



**REVISED BYLAWS**

**MONTEGO BAY CIVIC ASSOCIATION, INC.**

**EFFECTIVE: FEBRUARY 1, 1998**

**EFFECTIVE: FEBRUARY 1, 2004**

**EFFECTIVE: JUNE 6, 2004**

**EFFECTIVE: FEBRUARY 6, 2005**

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**AMENDMENTS TO THE**  
**BYLAWS OF**  
**MONTEGO BAY CIVIC ASSOCIATION, INC.**  
**DATED June 7, 2009**

**ARTICLE I – PURPOSE**

The purpose of the Association is the comfort and health of the residents of Montego Bay, the improvements and maintenance of the Community including management, maintenance and operation of the facilities in the Community, which have been accepted by the Board of Directors of the Association.

**ARTICLE II – MEMBERSHIP**

All property owners of individually numbered and recorded lots are automatically members with an allotment of one (1) vote per lot and a maximum of five (5) votes per individual or corporation. Each member shall be entitled to evidence of membership.

**ARTICLE III – ANNUAL ASSESSMENT**

The Annual Assessment shall be a designated amount as may be determined from time to time by the Board of Directors. The current fee is \$214.00 per year, per lot. The Board of Directors shall have the power to change the Annual Assessment – not to exceed ten per cent (10%) increase of the current fee – unless a larger amount is approved by a majority vote of the General Membership. The Annual Assessment shall be paid in advance annually, payable on or before May 1st of each and every year. After sixty (60) days from due date, if the Annual Assessment is not paid, a Lien will be placed against delinquent property owner and member shall lose all rights and privileges of membership until said Assessment and collection costs are paid in full.

Collection of said Assessment and any late penalty fees shall be in accordance with Section 6 of the Amendments to Declaration of Restrictions of Montego Bay Civic Association as approved on March 2, 1992.

**ARTICLE IV – OFFICERS AND DIRECTORS**

**A. OFFICERS**

The Officers of the Association shall be a President, Vice President, Secretary and a Treasurer. Additional Officers may be added by a majority vote of the Board of Directors. All Officers shall be elected for a two (2) year term at the Annual August Meeting of the Membership of the Association. The President and the Secretary shall be elected in odd years, the Vice President and the Treasurer elected in even years.

**B. DIRECTORS**

1. The Board of Directors of the Association shall consist of no more than fifteen (15) or no less than eleven (11) members (not including Officers). The members of the Board of Directors shall be elected at the Annual August Meeting of the Membership for a period of two (2) years. Eight (8) members elected in the odd year and seven (7) members elected in the even years.
2. No more than one member per household shall be eligible to serve on the Board of Directors or as an Officer at the same time.

**C. QUALIFICATIONS**

1. All Officers and Directors must be lot owners and members of the Montego Bay Civic Association. All
2. Officers and Directors shall be elected at large. Candidates for the Office of President, Vice President, Secretary and Treasurer must be permanent residents of Montego Bay Mobile Home Park. The President must have served at least one (1) year on the Board of Directors.

## **ARTICLE V – DUTIES OF OFFICERS**

A. The President shall be the Chief Executive Officer of the Association and shall:

1. Preside at all meetings of the Membership and Directors.
2. Have general management and direction of the business of the Association and all powers ordinarily exercised by the President of an Association.
3. Have authority to sign and execute in the name of the Association, when authorized by the Board of Directors, all Deeds, Mortgages, Bonds, Contracts and other instruments approved by the Board of Directors.
4. Present at the Annual August Meeting of the Association a full and true report of the affairs of the Association, including a balance sheet and operating statement setting forth the financial condition of the Association. Said report, balance sheet and operating statement shall be filed within seven (7) days following the Annual August Meeting at the Office of the Association.
5. Be empowered to hire and fire employees of the Association with the approval of the Board of Directors.
  - a. With the Officers of the Association, prepare job descriptions, human resources policy, establish base wages, and wage increases for employees to be approved by the Board of Directors.
6. Be empowered to authorize unbudgeted expenditures up to Five Thousand Dollars (\$5,000). Larger expenditures must first receive approval from the Board of Directors.
7. Have a vote at the Board of Directors meeting only in the event of a tie.
8. Recommend to the Board of Directors, for their approval, Chairmen of all Standing or Special Committees.
9. Have the authority to convey the intent of the Amendments to the Declaration of Restrictions of the Montego Bay Civic Association.
10. Be ex-officio member of all Standing and Special Committees and chair the meetings of the Executive Committee.
11. Perform other duties which may be assigned by the Board of Directors.

