

Bylaws of the Broadneck Council of Communities, Inc.

(Adopted 2/1/2007; Amended 8/2008, 8/2012 & 12/2016)

Article I: Name and Geographical Limits

Section 1: This organization shall be known as the Broadneck Council of Communities (BCC), Inc. and is incorporated as a 501C (4) not for profit organization under the laws of the State of Maryland.

Section 2: The geographical limits of the BCC shall include communities located on the Broadneck Peninsula that are incorporated as named community or homeowners' associations and located within the 21012, 21402 & 21409 zip codes, to include any other subsequent zip codes assigned to this area by the U.S. Post Office. The geographical description of the Broadneck Peninsula is described at: The area is northeast of the Severn River, southwest of the Magothy River and west of the Chesapeake Bay.

Article II: Objectives

Section 1: The objectives of the BCC shall be:

- a. To unite communities on the Broadneck Peninsula in joint efforts for their mutual benefit and for the advancement of the best interests of its members.
- b. To take positive actions through united community effort to promote organized long and short term Broadneck area planning. Issues of interest which have significant bearing on all communities include: land-use planning, local ordinances, zoning, water and sewer systems, roads, traffic, emergency management, public nuisances, public safety, education, recreation, and environmental protection and compliance with government regulations for critical areas.
- c. To make BCC positions known to the County and/or State Government as early as possible and actively support Government actions which are compatible with BCC positions.
- d. To support community associations and encourage them to join the BCC in support of BCC objectives.

Article III: Functions

Section 1. The functions to be performed by the BCC shall be:

- a. To gather, evaluate and distribute information requiring action by the BCC or its member associations as necessary to achieve the objectives set forth in Article II.
- b. To consult with and advise local public authorities on matters related to the objectives of the BCC.
- c. To assist and support the representation of member associations before local public authorities at public hearings affecting the interests of the Broadneck Peninsula.
- d. To initiate or support legal action on behalf of member associations or the BCC in cases where the BCC Board considers it is advisable.

Article IV: Membership

Section 1. The Broadneck Council of Communities may include for membership all community associations within the area as defined in Article I, Section 2 that have bylaws and elected officers.

Section 2. Applying for membership: Community associations which meet the geographic requirements defined in Article I, Section 2 seeking to become members should submit an application for membership which has been signed by the association's president and approved by the association's governing body.

- a. BCC membership shall be granted by a simple majority of the voting representatives as defined in Article V, Section 2, who are present at a board meeting. Dues must be paid within one month of gaining membership in order to be in good standing and eligible to vote on BCC matters.

Section 3. Associate membership in the Broadneck Council of Communities may be granted to any homeowner whose home is located within the area defined in Article 1, Section 2 and not represented by a community eligible for membership. Civic associations may also apply for an Associate membership. Applications from such individuals and/or associations will be voted on at a regular meeting of the BCC by the representatives. Associate members shall be assessed \$25 dues and are encouraged to participate in discussions at meetings but shall not have the right to vote.

Section 4. Each member association shall pay dues of \$50.00 a year per representative to which it is entitled under Article V, Section 1. These dues are to be placed in an administrative operating fund. Additional contributions to aid the BCC for specific purposes may be requested of each member association. Membership dues are to be paid by August 31 of each year upon receipt of an invoice from the BCC.

Article V: Representation and Voting

Section 1. In matters coming before the BCC, community associations having three hundred (300) housing units or less shall be entitled to one (1) vote. Communities with three hundred and one (301) or more housing units shall have additional votes in 300 housing unit increments.

Section 2. Each member association shall designate a representative and an alternate via a letter to the BCC Treasurer, signed by the community association president and cosigned by the named representative confirming their agreement to represent their communities in the BCC. Representatives are expected to regularly attend BCC meetings, express their views, and report to their communities. If unable to attend BBC member meetings, emails notices and updates to Community/ HOA designated representatives shall be provided by the BCC Secretary requesting a response from the members expressing a position/ view upon reporting to their Board or Association.

Section 3. Only authorized representatives (or their authorized alternates) may vote on matters coming before the BCC. One representative (or their alternate) may cast all votes to which a community may be entitled if he or she is empowered to do so in writing by the Community Association President who must provide written authorization for this named representative on an official voting form provided by the BCC. Proxy votes may also be submitted by using an official BCC proxy form signed by the Community President and the named representative. This section, regardless of the procedures for amendments outlined in Article X, may only be amended by a two- thirds (2/3) vote of BCC Board Members.

Article VI: Officers

Section 1. The Officers of the Broadneck Council shall be a President, a Vice President, a Secretary, and a Treasurer. Officers are elected by, and from among, the BCC representatives. They shall be named by a nominating committee selected by the current Board. The Officers and up to five at large Directors shall serve as the Board of Directors of the organization and shall be charged with carrying out the duties assigned in the BCC bylaws including other administrative functions on behalf of the BCC as well as other duties charged by the President. They shall meet every month unless otherwise determined by the President.

Section 2. All elected officers and directors shall commence their official duties at the beginning of the first meeting of the year, shall serve for a term of two years, but may be reelected. No officer can hold the same office for more than four consecutive years unless elected unanimously by the BCC Board of Directors. If a Board member is unable to attend meetings and perform their duties as assigned, then another member may be voted in to take the place of the absent Director for a period of one year. The absent Board member can continue to work with the Board in an advisory capacity but cannot vote during this period.

