

# BYLAWS OF THE SEVERN RIVER ASSOCIATION

As Amended August 18, 2009

- “the Severn River Association” is hereinafter referred to as “SRA”
- “Board of Directors” is hereinafter referred to as “Board”
- “Director” means a member of the Board of Directors
- Words of the masculine and feminine gender are used interchangeably herein.

## ARTICLE I: MAILING ADDRESS

Severn River Association, Post Office Box 146, Annapolis, Maryland 21404

## ARTICLE II: MEMBERSHIP

- A. **MEMBERSHIP.** Any person or organization that supports the purposes of SRA may seek to become a Member by making written application and paying dues for the current calendar year. Membership levels differ in price and in conferred benefits, as are set from time to time by the Board.
- B. **ASSOCIATION MEMBERSHIP.** An organization that is a civic association or community association that represents a group of residents in a defined community or neighborhood may apply to become an Association Member on the following procedure:
1. The president of the association seeking membership shall submit a completed application on a form provided by SRA, and a copy of its constitution and bylaws.
  2. The President of SRA shall promptly place the application before the Board.
  3. Upon receiving a two-thirds vote of the Board, the association shall be notified that its application has been approved and that membership will become effective upon payment of dues for the current calendar year.
  4. Associations wishing to renew membership or reinstate a lapsed membership need only pay current dues and submit any information that has changed since their original application.

## ARTICLE III: DUES

- A. The Board shall set dues for each member type and membership level, to become effective for the next fiscal year after their setting.
- B. New members joining after 1 July shall have their dues credited to the following calendar year.
- D. Annual dues shall be set by the Board and are payable on 1 January each year in advance.
- E. Dues (approved 2009, effective 2010) are:

	Person	Organization
Regular	\$ 25	\$ 55
Patron	\$ 50	\$ 125
Benefactor	\$ 125	\$ 200

## ARTICLE IV: OFFICERS

### A. ELECTION OF OFFICERS

1. The election of officers of SRA shall take place at the last regular meeting of the Board before the annual membership meeting. Prior to said Board meeting, the President shall appoint, with the consent of the Executive Committee, a Nominating Committee of not less than three SRA members to prepare a slate of officers who have signified their willingness to serve. The chair of the Nominating Committee shall be elected by its members, from among its members excluding the President.
2. Nominations may be made from the floor by members of the Board, but each member placing a member in nomination for an office shall present assurances to the Board that the member so nominated has agreed to serve in the office if elected.
3. Any person who is a member of SRA, or has been designated as the representative of his member organization, is eligible to be elected to any SRA office.
4. The newly elected officers shall be installed and assume office as the last order of business at the annual membership meeting.

## ARTICLE V: BOARD OF DIRECTORS

### A. ELECTED DIRECTORS

1. Prior to the election of officers, the Nominating Committee shall also prepare a slate to fill the vacancies of elected Directors. In addition, nominees will be selected to serve the unexpired term of any vacancy of directors since the last annual meeting.
2. The slate prepared by the Nominating Committee shall be presented to the Board for ratification, the resultant final slate being presented to the membership at the annual meeting. Nominations may be made from the floor, but members making such nominations must give assurance that such nominees will serve if elected.

### B. DIRECTORS REPRESENTING ASSOCIATION MEMBERS

1. Each Association Member shall be entitled to one representative on the Board. The president of each member association shall submit to the Board in writing the name, address and telephone number of its representative.

2. The president of an Association Member may designate an alternate representative in accordance with the procedure outline above, to serve in the absence of its regular representative.
3. It shall be the duty of the president of each member association to inform the Secretary of the name, address and telephone number of that association's president, secretary, representative and alternate representative, and to keep such information current.
4. It is desirable that Directors serve for an extended period to provide continuity and understanding of the recurring problems which come before it, and in various capacities in order that the full potential of the person for service to the community may be realized.

