUNDARIES**

The general boundaries of the area within Ellicott City, Maryland to be served by the Association are set forth on the map attached to these Bylaws and described generally as follows:

- Northern Boundary – south side of Route 40
- Eastern Boundary – west side of Route 29
- Southern Boundary – northern boundary of Village of Dorsey Hall
- Western Boundary – eastern boundary of Gray Rock Farm and following Plum Tree Branch north of Plum Spring Lane/Plum Meadow Drive.

The Association's efforts shall be focused on matters occurring primarily within or affecting households within the above boundaries.

**ARTICLE III
MEMBERSHIP**

- 3.1. **ELIGIBILITY:** Membership in the Association shall be open to all households within the boundaries stated in Article II. A "household" is defined as one address. All persons from households within the boundaries are welcome to attend and participate in meetings.
- 3.2. **MEMBERSHIP; VOTING:** A household that pays dues as set forth in Section 3.3 shall be a "Member". Each Member has one vote on all Association matters. Any person within the Member household who is 18 years of age or older may cast the vote for the Member.

3.3. DUES: The amount of dues per Member shall be determined annually by the Board of Governors and shall be, at minimum, \$20.00 per Member per year. Dues will be collected on an ongoing basis and are applied to a calendar year running from January 1 through December 31. Dues will not be pro-rated based on time of payment. Dues will be collected, deposited and managed by the Treasurer. A Member must be current with dues in order to vote.

3.4. RESIGNATION; TERMINATION:

- a. A Member may resign or terminate its membership at any time by providing written notice to any Officer of the Association.
- b. The Board of Governors, exercising its reasonable judgment, may terminate a Member "for cause" by majority vote at a meeting at which a quorum is present.
- c. There will be no refund of dues upon termination.

3.5. MEETINGS:

- a. General Membership Meeting. There shall be at least one General Membership Meeting per year to, among other things, hold the annual election of the Board of Governors. The Board of Governors shall set the date(s) of the General Membership Meeting(s). A General Membership Meeting may coincide with one or more of the Board of Governors Meetings but there must be at least one General Membership Meeting in addition to the Board of Governors Meetings. Notice of time, date and location of the meeting shall be by any reasonable method(s) deemed appropriate by the Board of Governors to reach the widest possible audience (e.g., mail, newsletter, posted notices, telephone calls, emails, postings on the Association's website, social media and/or any other appropriate means of communication). A single method may not be appropriate to reach all households or Members so a variety of methods may be used. Notice must be given at least seven (7) calendar days in advance of the meeting.
- b. Special Membership Meetings. Special meetings of the membership may be called by the President, three (3) or more members of the Board of Governors (two (2) of which must be Officers), three (3) or more Area Representatives or fifteen percent (15%) of the Members. Notice shall be given in the same manner as a General Membership Meeting and must be given at least forty-eight (48) hours in advance of the meeting. The meeting notice must include the purpose for which the meeting is being called.
- c. Agenda. In consultation with the Board of Governors, the President shall prepare the agenda for General Membership Meetings and Special Membership Meetings.
- d. Quorum. A quorum for any General Membership Meeting or Special Membership Meeting is fifteen percent (15%) of the Members.
- e. Participation; Voting.
 - i. Any General Membership Meeting or Special Membership Meeting is open to any person and all who may wish to be heard regarding any item on the Agenda.
 - ii. A person may speak for up to three (3) minutes on any one topic, with a one (1) minute period for response or rebuttal.
 - iii. When a matter is raised for a vote, only Members (i.e., households current with dues) may vote, with one vote per Member.

