

BY-LAWS
of
THE GLEN FARMS CIVIC ASSOCIATION, INC.

This version, dated January 31, 2005, supercedes the bylaws as amended January 15, 1998.

ARTICLE I - DEFINITION

A. **The Corporation**

The Glen Farms Civic Association, Inc. (hereinafter called the "Corporation"), is a corporation, formed under and by virtue of the general laws of the State of Maryland to operate in the Fourth Election District of Cecil County. The Corporation shall be without capital stock and will not be operated for profit.

B. **Boundaries**

The Corporation shall operate in an area known generally as Glen Farms and Tara, which shall include and be limited to properties within the perimeter of the boundaries prescribed in Appendix A. This area hereinafter shall simply be called "Glen Farms" for the purposes of these by-laws.

ARTICLE II - AIMS AND PURPOSES

The Glen Farms Civic Association, Inc., shall:

- A. Promote the general welfare and goodwill of members and residents in Glen Farms.
- B. Act to protect residents from anything which would tend to detract from the value of the property in the area, or the community as a whole.
- C. Promote and act for the safety of residents.
- D. Maintain a constant awareness of the policies and actions of the elected and appointed officials, particularly including the County School Administration, Cecil County government and its political subdivisions, the State of Maryland, and private enterprise such as real estate development and other local business. The Membership shall be informed of any activities which are deemed of interest or which may affect its welfare or economic wellbeing. It shall take action as a community association to protect the interests of members and residents.
- E. Maintain and protect property owned by the Corporation for the use of the membership and other persons legally entitled to such use.

ARTICLE III - MEMBERSHIP

- A. Every household in Glen Farms is entitled to one Resident Membership providing they pay the dues prescribed and set by the membership body. "Member" or "membership" hereinafter refers to a membership as defined in this article.
- B. An Associate Membership in the Association is available to households in the immediate vicinity of Glen Farms, or in the contiguous developments Thabar and Grand Meadows, provided they pay the Associate Membership dues prescribed and set by the voting

Membership. Associate members may participate in all regular activities of the Association, receive all communications, serve on Committees, and attend and be heard at Association meetings, but shall not be entitled to vote on Association matters nor be eligible to hold office as an Officer or Director.

ARTICLE IV - MEETINGS OF MEMBERSHIP

- A. All meetings of the Membership of the Corporation shall be held within a reasonable proximity of Glen Farms.
- B. The annual meeting of the Corporation shall be held between January 15 and March 1, at which time election of officers and directors will take place, if required, along with any other business properly brought before the Membership.
- C. The Corporation shall meet at least twice yearly in addition to the annual meeting. The President shall decide at all duly constituted meetings of the Membership body if a quorum is present and shall so stipulate before any business is transacted. The President may adjourn the meeting and set a future date if a quorum is not present.
- D. Notices of the annual meeting or any other meetings where business will be transacted shall be sent to all members at least seven (7) days prior to said meeting.
- E. Each Membership is eligible to one vote in person or by written proxy at each meeting.
- F. The President shall call a special meeting if requested by petition stating the purpose of such meeting and signed by the greater of 15 members, or 10% of the membership.

ARTICLE V - OFFICERS

- A. The Officers of the Corporation shall consist of a President, Vice President, Secretary, and Treasurer, each elected by a majority vote at an annual meeting for a two-year term. Terms shall be staggered such that the President and Vice President are elected in even calendar years, and the Secretary and Treasurer are elected in odd calendar years.

ARTICLE VI - BOARD OF DIRECTORS

- A. The business and property of the Corporation shall be managed by a Board of Directors, consisting of the Officers, plus four Directors. Each Director shall be elected by majority vote at an annual meeting for a two-year term. Directors' terms shall be staggered by one year such that two Director terms expire each year.
- B. Every effort shall be made to select at least one Director from Tara.
- C. Unless having been elected to serve in some other elected capacity, the immediate past president shall be a non-voting member of the Board of Directors for a period of one year.
- D. The President shall preside at all Board meetings. If absent, the Vice President shall preside.
- E. The Directors may hold Board meetings at such times or places desired and without consent of the Membership to carry out any business requiring immediate attention.
- F. A majority of the Officers plus Directors shall constitute a quorum.

- G. Committees may be constituted as deemed appropriate and necessary by the Board of Directors. The Membership shall be apprised in a timely manner.
- H. Powers not herein specifically vested in an officer or in the Membership shall reside with the Board of Directors.
- I. No Officer or Director shall receive any salary or compensation, but any Officer or Director may be reimbursed for any expense incurred in promoting the affairs of the Corporation so long as a bonafide written proof of expenditure is submitted and provided that such expenditures were either budgeted or previously authorized by the Board of Directors.

ARTICLE VII - VACANCY OF OFFICER OR DIRECTOR

- A. Any vacancy left by an Officer or Director shall be filled for the remainder of the unexpired term by a majority vote at the first Corporation meeting following the vacancy. Prior to such meeting, the Board of Directors shall be responsible for functions and responsibilities of the vacant office.

