

BY-LAWS OF THE BRADDOCK HEIGHTS COMMUNITY ASSOCIATION, INC.

ARTICLE I. Objectives, Purpose and Environs

Section 1. The name of the organization is the BRADDOCK HEIGHTS COMMUNITY ASSOCIATION, INC. (BHCA), formed to conduct business for the purpose of carrying out common objectives; to encourage a sense of individual obligation to and pride in the Community; to promote and improve the educational, recreational, social, and civic betterment of the Community known as Braddock Heights, Maryland; to further the common good and general welfare of residents within the Community; and to operate and maintain the park, pool, and community center complex owned by the BHCA.

Section 2. The Braddock Heights environs is defined as the 600 ft. Elevation contour (as shown on a standard U.S. Geological Survey 7 ½ minute series Quad Map) on the eastern slope of Catoctin Mountain from Teen Barnes Road on the south border, to U.S. Route 40 on the north border, and the 700 ft. elevation contour on the western slope from Teen Barnes Road on the south border, north to U.S. Alternate 40 (Old National Pike) then following the 800 ft. Contour elevation to intersect with U.S. Route 40.

ARTICLE II. Membership and Dues

Section 1. Any resident, 18 years or older of Braddock Heights, Maryland and its environs (as defined in Article I., Section 2), upon payment of membership dues can become a member of the organization with full voting privileges. Any member with full voting privileges, in good standing of the Braddock Heights Community Association, is entitled to serve as a member of the Board of Directors as an officer or director, vote, introduce motions, debate, and serve on any Association committee. A member in good standing is one who is current in the payment of all dues and fees, whether for general membership, pool membership, or any other matter.

Section 2. Memberships in the Braddock Heights Community Association, which cover family members living in the same household, are required for all BHCA Swimming Pool members, all BHCA Swim Team members, and all Braddock Heights Baseball Team members

Section 3. Braddock Heights Community Association Swimming Pool members residing outside of the environs of the Association will be granted an Associate Membership to the BHCA. Associate members can participate and vote in the Swimming Pool membership meetings, hold office in the Swimming Pool Committee, and can vote in regular or special BHCA meetings on business pertaining to the pool as described in Article VII., Section 9. The Braddock Heights Community Association president can appoint Associate Members to special committees which are relevant or related to BHCA Swimming Pool activities. All BHCA Swimming Pool members residing outside of the environs who were members of the BHCA as of December 31, 1979 may retain Regular Membership status, if they so desire, as long as the membership is continuous.

Section 4. Annual dues are payable on January 1 of each year. Dues per family are established by the Board of Directors during the annual budgeting process and may be changed by a majority vote of a quorum membership at the annual general membership meeting.

Section 5. Fees or membership dues to recreational, educational, and social projects sponsored by the BHCA and/or for use of BHCA facilities are to be considered "usage fees," and will not be reimbursable or redeemable as a share in any of the real, personal, or mixed property of the BHCA. Those "Charter Members" of the BHCA Swimming Pool who move from Frederick County after

selling their residential property will receive eighty percent (80%) of their original initiation fee. The purchasers of the Charter Member's residence have the option to purchase the pool membership prior to the following June 1.

ARTICLE III. Elections

Section 1. Elections shall be held at the annual general membership meeting, which will be held in the fall.

Section 2. In the event of a tie vote in the election of Board members, there shall be a run-off vote between these persons.

Section 3. In the event of failure to elect any officer by majority vote, further balloting on that office shall continue until a majority vote has been attained.

Section 4. Nominations will be accepted from the floor. All candidates must have indicated a willingness to serve if elected.

Section 5. Three tellers will be appointed at the meeting by the President to validate voting membership according to the Treasurer's records and to serve as clerks of the election.

Section 6. All elections shall be by secret ballot.

ARTICLE IV. Officers

Section 1. BHCA will have the following officers: President, Vice President, Secretary, and Treasurer. Officers will serve for two-year terms which will end after the BHCA Membership Meeting at which successors are elected. The President and Secretary will be elected in even-numbered years, and the Vice President and Treasurer will be elected in odd-numbered years.

