



## THE CONSTITUTION AND BYLAWS OF MANHATTAN BEACH CIVIC ASSOCIATION

### ARTICLE I – NAME

The name of this organization shall be the Manhattan Beach Civic Association, Inc. The Association is a 501(c) non-profit incorporated on September 9, 1929, in Anne Arundel County, Severna Park, MD.

### ARTICLE II – DEFINITIONS

For purposes of these Bylaws, the following terms shall have the meanings set forth below:

- **Association:** The Manhattan Beach Civic Association, Inc.
- **MBCA:** Abbreviation for Manhattan Beach Civic Association.
- **Bylaws:** This document detailing the rules by which the Association operates.
- **Membership / Member:** Any person who meets the qualifications for membership as established in Article IV of these Bylaws.
- **SCBD:** Abbreviation for Special Community Benefit District. The Association became an SCBD on May 15, 1992.
- **Clubhouse:** An Association owned property located at 742 Dividing Rd, Severna Park, MD. The Clubhouse, also known as the community center, was opened in 1958. It is used for Association Membership events, meetings and as a source of revenue by renting to the public.
- **Board:** The Board of Directors. The governing body of the Association, elected by the Membership.
- **Director:** A duly elected or appointed member of the Board.
- **Officer:** The elected President, Vice President, Secretary, or Treasurer.
- **Quorum:** The minimum number of Members or Directors that must be present at an Association meeting as specified in Article VIII, Section E of these Bylaws.
- **General meeting:** A regular scheduled meeting of the Board and Membership.
- **Board Meeting:** A regular scheduled meeting of the Board.
- **Special Meeting:** Describes an unscheduled meeting called for a specific purpose as defined in Article VIII, Section C.
- **Ballot:** A paper or digital form used to allow a Member to document their vote.
- **Simple Majority:** Refers to half plus one of the voting Members. If the result is not a whole number, then round down to the nearest whole number.
- **Supermajority:** Refers to two-thirds of the voting Members.
- **Proxy:** A written authorization by which a Member designates another person to vote on their behalf at a meeting of the Membership. (not permitted)

## **ARTICLE III – OBJECTIVES**

Improving and maintaining all community property within the confines of Manhattan Beach including but not limited to the beaches, clubhouse, wetlands, and recreational areas; providing for operational expenses, insurance, and other expenditures that would assist in improving and maintaining the community property and funding any additional community capital projects as determined by the community through the annual budget process.

In addition, the Association shall promote communication and active engagement among members through social events, meetings, the MBCA website, and other official channels.

## **ARTICLE IV – MEMBERSHIP**

- A. Any owner of real estate within the boundaries of Manhattan Beach shall be a member of the Association. Manhattan Beach is defined as all the residences accessible from Manhattan Beach Road, that are located between Cypress Creek on the West, the Magothy River on the North, Dividing Creek on the East and Ritchie Highway on the Southwest. This definition does not include any individuals that own storage units or slips in any marina within the boundaries of Manhattan Beach, unless they own other real estate in Manhattan Beach.
- B. The official Association website is located at [www.mbcaweb.org](http://www.mbcaweb.org). The USPS address is PO Box 59, Severna Park, MD 21146
- C. All Members of the Association must subscribe to the official Association email list at the following link to ensure they receive critical updates about meetings, Ballot votes, budget or Bylaw changes, and events: [www.mbcaweb.org/announcements](http://www.mbcaweb.org/announcements)
- D. Proof of Membership shall be in the form of a current tax statement or deed.
- E. Members are responsible for notifying Anne Arundel County and the Association Secretary of any change in their tax account status or mailing address.
- F. One Membership is allowed per tax account.

## **ARTICLE V – GOVERNANCE**

- A. The Board shall be the governing body of the Association subject to the Bylaws. There may be no more than 15 members and no less than 8 members on the Board. Each Officer is a member of the Board. Each Board member serves for a one-year term with the exception that Officers serve for a two-year staggered term. (See Article VII B i)
- B. The Board is empowered to transact any business necessary for the benefit of the Association and Membership, except as limited by the Bylaws and the annual budget approved by the Membership.