- iv. Unless otherwise specified in these Bylaws, decisions of the Membership shall be made by a majority vote of those Members present at a meeting at which a quorum is present.
- f. Absentee Voting.
- i. There may be instances in the reasonable judgment of the Board of Governors where Members may cast a vote by mail or email in lieu of attending a General Membership Meeting or Special Membership Meeting in accordance with procedures set by the Board of Governors. In such an instance, the Board of Governors may send with the notice for the meeting, a notice that absentee voting is allowed, the procedures for absentee voting and a description of the matter eligible for absentee voting, including arguments for and against such matter.
 - ii. Unless other procedures are set forth in the notice, a Member may cast an absentee vote by sending the vote by mail or email registered with the Association to the Recording Secretary so the vote is received no later than 11:59 pm of the night before the meeting. The absentee votes will then be tallied along with the votes of the Members present at the meeting.
 - iii. If a Member who has cast a vote by mail or email attends the meeting, a vote cast at the meeting will supersede the mailed or emailed vote.
 - iv. Absentee votes will not count towards a quorum.
 - v. There may also be instances in the reasonable judgment of the Board of Governors where the Board of Governors may request a vote of the membership by mail or email in lieu of calling a General Membership Meeting or Special Membership Meeting. Such instances are limited to urgent matters needing a vote within forty-eight (48) hours but only if complete information about the matter can be distributed adequately and there is little or no controversy over the matter.

ARTICLE IV
BOARD OF GOVERNORS

4.1. COMPOSITION; ELIGIBILITY: The business and affairs of the Association shall be managed by a Board of Governors which shall consist of the Officers and District Representatives described below, all of whom must be Members and meet the eligibility requirements set forth below. No more than one person from the same Member household may serve on the Board of Governors.

4.2. NOMINATION; ELECTION:

- a. Nominating Committee. No later than two (2) months prior to the General Membership Meeting at which annual elections will be held, the Board of Governors shall establish a Nominating Committee comprised of a minimum of two (2) Members to prepare a slate of Members to fill the Officer and District Representative positions.
- b. Nominations from Floor. Nominations from the Members may also be made from the floor at the General Membership Meeting.
- c. Vice President to be Nominated as President. The Vice President shall automatically be nominated for the position of President when the President has reached the term limit or

chooses not to run for an additional term, unless the Vice President declines to be so nominated.

- d. Election: The Board of Governors shall be elected by a majority vote of the Members at a meeting at which a quorum is present. In the event there is an uncontested slate, the entire slate may be elected by a single vote. In the event there are two or more candidates for any particular position, the individual position shall be subject to a vote, and then, at the discretion of the Nominating Committee, the balance of the uncontested slate may be offered for a vote.

4.3. TERM:

- a. Term Limits and "Sitting Out". Officers and District Representatives shall serve a term of one (1) year or until their successors are elected. No Officer or District Representative may serve more than two (2) consecutive terms in the same position, except the Recording Secretary and Corresponding Secretary may serve three (3) consecutive terms. Once an Officer or District Representative has served the maximum term in any one position, he or she may serve in a different position. Once an Officer or District Representative has served a term in any position, he or she may serve again in that position after "sitting out" of that position for the number of years served in that position.
- b. Special "Sitting Out" Period for President. Anyone who serves as President must "sit out" from serving on the Board of Governors in any Officer or District Representative position for the total number of years that person served as President. During the "sitting out" period, the former President may serve as an Area Representative or Committee member or in capacities other than Officer or District Representative.

4.4. REMOVAL; TERMINATION:

- a. Failure to Pay Dues. An Officer or District Representative's term of service shall automatically terminate upon failure to pay membership dues. Prior to termination, the Treasurer shall make a good faith effort to contact the Officer or District Representative to discuss dues status and consequences of non-payment.
- b. Removal. An Officer or District Representative may be removed from the Board of Governors "for cause" when, in the reasonable judgment of the Board of Governors, the Officer or District Representative has failed to discharge his/her duties or obligations to the Association. Failure to attend two (2) consecutive regular Board of Governors meetings shall be deemed to be reasonable cause for removal. A vote for removal requires an affirmative vote by two-thirds (2/3) vote of the Board of Governors present at a meeting at which a quorum is present.

4.5. RESIGNATION: An Officer or District Representative may resign by providing written notice to the President. In the event the President is resigning, such notice shall be given to the Vice-President and Recording Secretary.

