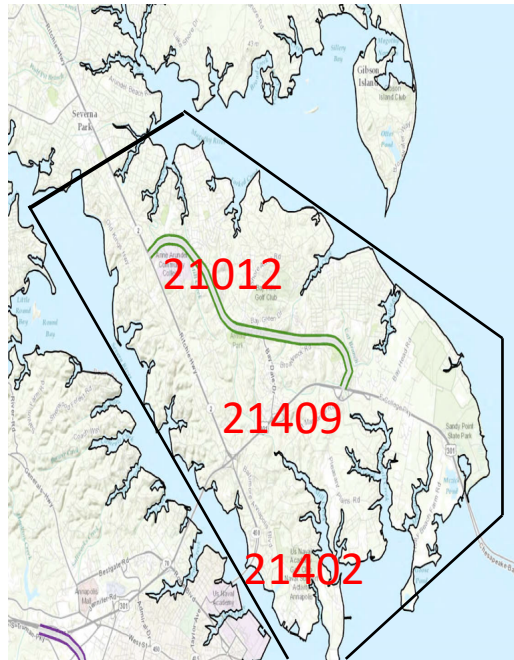


Broadneck Council of Communities, Inc.

Bylaws



Adopted February 2007

Amended
August 2008; August 2012; December 2016

Revised
2 October 2023

Broadneck Council of Communities, Inc.

Bylaws

Article I - Name and Geographical Limits

Section 1. - This organization shall be known as the Broadneck Council of Communities (BCC or Council), 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 in the 21012, 21402, and 21409 zip codes, and any other subsequent zip codes assigned to this area by the U.S. Post Office.

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 efforts 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, stormwater management, roads, traffic, emergency management, public nuisances, public safety, education, recreation, waterways usage and environmental protection, preservation of creeks on the Broadneck Peninsula, and compliance with government regulations for critical areas.
- c. To present 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 new community associations and encourage them to join the BCC in support of BCC objectives.

Article III - Membership

Section 1. - Eligibility: Members of the Broadneck Council of Communities may be community associations, homeowner associations, civic associations, and individual residents residing within the area as defined in Article I, Section 2.

Section 2. - Members: Membership in the Broadneck Council of Communities shall include

- a) Board of Directors (Directors) - working members in good standing, who are elected by voting members of the Broadneck Council of Communities as defined in Article IV.

- b) Working Members - shall consist of any admitted and dues paying community associations, homeowner associations, civic associations, or individual residents within the area defined in Article 1, Section 2. Working Members do not have the right to vote.

Section 3. - Membership Application: Community Associations, Homeowner Associations, Civic Associations, and Individuals living in the geographic area as defined in Article I, Section 2, may submit a completed application for membership.

- a. BCC membership shall be granted by a majority vote of the Board of Directors at a regular meeting defined in Article VII, Section 2. Dues must be paid within one month of membership notification, otherwise the approved membership could be forfeited.

Section 4. - Dues: Each member shall pay annually according to the following schedule of fees:

\$100.00	501 homes or more
\$50.00	500 homes or less
\$25.00	Individual Members

These dues are to be placed in an administrative operating fund at a board approved financial institution. Dues are to be paid upon receipt of an invoice from the BCC Treasurer, unless it is the initial payment of dues.

Section 5. - Voting: BCC Directors shall be entitled to one (1) vote on all matters coming before the Council. Unless otherwise stated, the vote is a majority vote of the directors present and voting.

Section 6. - Working Members: The working membership of the Council shall be composed of one (1) representative or an alternate from each community or association. An individual shall represent themselves. The representative from Associations and their alternates shall be elected or appointed by each association. Representatives are expected to regularly attend Council meetings, express their views, and report to their communities. They are also expected to volunteer for BCC committees. All representatives shall identify themselves to the Secretary and /or Treasurer who shall include them in a general membership list available to all BCC directors. Representatives may request names of other representatives by asking the Secretary, or Treasurer.

