



GLEN BURNIE IMPROVEMENT ASSOCIATION

BYLAWS and ARTICLES OF INCORPORATION

As Amended April 10, 2012

Bylaws Committee

Nancy Brown, Chairman
Beth Behegan
Candy Fontz
Brenda Kelly
Barbara Sabur

ARTICLE I - Name

This Association shall be known as the "Glen Burnie Improvement Association, Incorporated".

ARTICLE II - Objectives

The objectives of this Association shall be:

- A.** To secure concert of action in all matters pertaining to the development and improvement of Glen Burnie.
- B.** To promote the general welfare as defined in the Articles of Incorporation and Bylaws of this Association.
- C.** To assist in preserving law and order.

ARTICLE III – Members

Section 1: Qualification for Membership

Any citizen of the United States who is at least 18 years of age and who lives within the boundary lines of this Association, as set forth in Article IV, may apply for membership in this Association by submitting a signed application and one (1) dollar for lifetime dues. Membership applications shall lie on the table for one (1) month before being voted upon at a regular meeting. Applicants may be elected to membership by a majority of the members present and voting at the meeting.

Section 2: Termination on Membership and Reinstatement

Any member who moves his or her residence beyond the boundaries as set forth in Article IV hereof shall automatically forfeit membership in this Association. Former members may be reinstated under the provisions of Article III, Section 1.

Section 3: Honorary Membership

- A.** Any citizen of the United States who has distinguished himself or herself by exceptional effort or achievement in the field of child, community or general public welfare may be recommended by the Board of Directors for honorary (non-voting) lifetime membership in this Association.
- B.** Honorary (non-voting) lifetime membership shall be conferred on any individual who works one night or more at the Big Glen Burnie Carnival and is not a regular member.

ARTICLE IV - Boundary Lines

The boundary lines for Association members shall comprise of the following description:

- Beginning at the point where Crain Highway intersects with the bed of the stream known as Sawmill Creek, and proceeding south along the center line of Crain Highway to the intersection with Furnace Branch Road;
- thence south along the center line of Furnace Branch Road to its intersection with Maryland Route 648, also known as Baltimore and Annapolis Boulevard;
- thence west along the center line of Baltimore and Annapolis Boulevard to its intersection with Amberly Road;
- thence west along the center line of Amberly Road to its intersection with Maryland Route 2, also known as Governor Ritchie Highway;
- thence south along the center line of Governor Ritchie Highway to its intersections with Ashington Road;
- thence west along the center line of Ashington Road to its intersection with the Baltimore and Annapolis Trail Park;
- thence south along the center line of the Baltimore Annapolis Trail Park to its intersection with Aquahart Road;
- thence west along the center line of Aquahart Road to its intersection with Crain Highway;
- thence south along the center line of Crain Highway to its intersection with Mayo Road;
- thence west along the center line of Mayo Road to its intersection with Old Stage Road;

- thence north along the center line of Old Stage Road to its intersection with Maryland Route 100;
- thence west along the center line of Route 100 to its intersection with Interstate 97;
- thence north along the center line of Interstate 97 to its intersection with the bed of Sawmill Creek;
- thence west along Saw Mill Creek bed to the eastern boundary of Friendship Park;
- thence north along Friendship Park's eastern boundary line to Dorsey Road;
- thence east along the center line of Dorsey Road to its intersection with Maryland Route 648, also known as Baltimore and Annapolis Boulevard;
- thence south along the center line of Baltimore Annapolis Boulevard to its intersection with the bed of Sawmill Creek;
- thence east along the bed of Sawmill Creek to the place of beginning.

ARTICLE V - Meetings

Section 1: Annual Meeting

The Annual Meeting of this Association shall be held on the second Tuesday of January each year. Notice of the annual meeting shall be issued to all members no later than one (1) week prior to the date of the meeting.

Section 2: Regular Meetings

The regular meetings of this Association shall be held on the second Tuesday of each month.

Section 3: Special Meetings

The President and Board of Directors may call special meetings. Notice of special meetings shall be issued no later than one (1) week prior to the date of said meeting. Notices for special meetings shall state the purpose for which they are called. No other business shall be transacted. Notice will be issued:

- A. To Members who have attended at least one (1) General Membership Meeting within the past twelve (12) months;
- B. In accordance with Section 5 of this Article.