- C. The immediate past-President shall become a member of the Board for a one-year term, unless they decline the role or were removed from office.
- D. Only a member of the Association who is at least 21 years old and whose primary residence is within Manhattan Beach, may be a member of the Board.
- E. The Board shall serve without monetary compensation. Reasonable expenses for Association projects or activities that are approved by the Treasurer may be reimbursed to the members. Board members are entitled to the following benefits: one boat ramp key and kayak rack access at no cost, and use of the Association Clubhouse without rental fees, provided no current or pending reservation exists.”
- F. The minutes of the Board and General meetings along with the financial and other records of the Association shall be made available to any member on the official Association website located at [www.mbcaweb.org](http://www.mbcaweb.org). In the event a member is having difficulty following this process, they may request assistance by emailing the Board at [mbcasevernapark@gmail.com](mailto:mbcasevernapark@gmail.com). Members should allow at least 7 calendar days for a response, and the Board shall make best efforts to do so.
- G. Any member of the Board may resign at any time by providing email notice to the President or the Secretary. Unless otherwise specified in the notice, the resignation shall take effect upon receipt of the email by the President or Secretary, and acceptance of the resignation shall not be necessary to make it effective.
- H. Any member of the Board may be removed by a supermajority of the entire Board and with the approval of a simple majority of the members present at a General or Special meeting that has a Quorum, as defined in Article VIII, Section E.
- I. Any Board member who misses 3 or more consecutive scheduled meetings will be considered to have abandoned their position. The position will be considered open at the conclusion of the 3<sup>rd</sup> missed meeting. The board may, at its discretion, choose to make an exception due to extenuating circumstances.
- J. A vacancy in any Board position 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. Once the Board approves the new office holder, they will have the same rights and responsibilities as an elected office holder.

## **ARTICLE VI – OFFICERS**

- A. The Officers of the Association shall be President, Vice-President, Treasurer, and Secretary, who shall also be members of the Board.
- B. 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 for their consideration and decision, all subjects which, in their opinion, may be of interest to the Association. The Vice-President, in the absence of the President, shall perform all duties of the President.
- C. The Secretary shall keep current minutes of the proceedings of each Board and General meeting. They will provide copies of the minutes to any member upon request and notify all members of the Association of all Board, General and Special meetings. They shall have responsibility for documenting and storing official papers, reports, Bylaws, records and any other documents pertaining to the Association. Upon request at either a Board or General meeting, they may read aloud the minutes of the preceding meeting, and they shall perform such other duties as may be directed by the President. The Secretary shall maintain and secure the list of tax paying members provided by the county each year, and only the Officers shall have access to this personal information.
- D. The Treasurer shall collect any monies received by, or gifts made to the Association and keep an accurate account thereof. They shall deposit in a bank designated by the Board all funds of the Association which come into their possession and shall pay all authorized expenditures upon receipt of an accurate written statement.

Every two years, the Treasurer shall ensure that a review of the financial records of the Association is completed by a certified public accountant (CPA). If requested by the Board, or a simple majority vote of the Members at a meeting, the Treasurer shall arrange for an audit or a review of the financial records of the Association by a CPA. 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 next September to ensure accurate records in preparation of the proposed budget to be reviewed at the October General meeting.

- E. The CPA providing any audit or review shall not be a member of the Association.
- F. The Officers shall designate the Resident Agent of the Association who shall serve in this capacity until such time as they resign or are replaced by the Officers. The Resident Agent receives legal documents and official correspondence, such as lawsuits, IRS notices, and government documents, on behalf of the Association. Their primary responsibility is to forward these documents to the Officers who will ensure the Association is properly notified of legal actions or official communications and remains in compliance with state laws. The Secretary shall ensure any documents received by the Resident Agent are properly stored within the Association's records.

