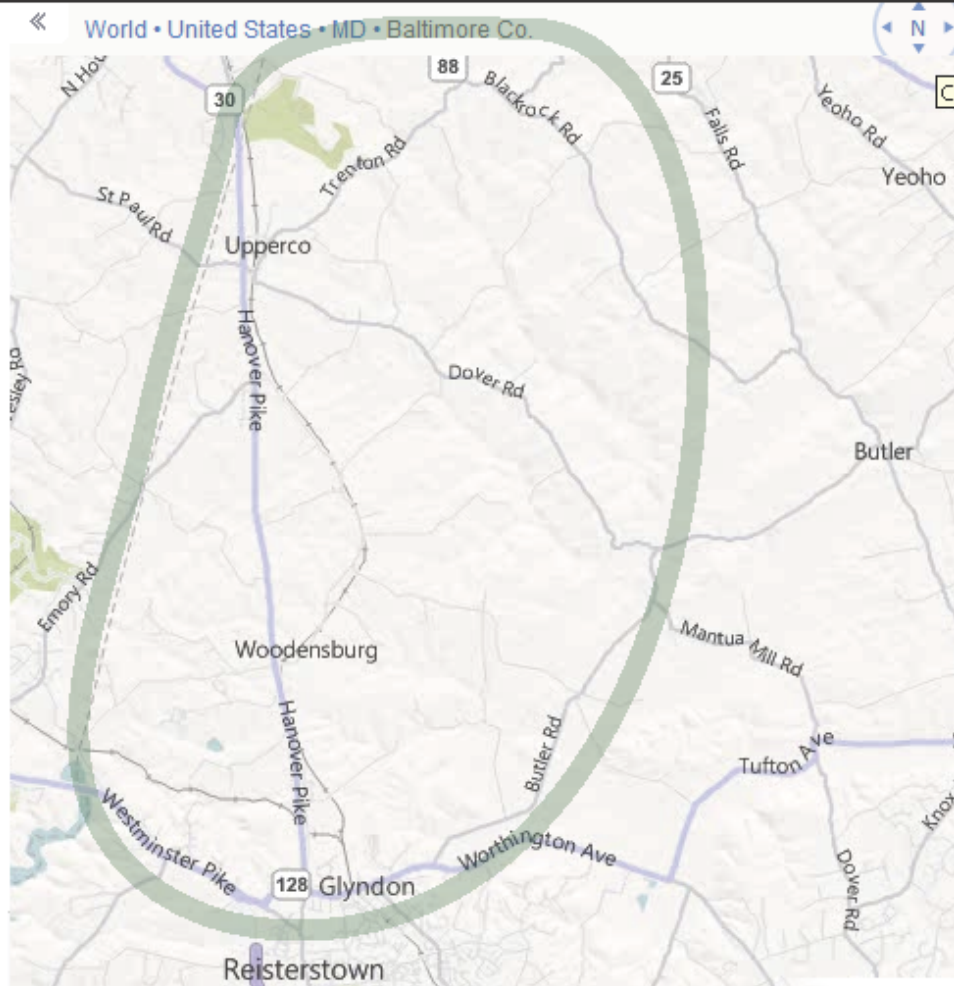


HANOVER ROAD ASSOCIATION, INC.

PRESERVING THE RURAL CHARACTER...

BY-LAWS;

MISSION,
BOUNDARIES,
STRUCTURE,
DUES,
ELECTIONS,
COMMITTEES,
FORMS,
AND OTHER
USEFUL
INFORMATION



Route 30 to the Baltimore-Carroll County-line to the North, the Carroll County to the West, the Northern side of Westminster Pike and Butler Road to the South, and Dover on the East