Section 4: Postponement of Meetings

- A. Regular Meetings: In the event that Anne Arundel County schools are closed, close early, or after-school/evening activities are cancelled on the day of a regular meeting of this Association due to extreme weather conditions, or the Anne Arundel County Snow Emergency Plan is in effect at least two (2) hours in advance of a regular meeting, said meeting shall be automatically postponed. The President may postpone or cancel a regular meeting due to any emergency situation.
- B. Annual Meeting: The President may postpone the annual meeting if Anne Arundel County schools are closed, close early, or after-school/evening activities are cancelled on the day of a regular meeting of this Association due to extreme weather conditions or the Anne Arundel County Snow Emergency Plan is in effect at least two (2) hours in advance of the Annual Meeting. The annual meeting must be rescheduled for the same day and time in the following week, unless the situation which caused said postponement continues. In the event that the annual meeting needs to be further postponed, the President shall consult with the Board of Directors and other Officers to reschedule said meeting.

Section 5: Notification to Membership

When notification to membership is required, such notification will be made by one or more of the following methods: U.S. Mail, email, local media, GBIA newsletter, GBIA website or phone, as deemed reasonable by the President.

ARTICLE VI - Board of Directors

Section 1: Members

The Board of Directors shall consist of the elected Officers of the Association and six (6) additional members who shall be elected as set forth in Article IX. The immediate past President of the Association shall serve a one-year term as a non-voting member of the Board for the year immediately following his or her departure from office, provided he or she is still a member in good standing. The Association's attorney shall serve as the legal advisor to the Board of Directors

Section 2: Attendance Requirements

Board Members are required to attend a minimum of seventy (70%) percent of the Board of Directors meetings and a majority of the General Membership meetings during each calendar year of their term in office and must notify the President in advance if they will be absent.

Section 3: Responsibilities

The affairs and business of this Association shall be managed by the Board of Directors. The Board shall review issues related to policy and to the commitment of the Association's resources and authority and shall make recommendations to the membership before such issues are acted upon.

Section 4: Monthly Meetings

The Board of Directors shall meet at least ten (10) times a year at a time scheduled by the President. A majority of the Board of Directors shall constitute a quorum at the monthly meetings.

Section 5: Special Meetings

Special meetings of the Board of Directors shall be called by the President whenever necessary or upon the request of two (2) Board members. If an issue requiring the immediate attention of the Board of Directors shall arise, and if there is not sufficient time for the Board to meet and deliberate, the President shall poll all Board members and proceed according to the wishes of the majority.

Section 6: Removal of Board Members

In the event that a Board Member is not fulfilling his or her duties as described in Article VI, Sections 1 and 2, the Board of Directors can recommend that he or she be removed from office. He or she will be removed by a majority vote of the General Membership who are eligible to vote and present at the meeting.

ARTICLE VII - Officers

Section 1: The Officers of this Association shall be as follows:

A: President

The President shall be the Chief Executive Officer of this Association, charged with the duties of supervising all of its functions, subject to the orders of the Board of Directors. The President shall preside at all meetings of this Association and shall act as Chairman of the Board of Directors. The President shall also be an ex-officio member of all committees of this Association

B: Vice President

In the absence of the President, or the inability of the President to act, the Vice President shall assume the duties of President. The Vice President shall perform such other functions and duties as the President and the Board of Directors may from time to time assign.

C: Recording Secretary

The Recording Secretary shall issue notices and keep the minutes of all meetings of this Association, including Board meetings; shall be custodian of the records; shall keep the roll of the members; and shall perform such duties as may from time to time be assigned by the President or the Board of Directors.

D: Corresponding Secretary

The Corresponding Secretary shall be responsible for all correspondence of the Association. In the absence of the Recording Secretary, the Corresponding Secretary shall perform the duties of the Recording Secretary.

E: Financial Secretary

The Financial Secretary shall keep an account of all monies received by the Association and report the same at each meeting. The Financial Secretary shall review and approve monthly disbursements. The Financial Secretary shall perform such other functions and duties as the Treasurer may from time to time assign.

