

2nd Revised Version (2011)

**BY- LAWS AND
CONSTITUTION

OF THE

FORKS OF THE PATUXENT
IMPROVEMENT ASSOCIATION**

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"2nd Revision" Approved by FOTPIA Members October, 17 2011

"1st Revision" Approved by FOTPIA Board of Directors: June 17, 2003

"1st Revision" Approved by FOTPIA Members: July 14, 2003

"Final Version" Approved by FOTPIA Board of Directors: November 24, 1997

"Final Version" Approved by FOTPIA Members: January 26, 1998

Forks of the Patuxent
Improvement Association, Inc.

cai.aab.2012

GLOSSARY OF TERMS

Association - The members of the Forks of the Patuxent Improvement Association, Inc.

Board of Directors - All Four (4) Executive Board Members, all six (6) Committee Directors, and the immediate past President of the Forks of the Patuxent Improvement Association, Inc.

Committee Director - An elected individual who is responsible for overseeing a specific project.

Executive Officers - The elected President, Vice-President, Secretary, and Treasurer of the Forks of the Patuxent Improvement Association, Inc.

Proxy – The act of practice of serving as an authorized agent or substitute for another individual. The authority to act for another individual.

Renter - A person who does not own the dwelling they reside in; they are a lessee of the residence.

Residence – A “dwelling place” that contains sleeping quarters, cooking, and toilet facilities. Accordingly, such vehicles as campers, recreational vehicles, and boats are considered a vacation or second home not a primary residence.

Resident - A person whose primary residence is within the boundaries of the community.

Simple Majority - more than 50 percent of the quorum

Super Majority - more than 2/3 percent of the quorum

ARTICLE I – NAME

The **Association** governed by these Articles shall be known as the “Forks of the Patuxent Improvement Association, Inc.” hereinafter referred to as the “**Association**” in the document.

ARTICLE II - BOUNDARY LINES

The area represented by the **Association** is defined as the vicinities of Patuxent, Conway, and Meyer Station Roads in Anne Arundel County, Maryland, as shown in Figure 1. This area shall hereinafter be referred to as the “represented areas.”

This area is more particularly defined as beginning at the northern most point of the shaded area shown on the attached Figure 1 and continuing generally in a southeasterly direction along the Little Patuxent River, crossing Conway Road and continuing in a southwesterly direction along the Little Patuxent River to the Anne Arundel County – Prince George’s County line. The area then continues in a northwesterly direction along the Anne Arundel County– Prince George’s County line, along the Patuxent River to Rail Road Tracks, then continuing generally northeast along Rail Road tracks, including Fifth Avenue, to the point of its beginning. The represented areas shall be as depicted as shaded areas on the attached Figure 1.

ARTICLE III – PURPOSE

The purpose of the **Association** shall be:

1. To act as a conduit through which the community interest, pride, and energies of the residents of the represented areas can further the economic, ecological, and residential development of those areas by actions that are, by rights, both individual and public without discrimination to sex, race, religion, or political affiliation.
2. To serve as the forum for education and information to its membership and interested residents in all issues requiring legislative action by the county, state, and federal governments which affect the represented areas.

3. To voice the concerns of its members and interested residents before county, state, and federal officials.

The **Association** is a group of interested people committed to working together for the common good and welfare of their community.

ARTICLE IV – OFFICERS AND REPRESENTATIVES

Section 1.a. The Executive Officers of the **Association** shall consist of a:

President
Vice – President
Secretary
Treasurer

1. b. In addition, there shall be 6(six) committee directors elected.

1. c. The Executive Officers and Committee Directors comprise the Board of Directors. The affairs and business of the **Association** shall be managed by the Board of Directors of the **Association**, except that the members of the **Association** shall retain the rights to 1) elect Executive Officers and Committee Directors, 2) remove an Executive Officer or Committee Director for cause, 3) amend the By-Laws and Constitution, and 4) act on any matter which the Board of Directors determines should be ratified by the members of the **Association**. It is not the intention of the By-Laws and Constitution that the Board of Directors conducts the general business of the **Association** or represents the general membership on any specific issue without their explicit consent.

