



# **Constitution of the Carrollton Manor Improvement Association**

As Amended, October 9, 2000/CMIA

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## **Article I - Name**

The name of this organization shall be "The Carrollton Manor Improvement Association, Inc." which was incorporated in July 1941.

## **Article II - Territorial Limits**

The territorial limits of this Association shall be Limited to those lots that appear on Plat No. 491, Book #9, Folio 23.

## **Article III - Purpose**

The purpose of the Carrollton Manor Improvement Association, Inc. shall be to work for the improvement of living conditions; to obtain favorable action for the improvement of roads, lighting, beaches and piers and the maintenance thereof, to protect property and persons, to increase the value of properties, and to improve the community in general.

## **Article IV - Powers**

This Association may hold real estate, own property and may borrow money and issue bonds or other evidences of indebtedness, and to secure the same, may execute mortgages or deeds of trust upon its property, for the acquisition or improvement of any real estate or other property which may be acquired or held by it for the purposes aforesaid.

## **Article V - Meetings**

Section 1: This Association shall meet on the day and the time provided in the Bylaws, provided that in an emergency, or for good cause, the Board of Directors of the Association may change the regular meeting to a different day of the month, or to a different hour, or to a different place, or cancel the regular meeting, except for the Annual Meeting to elect directors or the meeting to approve the Special Community Benefit District (the "SCBD") budget.

Section 2: An annual meeting for the election of Directors of this Association shall be held during the month of October in each year as provided in the Bylaws of this Association.

Section 3: A special meeting of the Association may be called at the discretion of the President or by petition to the President by ten members in good standing. All members must be notified of such meeting by placing notices or signs throughout the community, as is the common practice, or by other means, as long as the notice is five (5) days or more. No other business may be transacted except that for which the meeting is called.

## **Article VI - Membership**

Section 1: Membership is extended to all families owning or renting property within the limits of Carrollton Manor, Anne Arundel County, Maryland.

Section 2: However, Section 1 above does not authorize membership for those renting or leasing within the limits on a commercial basis.

## **Article VII - Officers and Directors**

Section 1: The governing body of this Association shall be a Board of Directors, hereinafter called "the Board" to be constituted as the Bylaws of the Association may provide.

Section 2: Except as herein otherwise specifically provided the decision of the Board in all Association matters shall be final, subject on to an appeal to the membership. This Board shall have general control over all Officers and Committees and may, for good cause, declare any office vacant. It shall constitute a Board of appeal from the rulings of all Officers and actions of all Committees. A two-thirds vote of the entire Board is required to reverse any action or decision made by the President or those Officers or committees acting upon his instructions.

Section 3: Appeal may be taken from any decision of the Board to the Association. On such appeal the decision appealed shall be reversed only by a two-thirds vote of the members present at a regular meeting specified by the Board, a quorum being present. Notice of such appeal must conform to Article V, Section 3 of the Constitution.

Section 4: The Officers of this Association shall be a President, Vice-President, Secretary, and Treasurer, all of whom must be property owners who reside in Carrollton Manor, and shall be elected from the Directors-at-Large. The Officers, two Directors and the Pier Committee Chairman, shall constitute the Board of Directors.

Section 5: The President shall be the chairman of the Board.

Section 6: Each Director shall be elected "-at-large" and shall take office at the close of the Annual Meeting of the Association following his election and shall hold office for the period of his election or until his successor has been elected and qualified.

## **Article VIII - Bylaws**

Section 1: The Bylaws together with the Constitution shall be the basis for the rule of governance of the Association.

Section 2: The Bylaws shall conform to the SCBD rules and regulations of Anne Arundel County, Maryland.

## **Article IX - Contracts and Obligations**

Section 1: With the approval of the membership, the Board of the Association is hereby authorized and empowered to enter into such contracts and obligations as it shall in its discretion deem necessary to accomplish the purposes of the Association and such contracts

and obligations shall be binding upon the Association subject to the restrictions as provided in Article IX of the Bylaws.

Section 2: The President of the Association or his/her authorized delegate is authorized to sign contracts other than checks on behalf of the Association after having been approved by the Board of Directors.

## **Article X - Public Affairs**

Section 1: The general welfare of the entire Severna Park area is of concern to the members of this Association and the merits of any public question involving such welfare may be fairly and intelligently studied and discussed before an Association meeting for the enlightenment of its members.

Section 2: This Association shall not endorse or recommend any candidate for public office and shall not discuss at any Association meeting the merits or de-merits of any such candidate.

## **Article XI - Arbitration**

Should any dispute arise between any member or members, or a former member or members, and the Association, or any Officer of the Association relative to membership or to any alleged breach of the Constitution or Bylaws, or the expulsion of any member from the Association, or on any account whatsoever which cannot be satisfactorily settled under the procedure already provided for such purpose, the matters in difference shall be settled by arbitration. Each party shall appoint an arbitrator and the arbitrators shall appoint an umpire. The decision arrived at by the arbitrators, or, in the event of their disagreement, by the umpire, shall be final and binding on all parties.

## **Article XII - Amendments**

Section 1: The Constitution and Bylaws of the Association may be amended in the following manner:

1. Any member in good standing may make a motion at any regular meeting to amend the Constitution or Bylaws.
2. The proposed amendment or amendments must be submitted in writing.
3. The proposed amendment must be carried by a majority vote.
4. At the next regular meeting the proposed amendment must be carried by a two-thirds (2/3) majority of those present.

Section 2: After the provisions of Section 1 of the article have been complied with, written notice will be delivered to all residents stating the date that said amendment will be voted upon for final approval. A two-thirds (2/3) majority vote of members present 'in good standing constitutes final approval.