

THE CONSTITUTION AND BY-LAWS
of MANHATTAN BEACH CIVIC ASSOCIATION

ARTICLE I - NAME

The association shall be known as the Manhattan Beach Civic Association, Inc.

ARTICLE II - OBJECTIVES

To promote the general welfare of the residents of Manhattan Beach, Anne Arundel County, Maryland; to improve Manhattan Beach; and to regulate the community beaches, community piers and docks, the community property of Manhattan Beach, and the streets and sidewalks that are not within the control of the state, county or local governments. In addition, this organization seeks to promote social activities and community events within the community.

ARTICLE III - MEMBERSHIP

A. Any owner of real estate within the boundaries of Manhattan Beach, (defined as that area bounded by Ritchie Highway on the West, Cypress Creek on the North, Dividing Creek on the South, and the Magothy River on the East) shall be a member of the Manhattan Beach Civic Association. This definition does not include any individuals that own storage units with associated slips in any marina within the boundaries of Manhattan Beach, unless they own other real estate in Manhattan Beach.

B. Proof of membership shall be in the form of a current tax statement.

C. Members are responsible for notifying Anne Arundel County and the MBCA Secretary of any change in their tax account status or mailing address.

D. One membership is allowed per tax account.

ARTICLE IV - Dues and Special Tax Benefit District

A. There are no dues payable by any member of MBCA while the Tax Benefit District provides funds to the Manhattan Beach Civic Association.

B. The following rules apply to the receipt of any funds by MBCA from the special benefit tax district:

1. The Board shall recommend, and the membership vote, on the amount to be taxed per tax account and the budget of monies received.

2. a. A 50% rebate will be provided by the MBCA to any member 65 years or older if that member: i) makes a written request within the year the rebate is being sought; ii) was a member prior to January 1, 2009; and iii) provides proof that they paid the tax bill for the year they are seeking the rebate. Provided that the Board first determines that sufficient funds exist to pay the rebate.

b. A refund of taxes will be provided by the MBCA to any member whose property is being threatened with foreclosure: i) upon written request received within the year the refund is being sought; ii) if the requestor was a member prior to January 1, 2009; iii) the member provides proof of the threatened foreclosure; and iv) the member provides proof of tax payment for the year they are seeking a refund. Provided that the Board shall first determine that sufficient funds exist to pay the refund.

3. a. At least 90 days before the date that the MBCA budget for Special Benefit Tax District funds must be submitted to Anne Arundel County, the Board may propose a maximum limit on the amount of tax per tax account. If the Board proposes to increase the maximum limit above \$150.00 per tax account, the

Board must notify the membership by mailing a written notice at least 60 days prior to the date for the submission of the budget to the county and at least 30 days prior to the general meeting when the votes will be counted. The notice must specify the maximum limit proposed and the reasons for the increase above the maximum limit of \$150.00 per tax account. The maximum limit will not be increased unless a majority of the members present at a scheduled meeting, with written notice of the meeting post marked to all tax accounts at least 30 days before the meeting, votes in favor of the increase.

b. Taxes collected over \$25 will be used to establish and fund a Community Property Fund to be utilized solely to purchase or maintain community capital assets such as: the purchase or maintenance of a clubhouse and grounds; or the improvement or maintenance of beaches, community easements and woods. These funds can also be used to fight gypsy moths in case there is resurgence.

4. The proposed budget for the use of the funds that arise from the tax benefit district shall be submitted to the membership at the same meeting described in Section B.3., Article IV. or at another meeting. Provided that the proposed budget shall be submitted to the membership and approved by a majority of the members, with written notice (including the proposed budget) of the meeting postmarked to all tax accounts at least 30 days before the meeting.

ARTICLE V - Officers

A. Title and Duties

1. The officers of the Association shall be President, Vice-President, Treasurer, Secretary, who shall also be members of the Board of Directors.

2. The President shall preside at meetings of the Association, except that in the absence of the President, the Vice-President shall preside. The President shall submit to the Board of Directors for their consideration and decision all subjects which, in his opinion, the interest of the Association may require.

3. The President shall designate the Resident Agent of the Association. The Vice-President, in the absence of the President, shall perform all duties of the President.

4. The Secretary shall keep current minutes of the proceedings of each meeting of the Association and the Board of Directors; he will furnish copies of the minutes to any member upon request; he shall notify all members of the Association of all general and special membership meetings; he shall have responsibility for all official papers, reports, these bylaws, records and any other documents pertaining to the Association; upon request at either a Board or a General Membership Meeting he may read aloud the minutes of the preceding membership meeting and he shall perform such other duties as may be directed by the President.

