

# Selby Community Association

P.O. Box 599 Mayo, Maryland 21106

## SCA Constitution & Bylaws

September 1, 1974 Edition

**Amended:** August 29, 2016, June 04, 2011, August 20, 2000, August 26, 1984 and August 11, 1976. This Revision shall supersede all earlier revisions.

Converted to Microsoft Word on January 25, 1998

## Constitution

### **Article I. Name**

The name of this organization shall be "The Selby Community Association, Incorporated" ("Association").

### **Article II. Purpose**

To work for the improvement, promote the general welfare, enhance and protect the appearance and value of property and the interest of the members in Selby on the Bay Special Community Benefits District ("Selby on the Bay SCBD") and to maintain the Association as a non-profit, non-sectarian and non-partisan organization.

### **Article III. Membership**

Any property owner whose property is in the Selby on the Bay Special Community Benefits District shall be a Member ("Member").

An Associate Member ("Associate Member") membership shall be available to those persons who have been residents of the Community of Selby on the Bay SCBD or who reside on property bordering Selby on the Bay SCBD for the preceding six months or hold a year's lease, to close family relatives of property owners holding membership in this Association and as further defined in the Bylaws.

### **Article IV. Meetings**

There shall be at least two meetings held each year, the time, purposes and place for which shall be specified by the Bylaws and also such other meetings as may be deemed necessary during the year

### **Article V. Amendments**

This Constitution may be amended at any time by the presentation of such amendment(s) in writing at any meeting. The group presenting said amendment(s) shall be composed of no less than seven (7) Members. Such amendment(s) shall be read by the Secretary and then lie on the table for a minimal 30 day period. A Special Meeting ("Special Meeting") will be called at which time the proposed amendment(s) may be taken up and acted on. A vote of two-thirds (2/3's) of the Members present shall be necessary for the adoption of the amendment(s). All Members shall be notified of the proposed amendment(s) at least ten (10) days prior to the date of the meeting at which it is to be acted upon.

# **The Bylaws**

## **Article I.: Name**

The name of this organization shall be "The Selby Community Association, Incorporated"-(“Association”).

## **Article II. Purpose**

To work for the improvement, promote the general welfare, enhance and protect the appearance and value of property and the interest of the Members in Selby on the Bay SCBD and to maintain the Association as a non-profit, non-sectarian and non-partisan organization.

## **Article III. Membership**

### **Section 1**

Any property owner whose property is in the Selby on the Bay SCBD shall be a Member.

### **Section 2**

Voting privileges in this Association shall be limited to members as provided in Section 1. Each property owner shall be entitled to one vote.

### **Section 3**

Social and recreational privileges of membership shall extend to Member families, tenants and residents. Vehicles entering the beach, community center and community recreational areas must have a current sticker and personnel must have valid identification. All guests must be accompanied by a Member. These privileges can be revoked by the Board if the posted rules are violated.

### **Section 4**

Upon approval of application to the Board, an Associate Member (“Associate Member”) membership shall be available to those persons who have been residents of the community of Selby on the Bay or who reside on property bordering Selby on the Bay SCBD for the preceding six months or hold a year's lease and to close family relatives of property owners holding membership in this Association. An Associate Member shall not have voting privileges nor shall be eligible to hold an office in this Association.

## **Article IV. Officers**

The Officers of this Association shall consist of a President, Vice-President, Financial Secretary, Recording Secretary, Treasurer, Special Tax Officer, Zoning Officer, and three (3) Trustees, whose duties shall be as defined in the Bylaws. The principal Officers, including Trustees, must be a property owner in Selby on the Bay SCBD.

## **Article V. Board of Directors**

### **Section 1**

The Board of Directors (“Board”), consisting of the elected Officers, Trustees and the Chairpersons of the Community Center, Beach and Parks, Ways and Means, Social, Roads and Sanitation and Restriction and Police and Fire Protection shall be vested with full authority to act for said Association and in its name and its acts shall not be invalidated or brought into question except that said Board shall carry out any resolution or instruction as may be passed by the Association at any meeting.