4.6. VACANCIES: In the event a vacancy occurs in either an Officer or District Representative position, the Board of Governors shall appoint, by a majority vote at a meeting at which a quorum is present, a Member to fill the vacancy. The Member must meet the eligibility requirements as set forth in these Bylaws. The appointee shall serve until the next General Membership Meeting at which the Board of Governors is elected. In the event the office of President becomes vacant, the Vice-President shall automatically serve as President, except as otherwise determined by the Board of Governors, with the Board of Governors filling the Vice-President position according to the process above. Any appointed Officer or District Representative shall be subject to

nomination by the Nominating Committee or from the floor. If elected, the appointed Officer or District Representative may then serve one more term in that position.

4.7. MEETINGS:

a. Regular Meetings.

- i. Schedule. The Board of Governors shall hold quarterly meetings on the first Wednesday of each March, June, September and November. One or more of the Regular Board of Governors Meetings may be designated as a General Membership Meeting. If the meeting date falls on a holiday or other circumstances dictate that it would not be reasonable to hold the meeting on such prescribed dates, the President, in consultation with the Officers, may move the meeting date to the first reasonable date thereafter. If the meeting is moved, the Recording Secretary shall provide notice of such meeting in accordance with the procedures for notice.
- ii. Agenda. Unless the President in his or her reasonable discretion sets the Agenda otherwise, the Agenda for Regular Board of Governors Meetings shall be as follows:
 1. Open Forum for Members
 2. Approval of Prior Minutes
 3. Treasurer's Report
 4. Committee Reports
 5. Unfinished/Old Business
 6. New Business

During the Open Forum, any Member or other person may voice opinions on matters under discussion or to offer matters for consideration. Each person may speak for a maximum of three (3) minutes, with an additional one (1) minute for any response or rebuttal remarks. Other rules of civil discourse shall also apply, to be enforced by the President in his or her reasonable discretion. At the end of the Open Forum, non-Board of Governors attendees are welcome to remain for the balance of the Agenda but may not participate in the discussion. The Board of Governors also reserves the right to go into "executive session" (i.e., Officers and District Representatives only) as the Officers deem appropriate in their sole discretion.

- iii. Notice. Notice of the time, date and location of the meeting shall be by any reasonable method(s) to reach the Board of Governors and provide a general reminder to the community (e.g., by mail, newsletter, posted notices, telephone calls, emails, postings on the Association's website, social media and/or other appropriate means of communication). A single method may not be appropriate to reach the community so a variety of methods may be used. Notice must be given at least three (3) calendar days in advance of the meeting.

b. Special Meetings.

- i. Call. The President or any three (3) members of the Board of Governors (two of which must be Officers) may call a special meeting of the Board of Governors.
- ii. Notice. Notice of the time, date and location of the meeting shall be by similar methods for Regular Board of Governors Meetings. Notice must be given at least

forty-eight (48) hours in advance of the meeting and must include the purpose of the meeting.

- c. Quorum. A quorum for any Regular Meeting or Special Meeting of the Board of Governors shall be a majority of all filled positions on the Board of Governors, with at least two (2) Officers present, one of which must be the President or Vice President
- d. Action of the Board. Each Officer and District Representative has one vote. Unless otherwise specified in these Bylaws, decisions of the Board of Governors shall be made by a majority vote of those members of the Board of Governors present at a meeting at which a quorum is present.
- e. No Proxy Voting. Voting by proxy is not permitted.
- f. Meetings by Teleconference. Any one or more members of the Board of Governors may participate in a meeting of the Board of Governors by means of a conference telephone or similar telecommunications device, which allows all persons participating in the meeting to hear each other. Participation by telephone shall be equivalent to presence in person at the meeting for purposes of determining if a quorum is present.

ARTICLE V **OFFICERS**

5.1. OFFICERS: The Officers of the Association shall be President, Vice-President, Recording Secretary, Corresponding Secretary, and Treasurer.