Section 2. In addition to the officers, twelve persons will serve as Members of the BHCA Board of Directors ("Directors"). Directors will serve for three-year terms, which will end after the BHCA Membership Meeting at which successors are elected. Generally, four (4) directors will be elected each year at the time of annual elections for officers.

Section 3. Officers will also serve as Directors of BHCA.

Section 4. Officers may not succeed themselves in the same office until one year has elapsed between terms. Officers who serve at least one-half of the term to which they were elected or appointed will be deemed to have served the complete term for purposes of this Section.

Section 5. In the event of the death or resignation of an Officer or Director, the BHCA Board of Directors may elect a replacement, by majority vote, to serve until the next fall annual Membership Meeting. At such Membership Meeting, a replacement will be selected by vote of members present and voting to serve any remaining portion of the Officer's or Director's term.

Section 6. The Immediate Past President shall be an ex-officio non-voting member of the BHCA Board of Directors. In the event of the death or resignation of the Immediate Past President, that position will remain vacant until the current President leaves office.

ARTICLE V. Duties of Officers

Section 1. The president shall preside at all meetings of the BHCA and of the Board of Directors; shall appoint the chairpersons of standing committees (with the exception of the Swimming Pool Committee) with the majority approval of the Board; shall be ex-officio member of all committees, except the Nominating Committee, when authorized by the Board or the general membership.

Section 2. The vice president shall assume the duties of the president in the absence of the president. In the event of the resignation or death of the president, the vice president shall become president for the unexpired term. Filling a presidential vacancy shall not be considered part of the presidential term of office unless the vice president assumes that office for more than half of the year.

Section 3. The secretary shall keep accurate records of the minutes of all meetings of the BHCA and the Board of Directors. The secretary may be required by the president to record the minutes of committee meetings, notify officers and directors of meetings of the Board of Directors; notify members of general meetings; notify in writing, officers, directors, and committees of their elections or appointments; assist the president in the preparation of the meeting agenda; shall conduct the correspondence; and shall be responsible for maintaining records that shall be made available to members upon request.

Section 4. The treasurer shall be custodian of corporation funds; shall deposit the funds in a banking institution as authorized by the Board of directors. All accounts shall be in the name of the BHCA only. The treasurer shall render regular reports of corporation funds to the Board of Directors and to the general membership; shall pay only bills approved by the Board of Directors' shall make available financial records of the BHCA for inspection by the membership upon reasonable notice. The treasurer shall submit all financial records for audit or review when requested by the Board of Directors. The Board of Directors may authorize the employment of a bookkeeper to assist the Treasurer with the financial records and shall select and employ a certified public accountant to prepare and supervise the filing of all Federal, State and County reports and taxes that are required by law, and to prepare the annual financial report as follows:

a. for the ordinary business of the BHCA.

b. for the Swimming Pool Committee

A copy of these reports shall be made available to each member of the BHCA and also to swimming pool members, upon request.

Section 5. All officers shall have the right to vote and to debate as any other member. The president may also observe this right by relinquishing the chair during the debate period. The presiding officer need not surrender the chair to debate an appeal from his decision on a motion; nor shall he be required to surrender the chair when debating questions at Board meetings.

Section 6. In the absence of the president and vice president, the secretary, or other officer, may temporarily assume the chair in order to preside at the election of a president pro tem, who shall cease to preside when the president or vice president becomes available.

ARTICLE VI. Board of Directors

Section 1. The Board of Directors shall consist of the president, vice president, secretary, treasurer, immediate past president, and twelve additional elected members.

Section 2. At the request of the Board, chairpersons of standing committees may be appointed ex-officio members of the Board for a specified length of time. Voting privileges shall be determined at the time of appointment.

Section 3. A majority of the Board of Directors must be physically present at a meeting to constitute a quorum. Prior to any Board meeting an officer or director unable to be present may submit a written communication to the Board reflecting an opinion on a specific issue at that meeting.

Section 4. Board members failing to attend three consecutive meetings may be required to resign, upon a majority vote of the Board of Directors with a quorum present.

