

**Bylaws of the  
Bay Ridge Civic Association, Inc.**

**ARTICLE I – Name**

The name of this organization shall be **Bay Ridge Civic Association, Inc.**

**ARTICLE II – Purpose**

The purpose of this organization shall be to protect the property and the general interests of all residents and property owners of Bay Ridge; to provide recreational facilities; to promote activities beneficial to the community including, but not limited to, holding title to and/or leasing real estate.

**ARTICLE III – Membership and Dues**

**Section 1.** Any person owning real property in Bay Ridge, or legally occupying residential property, shall be eligible for individual membership in the Association. There shall be three types of individual membership: “Regular members”, “Associate members” and “Bay Ridge Special Community Benefit District (“SCBD”) Adjunct members”. “Regular members” or “Associate members” shall pay annual dues as set forth in Section 4 of this Article, and shall be entitled to all of the rights and privileges set forth in these bylaws, including those specifically enumerated in this Article. “SCBD Adjunct members” shall not be required to pay dues and shall not be entitled to any rights or privileges of membership in the Association unless and until that membership is upgraded, by the payment of dues as set forth in Section 4, to either a “Regular member” or “Associate member” status. Notwithstanding the foregoing, “SCBD Adjunct members” shall be entitled to receive, complete and return the annual questionnaire on budgets for the SCBD and the Bay Ridge Shore Erosion Control District (“SECD”), to vote on matters directly related to the SCBD and SECD, and to use, subject to the rules and regulations of the Association, real property or interests in real property acquired, maintained, or improved through the SCBD.

**Section 2.** Consistent with the limitations in Section 1 of this Article, Dues paying Membership in the Bay Ridge Civic Association carries with it the right to vote at the annual election of the Board of Directors and on issues requiring approval or adoption of the Association, and to serve on the Board of Directors or to hold any other office or appointment in the Association, as well as to be eligible for use of the clubhouse and its grounds, and other facilities, including the marina and pool. “SCBD Adjunct members” shall not be entitled to any of the rights and privileges of membership in the Association herein unless and until their membership status is upgraded by the payment of annual dues as set forth in Section 4 of this Article.

**Section 3.** Dues paying Membership shall begin upon payment of the annual dues. Current members shall receive notices by January 1 of each year, and dues are payable by March 1 to retain all privileges of membership. Dues paying Memberships shall be accepted throughout the year, including new residents moving into the community.

**Section 4.** In conjunction with the annual budgeting process, the Board shall set the annual dues of the association to be approved by the membership at the November General Meeting. Upon the payment of annual dues, Property owners shall be “Regular Members” and all others shall be “Associate Members.” Associate Members shall be entitled to all rights and privileges extended to Regular Members except: (1) the right to vote at the election of the Directors and (2) the right to vote on changes to Bylaws of the Association. Any two parties legally occupying the same residential property shall be considered as one membership with respect to payment of dues, and individually have the benefits of the membership.

**Section 5.** No person shall have more than one vote, nor shall one membership qualify more than two persons to vote. Persons must be 18 years or older to vote.

**Section 6.** Corporations owning real property in Bay Ridge shall be entitled to Membership in the Association, either as “Corporate members” or as “SCBD Adjunct members” (as defined in Section 1 herein). “Corporate members” shall pay the dues set forth in Section 4 of this Article and shall be entitled to one vote at the annual

election of the Board of Directors and on issues requiring approval or adoption of the Association, and may designate a representative who would be eligible to serve on the Board of Directors or to hold any other office or appointment in the Association. Corporate members may be eligible for use of the clubhouse and its grounds, and other Association grounds and facilities, including the marina and pool only pursuant to an express written agreement with the Association that details the scope, extent and purposes of that use of each area or facility, and upon documentation of adequate insurance naming the Association as an additional insured.

## **ARTICLE IV – Meetings**

**Section 1.** The regular meetings of the Association shall be held on the second Monday each month of the year. A quorum required to conduct business at regular or special meetings shall be a majority of the members of the Board of Directors.

**Section 2.** The Board of Directors may cancel any regular meeting of the Association, but shall not cancel two consecutive meetings. Notice of cancellation shall be posted at the Bay Ridge entrance.

**Section 3.** Special meetings of the Association may be called by the President, or when requested by a majority of the Board of Directors, or when petitioned by at least 20 members of the Association. Notice shall be posted at the Bay Ridge entrance seven days prior to the special meeting. Business conducted at the special meeting shall be limited to the specific reason the meeting was called.

**Section 4.** In the event of an emergency, a meeting may be called by posting notice at the Bay Ridge entrance 24 hours prior to the emergency meeting, or other notification the Board feels is appropriate, such as telephoning. Business conducted at the emergency meeting shall be limited to the emergency.

