

**07 April 2010**

VILLAGE OF OLDE MILL COMMUNITY ASSOCIATION BYLAWS

ARTICLE I - NAME

Section 101 - Name (June 1979)

The name of this organization is The Village of Olde Mill Community Association, Incorporated.

ARTICLE II - PURPOSE

Section 201 - Purpose (06 October 1993)

The purpose of this Association is: nonprofit, to promote the health, safety, and welfare of its members and the residents, and to maintain and enhance the beauty of nature of that area known as the Village of Olde Mill, and additions hereto, as outlined in ARTICLE III of these Bylaws.

ARTICLE III - MEMBERSHIP

Section 301 - Eligibility (03 February 1999)

Eligibility for membership in this Association is restricted to resident homeowners or their tenants, having attained the age of 18, in any residence existing as of January 6, 1982, or subsequently approved as indicated in the list below, situated east of Maryland Route 3 and west of Oakwood Road, whose only ingress and egress is via Old Mill Road or Old Mill Boulevard. A residence is defined for this purpose as all homes except those in all-rental complexes or apartments. Addition of new home developments within these boundaries will be subject to membership approval in accordance with the rules for by-law changes. The developments included for eligibility purposes are as follows (in order of inclusion): Valleywood; Village of Olde Mill; Olde Mill Condominium; Olde Mill Condominium II; Olde Mill Condominium III; Pond Court; Millfield; Northport. Subsequent additions: Williamstowne (03 March 1982); Watson Place (03 August 1988); Kenora Woods (03 July 1991); Gartelmill (03 February 1999).

Section 302 - Definition (06 October 1993)

Membership is defined as those persons who meet the requirements of Section 301, and have paid the current year's dues. Membership does not become effective until the dues payment is accepted, and a current membership card is issued. When membership payments are received after 1 January of the current year, cards for membership must be issued through the mail.

Section 303 - Dues (04 October 2006)

Dues are due and payable before 01 January, as approved at the annual budget meeting.

ARTICLE IV - OFFICES

Section 401 – Definition (07 April 2010)

The elective officers of the Association are President, Vice-President, Secretary, Membership Officer, Treasurer. There are four (4) additional directors comprising the Board of Directors.

Section 402 - Terms of Office (04 October 2006)

Terms of office for the five (5) elected officers shall be one (1) year; directors shall serve three (3) years. At least one director shall be elected each year for a three (3) year term. All terms begin 01 January following the election.

Section 403 - President (07 April 2010)

The President, as chief executive officer of the Association, shall preside at all general membership and Board of Directors meetings, and shall supervise the Association's affairs and activities. The President shall oversee the operations of the Olde Mill Swim Club as the director. The President shall be an ex-officio member of all committees except the Nominating Committee. The President shall be responsible for conduct of all Association external affairs, and shall be one of the authorized signatories of all Association financial accounts.

Section 404 - Vice-President (04 October 2006)

The Vice-President presides at meetings in the absence of the President.

Section 405 - Secretary (06 October 1993)

The Secretary shall keep a permanent record of both general and Board of Directors meetings, and shall be the custodian of these said records of the Association. In addition, the Secretary shall handle all correspondence, as directed by the President.

Section 406 - Membership Officer (06 October 1993)

The Membership Officer is responsible for administration of the membership of the Association.

Section 407 - Treasurer (04 October 2006)

The Treasurer shall keep all financial records of the Village of Olde Mill Community Association, and shall be one of the authorized signatories of all Association financial accounts. The Treasurer may call for a financial audit of any Association committee, subject to the approval of the Board of Directors, or at the direction of the Board. The Treasurer shall chair the Finance Committee.

Section 408 - Directors (June 1979)

Each Director shall be a member of the Board of Directors and shall have one vote within that body.

ARTICLE V - ELECTIONS

Section 501 - Qualifications for Nominations (06 October 1993)

No person shall be nominated for an elective office unless such person is a member as defined in ARTICLE III, Section 302 of the Bylaws, and such person is willing to serve as nominated.