Section 5. Regular meetings of the Board of Directors shall be held once a month. Special meetings of the Board may be called at the request of the President with the concurrence of four other Board members, or upon the request of four Board members.

Section 6. The normal conduct of corporation affairs shall be empowered to the Board of Directors, provided that there be one (1) meeting a year, at which meetings the general membership shall be informed of Board actions.

Section 7. The Board shall fill vacancies on standing committees, except the vacancy of a chairperson, which shall be filled by the president with the approval of the Board.

Section 8. Board members shall faithfully carry out all instructions of the majority membership of the corporation, as expressed in general meetings.

Section 9. When a vacancy occurs among directors, the Board of Directors may elect a replacement until the next general election. In the event that vacancies occur in offices of both president and vice president, the Board of Directors shall elect a replacement for both officers from within the Board to serve out the term.

Section 10. The membership may override the action of the Board of Directors by a vote of two-thirds of the members, with full voting privileges, present in a general membership meeting, provided there is a quorum at the meeting.

ARTICLE VII. Committees

Section 1. All committees and their chairpersons shall be appointed by the incoming president after approval of the Board of Directors. The exception will be the Swimming Pool Committee.

Section 2. Standing committees shall be: Nominating, Membership, Property, Finance, Program, and Swimming Pool.

Section 3. Other committees may be established by the president to perform specific duties of a non-continuing or unusual nature. The term of duration shall be specified by the president at the time of appointment, but shall not extend beyond the following general elections.

Section 4. The Nominating Committee shall be composed of three or more persons who shall present a slate of officers at the fall meeting.

Section 5. The Membership Committee shall be composed of two or more persons who shall promote membership campaigns and maintain a current BHCA roster of paid members which shall be available at all meetings.

Section 6. The Property Committee shall be composed of two or more persons who shall be responsible for the maintenance and use of the ground and physical assets of the BHCA.

Section 7. The Finance Committee shall be composed of three or more persons, one of whom shall be the BHCA treasurer. This committee shall be responsible for the gathering of all data necessary for the preparation of an annual budget, and also be responsible for the periodic review and evaluation of the expenditures of the BHCA.

Section 8. The Program Committee shall be composed of three or more persons who shall be responsible for the development of programs throughout the year which will generate community involvement and interest in the civic betterment of the community.

Section 9 (a). The Swimming Pool Committee shall be composed of a minimum of nine (9) and a maximum of fifteen (15) persons, at least six (6) of whom shall be elected by those persons holding membership in the BHCA pool. Among the nine persons will be the BHCA president, the BHCA treasurer, and one other member of the BHCA Board of Directors, who shall be appointed by the president. The term of office for the six additional persons shall be three years. The six persons shall serve staggered terms, and two persons shall be elected at the fall pool membership meeting.

Section 9 (b). The committee shall be responsible for:

- (i) establishing rules and regulations for membership conduct at the pool.
- (ii) establishing policies and procedures for the safe and efficient operation of the pool facility;
- (iii) informing the membership about pool business at the BHCA annual membership meeting.

Section 9 (c). The committee will make recommendations to the Board of Directors for the following:

- (i) an annual budget for the operation of the pool;
- (ii) capital improvements and major repairs;
- (iii) membership guidelines.

Section 9 (d). Officers of the Swimming Pool Committee and their responsibilities shall be:

- (i) A Chairperson, who shall be elected from, and by, the members of the Swimming Pool Committee, shall be an ex-officio member of the BHCA Board of Directors. The Chairperson shall conduct pool membership meetings and call bi-monthly committee meetings.
- (ii) A recording clerk who shall be appointed by the chairperson to record minutes of swimming pool committee meetings, copies of which will be forwarded to the BHCA within two weeks of committee meetings to become part of the permanent record of the BHCA.
- (iii) A membership clerk, who shall be appointed by the chairperson, shall maintain a current pool membership roster and also a current waiting list. These rosters shall be posted in the pool bath house each season and shall be available to interested persons through the BHCA secretary.