### **Section 2**

The Association shall indemnify every Officer and member of the Board against any and all expenses, including attorney fees reasonably incurred in connection with any action, suit or other proceeding, at law or inequity, against them in their official capacity. Indemnification shall not be available where an Officer is proven to have acted in bad faith, or with gross negligence or fraudulent or criminal intent.

### **Section 3**

The Board shall not incur any obligations that are not specifically authorized by the Association or by these Bylaws, except the purchase of necessary supplies and in connection with the maintenance of the Association or Community property. A vote of two-thirds (2/3s) of Board approval will be required for any expenditure greater than \$1,000 and prior to the actual purchase.

### **Section 4**

A Board member may be removed from office prior to the expiration of their term for the following:

- a. Absent from three (3) consecutive Board meetings without cause or legitimate reason(s) unless deemed acceptable by a majority of the remaining Board members.
- b. Determination by the remaining Board members that a fellow Officer has flagrantly or continuously acted contrary to the objectives and purposes of the Association or has violated the Bylaws of this Association. Their removal will require a vote of two thirds (2/3) of the general membership present at a Special Meeting called specifically for that purpose. Written notice of the Board’s intention to remove an Officer shall be provided to the person(s) to be removed and the remaining Officers at least ten (10) days prior to the Special Meeting at which time the removal vote shall be taken.
- c. If a Board member sells their property and relocates outside Selby on the Bay SCBD during their term in office they shall be removed from office.

## **Article VI. Meetings**

### **Section 1**

The Annual Meeting (“Annual Meeting”) of the Association shall be held at Selby on the Bay beach on the third Sunday of September at 2:00 PM at which time normal business shall be conducted and the Officers and Committee Chairpersons shall be elected.

## **Section 2**

At the Annual Meeting the Officers and Committee Chairpersons will present reports and make recommendations for the advancement of the Association.

## **Section 3**

Special Meetings of the Association shall be called by the President on request of a majority of the Board or on request in writing of 25% of the membership of the Association. The Members shall be notified at least ten (10) days prior to said meeting, which shall be held at a location designated by the Board, the date and time to be determined by the President or the Board. When Special Meetings and or meetings which amend the Constitution and Bylaws are called, the notice shall include a statement of the items to be presented to the membership for a decision. The agenda for a Special Meeting shall be restricted thereto.

## **Section 4**

The Board shall meet on the first Tuesday of October wherein newly elected Officers and Committee Chairpersons shall be sworn in and the business of the Association shall continue to be conducted.

## **Section 5**

All meetings of this Association shall be conducted under the Constitution and Bylaws of this Association. Any and all disputes to the contrary shall revert to the provisions of "Roberts Rules of Order".

## **Article VII. Elections**

### **Section 1**

The Officers and elected Committee Chairpersons shall be elected at the Annual Meeting each year. The Annual Meeting shall be opened by the President at 2:00 P.M. At the completion of Association business and committee reports, or no later than 3:00 P.M., the President shall open the voting process with hard copy ballots. Officers and Committee Chairpersons will be elected by majority vote of the members present that cast their ballots, plus notarized absentee ballots received per section 4 below. The voting process shall close at 6:00 P.M. At such time the ballots will be tallied by individuals pre-selected by the Election Committee. The President shall then announce the results for each office position. All newly elected Officers and Committee Chairpersons shall take office upon installation at the regular meeting in October of each year.

### **Section 2**

The Officers and elected Committee Chairpersons shall be elected to serve for a one year ("Term"). All shall be eligible for more than one Term.

### **Section 3**

There shall be a separate balloting for each elected office. Nominations shall be accepted from the floor for each office.

#### **Section 4**

Absentee ballots shall be requested from the Election Committee. Executed absentee ballots must be notarized and the original notarized absentee ballot must be received at the Association post office mail box at least two (2) days prior to the election.