Section 7. - Council Alternate: A community association, homeowner association, or civic association may designate an alternate representative via a letter to the BCC Board of Directors, signed by the community association, homeowner association, or civic association president, identifying the second signature as the community alternate to the BCC. In this instance, an alternate is entitled to vote only in the absence of the regular representative.

Article IV – Board of Directors

Section 1. - Composition: The Board of Directors shall be composed of not more than (15) fifteen members and not less than (6) six members. The Officers and At-large Directors shall serve as the Board of Directors of the organization and shall be charged with carrying out the objectives as prescribed in the BCC Bylaws.

Section 2. – Responsibilities: The Board of Directors is responsible for the overall policy development and direction of “The Council”, and its day-to-day operations.

Section 3 – Meeting Quorum: A majority of elected board members shall constitute a quorum at a duly called regular or special meeting for the transaction of business.

Section 4. - Board Elections: There shall be at most six (6) Directors elected each year.

Section 5 – Required Vote: Directors shall be elected at the January Annual Meeting as referenced in Article VII, Section 1.

Section 6 - Election Procedures: Any director can present a candidate’s application for consideration.

Section 7 – Term of Office: Elected Directors shall serve a term of three (3) years or until a successor is elected. There is no limit on the number of terms a director may serve.

Section 8 – Director Vacancies: Vacancies on the Board of Directors due to resignation, removal, natural causes, causes beyond a board members control, and failure of a board member to attend six (6) consecutive scheduled board meetings, shall be filled by the Directors present and voting at the duly called meeting, in accordance with Section 6 of this Article above.

Section 9. – Director Removal: A Director shall be removed from his position for failing to adhere to the Council’s conflict of interest policies, or with previous notice by two-thirds (2/3) vote of the Directors present and voting at the duly called meeting.

Article V – Officers

Section 1. - Officers: The Officers of the Broadneck Council shall be: President, Vice President, Secretary, and Treasurer. Officers are elected from among the BCC Directors.

Section 2 – Nominations and Time of Elections: Officers of the BCC shall be elected by ballot (paper or electronic) at the Annual meeting held in January. When there is only one nominee for an office, the nominee shall be elected by acclamation.

Section 3 – Term of Office, Removal: Officers shall be elected by ballot to serve for 1 year or until their successors assume the office. Their term of office shall begin at the close of the January meeting at which they were elected. Officers may be removed from office at the pleasure of the membership as provided in the adopted parliamentary authority.

Section 4 – Office-Holding Limitations: No Director shall hold more than one office at a time, and no Director shall be eligible to serve four consecutive terms in the same office, and may serve again after being out of office for at least one term.

Article VI - Duties of the Officers

Section 1 - 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.

Section 2 - The Vice President acts in the absence of the President and provides assistance as required. The Vice President shall be responsible for expanding memberships and chair the financial review committee for the BCC as referenced in Article VIII, Section 2. In addition, the Vice President shall review all legal documents, and review BCC operational procedures for compliance with local, state, and federal regulations.

Section 3 - The Secretary shall take minutes of all meetings, keep all necessary records and handle all designated BCC correspondence.

- a) The Secretary will give all members advance notice whenever particularly important matters are to be acted upon at the next meeting.
- b) 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.
- c) 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.

Section 4 - The Treasurer shall receive all funds due the BCC, keep any necessary records, and make disbursements as directed by the BCC.

- a) 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.
- b) 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.
- c) The Treasurer shall ensure that all government tax reporting documents and fees if due, are submitted in a timely manner to the required agency.
- d) 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.
- e) In addition, at the September 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 meeting, the Treasurer shall present a Balance Sheet and Statement of All Income and Expenses compared to the approved prior year budget.

Section 5 - Vacancy in Office: All vacancies due to unexpired terms shall be filled by the Board of Directors no later than the second regular meeting following the vacancy.