## **ARTICLE V – Board of Directors**

**Section 1.** The Board of Directors shall be composed of ten directors elected by the membership, and the immediate past president who serves for one year following his/her term of office.

**Section 2.** A Nominating Committee of at least three Association members shall be appointed by the Board of Directors at the February Association meeting and announced at the Association meeting in March. The committee shall nominate at least one candidate for each available position. The Committee shall present the slate of candidates to the Board at its March meeting and announce it in the April Bay Ridge newsletter. At the April Association meeting, additional nominations shall be permitted from the floor with the consent of those nominated.

**Section 3.** Only persons who were members of the Association during the prior calendar year are eligible to be nominated and to be elected to serve on the Board of Directors.

**Section 4.** The Directors shall be elected by a majority vote of the Association members present at the April meeting. A Director shall serve a two-year term and is eligible for re-election.

**Section 5.** The Directors, before the Association meeting in May, shall elect, from among the Directors and by majority vote, a President, Vice-President, Secretary and Treasurer. These officers shall be installed at the Association meeting in May. No director shall serve more than two consecutive years in the same office.

**Section 6.** Any vacancy on the Board of Directors shall be filled for the remainder of the term by a majority vote of the remaining members of the Board.

**Section 7.** The Board of Directors shall appoint a financial advisor to advise the Association in matters of general finance, including bookkeeping, tax returns and fund accounting.

**Section 8.** The Board of Directors shall review annually all insurance policies of the Association. All Officers and Directors shall be properly insured and bonded.

**Section 9.** The Board of Directors shall appoint a committee of Association members to review the bylaws of the Association every five years.

**Section 10.** Monthly meetings of the Board of Directors shall be the last Tuesday of the month or at the discretion of the President, or if the request for a meeting is made by two or more members of the Board. A quorum shall consist of a majority of Board members.

**Section 11.** Between meetings of the Association, the Board of Directors shall have the authority to manage the affairs of the Association and to take any reasonable action necessary for the common good and protection of the Association.

**Section 12.** The Board of Directors may approve expenditures not to exceed \$2,500 if such monies have not been allocated in the approved budget.

**Section 13.** The Board of Directors shall not change the property tax rates of the community without calling a special meeting and notification 21 days prior notice to all property owners.

**Section 14.** The Board of Directors shall not transfer, lease, mortgage, or otherwise encumber BRCA owned real property without calling a special meeting of the Association and providing 21 days prior notice. Non-resident property owners shall provide an alternate address to the Bay Ridge Civic Association for notice.

**Section 15.** The President of the Bay Ridge Pool Association or its designee shall serve on the Bay Ridge Civic Association Board of Directors as an additional non-voting Advisor to the Board.

## **ARTICLE VI – Duties of Officers**

**Section 1.** The President shall serve as President of the Association and as Chairman of the Board of Directors. The President shall, with the advice of the Board of Directors, represent the Association in dealing with various government agencies, membership organizations and the general public, or appoint a representative in his/her place. The President shall appoint the chairmen of all committees. The President shall be an ex-officio member of all committees, except the Nominating Committee.

**Section 2.** The Vice-President shall, in the absence of the President, act as President of the Association and as Chairman of the Board of Directors, and shall succeed the President should that office become vacant during the term. The Vice-President shall be responsible for coordinating all committees and reporting on the committees at the monthly Association and Board of Directors meetings.

**Section 3.** The Secretary shall maintain records of all meetings of the Association and the Board of Directors. The Secretary shall preserve the minutes, correspondence, financial reports, and all other official records of the Association.

**Section 4.** The Treasurer, with the advice of the Finance Committee, shall maintain records of all financial transactions of the Association including any special fund accounts. The Board may appoint assistant treasurers to assist the Treasurer in maintaining the records of any special fund accounts. Payments over \$1,000 shall be made by dual signature check. All payments shall be supported by invoices, receipts or other similar documentation. The President, Vice-President, Secretary and Treasurer shall be authorized check-signers on all Association bank accounts. The assistant treasurers for special fund accounts shall be additional authorized check-signers for their respective accounts.

- a. The Treasurer shall give a financial report for each regular meeting of the Association and of the Board of Directors, which shall be recorded in the minutes.
- b. The fiscal year is January 1 to December 31. The Treasurer shall prepare and circulate an operating budget for the fiscal year in October for review by the Board of Directors. It shall also be printed in the

November Bay Ridge Newsletter. The budget shall be adopted by the Association at its December meeting. Included in the budget shall be line items for special fund accounts and each committee of the Association. Annual operating budgets for special fund accounts shall be presented at this time.