1. d. The Board of Directors shall be composed of eleven (11) members of the **Association**, each of whom shall have been a member of the **Association** for one (1) or more years prior to becoming a Director. Of the eleven (11), four (4) shall be Executive Officers; six (6) shall be Committee Directors and one (1) shall be the immediate past President of the **Association**. All are elected by the members by a simple majority vote, with the exception of the immediate past President.

1. e. If the immediate past President is the current President, then the Board of Directors shall be composed of ten (10) members of the **Association**.

Section 2.a. The term of office for the Executive Officers and Committee Director shall be two (2) years.

2. b. The office of the President may not be occupied by the same individual for more than three (3) consecutive terms.

2. c. The Executive Officers and Committee Directors elected by a simple majority vote of the members present and the proxy votes received at the January general membership meeting of odd-numbered years.

Section 3.a. The qualifications of all Executive Officers and Committee Director shall be that they are members in good standing, of good repute, and do not hold public office.

3. b. All Executive Officers and Committee Directors serve without compensation (salary).

Section 4.a. A single Executive Officer or Committee Director may be removed from their position and their office declared vacant upon 1) changing their residence to an area outside the represented area or 2) resigning or 3) any cause deemed sufficient by a super majority of those present and voting at a scheduled general membership meeting.

4. b. Any vacancy among the Board of Directors, with the exception of President, shall be filled by appointment of the President subject to the approval of a majority vote of those present and voting at the next scheduled general membership meeting.

4. c. If the office of President becomes vacant, the Vice-President shall assume the duties of the President for the remainder of the term, Upon any incapacitation of the President, the Vice-President shall assume the duties until the President is able to resume the duties.

Section 5.a. The Board of Directors, with the exception of the immediate past President, shall be elected from a slate and any other persons nominated from the floor at the January general membership meeting of odd-numbered years.

ARTICLE V – MEMBERSHIP

Section 1.a. Any citizen of the United States of America, who is eighteen (18) years of age or older and is a resident within the represented area, may become a member of the **Association**, upon payment of dues.

1. **b.** Any member in good standing on December 31, 1997, may continue their membership. If their membership lapses the person will revert to non-member status.

1. **c.** A resident homeowner within the boundaries of the **Association** may become an annual or life time member; whereas, a renter within the boundaries may have only the privilege of becoming an annual member. When the renter member moves outside of the boundaries of the **Association**, his/her membership will terminate.

1. **d.** Notwithstanding the above, any community or subdivision (a subdivision being defined as more than five houses) that lies within the **Association's** boundary lines as established by Article II shall be granted only one vote, if the community or subdivision becomes a member of the **Association**. (Residents of any said community or subdivision cannot join individually.)

Section 2.a. The **Association** shall have three (3) types of members: annual members, lifetime members, and honorary members.

2. **b.** Residents within the represented area, meeting the requirements stated in Section 1 of this Article, may become annual members for the period beginning upon the **Association's** acceptance of the resident's application for membership and the payment of dues and ending at such time as dues shall be next due and payable. Dues shall be determined by the Board of Directors and approved by a simple majority of the members present during the general membership meeting. All annual dues for the following years are payable by December 31. A lifetime member who moves outside of the represented area shall retain all rights and privileges unless he/she decides to terminate their membership.

2. **c.** Residents of the **Association**, as described in Article II meeting the requirements stated in Section 1.a. of this Article may become life time members upon a one-time payment of dues.

2. d. Any citizen of the United States of America who has distinguished himself/herself by exceptional effort or achievement in the field of child, community, general welfare, or who has provided exceptional service to the community, may be awarded an honorary membership in the **Association**. Honorary members have no voting privileges and are determined by the Board of Directors.

Section 3.a. To terminate membership the member must submit written notification to the secretary of the **Association** and must comply with all Articles of the by-laws if they wish membership reinstatement.

3.b. A member of the Association may be removed from membership, by majority vote of the members of the Association, for cause, with cause being as determined by majority vote of the members. Re-admittance may be allowed upon review with a 2/3 majority vote of the membership.