#### **Article VIII. Duties of Officers**

**President** - The President shall preside at all meetings of the Association and decide all questions or disputes not controlled by the Bylaws of the Association and sign all checks in the absence of the Treasurer. He/she shall give bond in such amount as the Board shall prescribe the premium thereon to be paid by the Association.

He/she shall appoint all Committee Chairpersons not provided for through election. The President shall appoint a Member to fill the unexpired term of any office vacated. He/she shall preside at all meetings of the Board and appoint a President "pro tem" to install the newly elected Officers and perform such other duties as may be required of him/her by the Association. The President has the authority to enter into a contract or other financial commitment on behalf of the Association. This authority is only valid upon the approval of two-thirds (2/3s) of the Board members voting on a motion to ratify the contract in question. The President shall be indemnified by the Association and will forever hold the President free and harmless against any action questioning the intent of the President to act in the interests of the Association, in good faith, without gross negligence, fraudulent or criminal intent when subsequent to approval by the Board.

**Vice-President**- The Vice-President shall preside at all meetings in the absence of the President and in case of death, removal or resignation of the President, the Vice-President shall become the President and serve as such until the next regular election and installation of his/her successor in office.

**Financial Secretary**- The Financial Secretary shall receive all dues and other monies from any source for the benefit of the Association. He/she shall keep a true account of all receipts and expenses of the Association; draw all orders on the Treasurer when passed by the Association and attest same by his/her signature. He/she shall turn over all monies received by him/her to the Treasurer and take a receipt of the Treasurer therefore, and keep a correct account between the Association and its members in books provided for that purpose, preparing and submitting monthly Financial Statements at each meeting. He/she shall submit his/her books to the Auditing Committee when reasonably requested to do so.

**Recording Secretary**-The Recording Secretary shall keep a true record of the proceedings of all meetings, correspondence and files of the Association and the Board and conduct the correspondence of the Association. All papers, books, correspondences, including, but not limited to electronic media, in possession of the Recording Secretary are property of the Association.

**Treasurer**-The Treasurer shall oversee the financial administration of the Association. Review procedures and financial reporting, advise the Board on financial strategy and also on

fundraising. The Treasurer shall receive all funds turned over to him/her by the Association, other than the Special Tax Monies. He/she will keep up to date records as well as an audit trail for all transactions. He/she shall review all internal processes and reporting methods at least annually and keep monies in such bank or banks as the Board shall prescribe. He/she shall disburse funds as authorized by the Board. The Treasurer shall provide a report of the finances monthly to the Board, for questions and review, with attachment of the Bank Statement. The Treasurer shall give bond in such amount as the Board shall prescribe the premium thereon to be paid by the Association. Protect the Association against fraud and theft, ensuring safe custody of money and prompt banking practices. He/she shall make available their books to the Auditing Committee when reasonably requested and at least once annually

**Special Tax Officer**-The Special Tax Officer shall ensure that the Selby on the Bay SCBD monies disbursed by Anne Arundel County are deposited into accounts as prescribed by the Board. The Board shall then create and approve an Annual Budget (“Annual Budget”) no later than December 31<sup>st</sup>. A SCBD Special Meeting, with ten (10) days’ notice, shall be held for the Association Members to question or to comment on the said budget before January 28<sup>th</sup> of the following year. He/she shall also make available their books to the Auditing Committee when reasonably requested to do so. Their audit shall meet County guidelines and in no way interfere with the timely submission of said Annual Budget to the County. The Annual Budget shall then be submitted to the Special Community Benefit District coordinator by the due date. Upon Anne Arundel County Council approval, he/she shall disburse funds as budgeted and balance the books. The budget may be amended only with the approval of the Board and Anne Arundel County. He/she shall also ensure that the end of fiscal year financial reports are prepared and audited as required by Anne Arundel County. Such reports shall be submitted to Anne Arundel County Auditors office by the due date. He/she shall create a balance sheet for all Selby on the Bay SCBD funds and accounts, to be presented to the Board at each meeting. The Special Tax Officer shall give bond in such amount as the county authorities shall prescribe the premium thereon to be paid by the Association. He/she shall abide by the rules and regulations prescribed by Anne Arundel County Special Community Benefit District. Commingling of Selby on the Bay SCBD funds with any other Association funds are strictly prohibited.