- c. The Treasurer shall prepare the annual report and tax returns of the Association.

**Section 5.** The financial records of the Association shall be reviewed annually by the Finance Committee.

**Section 6.** Contracting authority for individual items exceeding \$1,000 shall rest with the Board of Directors and not be delegated. The President and the Treasurer may authorize other contracting authorities for budgeted items not exceeding \$1,000.

**Section 7.** The approval of any expenditure over \$5,000, that is requested by the Board or the general membership, that is not contained in an already approved budget, that is approved by a majority of the Association members present, shall be postponed to the next Association meeting, except for extreme emergencies as determined by the Board and a majority of the Association members present at the first meeting. The President shall ask that a notice of the proposed expenditure be conveyed in the Newsletter at least 4 days prior to the next Association meeting, stating the amount and purpose of the expenditure, and that said expenditure will be presented for the second and final approval at the next Association meeting. The proposed expenditure shall subsequently become effective immediately if approved by the majority of the Association members present. The approval of any expenditure over \$2,500 but less than \$5,000, that is requested by the Board or the general membership and is not contained in an already approved budget, may be approved by a majority of the Association members present at any regular or special meeting of the Association.

## **ARTICLE VII – Committees**

**Section 1.** The Committees of the Association are:

- a. Membership
  - Welcome New Residents
- b. Erosion Control
- c. Security
  - Police
  - Fire Protection
  - Speeding
- d. Building and Grounds
  - Clubhouse
  - Kass Park
  - Beach Maintenance
- e. Mosquito Control
- f. Zoning
- g. Pier
- h. Newsletter
- i. Social
  - New Residents' Reception
  - Holiday Party
  - Beach Party
  - Fourth of July
  - Jamboree
  - Teen Club
  - Blue Heron Run
  - Kids Socials
- j. Forest Management
- k. Garden Club

- l. Summer Camp
- m. Finance Committee
- n. Commons Committee

**Section 2.** The President shall have the authority to appoint additional committees or representatives as necessary to carry out the work of the Association.

**Section 3.** The Vice-President shall coordinate the committees and prepare reports of their activities for the Association and Board of Directors meetings. Committee chairmen shall prepare annual written reports for the Vice-President.

**Section 4.** As part of the annual budget process of the Association, each committee shall prepare and circulate in October an operating budget for the next fiscal year for review by the Board of Directors.

## **ARTICLE VIII – Bonding and Insurance**

**Section 1.** All authorized check-signers shall be bonded.

**Section 2.** The Board of Directors shall maintain adequate liability, and Directors and Officers liability, insurance.

## **ARTICLE IX – Voting by Proxy and Absentee Ballot**

**Section 1.** Voting by proxy shall not be permitted at any meeting of the Association or the Board of Directors.

**Section 2.** The Board of Directors may provide for absentee voting on any resolution. The Board shall decide the method by which absentee voting shall be carried out. Any method decided upon shall include a ballot setting forth the resolution to be voted on and the requirement that the ballot be returned to the Secretary of the Association at a special time before the meeting at which the resolution is to be voted upon.

## **ARTICLE X – Seal**

**Section 1.** The Association shall have a corporate seal with the name Bay Ridge Civic Association, Inc., placed in a circular manner around the outer circle of the seal with the word Maryland placed in the bottom part of said circle, and the words “Corporate Seal 1927” placed in the center part of the inner circle of the seal.

**Section 2.** The Secretary shall maintain custody of the seal.

## **ARTICLE XI – Order of Business**

The order of business at Association meetings shall include:

- a. Call to order / Quorum present
- b. Reading of the minutes
- c. Report of the Treasurer
- d. Reports of the Committees
- e. Old Business
- f. New Business
- g. Announcements
- h. Program
- i. Adjournment

## **ARTICLE XII – Amendments**

Amendments to the Bylaws may be proposed at any meeting of the Association. If the proposed amendment is

approved by a majority of the Association members present, the President shall ask that a notice of the proposed amendment be conveyed to all Association members at least 15 days before the next Association meeting, stating that the amendment shall be presented for the second and final reading at the meeting. The proposed amendment shall become effective immediately if approved by the majority of the Association members present.

### **ARTICLE XIII - Pier Committee**

**Section 1.** The Pier Committee shall be responsible for constructing, maintaining, protecting, assigning and administering the Slips, Moorings, Ramp and Boat Racks and other facilities of the BRCA Community Marina.

**Section 2.** All members of the Association shall be eligible to apply for use of the slips and moorings owned by the Association as outlined in the document Bay Ridge Civic Association Rules Governing the Pier Facilities and their Administration developed and administered by the Pier Committee in consultation with the Board of Directors. Members assigned either slips or moorings shall be termed "Slipholders." The Pier Committee shall give priority to full-time residents and property owners who are 100% owners of their boats in the assignment of slips and moorings and shall require that all boats be currently registered in Maryland and adequately insured for collision and liability.