ARTICLE VI – DUTIES

Section 1.a. The President shall preside over all meetings of the general membership and the Board of Directors meetings as the chairman. He/she shall be responsible for the general supervision of the affairs of the **Association**. The president shall appoint such committees as he/she deems necessary. He/she shall sign all documents and correspondence on behalf of the **Association** except that which he/she authorizes other members to sign while assuming full responsibility. He/she shall keep orderly organizational files, be responsible for their care and custody, and transfer them to his/her successor upon leaving office. The President shall make such reports during the Board of Directors and/or General Membership meetings as may be required. He/she shall perform other duties as is incidental to his/her office or are properly required of him/her by the Board of Directors.

Section 2.a. The Vice-President, in the absence of the President, shall exercise the functions of and perform the duties of the President and shall have such powers and duties as are delegated to him/her by the President or the Board of Directors.

2. b. The Vice-President shall record the minutes of any General Membership or Board of Directors meeting if the Secretary is absent or he/she may delegate such duties as necessary.

2. c. The Vice-President shall preside over the election, including the validation of secret ballots and votes by proxy.

Section 3.a. The Secretary shall record the minutes of the General Membership and the Board of Directors meetings, maintain a current roster of the **Association** members in good standing, coordinate the collection of membership dues, issue membership cards, and notify the Board of Directors of special meetings. The Secretary shall perform other duties incidental with those previously stated when required.

3. b. The Secretary shall record all proceedings of the General Membership and Board of Directors meetings in books belonging to the **Association**. Within thirty (30) days of vacating this particular executive office position, he/she is responsible for returning all of the **Association's** official correspondence, documents, and minutes of the meetings, etc.

Section 4.a. The Treasurer shall have custody of all funds paid by the **Association** and deposit same in an official depository. He/she shall keep full and accurate account of receipts and disbursements in books belonging to the **Association**. He/she shall file such financial reports as may be required and make a report at the general membership and Board of Directors meetings. He/she shall pay the bills of the **Association** and disburse funds as may be directed by the Board of Directors, taking proper vouchers/receipts for such disbursement. The **Association's** financial books and documents shall be open to inspection to the Board of Directors and authorized auditors.

4. b. At the Board of Directors discretion, a fidelity bond shall be paid for by the **Association** funds in such amounts as deemed sufficient to safeguard the **Associations'** assets and revenues.

4. c. The Treasurer shall obtain the consent of the Board of Directors on any disbursement over seventy-five dollars (\$75.00) that has not been previously authorized.

Section 5.a. Each of the six (6) Committee Directors shall oversee at least one (1) specific project that has been deemed of interest to his/her neighborhood or the entire community. The individual shall:

- * attend/coordinate all meetings relating to the topic
- * write and mail any necessary correspondence
- * provide an update at each General Membership and Board of Director's meeting.

5. b. Each Committee Director shall attend the scheduled Board of Directors and General Membership meetings when possible.

Section 6.a. The immediate past President shall consult and advise the Board of Directors on matters pertaining to the previous activities of the **Association**. He/she shall attend all Board of Directors meeting, when possible.

ARTICLE VII – MEETINGS

Section 1.a. When possible, the **Association's** General Membership meetings shall convene in the months of January, April, July, and October on the third Monday of the month at 7:00 p.m. With a simple majority vote by the Board of Directors, the date and time may be changed, if needed.

Section 2.a. When possible, the Board of Directors shall convene monthly on the third Monday of the month at 7:00 p.m. with the exception of January, April, July, and October at which time the general membership and the Board of Directors meeting will coincide. With a simple majority vote by the Board of Directors, the date and time may be changed, if needed.

Section 3.a. Special meetings of the **Associations'** General Membership or the Board of Directors may be called by the President, or by the majority of the Board of Directors, provided advance notice is given to all members of the group convened into special session. When a special meeting is necessary, but not feasible due to time constraints, a telephone poll of the Board of Directors shall be permitted, provided that each Director is contacted. A response from each Director shall be required within 24 hours for his/her vote to be recorded. A simple majority vote of all the Board of Directors is required for all telephone polls.