5.2. DUTIES:

- a. President. The President shall:
 - i. Preside at all meetings of the Members and the Board of Governors;
 - ii. Be the executive officer of the Association; and
 - iii. Appoint committee members not otherwise appointed by the Board of Governors or serving by volunteering.
- b. Vice-President. The Vice-President shall:
 - i. In the absence or disability of the President, have all powers and perform all duties of the President;
 - ii. In the case of death or resignation of the President, assume the office of President for the remainder of the term; and
 - iii. Assist the President in performance of duties (for example, be the delegated representative at Howard County or other meetings to promote the welfare of the community).
- c. Recording Secretary. The Recording Secretary shall:
 - i. Prepare and maintain written minutes of all meetings and submit them at the next meeting for approval;

- ii. Prepare certified resolutions upon request of third parties, the President or the Board of Governors;
 - iii. Send all notices for Board of Governors and Membership meetings; and
 - iv. Maintain the records of the Association, including a corporate record book to be passed to each successor Recording Secretary.
- d. Corresponding Secretary. The Corresponding Secretary shall:
- i. At the direction of the Board of Governors, prepare and transmit internal and external communications for the Association;
 - ii. Maintain the Association's website and, in consultation with the Board of Governors, serve as liaison to any website designer or third party webmaster;
 - iii. Prepare and distribute updates regarding the Association's activities and other information in accordance with the means and within the timeframes the Board of Governors deems appropriate given the nature, timing and audience for the communication; and
 - iv. In collaboration with Treasurer, maintain household and Member lists for general or targeted communications.
- e. Treasurer. The Treasurer shall:
- i. Manage and monitor the Association funds;
 - ii. Prepare and present at the General Membership Meeting and the Regular Meetings of the Board of Governors a full and specific accounting of the current receipts, expenditures and net balance of the Association's funds and accounts; and
 - iii. In collaboration with Corresponding Secretary, maintain Member list.

The Treasurer may be bonded if determined necessary by the Board of Governors, such costs to be paid for by the Association.

ARTICLE VI **AREA REPRESENTATIVES; DISTRICT REPRESENTATIVES**

- 6.1. AREAS:** The Association's service area shall be divided by the Board of Governors into "Areas" to be represented by individual Area Representatives. The list of Areas shall be maintained by the Recording Secretary in the Association's corporate record book.
- 6.2. AREA REPRESENTATIVES – ELIGIBILITY; TERM:** Any Member may serve as an Area Representative. Each Area Representative must live in the Area that he or she is representing. An Area Representative serves upon request by an Officer or District Representative or by volunteering and notifying an Officer or his or her District Representative of the desire to serve. There are no terms or term limits for Area Representatives. An Area Representative may serve as long as he or she desires unless removed as set forth in these Bylaws.

6.3. AREA REPRESENTATIVES – DUTIES: Duties of the Area Representatives include, but are not limited to, the following:

- a. Attend all General Membership Meetings and Special Membership Meetings
- b. Attend as possible the Board of Governors Meetings
- c. Welcome new residents, promote the benefits of the Association and assist with collecting membership dues
- d. Distribute information to households through all appropriate communication channels
- e. Gather household opinions on matters currently before the Association; convey opinions to District Representative
- f. Present petitions for signature and represent the position of the Association
- g. Bring before the Board of Governors through the District Representative or directly suggestions and opinions of the area's households

6.4. CO-AREA REPRESENTATIVES: The position of Area Representative may be divided between two Members living in that Area as “Co-Area Representatives”. Both Co-Area Representatives may attend and speak at any meeting on behalf of the Area.

6.5. AREA REPRESENTATIVES – RESIGNATION; REMOVAL; VACANCIES:

- a. Resignation. An Area Representative may resign by giving notice to any Officer or his or her District Representative.
- b. Removal. An Area Representative may be removed upon request from the Member(s) residing in that Area, such request to be given to any Officer or the District Representative for that Area. The request must state with specificity the reasons for the removal. The Member(s) requesting the removal and the Area Representative will then be asked to appear before the Board of Governors at the next Regular Board of Governors Meeting or at a Special Board of Governors Meeting called for such purpose. The Area Representative may be removed by a majority vote of the Board of Governors at a meeting at which a quorum is present.