#### ARTICLE VI: VACANCIES IN OFFICERS AND DIRECTORS

1. of the President: the First Vice-President shall assume the office of the President for the remainder of the term. The Second Vice-President shall assume the office of the First Vice-President, and the President shall, with the consent of the Board, appoint a Second Vice-President for the remainder of the term.
2. of the First Vice-President or the Second Vice-President or both: the procedure outlined in the paragraph above shall be followed save that the Secretary, Communications Secretary, and Treasurer shall not advance to the office of First or Second Vice-President, but shall continue to serve in the offices to which they were elected.
3. of the Secretary, Communications Secretary or Treasurer: the President shall, with the consent of the Board, fill these vacancies from among the membership.
4. In the event of a common event leaving SRA without a President and First and Second Vice-Presidents, the Secretary, Communications Secretary, and Treasurer (in that order) shall assume the duties of the President until the next meeting of the Board, the first order of business at that meeting being the election of officers to fill vacancies.
5. A vacancy is deemed to exist if an officer or an elected director has missed three consecutive SRA member or Board meetings, unless excused by explicit Board vote. The Secretary shall keep an accurate attendance record for officers and elected directors.
6. The Board has sole and final authority to declare a vacancy, for reasons of nonparticipation, resignation, disability, unfitness to discharge duties, or death.
7. The Board may take action to remove an officer or elected director by a vote of three-fourths of those present at a regular Board meeting. Such person must be given at least 30 days prior notice and an opportunity to be heard before a vote is taken.
8. If the President concludes that the Treasurer is unfit or unable to discharge his duties, he shall, with the concurrence of the Executive Committee, act to safeguard the funds, assets and records of SRA. He shall report to the Board and make recommendations at its next regular meeting to help resolve the matter.

## ARTICLE VII: MEETINGS

- A. **BOARD MEETINGS** are open and the membership is encouraged to attend. Guests may also attend. All in attendance may raise relevant issues and express opinions, but voting is limited to Directors. Meetings can only be closed for cause pertaining to employment, contract negotiations, or litigation.
- B. **ANNUAL MEETING.** The annual meeting is open to the membership and their guests. Voting at this meeting is limited to Members.
- C. **PARLIAMENTARY PROCEDURE.** The latest edition of Roberts Rules of Order Revised shall govern the conduct of all meetings of SRA and the SRA Board when not in conflict with the Constitution and Bylaws of SRA.

## ARTICLE VIII: COMMITTEES

- A. An Executive Committee, a Nominating Committee, and an Audit Committee are required by the constitution.
- B. The Audit Committee shall comprise not fewer than two Directors appointed by the President with the consent of the Board, and shall work independently of the Treasurer and the President. The President shall collate Auditors' findings, without alteration, and append any responses that he and the Treasurer might care to make, into a complete audit package and present it to the Board.
- C. The President may, with the consent of the Board, appoint such other committees as he deems appropriate to cover needs of SRA. He may, with the consent of the Board, separate, reorganize or otherwise change such committees to meet changing conditions.
- D. All Committees are advisory to the Board and shall have no authority to execute policy independently.

## ARTICLE IX: MANNER OF NOTICE

- A. **BOARD OF DIRECTORS.** When required, minimum notice of pending actions and meetings by the Board shall be by email or telephone, and optionally by postal mail. The web site shall be used for supplementary notice.
- B. **MEMBERSHIP.** When required, minimum notice of pending actions and meetings of the general membership shall be by email and, when no address is known by postal mail. The web site shall be used for supplementary notice.
- C. Notice by postal mail to the last known address shall always be deemed to be sufficient notice.

## ARTICLE X: FINANCE

- A. **AUTHORIZATIONS.** Evidence of Board approval (reference to current approved budget or to specific authorization) shall be recorded for all disbursements, applications, contracts and agreements carrying financial implications for SRA. Written approval by both President and Treasurer shall be recorded for items above valued at more than \$100. Disbursements over \$25 require invoice or receipt.
- B. **OBLIGATIONS.** Any grant of funds exceeding \$100, to a project not already approved by the Board as an SRA project, must be proposed in writing to President, attaching any standard SRA form that has been developed by SRA Auditors and Treasurer. So that it may be considered carefully in the context of all demands on SRA resources, the President shall transmit the proposal with his recommendation, to officers and the Executive Committee at least 14 days in advance of a regular Board vote. The Board shall authorize an obligation ceiling, disbursements being controlled by the next item below.
- C. **DISBURSEMENT** of SRA funds is strongly discouraged in advance of need. The intended recipient shall document actual need, for example, with receipts, invoices, and budget for outlays and income from all other sources. This is to demonstrate that SRA funds are truly essential, net to needs already met.
- D. **LOANS** must be approved by the Board and documented by a Note of Indebtedness clearly specifying terms, jointly endorsed by the parties and retained by the lender until repayment occurs.
- E. **CONFLICT OF INTEREST.** With Board approval, SRA may purchase goods and services from a Board member, or an organization or personal member, but it shall not contribute to the equity or ownership interests of those parties.