F: Treasurer

The Treasurer shall be custodian of all monies and other valuables the Association may possess; shall receive all monies from the Financial Secretary; shall pay all vouchers signed by the President; shall report and explain monthly expenditures at the regular meetings; and shall make an annual report at the January Board of Directors meeting, or whenever called to do so by the President. The Treasurer shall deposit all money and valuables of the Association in a responsible

bank or banks which shall be approved by the Board of Directors. Further, the Treasurer shall be bonded in an amount to be determined by the Board of Directors and the premium on the bond shall be paid by the Association.

1. **Annual Review of Financial Records** - An outside accounting firm, approved by the Board of Directors, will perform an annual review of all financial transactions of this Association and prepare a financial statement for the Association records. The Board of Directors, at its discretion, may request that the books be audited by an outside firm of accountants.
2. **Disbursements** - All disbursements shall be made by check, signed by two (2) authorized Officers, upon the authority shown by a voucher or receipt signed by the President or Financial Secretary. Any disputed amount shall be referred to the Board of Directors.

Section 2: Officer Requirements

Officers are required to attend a minimum of seventy (70%) percent of the Board of Directors meetings and a majority of the General Membership meetings during each calendar year of their term in office and must notify the President in advance if they will be absent.

Section 3: Removal of Officers

In the event that an Officer is not fulfilling his or her duties as described in Article VII, the Board of Directors can recommend that he or she be removed from office. He or she will be removed by a majority vote of the General Membership who are eligible to vote and present at the meeting.

ARTICLE VIII - Committees

Section 1: Carnival Committee

The President of the Association shall appoint a Carnival Chairman no later than February 1st of each year. The Carnival Chairman shall appoint a committee with a minimum of six (6) other members. The Carnival Committee shall do all things necessary and proper to conduct the annual "Big Glen Burnie Carnival".

Section 2: Other Committees

The President shall designate and appoint other committees as may be necessary and proper for the organization of the activities of this Association. The President shall appoint all committee chairpersons.

ARTICLE IX - Election of Officers and Board Members

Section 1: Election

The Officers and Board Members shall be elected at the annual meeting of this Association as set forth in this article. All candidates for office must be nominated at the regular meeting in December. Any member in good standing of this Association may nominate eligible candidates for office after obtaining their permission. In January of every even numbered year, election of all Officers shall take place and said Officers shall serve until the next duly scheduled election of Officers. In January of every odd numbered year, election of all Board Members shall take place and said Board Members shall serve until the next duly scheduled election of Board Members. The intent of this section is that Officers and Board Members shall each serve two-year terms.

Section 2: Eligibility to Vote

To be eligible to vote in the election of Officers and Board Members, a member's attendance must have been recorded at a minimum of five (5) regular meetings in the previous twelve (12) months.

Section 3: Balloting

A. Election of Officers

All Officers must be elected in a secret ballot by a majority vote of the eligible members present and voting at the annual meeting. In the event that candidates for one or more offices are unopposed, the Recording Secretary shall cast the unanimous vote for said candidates.

B. Election of Board Members

All Board Members must be elected in a secret ballot by the eligible members present and voting at the January meeting. The six candidates receiving the highest number of votes will be elected. In

the event of a tie, ballots will be reissued with only the names of those candidates who have tied. This method will continue until all positions have been filled.

Section 4: Vacancies

- A.** Should any vacancies for elected Officers or Board Members occur in mid-term, such vacancies shall be filled by election by the members of this Association. Nominations shall be accepted at the regular meeting immediately after the vacancy occurs. The floor will also be open to nominations prior to balloting at the next regular meeting.
- B.** In the event that there is a vacancy for an elected office because there were no candidates, the President may appoint a member to serve in an acting capacity.
- C.** The appointee need not meet the qualifications set forth in Article IX, Section 5.

Section 5: Qualifications of Candidates:

A. Qualifications for Board Members

No active member shall be eligible to hold office in this Association unless he or she has

- 1.** been a member in good standing for at least three (3) years, and
- 2.** attended at least five (5) regular meetings in the previous twelve (12) months, and
- 3.** either served as a volunteer worker at the Big Glen Burnie Carnival or chaired a committee of this Association.