6.6. DISTRICTS: The Areas shall be grouped into four (4) “Districts” as determined by the Board of Governors and set forth on a District Map. The Districts may be adjusted by the Board of Governors in their reasonable discretion. The District Map shall be maintained by the Recording Secretary in the Association’s corporate record book.

6.7. DISTRICT REPRESENTATIVES: Each District shall be represented on the Board of Governors by one District Representative. Any Member may serve as a District Representative, subject to the term limits and “sitting out” periods for serving on the Board of Governors. A District Representative must reside in the District being represented and will simultaneously serve as the Area Representative for his or her specific Area. District Representative will be nominated and elected as set forth in Article IV above.

6.8. DISTRICT REPRESENTATIVES - DUTIES: Duties of a District Representative shall include, but are not limited to, the following:

- a. Attend all General Membership Meetings and Board of Governors Meetings, providing updates from the District

- b. Maintain contact with the Area Representatives within the District to bring issues of importance from the District or any component Area to the attention of the Board of Governors
- c. Maintain contact with the Area Representatives within the District to bring issues from the Board of Governors to the Area Representatives
- d. Assume responsibility for identifying Area Representatives and replacement Area Representatives as vacancies occur
- e. In the absence of an Area Representative(s), take on the functions of the Area Representative until such time as the District Representative can identify a suitable replacement

ARTICLE VII
COMMITTEES

- 7.1. **STANDING AND SPECIAL COMMITTEES:** The Board of Governors may establish standing and special committees upon request by the Members or as the Board of Governors determines appropriate for the conduct of the business of the Association. The appointment of any committee shall not operate to relieve the Board of Governors or any individual member of the Board of Governors of any responsibility imposed by law.
- 7.2. **MEMBERSHIP:** Membership on any committee shall be comprised by Member volunteers or as appointed by the Board of Governors. If appropriate or applicable, a member of the Board of Governors may be appointed to serve as a liaison between the committee and Board of Governors.
- 7.3. **ACTIONS; MINUTES; REPORTS:** All committees may elect their own chairperson and conduct their business in a manner the committee deems appropriate. All committees should keep minutes or a record of their decisions. All committees are expected to provide periodic updates at Membership and Board of Governors Meetings.
- 7.4. **AUTHORITY.** The members of a committee shall act only as a committee. No committee may speak on behalf of the Association or hold itself out as representing the Association unless it is duly authorized to do so by the Board of Governors. No Members may organize as a committee and hold themselves out as a committee of the Association without being duly authorized by the Board of Governors; Members who do so are subject to termination.

ARTICLE VIII
MEETING PROCEDURES

- 8.1. **ROBERTS' RULES OF ORDER:** At all Membership and Board of Governors Meetings, Roberts' Rules of Order (latest edition) shall be followed except in instances where these Bylaws provide an alternative process or special rules are adopted by the Board of Governors. Committees may adopt their own meeting procedures.
- 8.2. **TIME LIMIT:** At all Membership and Board of Governors Meetings, a speaker may have the floor for a maximum of three (3) minutes at any one time on any one topic plus an additional one (1) minute for any response or rebuttal.

8.3. CIVILITY: The President shall have the right to enforce reasonable rules of civil discourse at all Membership and Board of Governors Meetings. The chairperson of any committee shall have a similar right for any committee meetings.

8.4. MINUTES; REPORTS:

- a. Minutes. The proceedings and actions taken at any Membership and Board of Governors shall be recorded by written minutes. The minutes for any Membership or Board of Governors Meeting shall be distributed to the Board of Governors for review and approval at the next Board of Governors Meeting. Any Member may examine the minutes of any Membership or Board of Governors Meeting upon written request to the Recording Secretary. Committee meeting minutes are not available to the general membership.
- b. Reports. All actions or recommendations of a Membership or Board of Governors Meeting shall be communicated to the membership and all affected parties, and such reports must include the minority opinions raised at the meeting. Committees shall share their findings with their committee members and the Board of Governors, and, as applicable, the general membership.
- c. Certified Resolutions. When requested by third parties, the Board of Governors, or the President, the Recording Secretary shall prepare certified resolutions, describing accurately and completely any decisions made by the Membership or Board of Governors on a particular matter. Such certified resolutions may be presented to third parties to support or clarify the Association's position on a matter. The Recording Secretary shall promptly notify the Board of Governors of all third party requests.

