



GLEN BURNIE IMPROVEMENT ASSOCIATION

BYLAWS and ARTICLES OF INCORPORATION

As Amended February 8, 2022

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 the Glen Burnie Community.
- B. To promote the general welfare as defined in the Articles of Incorporation and Bylaws of this Association.
- C. To enhance the livability of the area by establishing and maintaining an open line of communication and serving as liaison between the residents, government agencies, public services, businesses, and other neighborhoods.

D. To provide an open process by which all members of the neighborhood may involve themselves in the affairs of the Association.

ARTICLE III – MEMBERS

Section 1: Qualification for Membership

Any resident 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 voting 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 general 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 their residence beyond the boundaries as set forth in ARTICLE IV shall automatically forfeit membership in this Association. Former members may be reinstated under the provisions of ARTICLE III, Section 1.

Section 3: Honorary Lifetime Membership

Any resident who has distinguished themselves by exceptional effort or achievement in the field of youth, community, or general public welfare may be recommended and bestowed honorary lifetime membership in this Association by the Board of Directors and can serve in all capacities of a member.

Section 4: Honorary Membership

Honorary non-voting membership shall be conferred on any individual who works one night or more at the Big Glen Burnie Carnival and is not a regular voting 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: General Meetings

The general meetings of this Association shall be held on the second Tuesday of the month from February through December.

Section 2: 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 made no later than one (1) week prior to the date of the meeting as noted in Section 5 of this Article.

Section 3: Special Meetings

The President and/or 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 the meeting as noted in Section 5 of this Article. Notices for special meetings shall state the purpose for which they are called. No other business shall be transacted. Notice will be issued to members who have attended at least one (1) general meeting within the past 12 months.

Section 4: Postponement of Meetings

- A. **General Meetings:** In the event that Anne Arundel County public 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 general meeting, said meeting shall be automatically postponed. The President may postpone or cancel a general meeting due to any emergency situation.
- B. **Annual Meeting:** The President may postpone the annual meeting if Anne Arundel County public schools are closed, close early, or after-school/evening activities are cancelled on the day of an annual 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 the annual meeting needs to be further postponed, the President shall consult with the Board of Directors 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: oral announcement at a general meeting, postal 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 their departure from office, provided they are still a member and have not been removed from office as defined in Section 6 of this Article.

Section 2: Attendance Requirements

Board Members are required to attend a majority 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. When deemed necessary by the Board of Directors, the Association may hire and/or retain an attorney to represent its legal interests.

Section 4: Meetings

The Board of Directors shall meet a minimum of six (6) times a year as scheduled by the President. A majority of the Board of Directors, with the President or Vice President in attendance, shall constitute a quorum.

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 Member

In the event a Board Member is not fulfilling their duties as described in ARTICLE VI, Sections 1 and 2, the Board of Directors can recommend that they be removed from office. With concurrence of three-quarters of the members voting at the time of the Board meeting, any Board Member may be removed. and the Board may elect/appoint a successor to serve the unexpired term. No Board Member shall be expelled without an opportunity to be heard. Notice of such motion of action shall be given to the member by the President in writing 20 days prior to the Board meeting at which the motion shall be presented, setting forth the reasons of the Board for such action.

Section 7: Compensation

Members of the Board of Directors shall not receive any compensation for their service to the Board.

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 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 review and approve monthly disbursements. This officer shall perform other functions and duties as the President and the Board of Directors may assign from time to time.
- C. Secretary** - The Secretary shall issue notices and keep the minutes of all meetings of this Association, including Board meetings; shall be custodian of the records, including the Bylaws and all other corporate documents; shall keep the roll of the members. This officer shall perform other functions and duties as the President and the Board of Directors may assign from time to time.
- D. Treasurer** – The Treasurer shall be custodian of all monies and other valuables the Association may possess; shall pay all vouchers approved by the President; shall report and explain monthly expenditures at the general 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. The Treasurer shall be responsible for the contents of the Association’s Safe Deposit Box. This officer shall perform other functions and duties as the President and the Board of Directors may assign from time to time.
 - 1. **Bonding** - 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.
 - 2. **Annual Review of Financial Records** – The Treasurer shall oversee the work of an outside accounting firm, approved by the Board of Directors, designated to 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 the books be audited by an outside firm of accountants.
 - 3. **Disbursements** – The Treasurer shall make all disbursements by check, signed by two (2) authorized Officers, upon the authority shown by a voucher or receipt approved by the President or Vice President. Any disputed amount shall be referred to the Board of Directors for resolution.

Section 2: Officer Requirements

Officers are required to attend a majority of the Board of Directors meetings and a majority of the general membership meetings during each calendar year of their term in office and shall notify the President in advance if they will be absent.

Section 3: Removal of Officers

In the event an Officer is not fulfilling their duties as described in ARTICLE VII, the Board of Directors can recommend that they be removed from office. The Board of Directors, with concurrence of three-quarters of the members voting at the time of the Board meeting, may remove any Officer and elect/appoint a successor for the unexpired term. No Officer shall be expelled without an opportunity to defend themselves against removal prior to voting through oral or written correspondence. Notice of such motion of action shall be given to the member by the President in writing 20 days prior to the board meeting at which the motion shall be presented, setting forth the reasons for such action. Any member removed from office may not hold an officer position for two years.

ARTICLE VIII - COMMITTEES

Section 1: Carnival Committee

The President of the Association, in consultation with the Board of Directors, 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 oversee all related activities of the “Big Glen Burnie Carnival” and/or make recommendations to the Board regarding its annual and/or ongoing operations.