Section 4.a. The quorum for General Membership meetings shall be fifteen (15) members in good standing.

4.b. No action taken by the general membership or the Board of Directors shall be valid unless a quorum is present.

4.c. The quorum for a meeting of the Board of Directors shall be more than 50% of the Directors.

Section 5.a. At all meetings, every member entitled to vote shall have one (1) vote. Votes may be cast in person or by proxy. If by proxy, such proxy shall be written, dated, and signed by the member or his/her duly authorized representative. No proxy dated more than three (3) months before the meeting at which it is offered shall be accepted. Prior to the vote, all proxies shall be delivered to the Vice President or his/her designee.

Section 6.a.

The Order of Business for the General Membership meetings shall be:

1. Determination of a quorum and call to order
2. Pledge of Allegiance and Prayer
3. Recognition of Distinguished Visitors
4. Guest Speaker (if any)
5. Approval of the minutes from previous meeting
6. Report from Treasurer
7. Reports from President / Vice President
8. Reports from Committee Directors
9. Reports from Procedures Coordinator
10. Old Business
11. New Business
12. Adjournment

Section 6.b.

The Order of Business for the Board of Directors meetings shall be:

1. Determination of a quorum and call to order
2. Recognition of Distinguished Visitors
3. Guest Speaker (if any)
4. Approval of the minutes from previous meeting
5. Report from Treasurer
6. Reports from President/Vice President
7. Report from Secretary
8. Discuss new mail received since previous meeting
9. Reports from Committee Directors
10. Reports from Procedures Coordinator
11. Old Business
12. New Business
13. Adjournment

Section 7.a. At all General Membership meetings, each annual and lifetime member shall have one (1) vote, excluding the President, or the presiding Executive Officer, who shall vote only to break a tie vote. The past President shall **not** be authorized to vote during the Board of Directors meetings but will retain the right to vote at General Membership meetings.

Section 8.a. Any proposed issues from the floor during the General Membership meetings shall be taken under consideration by the Board of Directors. The proposal shall be adopted or rejected as expeditiously as possible. The recorded action of the Board of Directors and the reason(s) for it will be made known at the next General Membership meeting by the President or presiding Executive Officer.

8. b. Special General Membership meetings may be called by the simple majority vote of the Board of Directors. Business transacted at all special meetings shall be confined to the purpose(s) stated in the notification of the meeting. If possible, a ten (10) day notice of special meetings shall be provided to all **Association** members.

ARTICLE VIII -APPOINTMENT OF LEGAL COUNSEL

No legal counsel may be sought on behalf of the **Association** without a majority vote of the Board of Directors. The Board of Directors may appoint legal counsel to assist the **Association**.

ARTICLE IX – RULES OF ORDER

The rules contained in the latest edition of "*Robert's Rules of Orders*," or such edition as the Board of Directors shall designate, shall govern this **Association** in all cases to which they are applicable and in which they are not inconsistent with the By-Laws and Constitution of the **Association**.

ARTICLE X – FINANCIAL ACCOUNTING

Section 1.a. The Board of Directors shall request two (2) members, who are not Executive Officers or Committee Directors of the **Association**, to conduct an annual audit of the financial books and accounts of the **Association**.

1. b. All financial documents and books shall be made available to the auditors after the general membership meeting in April. The results of the audit shall be made a matter of record at the July general membership meeting.

Section 2.a. In accordance with Incorporation laws, all financial documents shall be made available to a designated person(s) to complete any necessary financial documents for county and/or state tax authorities. This disclosure shall be completed yearly with an ending date of 30 June.

