EASTPORT CIVIC ASSOCIATION, INC.
ANNAPOLIS, MARYLAND

BYLAWS

Proposed for Approval

(revised 1983; amended 1998; amended 2008; amended 2009; amended 2014)

Article I – Name

The name of this organization shall be the “Eastport Civic Association" and hereinafter will be referred to as "the Association."

Article II – Purpose

The purposes of the Association are to safeguard the residential and maritime quality of the area defined in Article III of these Bylaws; to promote, improve, and protect the general welfare of the said area; and to engage in any activities that promote and improve the civic life of the community.

The Association is a not-for-profit organization, and no part of its income shall benefit any member. The Association is authorized to acquire and dispose of property as may be appropriate to fulfill its purpose and enable it to carry on its operation.

Article III – Area

Eastport, the area of concern to the Association, is hereby defined as the area which, on March 30,1983, constituted the Eastport Elementary School District, as shown on Figure 1 and described as follows:

> The area bounded by the Severn River, Spa Creek, a line from Spa Creek past the end of Boucher Avenue to the end of Windsor Avenue, east along Windsor Avenue (including the north side only) and its theoretical extension perpendicular to President Street, south along President Street (including the east side only) to Monroe Street, southeast along Monroe Street (including both sides) and a line extending Monroe Street to Back Creek, then Back Creek to the Severn River.

Article IV – Membership

Membership in the Association shall be available to eligible individuals without regard to sex, race, creed, or national origin. No corporation, partnership, joint venture, or other collective or artificial entity shall be permitted membership of any kind.

1. Regular membership - Any individual owning property and/or having his or her principal residence in the area defined in Article III is eligible for regular membership. All regular members of voting age will be eligible to vote at Association meetings.
2. Associate membership - Any non-resident shall be eligible for associate membership. Associate members may not vote, but may participate in the debate at meetings of the membership and, if selected by the Board of Directors, may serve on committees of the Association.

Article V – Dues

The annual dues for membership in the Association shall be recommended by the Board of Directors and approved by the general membership.

Dues are payable on January 1 of each year, and membership shall terminate if dues are not paid on or before the 15th day of March of the new year.

Membership may be reinstated at any time by payment of current dues.

Anyone who has not been a member and who joins after September 30 will continue to be a member until December 31 of the following year without further payment of dues.

Article VI – Meetings

Regular meetings of the Association shall be held at least four times a year. The annual meeting shall normally be held during the month of November. The date, time, and place of each meeting shall be determined by the Board of Directors, who shall give the membership at least ten days notice thereof.

Special meetings of the Association shall be called by the President as soon as feasible, when directed by the Board of Directors or when petitioned by a

minimum of thirty regular members. At a special meeting only the business for which the meeting is called shall be transacted.

A quorum, required for conduct of business at Association meetings, shall consist of not less than thirty regular members present.

Voting shall be limited to eligible members present at the meeting.

The Board of Directors, by majority vote of its members, may for reasonable cause, cancel or postpone any regular meeting of the Association but shall not cancel two consecutive meetings. Notice of such cancellation shall be given to the membership.

Article VII - Board of Directors

The Board of Directors shall consist of nine board members including four officers of the Association, all elected in accordance with Article IX, plus the immediate past President serving as ex-officio member for the one year subsequent to retirement as President.

Duties of the Board of Directors shall be:

1. To transact necessary business between meetings and such other business as may be referred to it by membership;
2. To advise the President regarding issues that should be referred to the membership;
3. To create standing committees, appoint their membership, approve their plans, and receive their reports;
4. To propose a budget for the approval of membership at the annual meeting.
5. At or before the last Board of Directors meeting of the year, to appoint a Financial Review Committee.
6. Between meetings of the Association, the Board of Directors shall have full discretionary power and authority to manage the affairs of the Association.
7. Meetings of the Board - Meetings of the Board shall rest in the discretion of the President, except that if a request for a meeting, for a stated purpose, is made by two or more members of the Board**,** the President shall call a meeting forthwith.
8. Attendance at Board Meetings – Any Association member in good standing may attend a meeting of the Board. The Board may provide a

specified period of time at each meeting for comments from Association members or invited guests. The Board may, in its discretion, convene in a closed executive session to discuss any matter of a confidential nature.

9. Conflict of Interest – A Board member shall recuse him/herself from discussion and vote by the Board regarding an issue on which the Board member has a financial, personal or legal interest.
10. In the event of an issue arising from the interpretation of these Bylaws, the Board has the responsibility and authority to resolve that particular issue.

A quorum shall consist of a majority of the Board. Board members shall attend their meetings on a regular basis.