Section 9 (e). Ten or more individual pool members may petition the Board of Directors for a hearing on a specific pool problem.

Section 9 (f). The Braddock Heights Swim Team shall be a permanent sub-committee of the Swimming Pool Committee, and shall be managed by a separate Swim Team Board (STB).

- (i) The STB shall establish bylaws to govern its management of the Swim Team. These bylaws shall be subject to review and approval by the Swimming Pool Committee.

- (ii) A document of understanding (DOU) shall be established between the STB, the BHCA Swimming Pool Committee, and the BHCA Board of Directors to document the standard operating procedures and policies between the three entities. This DOU shall be reviewed and updated, as required, on an annual basis, or as the need arises.
- (iii) The STB shall maintain separate bank account(s) to manage their income and expenses.
- (iv) The STB shall report Swim Team income and expenses, including all details required for BHCA annual tax return and financial statements, at the request of the BHCA Treasurer and/or Bookkeeper on a periodic basis. At minimum, this information will be provided in September/October each year after the close of the Swim Team season.
- (v) The STB shall have full access to the BHCA Board of Directors in the event of any discrepancies or issues between the STB and the Swimming Pool Committee.

ARTICLE VIII. Meetings

Section 1. The president shall call a general membership meeting of the BHCA during the fall of each year. New officers and directors will be elected at the annual meeting and take office at the close of that meeting. An annual budget shall be reviewed and approved at the general membership meeting. Other membership meetings may be called, as needed, to provide members with information and the opportunity for input to the Board.

Section 2. All members shall receive written notification of a general meeting at least fifteen (15) days prior to the meeting date. Notification may be made through a newsletter article, provided the newsletter is mailed at least fifteen (15) days prior to the meeting date. Date of notification of meetings will be considered official when the secretary deposits the notices in a U.S. Post Office and receives a receipt for this mailing from the postmaster of that station..

Section 3. The president may call a special meeting of the corporation membership when warranted for the conduct of corporation business, or when any ten (10) members in good standing file a written petition with the president indicating the purposes of said meeting. Any special meeting requires that each member receive written notification from the secretary one week prior to the meeting date, stating the purposes and agenda for the meeting. The president shall call a special meeting within thirty days in response to a petition.

Section 4. No proxy votes will be accepted at any meeting of the general membership or of the Board of Directors.

Section 5. A quorum for corporation meetings shall consist of twenty (20) members in good standing.

Section 6. The rules of order for corporation business at all meetings shall be those given in Robert's Rules of Order, Revised, when not in conflict with these By-Laws, or the BHCA Charter.

ARTICLE IX. Fiscal Procedures

Section 1. The fiscal year for the corporation shall be November 1 through October 31 of the next year.

Section 2. Presentation of the proposed annual budget shall be made to the Board of Directors two months prior to the end of the fiscal year. The annual budget will be reviewed and approved at the general membership meeting in the fall of each year.

Section 3. After adoption of the annual budget, allocation of funds may not be shifted unless approved by a majority vote of the general membership.

Section 4. The Board of Directors shall not be authorized to spend over the sum total of 10% of the current year's budgeted expenditures without the approval, by vote at regular or special meeting, of the association membership.

Section 5. A financial statement shall be prepared annually and made a permanent part of the secretarial records. This financial statement shall be made available to any member, upon request.

ARTICLE X. Statement of Non-Discrimination

The BHCA will not practice discrimination on the basis of race, color, or religion.

ARTICLE XI. Amendments

Proposed amendments to the By-Laws may be submitted with two signatures at a regular meeting. The By-Laws may be amended at any regular or special meeting at which there is a quorum present by a two-thirds (2/3) vote of the members present, provided written notice of the proposed amendment has been mailed by the secretary to each member at least fifteen (15) days prior to the meeting date.

APPENDIX A: Document Change History

By-Laws passed on November 10, 1981

- a. Amended by replacing Article IV on December 16, 1997
- b. Amended By-Laws passed on November 10, 2008 (Version 11.10.2008)
- c. Amended By-Laws passed on November 8, 2011 (Version 12.02.2011)