B. Qualifications for Officers

1. Qualifications for President

No active member shall be eligible to hold office in this Association unless he or she has

- a.** served as an Officer or GBIA Board Member in the past,
- b.** been a member in good standing for at least five (5) years,
- c.** attended at least five (5) regular meetings in the previous twelve (12) months, and
- d.** either served as a volunteer worker at the Big Glen Burnie Carnival or chaired a committee of this Association.

2. Qualifications for Vice President

No active member shall be eligible to hold office in this Association unless he or she has

- a.** been a member in good standing for at least three (3) years,
- b.** attended at least five (5) regular meetings in the previous twelve (12) months and
- c.** either served as a volunteer worker at the Big Glen Burnie Carnival or chaired a committee of this Association.

3. Qualifications for Recording Secretary

No active member shall be eligible to hold office in this Association unless he or she has

- a.** been a member in good standing for at least three (3) years,
- b.** attended at least five (5) regular meetings in the previous twelve (12) months, and
- c.** either served as a volunteer worker at the Big Glen Burnie Carnival or chaired a committee of this Association.

4. Qualifications for Corresponding Secretary

No active member shall be eligible to hold office in this Association unless he or she has

- a.** been a member in good standing for at least three (3) years,
- b.** attended at least five (5) regular meetings in the previous twelve (12), months and
- c.** either served as a volunteer worker at the Big Glen Burnie Carnival or chaired a committee of this Association.

5. Qualifications for Financial Secretary

No active member shall be eligible to hold office in this Association unless he or she has

- a.** been a member in good standing for at least three (3) years,
- b.** attended at least five (5) regular meetings in the previous twelve (12) months, and

- c. either served as a volunteer worker at the Big Glen Burnie Carnival or chaired a committee of this Association.

6. Qualifications for Treasurer

No active member shall be eligible to hold office in this Association unless he or she has

- a. served as an Officer or GBIA Board Member in the past,
- b. been a member in good standing for at least five (5) years,
- c. attended at least five (5) regular meetings in the previous twelve (12) months, and
- d. either served as a volunteer worker at the Big Glen Burnie Carnival or chaired a committee of this Association.

ARTICLE X - Budget

Section 1: Annual Budget

The Association shall adopt a budget for each year at its December meeting. The budget shall be approved by a majority vote of the members present and voting.

Section 2: Budget Committee

The proposed budget shall be prepared by the Treasurer and such other members of this Association as the President may appoint to a Budget Committee. The Budget Committee shall present the proposed budget to the Board of Directors at the Board's October meeting. The Board of Directors may amend any item in the proposed budget. The proposed budget, as amended by the Board of Directors, shall be presented to the membership at the regular November meeting. It shall lie on the table to be discussed, amended if necessary, and voted upon at the regular December meeting.

Section 3: Budget Categories

The budget shall consist of three parts as follows:

Category 1: Capital Budget

Funds necessary for improvement, maintenance or repair of Association-owned property.

Category 2: Operating Budget

Funds necessary for the normal operations of the Association, including utilities, heating and overhead for operating Association facilities; services to members; Association projects; cleaning and maintenance of the Association hall; office supplies and machinery; legal and other fees; and recurring bills or expenditures. This shall include the funds necessary to operate programs of the Association.

Category 3: Contributions Budget

The Contributions Budget shall be divided into two (2) parts:

- A. The first part shall be contributions to various groups which support the objectives of this Association. These funds shall not be disbursed to any group to which they are allocated unless a representative of said group 1) attends a regular meeting of the Association to request the funds, 2) provides a statement of the group's financial condition, and 3) answers questions about how the contribution shall be used.
- B. The remaining balance, if any, shall be set aside for requests for charitable contributions which may come before this Association from time to time during the budget year.