**Zoning Officer** - The Zoning Officer responsibilities shall include monitoring Selby on the Bay property owner's compliance with the zoning regulations of Anne Arundel County and the State of Maryland and notifying the Association's other Officers of occurrences of non-compliance with zoning regulations which may require further action by the Association.

**Trustees** - The Trustees shall be composed of three (3) Members. The candidate receiving the majority votes from the September election will have the first option of a two (2) year term in office. The Trustees shall have charge of the tangible property or renovations of tangible property of the Association. They shall be advised of any major repairs to the Community Center building that have been reported by the Community Center Chairperson. The Trustees will also review any new proposed expenditure as well as any proposed changes to the rules and regulations prior to final Board approval. They shall present the Board with a report of the inventory and condition of all tangible property owned by the Association at the Annual Meeting.

## **Article IX. : Dues**

### **Section 1**

The annual Associate Member membership dues shall be fixed each year by recommendation of the Board and approved by two-thirds (2/3s) of the Members present at the Annual Meeting. Said dues shall be due and payable on January first (1st) of each year, in advance.

## **Article X. Elected Committee Chairpersons**

The following Committee Chairpersons shall be duly nominated and elected to office. Each shall select and appoint assistants as required to meet the functions of his/her chairpersonship, reporting such appointees to the Recording Secretary.

**Community Center Administrator** - The Community Center Administrator will manage Community Center reservations and coordinate event scheduling. He/she shall review and oversee the reservation and approval process (to include handling of reservation fees and security deposits). He/she shall turn over all monies received by him/her to the Treasurer and maintain a record of all reservations and fees received. The Community Center Administrator shall coordinate with the Community Center Operations Manager to assure that that the facility is prepared for reservations and community events. Their duties shall include all necessary activities, excluding those provided for under Trustees, Article VIII.

**Community Center Operations Manager** - The Community Center Operations Manager will oversee Community Center infrastructure operations, maintenance, repair requirements. He/she shall review and oversee the Community Center systems and determine when repairs, upgrades, and improvements are necessary. Their duties shall include all necessary activities, excluding those provided for under Trustees, Article VIII.

**Beach and Park Chairperson** - The Beach and Park Chairperson shall have charge of the maintenance, improvements and care of the dedicated Beach and Parks at Selby on the Bay, including the Beach and Waterfront and waters immediately adjacent.

**Ways and Means Chairperson** - The Ways and Mean Chairperson shall, by December thirty-first (31st) of each year, prepare a budget of the necessary expenses and submit the same to the Board for approval and shall find and provide the means for meeting the expenses of the several activities of the Association.

**Social Chairperson** - The Social Chairperson shall have charge of the social activities at Selby on the Bay, provide such entertainment, socials, receptions, and other events as shall seem best fitted to promote the social spirit of the community.

**Roads, Sanitation, and Restrictions Chairperson** - The Roads, Sanitation and Restrictions Chairperson shall have charge of enforcement of all restrictions in the Selby on the Bay Community connected with buildings and sanitation, as required by the regulation of Anne Arundel County and the laws of Maryland.

**Police and Fire Protection Chairperson** - The Police and Fire Protection Chairperson shall have charge of policing of the Selby on the Bay Community, and make provisions for protection against fire. He/she shall coordinate all necessary communications and activities with the appropriate local police and fire authorities. He/she shall see that the rules and regulations promulgated by the Association are properly enforced.