ARTICLE IX
COMMUNITY MATTERS

If there is any matter which may affect a certain Area (either directly or indirectly), the Board of Governors shall use best efforts to inform specifically the Members and Area Representative(s) of that(those) Area(s) about the matter.

If the matter requires a vote of the Members or Board of Governors, the President shall call a Membership or Board of Governors meeting, as applicable, and the matter must be included on the meeting notice, thus providing an opportunity to be heard by all those affected by or interested in the matter.

If the matter is urgent and there may not be time to call a meeting with proper notice, the Association may not take any formal stance or make any formal representation to third parties about the matter unless and until a vote is cast in accordance with the procedures set forth in these Bylaws.

Notwithstanding the above, if the matter can be reasonably, objectively and accurately presented by written notice to the Members and/or Board of Governors, the Board of Governors in its reasonable judgment may request a vote by mail or email in accordance with the procedures set forth in these Bylaws.

In accordance with these Bylaws, all proceedings, actions and votes regarding such matters shall be recorded by written minutes. Upon request of third parties, the President or the Board of Governors, the Recording Secretary shall also prepare certified resolutions of the decisions reached.

ARTICLE X
FINANCIAL MATTERS

- 10.1. ANNUAL BUDGET:** The Board of Governors shall adopt an Annual Budget for the succeeding year. In the event an Annual Budget has not been adopted prior to the start of any year, the Board of Governors shall follow the immediate prior year's budget until a new Annual Budget is adopted. Once the Annual Budget is approved, no line item may change more than ten percent (10%) without further approval of the Board of Governors. The Annual Budget will be maintained by the Treasurer and is available to the Members upon request.
- 10.2. DISBURSEMENTS; SIGNATORIES:** All disbursements shall be made by check, draft or other order for payment of money. All checks, drafts or other orders for payment of money out of the funds of the Association, and all notes and other evidences of indebtedness of the Association shall be signed on behalf of the Association by the Treasurer and countersigned by either the President or Vice-President of the Association. Each disbursement must be supported by an invoice or document approved by the Treasurer to be kept with the records maintained by the Treasurer.
- 10.3. EXPENDITURE LIMITS:** The Board of Governors must seek the approval of the Members for any expenditure that is greater than the lesser of (a) \$1,000 or (b) ten percent (10%) of the Association's assets.
- 10.4. GRANTS; LOANS:** The Association shall not grant, give financial assistance or loan Association funds to other organizations or individuals or borrow funds for the Association without the prior approval of the Board of Governors. In general, the following criteria should be used when approving donations: (1) the donation should have a potential direct benefit to the area served by the Association; (2) the donation should be non-political and in line with requirements or prohibitions applied to Section 501(c)(3) tax-exempt organizations and (3) the donation will make a measurable difference to the recipient or the community.
- 10.5. NO COMPENSATION:** No Officer, District Representative, or Area Representative may receive compensation for serving solely as an Officer, District Representative or Area Representative of the Association.
- 10.6. FISCAL YEAR:** The fiscal year of the Association shall begin on January 1 of each year and shall end on December 31 of each year.

ARTICLE XI
CONTRACTS

- 11.1. EXECUTION OF CONTRACTS:** All contracts must be presented to the Board of Governors for approval prior to execution. The Board of Governors may authorize any Officer or other agent in the name of and on behalf of the Association to execute any contract. Any such approval and authority must be reflected in the minutes of the Board of Governors. Any hiring of a consultant or a service to be performed that has an approximate value of over \$250.00 must be put out to bid, and, the Association must consider at least three (3) bids. All contracts are subject to the Conflict of Interest policy set forth in Article XIII below.
- 11.2. PROHIBITIONS:** No contract, transaction or act shall be taken on behalf of the Association if such contract, transaction, or act is a prohibited transaction, and would result in jeopardizing the Association's tax exemption, if any, under Section 501 (c) (3) of the Internal Revenue Code of 1954 or any corresponding provision of any subsequent federal tax law and the regulations issued thereunder.