Section 4: Budget Restrictions

- A. The Capital Budget shall be funded by monies accrued in the Association's savings accounts.
- B. The total of the Operating Budget and Contributions Budget may not exceed the net profits received from fundraising activities and investment income during the preceding year unless such unusual circumstances should arise that the net profits from fundraising activities and investment income are not sufficient to fund the Operating Budget so that normal operations of the Association (as described in Article X, Section 3, Category 2) can be maintained. Should such unusual circumstances arise, the Contributions Budget shall be suspended and only such funds necessary to allow the normal operations of the Association shall be withdrawn from the Association's savings account(s) and transferred to the Operating Budget. The total funds transferred shall be no greater than 3% more than the average of the Operating Budget for the

three previous calendar years. Such transfer of funds shall be done at the discretion of the Budget Committee, with the approval of a two-thirds majority of the Board of Directors. Notice of such action shall be presented to the membership at the regular November meeting and shall be subject to the budget approval process as stated in Article X.

- C. The Contributions Budget may not be added to by action from the floor of the Association after it is adopted.
- D. The annual advance to the Big Glen Burnie Carnival for operating expenses shall not be subject to the budget restrictions set forth herein. However, said advance shall be repaid promptly after the Carnival has concluded.

ARTICLE XI - Appropriations

Section 1: Non-Budgeted Funds

All proposals for non-budgeted appropriations above \$150.00 must be submitted to the membership in writing. Proposals must be held over until the next regular meeting to be voted upon. However, this limitation shall be increased to \$500.00 for programs of the Association or expenditures upon property and equipment owned solely by the Association. The procedure as stated above shall also apply to any requests to transfer funds between budget categories or to increase the amount of money budgeted to any item(s).

Section 2: Contracts

Any contract for construction of facilities or the purchase of equipment for this Association shall be based on the best competitive prices obtained and shall be awarded to the lowest qualified bidder. The qualifications of a bidder shall be determined by the Board of Directors. No committee shall have the power to divide a contract to avoid the rules set forth in this article.

Section 3: Funding Limits

The Association shall not appropriate, budget or expend any sum in excess of \$5,000.00 in any one year to any group or organization. However, this limitation shall not apply to programs of this Association or expenditures upon property and equipment owned solely by this Association. Also, this limitation shall not apply to purchases of property or equipment to be titled solely in the name of this Association. A program of this Association is defined as a program operated, controlled and supervised by this Association.

ARTICLE XII - Authority to Borrow or Sell

The Association shall be authorized to borrow, sell, execute negotiable paper, dispose of or encumber its real or personal property upon the authority of a special resolution voted upon by the majority of eligible members present and voting at a regular or special Meeting. Such resolution shall be issued prior to the regular or special meeting and all members of the Association must be given at least fifteen (15) days notice of such resolution prior to the regular or special meeting.

ARTICLE XIII - Order of Business

All regular meetings of the Association shall be called to order and the Order of Business shall be as follows:

1. Roll Call of Officers
2. Approval of the Minutes of Last Meeting
3. Report of Board of Directors
4. Report of Special Committees
5. Unfinished Business
6. New Business
7. Election to Membership
8. Proposals for Membership
9. Treasurer's Report
10. Financial Secretary's Report
11. For the Good of the Community
12. Adjournment

ARTICLE XIV - Rules of Procedures

The rules contained in Robert's Rules of Order, Newly Revised, or such edition as the President shall designate with the approval of the Board of Directors, shall govern this Association in all cases where they are applicable and in which they are not inconsistent with the Bylaws of this Association.

ARTICLE XV – Amendments

Section 1: Proposal of Amendments

Amendments to the Articles of Incorporation or Bylaws may be proposed to the Association by one of the following methods:

- A. Upon the recommendation of the Board of Directors, after the Bylaws Committee has studied the proposed amendment or amendments and reported its findings to the Board.
- B. Upon written petition signed by five (5) members in good standing of this Association setting forth the proposed amendment or amendments. In the event that a petition for an amendment is received from the membership, it shall be referred to the Bylaws Committee for study. The Bylaws Committee shall report its recommendations to the Board of Directors at the next Board of Directors meeting after the petition is received. After taking the report of the Bylaws Committee, the Board members shall vote whether or not to recommend the proposed amendment or amendments. The recommendation of the Board of Directors shall be made known to the membership of the Association prior to any vote at the regular meeting when the Bylaws Committee makes its report to the general membership.