Article VIII – Officers

The officers of the Association shall be the President, the Vice President, the Secretary, and the Treasurer.

President - The President shall be responsible for the management of the Association and shall preside at all meetings of the membership and of the Board of Directors at which he or she is present; shall represent the Association before other groups, public and private, or shall designate a member to do so; shall initiate and sign correspondence setting forth the sense of the Association; with the advice of the Board of Directors, shall decide what issues are to be referred to the membership; shall coordinate the work of the other officers; shall appoint ad hoc committees; and shall be non-voting member ex officio of all committees except the Nominating Committee and the Financial Review Committee.

Vice President - The Vice President, in the absence of the President, shall act as President of the Association and shall succeed the President should that office become vacant. In the event that the Vice President is unable, for whatever reason, to assume the position of President, the Board shall choose another officer or Board member to fill the remainder of the term of office of the President.

Secretary - The Secretary shall record the minutes of all meetings of the membership and Board of Directors, as well as assist the President in writing letters of the Association as may be requested.

Treasurer - The Treasurer shall:

1. Have custody of all funds of the Association, keep a full account of receipts and expenditures, and make disbursements in accordance with

the approved budget or as authorized by the membership or the Board.

2. Prepare a financial statement and a statement of the number of members in good standing for each meeting.
3. Submit an annual budget for review by the Board of Directors and subsequent submission to the Association at the annual meeting. The annual budget shall include three classifications of expenses:
    A. Operating funds - funds needed to cover annual operating expenses.
    B. Grant funds - funds available for dispersal according to ECA's Grants Policy approved by the Board of Directors.
    C. Reserve funds – funds set aside to cover one year of operating expenses.
4. Allow all accounts to be examined annually by the Financial Review Committee chosen by the Board in accordance with Article X.

Article IX - Elections, Terms of Office

At the annual meeting each year there shall be a vote to fill vacancies on the Board of Directors. Board members serve two-year staggered-terms, so the number to be elected at annual meetings will vary.

Only those members whose principal residence is in the area defined in Article III and who were regular members of the Association for at least six months prior to the election are eligible for election to the Board of Directors.

No officer is eligible for election to more than two consecutive terms except as provided below.

The two-consecutive-term limit may be waived to allow an incumbent officer to be nominated for an additional consecutive term provided that:

1. The Nominating Committee recommends the waiver;
2. The notice of the Nominating Committee's recommendation for the waiver is included in the notice of the annual meeting provided to members; and
3. A majority of members present at the annual meeting and eligible to vote approves the waiver prior to the election of officers.

Any vacancy on the Board of Directors during the year shall be filled for the remainder of the term. This may be done by majority vote of the remaining members of the Board. Alternatively, the Board may, if it chooses, hold an

election at a duly announced general membership meeting to fill any vacancy.

Each officer shall serve from the conclusion of the annual meeting, or from the time when named by the Board to fill a vacancy, until the conclusion of the next annual meeting, or thereafter until his or her successor is elected.

Each director who is elected for a term shall serve from the conclusion of the annual meeting until the conclusion of the second subsequent annual meeting or thereafter until a successor is elected. A director elected by the Board or by the membership to fill a vacancy shall serve for the balance of the unexpired term, or thereafter until a successor is elected.

A director or officer of the Association may be removed from office by any of three methods:

1. By the vote to that effect of two-thirds of the current membership of the Association,
2. By a petition stating the reasons for said removal and signed by two-thirds of the current membership of the Association,
3. By action of the Board if the director or officer has been absent for three consecutive **board** meetings or has been absent for more than four **board** meetings within one calendar year without sufficient reason as determined by the President.

Article X – Committees

Standing committees may be created by the Board of Directors and shall report to the Board of Directors. Appointments to standing committees are for the membership year, but members of standing committees are eligible for reappointment. Standing committees may be dissolved by the Board of Directors at any time.

Ad hoc committees may be appointed by the President and shall report to the Board of Directors, except as noted below. Ad hoc committees shall be dissolved by the President when their purpose has been fulfilled.

There shall be an ad hoc Nominating Committee composed of three members, one of whom shall be selected by the Board of Directors from its body and two of whom shall be regular members elected by the general membership at a general meeting prior to the annual meeting. The committee shall nominate one eligible individual for each position to be filled and shall report its nominees at the annual

meeting. Additional nominations may be made from the floor. Election to each position shall be by majority vote of the regular members present and voting. This committee reports to the members at the annual meeting.