**Section 3.** The Pier Committee shall consist of at least three current members of the Association, all of whom shall be designated as Assistant Treasurers of the Association. The Chairman of the Pier Committee shall be appointed by the President of the Association and shall attend the regular monthly membership and regular monthly Board meetings of the Association. The Pier Committee shall have the responsibility of contracting with individual Slipholders on an annual basis for the use of the slips, moorings and other marina facilities.

**Section 4.** The Pier Committee shall convene quarterly meetings of the Slipholders on or about the first Thursday of January, July, and October and the first Saturday in April, or as may otherwise be necessary. All meetings of the Slipholders shall require notice of the time, place, date, subject and agenda of the meeting, which shall be conveyed to the Slipholders at least 7 days prior to the meeting.

**Section 5.** The Treasurer of the Association or a duly authorized Assistant Treasurer shall maintain separate special fund accounts for the Pier Committee including a separate Operating Account and a separate Capital Account consisting of the slip deposits and slip rental fees paid in by the Slipholders and any other Marina related income. These Accounts shall be restricted to use by the Pier Committee in consultation with Board of Directors and the Slipholders for the Construction, Maintenance, Repair, Replacement, Protection, Assignment and Administration of the Slips, Moorings, Ramp, Boat Racks and other facilities of the BRCA Community Marina. Dual signatures shall be required for any check written from Pier special funds account in excess of \$1,000, with one of the two signatures being that of a member of the Pier Committee.

**Section 6.** As part of the Annual Budget process of the Association, the Pier Committee Chairman shall prepare and circulate an operating budget for the next fiscal year in October for review by the Slipholders and the Board of Directors. The Pier Committee may approve expenditures not to exceed \$2,500 if such monies have not been allocated in the approved annual budget.

**Section 7.** Expenditures for the construction, repair, maintenance and replacement of the Piers and Moorings shall be the responsibility of the Slipholders out of the Pier Committee special fund accounts. Expenditures for the construction, use, repair, maintenance and replacement of the Ramp, Bulkhead, Boat Racks, Dumpster and other shared Marina facilities shall be split equally with the Association, except that the Slipholders shall contribute only 20% toward expenditures for maintenance, repair or replacement of the driveway. The Slipholders shall reimburse the Association annually for that portion of the utilities, taxes, insurance and other expenses fairly attributable to the community marina as agreed upon by the Board of Directors and the Pier Committee.

**Section 8.** The Pier Committee shall operate and manage the Pier Facility as outlined in the document Bay Ridge Civic Association Rules Governing the Pier Facilities and their Administration developed and administered by the Pier Committee in consultation with the Board of Directors and Slipholders. This document may be updated from time to

time as required by the Pier Committee in consultation with the Slipholders and the Board of Directors.

#### **ARTICLE XIV - Document Review**

At least once every three years a summary of each long-term agreement entered into by the Association will be published in the monthly newsletter. (An example is the Community Agreement between the Chesapeake Bay Foundation and BRCA signed April 2, 1998.)

#### **ARTICLE XV - Parliamentary Authority**

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Association may adopt.

#### **ARTICLE XVI – Participation in MD Department of Agriculture Mosquito Control Program**

Time shall be reserved at a General Meeting for discussion on the topic of mosquito control for the subsequent summer. Each year the BRCA membership shall vote on whether to participate in the Maryland Department of Agriculture Mosquito Control Program by paper ballot distributed to all members and returnable to the BRCA Secretary, or other person designated by the Board of Directors. The ballot shall be prepared by the Board of Directors and shall ask for votes on the degree of participation in the program, the recognition of buffers, and whether the Board shall have the right to override individual exemptions if such exemptions would prevent any spraying from occurring. Voting rules as outlined in Article 3, section 5 shall apply.

#### Adoption Dates

Adopted June 2006 – Recommended changes from Bylaws Review Committee were voted on in May and June 2006 at the General Meetings.

Adopted December 9, 2002 (added Article VI, Section 7)

Adopted June 10, 2002

Adopted October 8, 2001

2001 - Bylaws Review Committee: Diana Rode, Kurt Karsten, Mike Murphy, Bill Cable, Deb Schilling.

2006 – Bylaws Review Committee: Tim DeWitt, Amy Snyder, Dan Smith, Steve Bookshester, Diana Rode, Alan Macdonald

2012 – Bylaws Review Committee: Julie Coleman, Randy Greenwell, Kurt Karsten, Patrick Winterschladen