## ARTICLE VII – NOMINATIONS & ELECTIONS

### A. Nominating Committee

- i. The Nominating Committee shall be appointed by the Board.
- ii. The Committee is required to review the Bylaws to understand the election rules, including Board member qualifications, nomination processes, term limits, and the Committee's scope of authority.
- iii. The Committee may evaluate the existing Board's performance, strengths, and weaknesses to determine what skills, backgrounds, and perspectives are needed to improve the Board's overall effectiveness.
- iv. The Committee actively seeks out potential candidates from the community through outreach and by considering recommendations from other members. This process may involve reviewing the qualifications of interested members and interviewing them. A list of recommended candidates is then submitted by the Committee to the Board at least 7 days prior to the scheduled election.

### B. Election & Voting Procedures

- i. Election of Board members shall be held at a General meeting on the first Tuesday in May. The President and Secretary are to be elected on even numbered years while the Vice President and Treasurer are elected on odd numbered years to ensure continuity within the executive staff.

For purposes of clarity when this change is first implemented starting with the May 2026 elections, the elected President and Secretary will begin serving 2-year terms while the elected Vice President and Treasurer will serve a 1-year term. In May 2027 the Vice President and Treasurer will be elected for two-year terms, thereby establishing a one year offset from the President and Secretary.

- ii. Installation of Board members shall occur immediately upon their election. Previous Officers shall be available as needed for a period of 30 days to assist in the transition from one administration to the next.
- iii. There shall be 1 vote per tax account for any motions brought before the Board and Membership. Multiple tax account owners would therefore be allowed multiple votes. There shall be no proxy voting.
- iv. A Quorum, as defined in Article VIII, Section E, must be present at the time of any vote on a motion at General, Special and Board meetings.

- v. A Ballot shall be required for the following proposals:
  - a. Amendment to the Bylaws.
  - b. Increase or decrease in the annual SCBD assessment per tax account.
  - c. Sale, purchase or trade of real property
- vi. No less than 30 days prior to a Ballot vote, the Ballot shall be posted on the Association website and an email sent to the membership via the Association email list with details and a direct link to the Ballot on the website.

If any member does not have access to a computer or email and requires communication via mail, they must request such accommodation in writing to MBCA PO Box 59, Severna Park, MD 21146.
- vii. Completed Ballots may be returned by attaching the completed Ballot via email to [MBCASevernaPark@gmail.com](mailto:MBCASevernaPark@gmail.com) or sending USPS mail to the MBCA at Post Office Box 59 in Severna Park, postmarked no later than 5 days prior to said meeting. Members may also present their completed Ballots in person at the meeting prior to the count.
- viii. The President shall ensure that all Ballots are counted in an orderly manner and that no one currently seeking election to the Board counts the votes. The results of any Ballot vote shall be announced at the conclusion of the General meeting and published on the official website at [www.mbcaweb.org](http://www.mbcaweb.org) within 7 calendar days.
- ix. All motions, except those requiring a Ballot as defined in Article VII B v, shall carry based on a simple majority of members present at a General meeting. All motions requiring a Ballot must obtain a supermajority vote of the eligible Ballots received by the time the vote is counted at the General meeting. There must be a minimum of 100 eligible Ballots received for the motion to carry.

## **ARTICLE VIII – MEETINGS**

- A. There shall be a minimum of one Board Meeting and one General meeting for the Membership each quarter at a time and place designated by the Board, or at any time upon the call of the President. All Board 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. Closed meetings may not involve discussions around SCBD-related topics.
- B. At the beginning of each calendar year, all members will be notified of the regularly scheduled Board and General meetings. Notification will be provided through an official announcement via the Association email list and by posting on the Association's website at [www.mbcaweb.org](http://www.mbcaweb.org).
- C. A Special meeting is an unscheduled gathering called to address an urgent issue or important business that requires attention prior to the next Board or General

meeting. The President must approve all Special meeting requests before they can be scheduled. Members can petition the President to address a specific issue they believe is not being adequately handled and the President, at their discretion may call for a Special meeting.

A Special meeting cannot replace a General or Board meeting. In the event the President denies a Special meeting request by a Member, if that Member obtains 20 signatures from current members on a petition describing the purpose of the Special Meeting, then the President will schedule a Special Meeting to occur within 7 calendar days of receipt of the petition.