5. The Treasurer shall collect any monies received by, or gifts made to the Association and keep an accurate account thereof. He shall deposit in a bank designated by the Board of Directors all funds of the Association which come into his possession, and shall pay all authorized expenditures upon receipt of an accurate written statement. Every two years, the treasurer shall assure that a review of the financial records of Manhattan Beach Civic Association is accomplished by a certified public accountant. If requested by the Board, or a majority vote of the membership at a meeting, the treasurer shall arrange for an audit or a review of the financial records of MBCA by a certified public accountant.

6. The Certified Public Accountant providing the audit or review shall not be a member of the Manhattan Beach Civic Association.

B. - Removal

Any Officer or Director may be removed for just cause by a two-thirds majority of the entire Board and with the approval of a majority of the members attending in a regular or special membership meeting that has a quorum.

C. - Vacancies

1. A vacancy in any office shall be filled by the President, with the approval of the Board, for the unexpired portion of the term, with the exception that the Vice President shall immediately fill any vacancy in the office of the President for the unexpired portion of the term.

2. Once the Board approves the new office holder, B. - Removal applies to the individual filling the vacancy and the new office holder has the same rights and responsibilities as an elected office holder.

D. - Compensation

1. Officers and Directors shall serve without compensation. Reasonable expenses for MBCA projects or activities may be reimbursed to the members.

E. - Resignation

1. Any officer may resign at any time by giving written notice to the Board, the President or the Secretary. Unless otherwise specified in the Notice, the resignation shall take effect upon receipt thereof by the Board or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

ARTICLE VI - Board of Directors

A. Only a member of the Association may be a member of the Board of Directors or an officer.

B. The immediate past-president shall be a member of the Board of Directors unless he was removed from office pursuant to Section B, Article V.

C. The Board of Directors shall be the governing body of the Association subject to the Constitution and Bylaws. There may be no more than 15 members of the Board of Directors at any one time. Each officer is a member of the Board. Each Board member serves for a one-year term.

D. The Board is empowered to transact any business necessary for the benefit of the Association and membership, except as limited by the Constitution and bylaws and the annual budget approved by the membership.

E. If the Treasurer dies, resigns, is removed from office, or is not re-elected, the Board shall arrange for the financial record of the Association to be reviewed by a CPA before the end of the next fiscal year.

F. The minutes of the Board of Director's meetings, the membership meetings along with the financial and other records of the association shall be made available to any member for inspection by the Secretary or Treasurer, upon reasonable notice and at a time and place as determined by the Secretary, Treasurer, or the Board. If there is a dispute concerning the availability of records, the notice, or the time and place, the Board of Directors shall have final authority to make a determination as to reasonableness.

ARTICLE VII - General Budget

A. MBCA shall have an annual budget. This budget shall be in addition to the Special Tax Benefit Budget of Article IV. This budget shall be prepared by the Treasurer, or any other member of the Board, with the advice and consent of the Board. A copy of the budget shall be either postmarked to each member at least 30 days prior to the general membership meeting where the budget will be considered for approval,

or the budget must be published in the MBCA newsletter and distributed more than 30 days prior to the general membership meeting at which it will be considered, or both, prior to July 1 of the preceding year before the tax benefit district begins.

B. After membership approval of the budget, the budget may not be amended by the Board without approval of a majority vote of the membership at a meeting that has been scheduled with written notice of the meeting postmarked 30 days or more prior to the meeting. The notice must include the proposed budget change.

ARTICLE VIII - Nominations & Elections

A. A Nominating Committee shall be appointed by the Board. The Committee will solicit nominees from the community. The Nominating Committee's report shall be provided to the Board by the first Tuesday in April.

B. Election of officers shall be held at [the Annual a general membership meeting on the first Tuesday in May.

C. Installation of officers shall be held immediately upon their election. Provided that, the previous officers shall continue to serve for a period of thirty (30) days in order to provide a transition from one administration to the next. The prior officers shall not vote in their previous capacity unless they have been re-elected. If they have been elected to another position, they may vote in that capacity. In any event, the newly elected officers shall serve until the election in May of the following year.

D. One ballot shall be received from each member present at the Election Meeting. The President shall assure that the ballots are counted in an orderly manner and that no one currently seeking a position on the Board or as an officer counts the votes.

ARTICLE IX - MEETINGS

A. There shall be a minimum of five regular meetings of the Association each year.

B. General Meetings shall be held the first Tuesday of the month, at 8 p.m., at the Clubhouse unless another date, time and/or place is announced ten calendar days prior to the scheduled meeting by posting a notice on the Community Notice Board located at the entrance to the Community and by posting the meeting change in front of the Community Clubhouse stating the date, time and location of the meeting.