B. The Vice President, in the absence of the President, shall:

1. Perform all the duties of the President and when so acting shall have all the powers of the President.
2. Have a vote at the Board of Directors meeting – except when acting as President shall have a vote only in the event of a tie.
3. Perform other duties, which may be assigned by the Board of Directors, or the President.
4. Ensure all records, files, ledgers, minutes, books, and other properties related to the Executive Operation of the Association will be kept at the designated location of the Association's main office.
5. Be ex-officio member of all Standing and Special Committees.

C. The Secretary shall:

1. Keep the minutes of any meetings of the Membership, the Board of Directors or the Executive Committee in the books provided for that purpose. The minutes of all meetings will also be electronically recorded and retained until such time as approved and then disposed of.
2. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by Law.
3. Be custodian of the Seal of the Association.
4. Supervise the maintenance of an electronic membership list, with timely updating.
5. Attend to all correspondence except that ordered otherwise by the Board of Directors and perform all duties ordinarily incident to the Office of Secretary of an Association.
6. Perform other duties, which may be assigned by the Board of Directors, or the President.
7. Have a vote at the Board of Directors Meetings.

D. The Treasurer shall:

1. Have charge and be responsible for all monies of the Association and deposit in the name of the Association, all monies and/or other valuables, in such Banks, Trust Companies or other depositories as deemed fiscally responsible by the Treasurer. Any major changes from ordinarily accepted banking practices shall be approved by the Board of Directors.
2. Be responsible for the collection of all dues.
3. Render to the President and Board of Directors at the monthly meeting an accounting of the financial condition of the Association.
4. Perform all duties ordinarily incident to the Office of Treasurer of an Association.
5. Perform other such duties that may be assigned by the Board of Directors or the President.
6. Have a vote at the Board of Directors Meetings.
7. The Treasurer shall conduct a review of all the Association's insurance policies every five (5) years or less as directed by the Board of Directors.

E. No individual shall hold more than one office (President, Vice President, Secretary or Treasurer) at the same time.

F. At the election of a new Treasurer, an audit (as defined by the Board of Directors) will be conducted.

#### **ARTICLE VI – DUTIES OF THE DIRECTORS**

A. The Board of Directors is responsible for the operation of the Association within the guidelines of these Bylaws and the Amendments to the Declaration of Restrictions of the Montego Bay Civic Association. By approval of a majority of the Board of Directors, the Directors may institute suits on behalf of the Association. Majority Board of Directors approval is not necessary for suits instituted for the collection of the Annual Assessment or other such fees due the Association. The Board of Directors has the power to fix the compensation of all employees of the Association as well as the terms and conditions of employment.

- B. The Board of Directors shall have the authority to render interpretations of or resolutions to the Amendments to the Declaration of Restrictions of the Montego Bay Civic Association. All such interpretations or resolutions are subject to review and approval of the Board of Directors. All such interpretations or resolutions must be reviewed by General Counsel, with an opinion submitted in writing, and approved by the Board of Directors.
- C. The Board of Directors may elect one or more assistants to the Secretary and/or Treasurer. Each such assistant shall hold office for such a period and shall have such authority and perform such duties as prescribed by the Board of Directors.
- D. The Board of Directors only shall have the power to fix compensation of any Officer or Assistant and to approve reimbursement of any expense not related to the Association.