**D. Agenda structure for General meetings**

1. Call to order
2. Determination of Quorum
3. Offer reading of prior minutes
4. Reports from the Officers
5. Old Business
6. New Business
7. Motion to adjourn

**E. Quorum:** 20 members shall constitute a Quorum at any General or Special meetings. A simple majority of the entire Board shall constitute a Quorum at any Board meeting

**F. Notice of all Board, General, and Special meetings** shall be posted in a publicly visible location within the community at least 7 calendar days prior to the meeting. In urgent cases, the President may authorize shorter notice, provided reasonable efforts are made to inform all members.

**G. The Board may hold informal meetings or workshops from time to time for the purpose of brainstorming new ideas or gathering feedback from a small group of members.** These meetings do not require notification of the membership as defined in Article VIII Section B and C, so long as there is no official Association business discussed, no decisions made that would affect the membership, and no votes are cast. These gatherings should be nothing more than exploratory in nature.

## **ARTICLE IX – FINANCES**

**A. Special Community Benefit District (SCBD)**

- i. The tax assessment each year for the Association SCBD shall be communicated by the Board during the annual Budget proposal. Any proposed increase to the tax assessment shall require a separate document with justification for the increase. As stated in Article VII B v, a Ballot vote is required to modify the tax assessment.

- ii. There are no Association fees due by any member of the Association while the SCBD provides funds to the MBCA.
- iii. A 50% rebate will be provided by the Association to any member 65 years or older if that member makes a written request within the year the rebate is sought. They must be a member prior to January 1, 2009, and provide proof that they paid the tax bill for the year they are seeking the rebate. All refunds are subject to the Board's confirmation that sufficient funds are available.

## **B. Budget**

- i. Each year a General and SCBD budget, along with a statement of the SCBD tax assessment, shall be prepared by the Treasurer with the advice and consent of the Board.
- ii. The following timelines shall be adhered to each year to ensure consistency and effective communication. In the event of unforeseen circumstances, the Officers may modify these dates with a minimum of 7 calendar days' notice via email and the Association website, while ensuring compliance with county deadlines.
  - a. September 24 (or sooner): Proposed budget and SCBD tax assessment posted to the Association website. An Announcement must be sent to the official Association email list containing a direct link to the relevant documents.
  - b. October (1st Tuesday): A General meeting shall be held to review the proposed budget and SCBD tax assessment and allow feedback from the Membership. If changes are made as a result of this meeting, the updated documents shall be posted to the website and notice sent via the Association email list, at least 30 calendar days prior to the General meeting where the budget and SCBD tax assessment will be voted on and adopted.
  - c. November (2<sup>nd</sup> Tuesday): A General meeting shall be held to vote on the Budget and SCBD tax assessment. A simple majority of the members present is required for the vote to pass unless there is a proposed change to the SCBD tax assessment in which case a Ballot vote is required, as described in Article VII, Section B v, vi and vii.
  - d. Per Anne Arundel county SCBD guidelines, MBCA must submit a final approved budget and SCBD tax assessment to the county no later than January 31.
- iii. If the budget and SCBD tax assessment vote does not pass at the November General meeting, the Officers must make adjustments based on feedback from the Membership to ensure the modified version will pass. A Special meeting must be scheduled no later than the first Tuesday in December and the modified documents must be posted on the website along with email notification to the membership at least 7 days prior to the Special meeting. In the event the budget or SCBD tax

assessment vote still does not pass, the Officers may decide whether to try again or use the approved budget and SCBD tax assessment from the prior fiscal year.

- iv. After Membership approval, a proposal to modify the budget mid-term, requires agreement by a supermajority of the entire Board. The modifications must then be approved by a simple majority vote of the Members present at a Special or General meeting. A copy of the modified budget along with a clear explanation for the proposed changes shall be posted to the Association website. An Announcement must be sent to the official Association email list containing a direct link to the relevant documents and indicating the date and time of the meeting when the vote will take place.