C. Notice for all meetings, special or otherwise, shall be posted on the community bulletin board or at the Clubhouse 7 days prior to the meeting date. If the President determines that a special membership meeting is urgently required, he may direct that the meeting occur without 7 days notice, but he must assure that reasonable efforts are made to notify the entire membership of the meeting date and time.

D. The Board of Directors should meet at least quarterly at a time and place designated by the Board, or at any time upon the call of the President. All members will be notified either by newsletter or a mailing, at the beginning of the fiscal year of the regularly scheduled Board of Director Meetings and the General Membership meetings. All Board of Director Meetings are open to any association member, unless the Board determines that it is in the best interest of the Community to hold a closed meeting. Any closed meeting shall not involve tax benefit district issues or the payment of dues by members to MBCA.

ARTICLE X

A. The community association shall have the right to buy, trade and sell non-real estate or to enter into service contracts. No non-real estate property valued at more than One Hundred Dollars (\$100.00) will be purchased without a majority vote by the Board of Directors. Any property valued at more than One

Thousand Dollars (\$1,000.00) shall not be purchased, traded or sold without majority vote at a meeting of the membership. No service contract for more than Two Thousand Dollars (\$2,000.00), to be paid in less than one year can be authorized by the Board without three written competitive bids.

B. Provided that if the Board determines that community emergency exists and that insufficient time exists to obtain membership approval, the Board may authorize, by a two-thirds vote, the expenditure of sufficient funds to address the community emergency situation.

C. The community association shall have the right to buy, trade and sell real estate. The Board of Directors shall determine by majority vote any real estate that may be considered for sale, purchase, or trade. If the Board approves the proposed sale, purchase or trade, then the transaction must be approved by a majority vote of the association members. The details of the proposed transaction will be mailed to the association membership with a postmark of at least 30 days prior to the vote. In the event of a vote against a proposed transaction, the purchase, trade or sale of that property may not be voted upon again for one year

ARTICLE XI - COMMUNITY DEVELOPMENT

It is the policy of MBCA that the residential quality of Manhattan Beach should be maintained. Accordingly, zoning changes or commercial expansion, or other commercial activities, either within or contiguous with Manhattan Beach generally will be opposed by MBCA. This general opposition will be changed as to any particular proposal only if a majority of the membership voting at a regularly scheduled meeting, or a special meeting with written notices postmarked 30 days before the meeting identifying the proposed change, vote in favor of the change.

ARTICLE XII - VOTING PROCEDURES

There shall be no proxy voting. There shall be one vote per tax account. Multiple tax account owners have one vote for each tax account property. A majority of members present shall carry any motion, unless otherwise provided for in these Bylaws. A quorum, as defined in Article XIII, must be present at the time of the vote at both membership and Board meetings. A written ballot shall be required for:

1. any proposed amendment to the MBCA Bylaws;
2. any proposed sale, purchase or trade of real property; and
3. any proposed increase or decrease in the annual assessment per tax account.

The Secretary shall mail the ballot to the entire membership no later than 30 days prior to a general meeting at which the vote is scheduled to be tallied. Completed ballots may be returned to the MBCA post office box, postmarked no later than 5 days prior to said meeting or individual members may present their completed ballots in person at the meeting prior to the count. Vote results shall be announced at the general meeting if available and published in the MBCA newsletter.

ARTICLE XIII - Quorum

Fifteen members shall constitute a quorum at a membership meeting. At a Board meeting, a majority of the board members shall constitute a quorum.

ARTICLE XIV - COMMITTEES

A. All standing committees shall be appointed by the Board of Directors. The President may, at his discretion, appoint ad hoc committees. The President may designate a Board member as liaison to each committee.

B. All committee meetings are open to association members, unless the Board determines that it is in the best interest of the community to close a committee meeting.

C. Each of the standing committees shall be responsible for a project or program and shall have the full support of the Association in such activity as approved by the Board of Directors or the membership.

D. The following are the standing committees:

1. Clubhouse
2. Nominating
3. Community Easements/Real Property
4. Recreation and Youth Activities
5. Community Development
6. Civic Affairs
7. Environmental

ARTICLE XV - AMENDMENTS

The Constitution and Bylaws may be amended by a two-thirds vote of the membership.

Approval By Board:

President Cliff Roop and Secretary Michelle Cattaneo on June 6, 1995

Approval By Membership:

The above bylaws and amendments, prepared by Roy L. Mason, were approved by a two-thirds majority vote of the general membership present at a meeting on the 6th day of June 1995.

Further amendments to the original Bylaws were voted on and approved by a majority at the general meeting on April 5, 2005.

The above bylaws and amendments voted on and approved by a two thirds majority vote at the general meeting on December 2, 2008. These changes were in Articles IV and IX