ARTICLE VIII - RECALL OF OFFICER OR DIRECTOR

- A. Any Officer or Director may be recalled by a two-thirds majority by written ballot of the Membership. Recall proceedings may be initiated by petition to the Board of Directors of at least thirty (30) percent of the membership of the Corporation. The Board of Directors shall prepare ballots and conduct a vote within thirty (30) days after receipt of the petition.

ARTICLE IX - DUTIES OF OFFICERS

A. President

(1) The President shall be the chief executive officer and shall preside at all meetings of the Membership and Board of Directors. The President shall have the power of general and active management of the Corporation business and shall see that all orders and resolutions of the Board and Membership are carried to completion.

(2) The President shall execute contracts requiring a seal, except where required or permitted by law to be otherwise signed and executed, and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Corporation.

(3) The President shall have the power to appoint persons to standing committees except as herein directed otherwise, and shall be an ex-officio member of all standing committees.

B. Vice President

(1) The Vice President shall in the absence or disability of the President perform the duties and exercise the powers of the President and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

C. Secretary

(1) The Secretary shall attend all meetings of the Membership and Board of Directors and record the minutes of all proceedings in a book kept specifically for that purpose, and shall be responsible for notifying the Membership of all regular and special meetings of the membership.

D. Treasurer

(1) The Treasurer shall have custody of all Corporation funds and securities; shall keep a full and accurate accounting of all receipts and disbursements in books belonging to the Corporation; shall keep all monies belonging to the Corporation in a lawful depository (bank) which shall be designated by the Board of Directors.

(2) The Treasurer shall present a financial report at each meeting of the Corporation.

(3) The Treasurer shall obtain a surety bond at the expense of the Corporation if requested by the Board of Directors.

ARTICLE X- COMMITTEES

Ad hoc committees may be created as needed, and in particular the committees listed here shall have the following responsibilities:

A. Watchdog Committee

{ Review action taken or contemplated by regulatory agencies within Cecil County and the State of Maryland including but not limited to County Commissioners, Board of Estimates, Board of Assessment, Board of Education, Planning and Zoning Commission, County Health Department, Road Commission, State of Maryland Legislative, Executive, and Judicial Branches.

{ Review action taken or contemplated by regulatory agencies of Delaware and Pennsylvania and their political subdivisions bordering Cecil County.

{ Review action taken or contemplated by local business interests, such as real estate development, retail establishments and in-home businesses.

{ Report immediately to the Board of Directors and to the members any matters which affect the community or individuals with recommendations for a course of action.

B. Nominating Committee (made up of three (3) members, one (1) appointed from the Board of Directors and two (2) from the Membership)

{ Nominate members to fill vacancies in elective offices as required by these by-laws.

C. Grounds Committee, comprising the Lake and Tennis court subcommittees

{ May function in the form of more narrowly focused subcommittees, and shall:

{ Maintain, within the budgets provided, all property belonging to the Corporation.

{ Develop plans and policies to enhance the utilization of facilities for members.

D. Recreation Committee

{ Organize Community Social Activities.

{ Plan and conduct recreation programs and competitive activities.

{ Recommend to the Board of Directors rules and regulations on use of Corporation recreational facilities.

E. Welcoming Committee

{ Maintain awareness of and personally welcome new residents in Glen Farms.

{ Maintain address and telephone directory of Glen Farms residents.

F. Audit Committee

{ The financial records shall be audited annually by a committee consisting of three members, appointed by the Board of Directors, not holding elective office. The Committee shall present its report to the Membership at the first meeting after June 1.

ARTICLE XI - GENERAL FINANCIAL PROVISIONS

- A. Funds of the corporation shall be controlled by the Membership. The Board of Directors shall prepare a proposed annual budget covering anticipated money requirements for consideration by the Membership at a general meeting. The budget as approved at that meeting by a majority vote shall be authorization for expenditures by the Board or Standing Committees. Expenditures beyond budget shall be approved by the Board of Directors; however, no expenditure shall exceed budget by more than the greater of \$200 or 20% of the line item. The total budget shall not be exceeded by more than 10% without approval by majority vote at a meeting of the Membership.
- B. No funds in excess of the cash assets of the Corporation shall be expended, nor loans, notes, or other forms of indebtedness be incurred without approval by majority vote of the Membership present at a general meeting or a meeting called specifically for that purpose. Any such instruments of indebtedness shall be signed by no less than two Officers or Directors of the Corporation.
- C. All disbursements of the Corporation shall be made by check.
- D. All checks issued by the Corporation shall be signed by such Officer or Officers as the Board of Directors may from time to time designate.
- E. The fiscal year of the Corporation shall be the first day of February through the thirty-first day of January.
- F. The financial records of the Corporation shall be open for examination by any member at any reasonable time.
- G. All members must pay yearly dues prescribed and set forth by the Membership within the fiscal year. Dues for new residents shall be prorated by quarters.

ARTICLE XII - AMENDMENTS

- A. The by-laws of the Glen Farms Civic Association, Inc., may be amended by a two-thirds majority vote of members present at a meeting when the vote is taken. Proposed amendments must be submitted to the Membership via circulated paper copies at least fifteen (15) days before the vote is taken .

Approved by the Board of Directors: December 16, 2005

Approved by the Membership: January 28, 2005 (cutoff date for balloting)