## **C. Spending**

- i. The Association shall have the right to buy, trade and sell non-real estate or to execute service agreements. Non-real estate property valued at more than \$500 shall not be purchased without a simple majority vote by the entire Board. Any property valued at more than \$2,000.00 shall not be purchased, traded or sold without a simple majority vote of the members present at a Special or General meeting. No new service contract for more than \$3,000 can be authorized by the Board without 2 competitive bids. No service contract for more than \$15,000 can be authorized by the board without 3 competitive bids, and a supermajority vote of the Members present at a Special or General meeting.
- ii. Provided that if the Board determines that an Association emergency exists and that insufficient time exists to obtain Membership approval, the Board may authorize, by a supermajority vote of the Board, the expenditure of sufficient funds to address the Association emergency.
- iii. The Association shall have the right to buy, trade and sell real estate. The Board shall determine by a supermajority vote of the Board, 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 Ballot vote of the Association members with a supermajority vote to pass. The details of the proposed transaction along with a Ballot will be posted to the Association website and an Announcement must be sent to the official Association email list 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 X – COMMITTEES**

- A.** All standing committees shall be appointed by the Board. The President may, at their 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 hold a closed meeting.
- C.** Each of the standing committees shall be responsible for a project or task and shall have the full support of the Association in such activity as approved by the Board or the Membership.

## **ARTICLE XI – ZONING AND DEVELOPMENT**

It is the policy of the Association to preserve the residential character of Manhattan Beach. Accordingly, zoning modifications, commercial expansion, or other commercial activities within or adjacent to the community, shall generally be opposed by the Association. Exceptions may only be approved by a supermajority vote of the members present at a General or Special meeting. Details of the exception shall be posted on the website and included in an official Association mail list announcement.

## **ARTICLE XII – CONFLICT OF INTEREST AND ETHICS**

- A.** All Directors, Officers, and Committee members shall act in the best interest of the Association and place the interests of the Association above personal or financial gain.
- B.** Any Director, Officer, or Committee member who has a direct or indirect financial interest in a matter before the Board, must disclose the existence and nature of the interest prior to deliberation or voting.
- C.** After disclosure, the interested person shall abstain from discussion and voting on the matter but may be counted for quorum purposes.
- D.** No Officer or Director may:
  - I.** Enter into contracts with the Association for personal benefit without disclosure and approval by a supermajority of disinterested Board members.
  - II.** Use Association resources or confidential information for personal gain.
  - III.** Accept gifts or favors that may reasonably be perceived as influencing their judgment.

## **ARTICLE XIII – INDEMNIFICATION AND INSURANCE**

- A. To the fullest extent permitted by Maryland law, the Association shall indemnify and hold harmless any current or former Officer, Director, or Committee member against any liability, claim, or expense (including attorney's fees) arising out of their good faith performance of Association duties.
- B. Indemnification shall not apply in cases of gross negligence or criminal acts.
- C. The Association shall maintain Directors & Officers (D&O) liability insurance, general liability insurance, and any other insurance deemed necessary by the Board to protect the Association and its volunteers.

## **ARTICLE XIV – PREVIOUS AMENDMENTS**

- 1995 – An amendment to the MBCA Constitution and Bylaws was prepared by Roy Mason and was approved by President Cliff Roop and Secretary Michelle Cattaneo. The vote passed with a supermajority vote of the Members present at a General meeting on June 6, 1995.
- 2005 – Further amendments to the original Bylaws were presented by President Bill Stark. They were voted on and approved by a majority at a General meeting on April 5, 2005.
- 2008 – An amendment to the MBCA Constitution and Bylaws was prepared by President Mike Frye and approved by the Board. The vote passed with a supermajority vote of the Ballots received at a General meeting on December 2, 2008.
- 2025 – An amendment and restructuring of the MBCA Constitution and Bylaws was prepared by President Jeff Dustin and approved by the Board. The vote passed with a supermajority vote of the Ballots received at a General meeting on November 18, 2025, and is effective as of this date. This document supersedes all previous versions of the MBCA Constitution and Bylaws.