Section 502 - Nominating Committee (June 1979)

The Nominating Committee shall consist of no less than three (3) members elected by a majority of the members present at a duly called meeting. The Nominating Committee shall publish a list of nominees selected by the committee and announce on the floor the nominees for each office. Nominations for each office may be made from the floor at the annual election meeting.

Section 503 - Nominating of Officers (06 October 1993)

Nominations for the offices of President, Vice-President, Treasurer, Secretary, and Membership Officer are opened at the regular meeting in September, remain open until the election in October, then closed and officers elected for the stated terms of office as required under ARTICLE IV, Section 402 of these Bylaws.

Section 504 - Nominating Directors (06 October 1993)

At the October meeting, nominations for the Board of Directors are made after the results of the election of officers have been announced. Nominations remain open until the November meeting, when they are closed and the directors elected as required under ARTICLE IV, Section 402, of these Bylaws. Based upon the vote totals, those who are nominated and run, but are not elected, will be considered by the Board in filling future Director vacancies.

Section 505 - Voting (06 August 1997)

Voting is by official, secret ballot. Each member will cast their own ballot. A membership application must be received by the Membership Officer or postmarked prior to 01 September for the member(s) to be eligible to vote in the following October and November elections.

Section 506 - Ballot (06 August 1997)

Voting is a duty and a privilege of membership. Each member is entitled to one (1) vote. Voting for officers is by present and absentee ballots at the October meeting; for the Board of Directors at the November meeting. Election to any office is determined by the highest total vote. At the Election meeting(s), current VOMCA officers will hand out one ballot to each person verified to be a VOMCA member and not marked as having voted by absentee ballot, in accordance with Section 507.

Section 507 - Absentee Ballot (06 August 1997)

Polling places, designated by the Board, shall be open on such days as determined by the Board, for one week prior to the October and November meetings, for those voting members unable to

attend. Only one polling place shall be open on a given day. The absentee ballot polling place on the day of an election shall close at 6:00 p.m. Absentee ballots shall be cast by those current VOMCA members not planning to attend the meeting, their ballots and membership having been verified by the current Membership Officer, or such duly appointed Representative, who will oversee those polling places. An official ballot is obtained from the polling places chosen by the Board. Verification of membership will be made by checking the current list of VOMCA members, as supplied by the Membership Officer. This single list will be at each and every polling place until the election is over, and then kept with the VOMCA records.

Voters may vote for the same number of candidates as there are elective vacancies to fill. In the event of unequal Board of Director terms to be filled, the longer terms are first filled by those receiving the largest vote counts.

In the event that the election is called into question by a simple majority of those members attending the election meeting(s), the current Board of Directors (those in office before the election in question) will hold an emergency meeting within one week of the election, to hear such evidence/complaints from one to three individuals, who have been designated by those questioning the election, to review the election and determine the appropriate course of action.

## ARTICLE VI - VACANCY

### Section 601 - Vacancy (06 October 1993)

If any elective position becomes vacant, other than President, the remaining members of the Board of Directors shall choose an Association member to fill the unexpired part of the term. If the position of President becomes vacant, the Vice-President shall succeed in the office of the President for the unexpired term.

## ARTICLE VII - REMOVAL

### Section 701 - Removal (06 October 1993)

A petition, calling for a special removal meeting, bearing the signatures of not less than one hundred (100) members, may be delivered to the President. Removal, with or without cause, shall be effected by the vote of two-thirds (2/3) of the general membership. Vacancies created by removal are filled in the same manner as all other vacancies as provided in ARTICLE VI, Section 601, of these Bylaws.

## ARTICLE VIII - MEETINGS

### Section 801 - General Membership Meetings (04 October 2006)

The Association will hold regular monthly meetings. A synopsis of the general meeting minutes will be published and distributed by a method approved by the Board to all homes before the next meeting. All motions and vote tallies are to be included.

### Section 802 - Board of Directors Meetings (07 April 2010)

The Board of Directors of the Association shall convene once a month. A quorum of the Board shall consist of not less than five (5) members of the Board. However, nothing in this section shall prevent the call for a meeting of said Board by its chairperson or at the request of not less than four (4) members of said Board. If a Board member fails to attend three (3) consecutive Board meetings, unless excused by a majority of the Board, it will be assumed that Board member has tendered his or her resignation and it may be accepted by the Board.