ARTICLE XI – AMENDMENT OF BY-LAWS AND CONSTITUTION

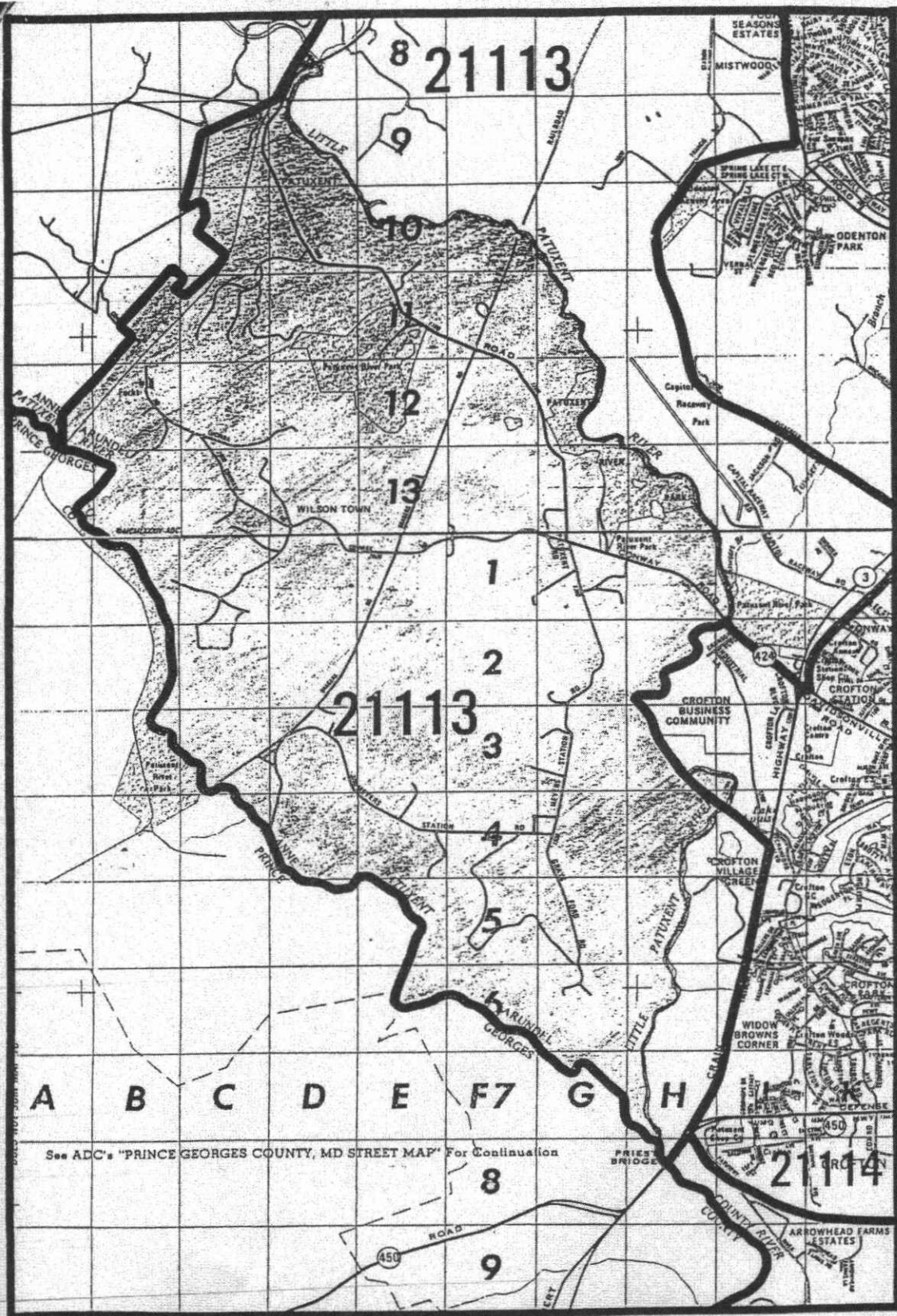
Section 1.a. The Articles of this By-Laws and Constitution may be amended by majority vote of the Board of Directors and two-thirds vote of the members present at the general membership meeting at which time the vote is conducted.

1.b. Any member of the **Association** may propose an amendment to the Articles of the By-Laws and Constitution of the **Association**. Proposals shall be submitted in writing to the Board of Directors.

1.c. If a vote to amend the By-Laws and Constitution is expected a ten (10) day notice of the meeting will be provided to all voting members of the **Association**.

ARTICLE XII – DISSOLUTION

Upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (4) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.



Shaded area indicates the boundaries of the
Forks of the Patuxent Improvement Association, Inc.