## **ARTICLE VII – MEETINGS**

### **A. MEETINGS OF MEMBERSHIP**

1. An Annual Spring Meeting of the General Membership shall be held on the third Saturday of April at ten (10) o'clock AM in a designated place. The Spring Meeting shall be a General Meeting open for the transaction of any business within the power of the Association without special notice of such business except in any case in which special notice is required.
2. The Annual August Meeting of the General Membership shall be held on the third Saturday of August at ten (10) o'clock AM in a designated place. The Annual August Meeting shall be the election of Officers and Board of Directors Members and for the transaction of general business. The Annual August Meeting shall be a General Meeting open for the transaction of any business within the power of the Association without special notice of such business, except in any case in which special notice is required.
3. At any Annual Meeting of Membership, forty (40) members eligible to vote shall constitute a quorum for the transaction of business. In case of the election for Officers and Board of Directors Members, absentee ballots can be counted as the necessary number of votes for a quorum.
4. Prior to each Membership Meeting, the Secretary shall have prepared an alphabetical list of all members entitled to vote at each Meeting and provide such list at the Meeting for reference.
5. At all Meetings of the Membership, the order of business shall be, as far as applicable and practical, as follows:
  - a. Record Attendance
  - b. Proof of notice of meeting or waiver thereof. The Affidavit of the Secretary of the Association or any other person who mailed the notices shall be accepted as proof of service.
  - c. Reading and approval of the minutes of the previous meeting of the Membership.
  - d. Submission of the alphabetical list of Members entitled to vote.
  - e. At the Annual August Meeting, the election of Officers and Directors.
  - f. Reports
  - g. Old Business
  - h. New Business

i. Adjournment

6. Special Meetings of the Membership of the Association may be called by the President or by a majority vote of the Board of Directors. Notice of such meeting shall be sent in accordance with Article VIII and will state the purpose of the meeting. No business other than that stated in the notice of the meeting shall be transacted at any special meeting of Members, however called.
7. Special Meetings may also be called in accordance with applicable provisions of law. Forty (40) members eligible to vote shall constitute a quorum for the transaction of business at the special meeting.
8. Members of the Association may not vote by proxy at any meeting or on any issue; however, in accordance with Article XIII, members may vote for candidates for office by Absentee Ballot.

**B. MEETINGS OF BOARD OF DIRECTORS**

1. The regular meeting of the Board of Directors shall be held on the first Saturday of each month at nine (9) o'clock AM at the office of the Association, unless changed by resolution of the Board of Directors. The Board of Directors meeting in September, following the Annual August Meeting, will be an organizational meeting at which time Committees will be established as well as the transaction of other business. Eight (8) members of the Board of Directors shall be necessary and sufficient to constitute a quorum for the transaction of business at every meeting of the Board of Directors; but if at any meeting there be less than a quorum present, a majority of those present may adjourn the meeting from time to time, but not for a period of over thirty (30) days at any one time without notice other than by announcement at the meeting until a quorum shall attend. At any such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified. Members of the Board of Directors may vote in person on any matter, the details of which were previously stated in the written notice calling the meeting of the Board of Directors.
2. Members of the Association in good standing may attend the regular Board of Directors Meetings. Visiting Association Members and Invited Guest Speakers must sign in and, if wishing to address the Board of Directors, must state reason when signing in. Officers and Members of the Board of Directors are exempt from signing in. Members of the Association in good standing may also speak on Board business with the permission of the President.
3. Special meetings of the Board of Directors may be called by the President or by a majority of the Board of Directors. Such meetings shall be held at a time and place within the State of Maryland as determined by the Board of Directors. The notice of any special meeting shall be given expediently, other than by mail and with documentation that contact was attempted, to all Board of Directors members at least forty-eight (48) hours prior to the meeting.

**ARTICLE VIII- NOTICE OF MEETINGS OF MEMBERSHIP AND DIRECTORS**

- A. Notice of the Annual Meetings and any Special Meetings called under Article VII. A, subparagraphs 1, 2 and 6 shall be sent to each Member having voting rights whose name appears as a lot owner of record on the date when such notice shall be given. Notice may be delivered to each Member by hand or by mail to the address as it appears on the books of the Association. Such notice shall be issued at least thirty (30) days prior to the date of the meeting and shall give the location, time and date of the meeting.
- B. Notices of meetings of the Board of Directors shall be given to each Director designating the location, time and date of the meeting. Notices may be delivered by hand or mailed not less than five (5) days prior to the meetings, except that no notice is required for regular meetings of the Board of Directors held at the time designated in Article VII, paragraph B.1.

## **ARTICLE IX – REMOVAL**

- A. At any meeting of the Officers and Board of Directors called for this purpose, any Officer or Director of the Association, by majority vote, may be removed from Office for malfeasance.
  
- B. Any Officer or Director who misses four (4) regular meetings per term year, including the Annual Spring Meeting and the Annual August Meeting (term year being September through August), may be removed from the Board of Directors.