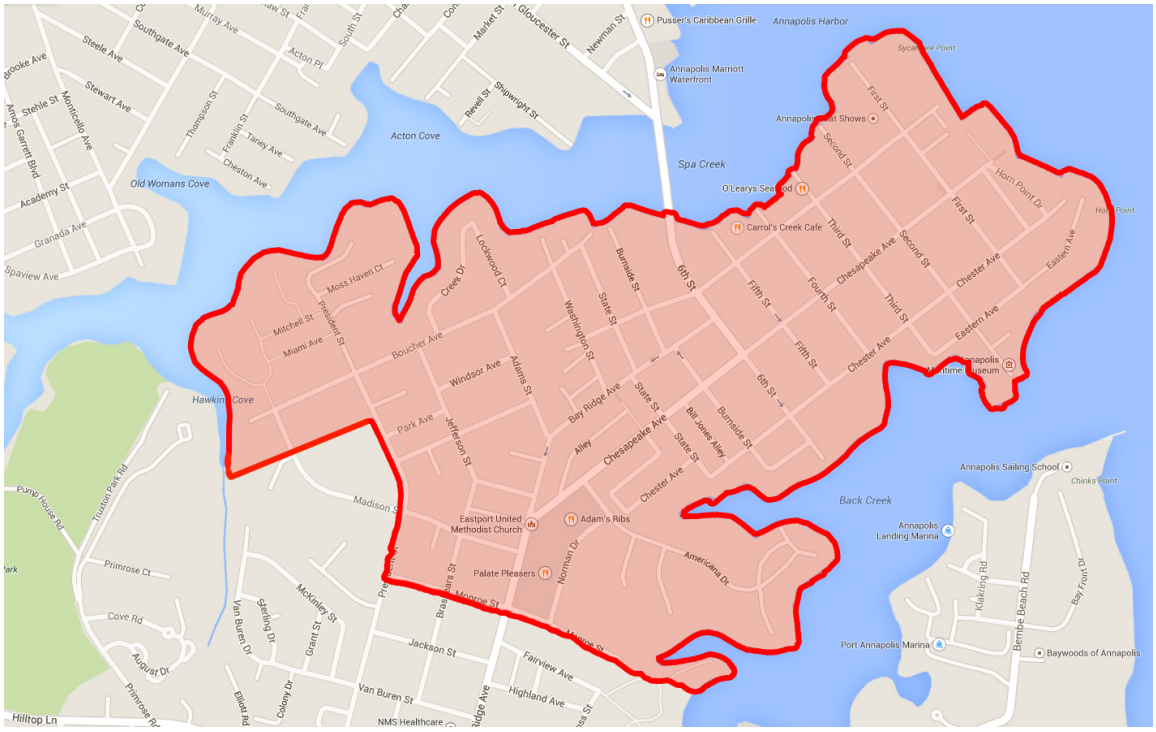
The ad hoc Financial Review Committee shall consist of two regular members of the Association chosen by the Board. No officers or directors shall serve on this committee. This committee shall examine the Association's accounts and report to the members at the annual meeting.

Conflict of Interest – A committee member shall recuse him/herself from discussion and vote by the committee regarding an issue in which the committee member has a financial, personal or legal interest.

Article XI – Amendments

Amendments to the Bylaws may be proposed by appropriate resolutions at any meeting of the Association. If the resolution is approved by a majority of the members present and voting, the President shall send a notice of the proposed amendment to each member at least fifteen days before the next meeting of the Association, stating that the amendment will be presented for a second and final reading at such meeting. The proposed amendment will become effective if, on such second reading, it is voted upon favorably by a majority of the members present and voting.

Figure 1


Annapolis Harbor
Pusser's Caribbean Grille
Annapolis Marriott Waterfront
Spa Creek
Acton Cove
Old Womans Cove
Hawkins Cove
Back Creek
Carrol's Creek Cafe
O'Leary's Seafood
Eastport United Methodist Church
Adam's Ribs
Palate Pleasers
Annapolis Sailing School
Annapolis Landing Marina
Port Annapolis Marina
Baywoods of Annapolis
Chesapeake Ave
Chester Ave
Eastern Ave
Fifth St
Fourth St
Third St
Second St
First St
6th St
Bay Ridge Ave
Windsor Ave
Boucher Ave
Park Ave
Madison St
Jackson St
Van Buren St
Fairview Ave
Highland Ave
Hilltop Ln
Primrose Ct
Cove Rd
Americana Dr
Bembe Beach Rd
Horn Point Dr
Chinks Point

Amendments that have been incorporated into the Bylaws following approval by members

Amendment Passed April 7,1988

(Article IV.3) Associate: membership - Any non-resident shall be eligible for associate membership. No corporation, partnership, joint venture, or other collective or artificial entity shall be permitted membership of any kind. Associate members may not vote, but may participate in the debate at meeting of the membership and, if selected by the Board of Directors, may serve on committees of the Association.