ARTICLE XII
LIMITATION ON LIABILITIES; INDEMNIFICATION

- 12.1. LIABILITY:** Nothing herein shall constitute members of this Association as partners for any purpose. No member, officer, agent or employee of the Association shall be held liable to the Association for the acts or failure to act on the part of any other member, officer, agent, or employee of the Association. Nor shall any member, officer, agent, or employee be liable to the Association for his/her acts or failure to act under these Bylaws, excepting only acts or omissions to act arising out of his/her willful misfeasance.
- 12.2. INDEMNIFICATION:** The Association shall indemnify each of its Officers, District Representatives, Area Representatives, Members, employees and other representatives to the fullest extent permitted by statutory or decisional law, as amended or interpreted, including the advancement of related expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding arising out of an action performed by such individual within the scope of his or her responsibility and on behalf of the best interests of the Association. If recommended by insurance professionals and/or legal counsel, the Board of Governors shall pursue purchasing and maintaining liability insurance on behalf of its directors, officers, employees, and other representatives.

ARTICLE XIII
CONFLICT OF INTEREST

Any Officer, District Representative, Area Representative, or Member having a financial or business interest in a contract or other matter being considered by the Association for recommendation, authorization, approval or ratification (whether by the membership, Board of Governors or a committee) shall give prompt, full and frank disclosure of his or her interest prior to the Members, Board of Governors, or committee acting on such contract or transaction. If a conflict is deemed to exist, the person shall not vote on, nor use his or her personal influence on, nor participate (other than to present factual information or to respond to questions) in the discussions or deliberations with respect to such contract, transaction or determination. Such person may not be counted in determining the existence of a quorum at any meeting where the contract, transaction, or determination is under discussion or is being voted upon. The minutes of the meeting shall reflect the nature of the disclosure, the vote thereon and, where applicable, the abstention from voting and participation, and whether a quorum was present.

ARTICLE XIV
NOTICE

- 14.1. WHEN GIVEN:** Whenever under the provisions of these Bylaws notice is required to be given, such notice shall be deemed to have been given on the date the notice is deposited in the mail or other delivery service, hand-delivered, emailed or posted..
- 14.2. WAIVER:** Attendance by a person at any meeting constitutes a waiver of any claim by that person that no notice was given.

ARTICLE XV
AMENDMENTS; REVIEW

- 15.1. AMENDMENT:** These Bylaws may be amended at any General Membership Meeting, or at any Special Membership Meeting called for such purpose, by a majority vote of the Members at which a quorum is present. When the notice of the meeting is sent, a copy of any proposed Bylaw amendments must be made available through whatever means are reasonable and reach the

widest possible audience of Members (e.g., by link on the Association's website, posting on social media, email and/or hard copy distribution). A single method may not be appropriate to reach all Members so a variety of methods may be used.

15.2. REVIEW: These Bylaws must be reviewed at least every four (4) years.

ARTICLE XVI **DISSOLUTION**

The Association may be dissolved by two-thirds (2/3) vote of the Members at a General Membership Meeting or Special Membership Meeting at which a quorum is present provided that notice of the proposed dissolution has been submitted to the Members in writing, along with written notice of the meeting date to decide on the proposed dissolution, at least thirty (30) days prior to the meeting date. If the Association is dissolved or ended for any reason, the Board of Governors shall dispose of all the net assets of the Association exclusively to such organization(s) which benefit the community served by the Association and is(are) organized and operated exclusively for charitable or educational purposes and shall at the time qualify as an exempt organization under Section 501(c)(3) of The Internal Revenue Code, provided the Association, before any such distributions shall first pay all of the liabilities of the Association as required by the General Laws of the State of Maryland. Any remaining assets not disposed by the Board of Governors shall be disposed of by the Court in the jurisdiction in which the principal office of the Association is then located, exclusively for such purposes or to such organizations.

ATTACHMENT 1
BOUNDARY MAP