## **ARTICLE X – VACANCIES**

If any Officer or Director shall die, resign or be removed from Office, said vacancy shall be filled as follows:

- 1. In the event a vacancy for President occurs, the Vice President shall assume the Office as Acting President until his/her successor is duly elected.
- 2. In the event a vacancy occurs for Vice President, the Office shall be filled from within the Board of Directors. The Office to be assumed until his/her successor is duly elected.
- 3. In the event a vacancy occurs in the Office of Secretary and no one on the Board of Directors is qualified, a Secretary shall be appointed from the General Membership (in good standing) with the Board of Directors' approval. The appointed Secretary to serve until his/her successor is duly elected.
- 4. In the event a vacancy occurs for the Office of Treasurer and no one on the Board of Directors is qualified, a Treasurer shall be appointed from the General Membership (in good standing) with the Board of Directors' approval. The appointed Treasurer shall serve until his/her successor is duly elected.
- 5. A vacancy on the Board of Directors shall be filled by the remaining Directors, as follows:
  - a. The Board of Directors shall offer the position to the unelected candidate who received the highest number of votes at the last election of the Directors, and if that person accepts, he/she shall be appointed to the Board of Directors to serve the unexpired term.
  - b. If the unelected candidate declines the offer, a member of the Association in good standing may be appointed by majority vote of the Directors to fill the unexpired term.
  - c. The Board of Directors may, at its discretion, elect not to fill a vacancy by majority vote.

## **ARTICLE XI – COMMITTEES**

### **A. EXECUTIVE COMMITTEE**

The Board of Directors may create an Executive Committee of its own members consisting of not more than seven (7) nor less than five (5) members. At least four (4) members must be present to carry on the business at any Executive Committee meeting. The Executive Committee shall be convened by the President with the approval of at least one (1) other officer only, in the case where emergency action is required and there is insufficient time to call a special meeting of the Board of Directors. The Executive Committee, when properly convened, shall have the power to act in the place of the Board of Directors. The Executive Committee shall take official action only on those matters referred to it by the President. The President shall refer only those

matters to the Executive Committee, which require immediate action and are truly of an emergency nature. (Note – generally the expenditure of funds would not qualify as a matter requiring emergency action.) The Executive Committee shall not have the power to change the Declaration of Restrictions, amend the Bylaws or appoint or remove any Board of Directors Member or Officer from Office.

**B. STANDING COMMITTEES**

Standing Committees may consist of Advisory, Budget, Bylaws, Finance/Audit, Nominating, Permits, Pools, Pond, and Restriction Committees or other Standing Committees created by the Board of Directors. All chairmen of Standing Committees shall be current Officers or Board members.

**C. OTHER COMMITTEES**

The Board of Directors may create other Committees as it deems advisable and outline their scope and duties.

**D. COMMITTEE MEMBERS**

Committee chairmen will appoint members to the Committee. The Chairman may appoint members in good standing from the general membership to serve on special or standing committees.

**ARTICLE XII- NOMINATING COMMITTEE**

- A. At the Board of Directors Meeting four (4) months prior to the Annual August Meeting of Membership (normally the Board of Directors Meeting on the first Saturday in April) the President shall submit to the Board of Directors for approval the names of no more than two (2) active Board of Directors members to serve as a Nominating Committee. The President, with the approval of the Board of Directors, shall appoint one of the Committee to act as Chairman.
- B. The Nominating Committee shall prepare a slate of Candidates desiring to run for an Office or the Board of Directors. The slate shall include at least one Candidate for each Office open for that respective election year. It shall also include at least the required number of Candidates to fill the vacancies on the Board of Directors.
- C. The Nominating Committee shall prepare a short resume of the Candidates qualifications. This information is to be included in the meeting notification prior to the Annual August Meeting.