## **Article XI Appointed Committee Chairpersons, Directors and Delegates**

The following Committee Chairpersons, Directors and Delegates shall be appointed by the President. Each shall select and appoint such assistants as required to meet the functions of the Chairpersonship, reporting such appointees to the Recording Secretary.

**Election Committee** - The Election Committee shall consist of three (3) members appointed by the President at the Annual Meeting, to serve for the ensuing year; and said committee shall nominate one or more candidates for each elected office. It shall be incumbent on this committee to recognize any announced candidate for any elected officer or chairpersonship and to include his/her name on the ballot. A candidate's name shall appear one (1) time on the ballot list. The Election Committee shall prepare a full list of candidates to be elected to office and chairpersonships and provide a copy of the candidates list to each Member of the Association, at least ten (10) days prior to the date of the Annual Meeting.

**Membership Chairperson** - The Membership Chairperson shall receive all applications for Associate Member membership, determine that such application meets the requirements of these Bylaws and submit same for Associate Member membership approval at the next meeting.

**Auditing Committee** - The audit of the Association books shall be conducted annually by three (3) appointed Members to this Committee. The Treasurer, Financial Secretary and Special Tax Officer shall make available all financial records to the Auditing Committee or allow viewing of said records at least thirty (30) days prior to the Annual Meeting. This Committee shall schedule their audit of the Special Tax funds so as it does not hamper in any way the preparation of, or the actual audit by the County tax office. The books of the Association shall then be certified by this Committee as acceptable and present the results of the audit to the Board before the newly elected Treasurer, Financial Secretary and Special Tax Officer assume office in October.

**Sunshine Chairperson** - The Sunshine Chairperson shall be responsible for recognizing new residents, illnesses, deaths, births, marriages, etc. in the family circumstances of the membership, setting such uniform rules as the membership may approve.

**Swim Team Director** - The Swim Team Director shall plan, promote, and direct the swim team of Selby on the Bay.

**Teen Director** - The Teen Director shall plan, promote, and direct the activities of the teens of Selby on the Bay.

**Children's Social Director** - The Children's Social Director shall plan, promote, and direct the activities for the children, below teen level, of Selby on the Bay.

**Publicity Chairperson** - The Publicity Chairperson shall see that the news of events of Selby on the Bay is well publicized.

**Delegates** - Two (2) Delegates shall be appointed to each of the following organizations: The Mayo Civic Association, Inc. and The South River Federation, Inc. and the Anne Arundel County Community Relationship Council. They will represent our Association at their meetings.

**Legal Director** - The Legal Director shall investigate into all legal matters concerning this Association.

## **Article XII. : Quorum**

Fifteen (15) Members of the Association, shall constitute a Quorum of this Association, and seven (7) shall constitute a Quorum of the Board.

## **Article XIII. : Order of Business**

- (1) Pledge of Allegiance
- (2) Roll Call of Officers
- (3) Reading of the Minutes of the previous meeting and their approval.
- (4) Election and introduction of new members.
- (5) Treasurer's Report.
- (6) Special Tax Officer's Report
- (7) Financial Secretary's Report
- (8) Reports of Standing Committees.
- (9) Reports of Special Committees.
- (10) Reports of Officers.
- (11) Presentation and approval of appropriations and bills.
- (12) Unfinished Business.
- (13) New Business.
- (14) Adjournment.

## **Article XIV Amendments**

These Bylaws may be amended at any time by the presentation of such amendment in writing, at any meeting. The group presenting said amendment(s) shall be no less than seven (7) Association Members. Such Amendment(s) shall be read by the Secretary and then lie on the table for a minimal 30 day period. A Special Meeting will be called at which time the proposed amendment(s) may be taken up and acted upon. A vote of two-thirds (2/3) of the Members present shall be necessary for the adoption of the Amendment(s). All Members shall be notified of the proposed Amendment(s) at least ten (10) days prior to the date of the meeting at which it is to be acted upon.