### Section 803 - Special Meetings (06 October 1993)

Special meetings of the membership are called by the President or at the request of a majority of Board members, or by a call for a meeting by fifty (50) or more members and a written notice of such a special meeting shall be delivered to members not less than ten (10) days before the date of the meeting.

### Section 804 - Quorum (04 October 2006)

A quorum of this Association, to transact and conduct business, is eleven (11) members. Proof of membership in voting at general membership meetings will be by a show of a current membership card or verified by the current membership list and acceptable ID.

## ARTICLE IX - COMMITTEES

### Section 901 - Committees (06 October 1993)

The Board shall establish committees and appoint the chairpersons thereof, from the general membership, as it feels necessary, except for standing committees. Each committee chairperson shall furnish a report to the Board each month.

Section 902 - Standing Committees (07 April 2010)

There shall be four (4) standing committees:

1. The Bylaws committee with Vice-President as chairperson.
2. The Finance committee will include the pool committee treasurer, a member selected by the Board of Directors, the V.O.M.C.A. accountant as an advisor if requested, and the V.O.M.C.A. Treasurer as chairperson;
3. The Nominating committee, which will be elected as set forth in ARTICLE V, Section 502, of the Bylaws.
4. The Pool committee, which is also known as the Olde Mill Swim Club. The Pool committee Treasurer must be a member of V.O.M.C.A.

The Standing Committees shall meet at least once per year.

Section 903 - Committee Appointments (04 October 2006)

The chairpersons of all committees, other than the standing committees, are appointed by the Board. Committee membership shall be open to the general membership. A simple majority of committee members, including the chairpersons, must be Association members. The single case of a committee that is permitted to include non-residents is the Pool committee, which may include Olde Mill Swim Club members who are non-residents, but this committee must still have a simple majority of Association members. Sub-committees are appointed at the discretion of the committee chairpersons, also with a simple majority of Association members

ARTICLE X - FUNDS

Section 1001.1 - Expenditures (06 October 1993)

The Association may expend funds for the business of this Association, up to one thousand dollars (\$1000.00), with the consent of a simple majority at a membership meeting. Greater than one thousand dollars (\$1000.00) requires the consent of two-thirds (2/3) of the membership present at a membership meeting, after written notification of the intent to make such a motion. Such notification shall be published in the Village Crier, or a special flyer, and distributed to the entire community.

Section 1001.2 - Pool Operation and Maintenance (June 1979)

To operate and maintain the real and/or personal property in connection with the affairs of the Association, the executive committee of that committee of the Village of Olde Mill Community Association, known as the Olde Mill Swim Club, may expend all, but only those funds generated by membership fees, dues, etc., paid to it for membership or other purpose in connection with that 8.246 acres and the improvements thereon.

Section 1002 - Liabilities (06 October 1993)

With the assent of two-thirds (2/3) of the members, the Association may borrow money, mortgage, pledge deed in trust, or hypothecate any or all of its real or personal properties as security for money borrowed or debts incurred.

Section 1003 - General Fund (06 October 1993)

The funds of the Association shall be known as the general fund and shall include all resources, cash, bonds, and negotiable instruments. The Treasurer, being the responsible officer, shall ensure said resources, cash, bonds, and negotiable instruments are placed in an institution such as a bank or savings and loan association approved by the Board of Directors. Bonds and other negotiable instruments shall be placed in a safe deposit box, rental for said box to be paid for by Association funds, and cash in appropriate accounts as approved by the Board of Directors. The records of the Treasurer will be audited annually before the annual budget meeting, by a committee of three (3), appointed by the Board.

Section 1004 - Petty Cash (06 October 1993)

The amount of forty dollars (\$40.00), to be known as Petty Cash, is to be available to the secretary, as a common fund, to meet the required operating expenses of the Association, such as meeting notices, postage, etc.