Section 2: Other Committees

The President, in consultation with the Board of Directors, shall designate other committees, and appoint committee chairpersons, as may be necessary and proper for the organization of the activities of this Association.

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 general meeting in December. Any member 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. Officers and Board Members shall 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 four (4) general meetings in the previous 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 candidates for one or more offices are unopposed, the 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 (6) 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. In the event candidates are unopposed, the Secretary shall cast the unanimous vote for said candidates.

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 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

Any member shall be eligible to hold the office on the Board of Directors in this Association who has

1. been a member for at least two (2) years, and
2. attended at least five (5) general meetings in the previous 12 months, and

3. either served as a volunteer worker at the Big Glen Burnie Carnival or chaired or served on a committee.

B. Qualifications for Officers

1. Qualifications for President

Any member shall be eligible to hold the office of President in this Association who has

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

2. Qualifications for Vice President

Any member shall be eligible to hold the office of Vice President in this Association who has

- a. been a member for at least three (3) years, and
- b. attended at least five (5) general meetings in the previous 12 months, and
- c. either served as a volunteer worker at the Big Glen Burnie Carnival or chaired or served on a committee.

3. Qualifications for Secretary

Any member shall be eligible to hold the office of Secretary in this Association who has

- a. been a member for at least two (2) years, and
- b. attended at least five (5) general meetings in the previous 12 months, and
- c. either served as a volunteer worker at the Big Glen Burnie Carnival or chaired or served on a committee.

4. Qualifications for Treasurer

Any member shall be eligible to hold the office of Treasurer in this Association who has

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

ARTICLE X - BUDGET

Section 1: Annual Budget

The Association shall adopt a budget for the following calendar year at the 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 within the confines of the Budget Restrictions set forth in Section 4 of this Article. The proposed budget, as amended by the Board of Directors, shall be presented to the membership at the November general meeting. It shall lie on the table to be discussed, amended if necessary, and voted upon at the December general meeting.

Section 3: Budget Categories

The budget shall consist of three parts as follows:

Category 1: Capital Budget

Funds necessary for the acquisition or maintenance/improvement of Association-owned property such as land, buildings, and equipment.

Category 2: Operating Budget

A. Operations

Funds necessary for the normal operations of the Association, including utilities, heating and overhead for operating Association facilities; cleaning and maintenance of the Association Hall and grounds; office supplies and equipment; insurance and other fees; operations and maintenance of Association-owned property, and recurring bills or expenditures.

B. Programs of the Association

This shall include the funds necessary to organize and operate the programs of the Association. A program of this Association is defined as a program operated, controlled, and supervised by this Association.

Category 3: Contributions Budget

Contributions to various groups which support the objectives of this Association shall be budgeted. The funds shall be distributed to each group to which they are allocated upon:

A. Submission of the group's financial statement or budget, and

B. Attendance at a general meeting to identify how the funds will be used.

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, investment income, grants, and donations during the preceding year unless such unusual circumstances should arise that the net profits from fundraising activities, investment income, grants, and donations 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 percent 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 November general meeting and shall be subject to the budget approval process as stated in ARTICLE X.

C. The Contributions Budget may not be increased 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.

E. The Contingency Fund was established for use of legal fees, unbudgeted expenditures, emergency repairs, and replacement of equipment as deemed necessary to maintain the integrity

of the Association's property. The fund is perpetual and shall be funded as a line item in the Annual Operating Budget as monies are available. Contingency Fund expenditures must be presented to the Board of Directors and approved by a majority vote of those in attendance.

ARTICLE XI - APPROPRIATIONS

Section 1: Non-Budgeted Funds

All requests for non-budgeted appropriations above \$150.00 must be submitted to the President, and reviewed by the Board of Directors. If funds are available and the request aligns with the Association's objectives, the request will be presented to the membership at a general meeting. Requests must be held over until the next general 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.

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 general or special meeting. Such resolution shall be issued by the President prior to the general or special meeting, and all members of the Association must be given at least 15 days' notice of such resolution prior to the general or special meeting.

ARTICLE XIII - ORDER OF BUSINESS

All general 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. For the Good of the Community
11. 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 – BYLAW REVIEW & AMENDMENTS

Section 1: 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.

Section 2: Board Amendments

Members of the Board of Directors may propose and approve minor edits, corrections, or non-substantive changes to the Bylaws as necessary without approval of the general membership.

Section 3: 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 request of the Board of Directors, the Bylaws Committee will study the existing Bylaws and submit proposed amendment(s) directly to the Board. After reviewing the proposed amendment(s), the Board members shall vote whether or not to recommend the proposed amendment(s). The recommendation of the Board of Directors shall be made known to the membership of the Association prior to any vote at the general meeting when the Bylaws Committee makes its recommendations to the general membership.
- B. Upon written petition signed by five (5) members of this Association setting forth the proposed amendment or amendments. In the event 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(s). The recommendation of the Board of Directors shall be made known to the membership of the Association prior to any vote at the general meeting when the Bylaws Committee makes its report to the general membership.

Section 4: Voting

The Articles of Incorporation and these Bylaws may be amended by a majority vote of the voting members present who have attended at least four (4) general membership meetings during the previous 12 months. Notice of proposed amendments to the Articles of Incorporation and these Bylaws must be issued no later than (15) days prior to the date of said meeting.

ARTICLE XVI - QUORUM

Fifteen (15) members shall constitute a quorum at any general or special meetings of this Association. No voting may take place without a quorum present.

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 HAMLLEN, 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,