Amendment Passed June 23,1988

(Article V.I) The annual dues for membership in the Association shall be recommended by the Board of Directors and approved by the general membership.

Amendment Passed June 25,1992

(Article VIII.5.a) The Treasurer - The Treasurer shall:

1. *Have custody of all funds of the Association*
2. *Keep a fall account of receipts and expenditures*
3. *Make disbursements in accordance with the approved budget or as authorized by the membership or the Board*
4. *All disbursements shall be made by check signed by any two officers of the Association, except that checks for disbursements up to three hundred dollars ($300) may be signed by the Treasurer alone.*

Amendment Passed June 11,1998

(Article V. 5.) Anyone who has not been a member and who joins after September 30 will continue to be a member until December 31 of the following year without further payment of dues.

(Article IX. 1.) In October of each year there shall be an election to fill the posts of all officers, to replace other Board members whose terms are expiring, and to fill any vacancies that may exist on the Board. Since Board members who are not officers generally serve two-year staggered

terms, the number to be elected will vary.

(Article IX. 6.) Each officer shall serve from the conclusion of the annual meeting, or from the time when named by the Board to fill a vacancy, until the conclusion of the next annual meeting, or thereafter until his or her successor is elected.

(Article IX. 7.) Each director who is elected for a fall term shall serve from the conclusion of the annual meeting until the conclusion of the second subsequent annual meeting, or thereafter until a successor is elected. A director elected by the Board or by the membership to fill a vacancy shall serve for the balance of the unexpired term, or thereafter until a successor is elected.

Amendment Passed on March 6, 2008

(Article VI – Meetings – first paragraph revised) Regular meetings of the Association shall be held at least four times a year. The annual meeting shall normally be held during the month of November. The date, time, and place of each meeting shall be determined by the Board of Directors, who shall give the membership at least ten days notice thereof.

(Article VII – Board of Directors - 8.) Attendance at Board Meetings – Any Association member in good standing may attend a meeting of the Board. The Board may provide a specified period of time at each meeting for comments from Association members or invited guests. The Board may, in its discretion, convene in a closed executive session to discuss any matter of a confidential nature.

(Article VII – Board of Directors – 9.) Conflict of Interest – A Board or committee member shall recuse him/herself from discussion and vote by the Board or committee regarding an issue in which that Board or committee member has a personal, economic, or legal interest.

(Article VIII – Officers – added to third paragraph) In the event that the Vice President is unable, for whatever reason, to assume the position of President, the Board shall choose another officer or Board member to fill the remainder of the term of office of the President.

(Article IX – Elections, Terms of Office, etc. – first paragraph revised) At

the annual meeting each year there shall be an election to fill the posts of all officers, to replace other Board members whose terms are expiring, and to fill any vacancies that may exist on the Board. Since Board members who are not officers generally serve two-year staggered-terms, the number to be elected at annual meetings will vary.

(Article IX – Elections, Terms of Office, etc. – sixth paragraph revised) Should the office of President become vacant between elections, the Vice President shall succeed to that office. In the event that the Vice President is unable, for whatever reason, to assume the position of President, the Board shall choose another officer or Board member to fill the remainder of the term of office of the President. Any other vacant office or vacancy on the Board of Directors during the year shall be filled for the remainder of the term. This may be done by majority vote of the remaining members of the Board. Alternatively, the Board may, if it chooses, hold an election at a duly announced general membership meeting to fill any vacancy.

Amendment Passed on March 20, 2014

(Article II – Purpose –first sentence of second paragraph revised) The Association is a not-for-profit organization, and no part of its income shall inure to the benefit of any member.

(Article VIII – Officers – Treasurer Section 1 revised)
Treasurer - The Treasurer shall:

1. *Have custody of all funds of the Association, keep a full account of receipts and expenditures, and make disbursements in accordance with the approved budget or as authorized by the membership or the Board. All disbursements shall be made as follows:*
    - *A. Disbursements up to one thousand dollars ($1,000), may be made either by check signed by the Treasurer alone, or by electronic means initiated by the Treasurer alone.*
    - *B. Disbursements that exceed one thousand dollars ($1,000) and are approved by the Board of Directors shall be made by check signed by the Treasurer alone.*
    - *C. All other disbursements that exceed one thousand dollars ($1,000) shall be made by check signed by the Treasurer and any one other officer of the Association.*