**ARTICLE XIII – ELECTION PROCEDURE**

- A. The Secretary shall prepare a ballot listing the Candidates for each Office and the Board of Directors. The Ballot shall provide adequate space for “write-ins” for each office and Board of Directors vacancy. All members eligible to vote shall be notified at least thirty (30) days prior to the Annual August Meeting that ballots are available at the Association Office or will be mailed to property owners upon request for those wishing to cast an absentee ballot. Any eligible member using an Absentee Ballot must sign the official application and will not be eligible to receive or cast a ballot at the Annual August Meeting. The Secretary shall keep accurate lists of all members receiving Absentee Ballots and eliminate those names from the list of those members eligible to receive ballots at the Annual August Meeting. The Secretary shall prepare a brief instruction letter to accompany the Absentee Ballot advising the members how to mark their ballots or write-in their candidates and where and how to return the completed ballot. Absentee Ballots shall be returned in a sealed envelope with the word “Ballot” plainly marked on the front of the envelope. All Absentee Ballots must be received one (1) day prior to the opening of the Annual August Meeting and kept unopened in the care and custody of the Secretary until the Annual August Meeting at which time they shall be turned over to the Chairman of the Teller Committee. The unopened absentee ballots then may be opened for counting at the commencement of the Annual August Meeting.

- B. At the monthly Board of Directors Meeting prior to the Annual August Meeting, the President shall appoint a Teller Committee consisting of six (6) Association members, none of whom can be a Candidate for Office or the Board of Directors. The President shall appoint one member of the Committee as Chairman. The purpose of the Teller Committee shall be to count the ballots and report the results to the President.
- C. Ballots shall be distributed to each eligible member at the Annual August Meeting. Eligible members who are not known personally by those issuing the ballots shall present proof of their identity. Ballots shall be so arranged that separate votes can be cast for Officers of the Association and the Board of Directors.
- D. The following procedure shall be followed for the elections at the Annual August Meeting.
  - 1. A candidate must be present at the Annual August Meeting unless he/she must be absent for legitimate reason, such as serious illness, injury or family medical emergencies, as determined by the executive Officers of the Association. A candidate without an excusable absence who is not present at the Annual August Meeting shall be ineligible for election.
  - 2. The Chairman of the Nominating Committee shall present the Candidates for each Office. The Chairman shall then request nominations from the floor for each office. If any floor nominations are received and duly seconded, they, along with the names presented by the Nominating Committee, shall be submitted to the Membership.
  - 3. The Chairman of the Nominating Committee shall advise how many seats on the Board of Directors are to be filled and votes for that number of Candidates will be cast on one ballot.
  - 4. No ballots shall be collected until after the meeting has been called to order and Candidates introduced to the Membership.
  - 5. The Chairman of the Nominating Committee shall then provide an opportunity for each Candidate to make brief remarks.
- E. The Teller Committee shall count the ballots as rapidly as possible and report the names of all Candidates and their number of votes to the Chairman of the Nominating Committee as soon as the result of the election is determined. Results shall be posted on the Bulletin Board at the Association Office and included in the minutes of the meeting. The counted ballots shall be kept under the care and custody of the Chairman of the Teller Committee for a period of thirty (30) days (in case of a protest or demand for recount) after which they shall be destroyed.
- F. In the event of a tie, there shall be a second ballot, and, if the tie remains, the Directors and Officers present at the meeting shall vote by secret ballot and the candidate receiving the most votes shall be elected. The Directors and Officers voting to break the tie shall be those Directors and Officers who have not completed their term of office on the day of the Meeting.

**ARTICLE XIV- NEGOTIABLE INSTRUMENTS AND OTHER EVIDENCES OF INDEBTEDNESS**

All checks, drafts or orders for the payment of money, notes and other evidences of indebtedness, issued in the name of the Association shall be signed by any two of the following Officers of the Association – President, Vice President, Secretary, Treasurer – but no two Officers related by blood or marriage will be allowed to sign checks. No checks will be signed in blank. All check signers shall be bonded under the Association’s Insurance.

**ARTICLE XV – FISCAL YEAR**

The fiscal year of the Association shall be May 1st to April 30th unless otherwise provided by the Board of Directors.

**ARTICLE XVI - AMENDMENTS**

- A. The proposed amendment is read at two (2) consecutive Board of Directors meetings.
- B. At the second meeting at which the proposed amendment is read twelve (12) of the total Board of Directors and Officers must vote in favor of the proposed amendment.

**ARTICLE XVII - DISSOLUTION**

In the event of the Dissolution of this Association, an Attorney shall be consulted to draw up the necessary papers and advise the Association as to the procedure to be followed.