Section 2: Voting

- A. The Articles of Incorporation and these Bylaws may be amended by a majority vote of two-thirds (2/3) of the members present, provided that they are eligible to cast a vote by meeting the criteria listed below:
 1. Be a member in good standing, and
 2. Attended at least five (5) General Membership meetings during the previous twelve (12) months.
- B. Notice of proposed amendments to the Articles of Incorporation and these Bylaws must be issued no later than fifteen (15) days prior to the date of said meeting.

Section 3: Bylaws Review

The Bylaws Committee shall review all sections of the Bylaws at least once every five (5) years to ensure that the Bylaws are updated to reflect changes that have occurred in the way the Association conducts its business.

ARTICLE XVI - Quorum

Fifteen (15) members shall constitute a quorum at any regular or special meeting of this Association.

Glen Burnie Improvement Association Articles of Incorporation Amended July 13, 1999

This is to certify that the subscribers, Harry L. Robinson, Dr. Thomas H. Brayshaw, J. Clayton Spitler, Albert Hamlen and Paul H. Tyler, being of full legal age and all residents of the State of Maryland, do hereby associate themselves with the intention of forming a Corporation under and by virtue of the general laws of this State authorizing the formation of Corporations.

1. The name of the Corporation is "Glen Burnie Improvement Association, Incorporated".
2. The purpose for which the said Corporation is formed and the objects to be promoted by it are as follows:
 - A. The promotion and furtherance of the moral and social welfare of its members, particularly in its application to the general improvement of the town of Glen Burnie, Maryland, and adjacent territory and in furtherance of said purpose and objects, to acquire and hold for the use of the Association such

property as may be deemed necessary, including the disposition thereof, to hold annual or other carnivals, fairs and entertainments, to raise funds for the purpose and objects of the said Corporation.
B. To give financial assistance to the organization known in the year 1988 as the Glen Burnie Fire Company, as long as that organization

continues to exist as a viable volunteer fire protection organization within the boundaries of this Association.

3. The principal office of said Corporation will be located in Glen Burnie, Maryland.
4. The said Corporation shall have no Capital Stock and its members shall consist of the incorporators and of such other persons as shall from time to time be duly elected to membership and shall qualify in accordance with the Bylaws to be adopted governing the question of membership, including the termination of membership.
5. The Corporation shall be managed by a Board of Governors, and Harry L. Robinson, Dr. Thomas Brayshaw, J. Clayton Spitler, Albert Hamlen and Paul H. Tyler, all of whom are actual citizens and residents of the State of Maryland, shall act as such for the first year or until their successors are duly chosen and qualified.

In testimony whereof we have hereto set our hands on this 25th day of November, in the year 1912. HARRY L. ROBINSON, THOS. H. BRAYSHAW, M.D., JAMES C. SPITLER, ALBERT HAMLEN, and PAUL H. TYLER

WITNESS: CARRIE WOODFALL (Seal)

State of Maryland, Anne Arundel County, to wit:

Before the Subscriber, a Notary Public of the State of Maryland, in and for Baltimore City, personally appeared Harry L. Robinson, Dr. Thomas Brayshaw, J. Clayton Spitler, Albert Hamlen and Paul H. Tyler on this 23rd day of November in the year 1912, and did severally acknowledge the foregoing certificate to their act.

Witness my hand and notarial seal

CARRIE WOODFALL, Notary Public (Seal)

I, James R. Brashears, one of the Judges of the Circuit Court of Anne Arundel County, State of Maryland, do hereby certify that the foregoing certificate has been submitted to me for examination, and I do further certify that the said certificate is executed in conformity with the law.

JAS. R. BRASHEARS, Recorded 4th December, 1912

State of Maryland, Anne Arundel County, Sct.:

I hereby certify that the foregoing Certificate of Incorporation is truly taken and copied from Liber G.W. No. 4, folio 279 & c., one of the Incorporation Record Books for Anne Arundel County.

I I hereunto set my hand and affix the seal of the Circuit Court for Anne Arundel County this 7th day of January, 1925.

WM. N. WOODWARD, Clerk