Section 3. Duties of the Officers:

- a. The President shall be the chief executive officer of the BCC and shall preside over all required meetings. The President shall supervise the BCC's affairs and activities, shall make periodic reports to the members. The President, in conjunction with the Board of Directors, at the close of the current fiscal year, shall appoint an Audit Committee to review the most recent fiscal year financial records, legal reporting requirements and accounting procedures and practices. This Committee will present its finding at the first general meeting scheduled for the new fiscal year. This meeting shall be scheduled no later than October of the new fiscal year.
- b. The Vice President acts in the absence of the President and provides assistance as required. The Vice President shall be responsible for expanding memberships for the BCC.
- c. The Secretary shall take minutes of all meetings, keep all necessary records and handle all designated BCC correspondence. The Secretary will give all members advance notice whenever particularly important matters are to be acted upon at the next meeting. The Secretary shall maintain complete files of the official records of the BCC, such as basic legal documents, minutes, and correspondence, and shall ensure that such official records are passed on to the successors. The Secretary shall be the official custodian of the BCC mailing list which may not be distributed outside the membership without the approval of the Board of Directors.
- d. The Treasurer shall receive all funds due the BCC, keep any necessary records, and make disbursements as directed by the BCC. The Treasurer shall make written financial reports to the BCC at regular meetings, prepare and submit all required annual reports to the State Department of Assessments and Taxation, and shall maintain the record file of such reports. The treasurer shall ensure that all BCC financial records have been audited each year by an approved financial committee who shall provide all audit reports to the BCC Board and membership. The Treasurer shall ensure that all government tax reporting documents and fees if due, are submitted in a timely manner to the required agency. The Treasurer shall be the custodian of the official membership list. This list may not be distributed other than to the Board of Directors without the prior approval of the BCC Board of Directors. In addition, at the September annual meeting the Treasurer shall present a proposed operating budget for the next year for approval by the BCC. The operating budget shall include projected income and expenses. At the September annual meeting, the Treasurer shall present a Balance Sheet and Statement of All Income and Expenses compared to the approved prior years budget.

Section 4. Any member of the Board of Directors may be removed for failure to fulfill obligations as defined in the bylaws by a three fourths vote of the Board and confirmed by majority of the representatives, or by a motion from a majority of the representatives, present at any duly called meeting where a quorum is present, according to Article VIII,

Section 3, provided that the member concerned has been formally notified of the proposed action and has been given an opportunity to respond prior to the call for a vote.

Article VII: Limitation of Authority

Section 1. Neither the BCC nor any member of the Board of Directors has any authority to commit any member association to the expenditure of funds.

Section 2. Neither the BCC nor any member of the Board of Directors may take action pertaining to property rights, or to an important change of policy except as defined in Section 4 of this Article.

Section 3. If an issue is brought forward to the Board that is of such a timely nature that it is impractical to call a meeting, the receipt of signed proxies from one third (1/3) of the representatives will constitute a quorum and any votes taken will be considered as if they were taken at a regularly scheduled meeting. Also, the BCC Board of Directors may vote on motions that are not listed in Article VIII, Section 4, using a recorded email vote if the President determines that the urgency of such vote mandates an immediate response where no formal Board meeting is scheduled.

Section 4. No public announcement nor any statement at any appearance before a government authority shall be made by a designated representative of the BCC on any issue unless the position of the BCC on such issues(s) shall have been approved by an affirmative vote of the majority of the Board of Directors

Section 5. The BCC shall be non-partisan and shall not make or imply any endorsement of candidates running for public office.

Article VIII: Meetings

Section 1. The BCC fiscal year shall commence on July 1st and run through June 30th of the following year.

Section 2. Barring exceptional circumstances, the BCC shall hold regular quarterly meetings beginning in each fiscal year and such other meetings as may be called by the President. Officers and Directors shall be elected at a meeting when the delegates vote on the budget in the 2nd quarter of the fiscal year.

- a. Teleconference/ Video Meeting: Teleconference/ Video technology may be utilized for Board and Committee Meeting at the discretion of the Chairman. The Chairman must consider and ensure all participants have the same advantage when holding Teleconference/ Video Meetings.

Section 3. For the transaction of routine business, the presence of representatives in person or by a BCC approved proxy signed by the Community President representing one

third (1/3) of the member associations in good standing shall constitute a quorum. A majority vote (51%) is required for passage of these proposed actions.

Section 4. For the election of officers, for amending the Bylaws, and for the adoption of, or major changes to BCC Policy, the presence in person of representatives from a majority (51%) of the members' associations shall be necessary and sufficient to constitute a quorum. A two-thirds (2/3) vote is required for passage of these significant actions. Approval in writing by the BCC President or Vice President for expenditures in excess of \$100.00 is required upon submittal of the related invoice.

Section 5. Except for the more stringent requirements under Article VIII, Section 4 and Article X all votes shall be decided by simple majority.

Section 6. Meetings of the BCC shall be operated under the provisions of 'Robert's Rules of Order, Revised', unless otherwise provided for herein.

Article IX: Committees

Section 1. The President or Board of Directors may create standing and ad hoc committees, as needed, with duties defined by the Board of Directors.

Section 2. The President shall appoint all committee chairs and their terms in office shall be at the pleasure of the President.

Article X: Amendments

Section 1. These By-laws may be amended by a two-thirds vote of the designated representatives present at any duly called meeting provided that quorum requirements of Article VIII, Section 4 are met, and that written notice of the proposed amendment has been provided all member associations at least one month prior to the meeting at which the vote is scheduled.

Article XI: Dissolution

Section 1. In the event of dissolution of the corporation, any remaining assets shall be distributed on a pro rata basis to such community associations who shall at that time comprise the membership of the Broadneck Council of Communities, as defined in Article IV, Section 1. In no event, shall any part of the assets inure to the benefit of any private individual or individuals.