Article VII – Meetings

Section 1 - Annual Meetings: The BCC shall hold a meeting of its Membership in January of each year, at a time selected by the Board of Directors, to elect Directors and to transact general business.

Section 2 - Regular Meetings: The Board shall meet **monthly**, on the 4th Thursday of the month, unless otherwise ordered by the Board.

Section 3 - Informational Meetings: In addition to the annual meeting, the Association should hold at least three (3) Informational Meetings. These meetings should be informational topic meetings for the membership and residents of the Broadneck Peninsula and surrounding areas.

Section 4 - Special Meetings: Special meetings may be called by the President or by the four (4) members of the Board of Directors. The purpose of the meeting shall be stated in the call, which shall be sent to all members of the Board of Directors at least seven (7) days before the meeting.

Section 5 - Electronic Meetings: By a majority vote of the Board of Directors; or in the event of Federal, State, or Local Executive Orders; or notices pertaining to public health, public emergency, or extreme conditions affecting matters pertaining to member safety; a BCC Board Meeting, or Special BCC Board Meeting shall be authorized to meet through use of Internet meeting services designated by the Board of Directors.

The service must support routine voting methods, and support visible displays identifying those participating by video or phone, identifying those seeking recognition to speak, showing (or permitting the retrieval of) the text of pending motions, and showing the results of votes. The electronic meeting shall be subject to all rules and governing documents adopted by the BCC, which may include any reasonable limitations on, and requirements for, members' participation. Any such rules adopted by the Board of Directors shall supersede any conflicting rules in the parliamentary authority, but may not otherwise conflict with or alter any rule contained in the Bylaws of the BCC. An anonymous vote conducted via the designated Internet service shall satisfy any ballot vote, as may be required in these Bylaws.

Article VIII – Committees

Section 1: Financial Review Committee: Shall be established annually by the Vice-President to consist of at least two other members, not on the Board of Directors to review documents by the Treasurer, as referenced in Article VI, section 4.

Section 2: Other Committees: The Board of Directors shall appoint such other committees they deem appropriate in carrying out its purpose. The President shall appoint a Director as chairman to each committee, with the concurrence of the Board of Directors. The committee chairman shall appoint at least two committee members, with the concurrence of the Board. All Members in good standing may serve on a committee.

Section 3. President as Ex-Officio Member: The President shall be an ex-officio member of all committees.

Article IX - Indemnification of Officers and Directors

Section 1: The BCC shall indemnify, defend and hold every officer and Director of the harmless from and Broadneck Council of Communities against any and all expenses, including counsel fees, reasonably incurred by or imposed upon an officer or Director in connection with any action, suit, or other proceeding (including the settlement of any such suit or proceeding if approved by the Board of Directors of the Council), to which they may be made a party by reason or being or having been an officer or Director, whether or not such person is an officer or Director at the time such expenses are incurred. The officers and Directors shall not be liable to the Members of the Council for any mistake of judgment, negligence, or otherwise, except for their own individual willful misconduct or bad faith. The officers and Directors shall have no personal liability with respect to any contract or other commitment made by them, in good faith, on behalf of the Council, and the Council shall indemnify, defend, and forever hold each officer and Director free and harmless from and against any and all liability to others on account of any such contract or commitment. Any right to indemnification provided for herein shall not be exclusive of any other rights to which any officer or Director or former officer or Director of the Council may be entitled.

Section 2: Bonds/ General Liability: The Board of Directors shall bond or insure all persons handling funds or signing financial instruments for the Association.

Article X – Parliamentary Authority

The rules contained in the current edition of Robert’s Rules of Order Newly Revised shall govern the Broadneck Council of Communities, Inc. in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and special rules of order that the BCC may adopt.

Article XI – Amendments

These Bylaws may be amended at any regular meeting of the Board by a two-thirds vote, provided that the amendment has been submitted in writing at the previous regular meeting.

Article XII - Dissolution

Section 1. Upon the dissolution of the Broadneck Council of Communities, Inc., assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(4) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.