Section 1005 - President's Discretionary Fund (June 1979)

The amount of one hundred dollars (\$100.00), to be known as the President's Discretionary Fund, shall be made available to the President each year, and additional amounts upon request by the President and with the approval of the general membership.

Section 1006 - Emergency Expenditures (06 October 1993)

No other expenditure except those as stated in these Bylaws shall be made without prior approval of the Association in regular meeting. Nothing in this section shall prevent the Board of Directors from making expenditures, not to exceed five hundred dollars (\$500.00), to meet an emergency between meetings, and only then with the approval of seventy-five percent (75%) of the Board members present.

Section 1007 - Budget Expenses (04 Oct 2006)

Once the yearly budget for all committees has been approved by a simple majority of the members present at the yearly budget meeting, those approved expenditures may be disbursed by the Association Treasurer as necessary providing: (1) the expenditure is solely for the purpose specified in the budget; (2) the expenditure shall not exceed the budgeted amount without additional approval by the membership in accordance with ARTICLE X, Section 1001.1.

Section 1008 - Excess Funds (June 1979)

All excess funds shall be designated for expenditures for the purposes as stated in ARTICLE II, Section 201.

ARTICLE XI - AMENDMENTS

Section 1101 - Amendments (06 October 1993)

No part of these Bylaws shall be repealed, altered, amended, or annulled until such changes or change shall have been proposed at a regular monthly meeting, the membership notified in writing of the proposed changes, and the vote for such action will be held at the annual meeting in October or at a special meeting for that purpose. It requires two-thirds (2/3) of the voting strength present to approve the proposed change or changes, and such shall then be adopted.

ARTICLE XII - PARLIAMENTARY AUTHORITY

Section 1201 - Parliamentary Authority (04 October 2006)

ROBERTS RULES OF ORDER shall govern this Association except as provided in ARTICLE XII, Section 1202 of these Bylaws.

Section 1202 - Suspension of Parliamentary Authority (June 1979)

An affirmative vote of two-thirds (2/3) of the members present at a regular meeting may suspend these (Roberts) rules.

ARTICLE XIII - MISCELLANEOUS

Section 1301 - Contracts (04 October 2006)

No funds of this Association shall be obligated for services, rent, etc., that normally require a contract, unless a contract is in writing and signed by the President and other party to the contract before the event described in the contract. In the event of an emergency, as determined by a majority of the Board. (where the President is unreachable and/or cannot sign a contract) the Vice President may sign the contract.

ARTICLE XIV - EMERGENCY PROVISIONS

Section 1401 - Emergency Provisions (06 October 1993)

The power to govern this Association is vested in the general membership by these Bylaws. This power shall remain in force until the Bylaws are modified or the general membership ceases to participate in the affairs of this Association. Recognizing that an organization must retain the ability to govern and carry out the vested responsibilities as stated in the Articles of Incorporation. This power shall be deemed to the Board of Directors on a temporary basis in the event that any of the following occur:

1) A regularly scheduled monthly meeting as defined in ARTICLE VIII, Section 801, does not produce a quorum as defined in ARTICLE VIII, Section 804; or

2) The Association is unable to elect a President and a quorum of the Board of Directors as defined in ARTICLE IV, Section 802.

After enactment of these emergency provisions, written notification will be given to the membership in either a special flyer or in a monthly newsletter and a special meeting will be required. The presence of a quorum (as defined in ARTICLE VIII, Section 804) at the special meeting shall have the right to override the imposition of emergency powers by a simple majority vote of Association members present. However, said vote shall be without cause until those conditions causing imposition of the temporary powers are rectified. While governing under temporary powers, the members of the Board of Directors shall remain in office, provided, however, that the term of office shall not exceed three years. Vacancies shall be filled as specified in ARTICLE VI, Section 601. The chairperson of the Board and all subordinate offices shall be elected by the Board.

#### ARTICLE XV - RECORDS

##### Section 1501 - Records (June 1979)

All records of the V.O.M.C.A. shall be the sole property of the Association.

Note: Dates in parentheses are dates of latest revision. Cross-referenced sections of the Bylaws are underlined.