**HANOVER ROAD ASSOCIATION, INC.
BY-LAWS**

Adopted April 2011

ARTICLE I- NAME

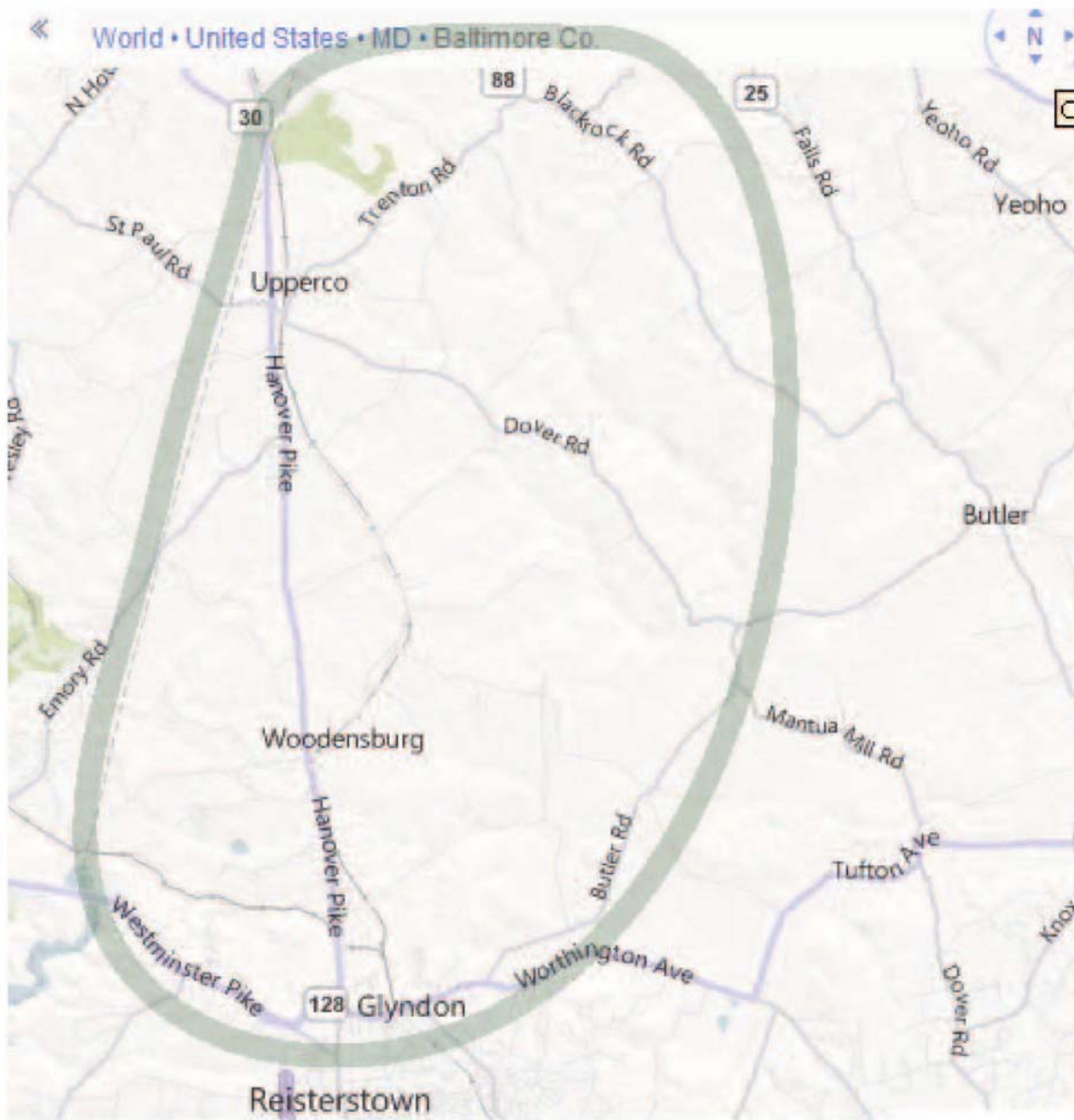
The name shall be known as the Hanover Road Association, hereinafter referred to as the “Association”. This Association shall be nonprofit, nonpolitical and is incorporated in the State of Maryland. No capital stock shall be issued.

ARTICLE II- PURPOSE

The Purpose of this Association shall be to further the community interest in good planning to promote better land use, safety, to educate members and others in the fundamental principal of ecology, to preserve rural character and purpose, to improve housing and living surroundings, and to prevent community decay by means of research, education, public discussion, legislation, and law enforcement. The Association, representing its members as a single voice, will take whatever appropriate action is deemed necessary to protect property and the general welfare of the community.

ARTICLE III- MEMBERSHIP

Section I: Eligibility for membership in the Association shall consist of all persons who are adult property owners within the territorial boundaries of the area: Route 30 to the Baltimore-Carroll County-line to the North, the Carroll County to the West, the Northern side of Westminster Pike and Butler Road to the South, and Dover on the East. The adult property owners of the previously described territorial boundaries who signify their intention and desire to become members of the Association by payment of such dues shall become a member in good standing. The amount of such dues will be determined from time to time by the Association membership.



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ARTICLE III- MEMBERSHIP continued:

Section 1: continued: Associate Membership for persons living outside the territorial boundaries may become members of the Association as an Associate member, and shall not have a vote at any regular or special meeting nor have the right to hold office.

Section 2. Honorary Membership, upon the simple majority approval of the Board, may be issued to any person of legal voting age who has made outstanding contributions to the Hanover Road Association. Honorary Members may not vote or hold office in the Association. Honorary membership, for such period as shall be determined appropriate by the Board, which membership shall be recallable by the Board at any time, for any reason, even during a specified term. Individual(s) approved by the Board for Honorary Membership shall not pay Association dues.

Section 3: When an adult property owner, with property located within the territorial boundaries described in Section I, becomes a member in good standing, they shall be entitle one vote at any regular or special meeting and the right to hold office.

Section 4: Membership in the Association may be terminated as follows:

- (a) Any member of the Association may resign as a member by submitting a resignation in writing to any Officer of the organization.
- (b) Any member of the Association whose dues are open and unpaid for more than two months beyond the December Annual Meeting shall be deemed to have resigned from the Association and the adult property owner's name shall be removed from the membership list of the Association, unless there is a just cause for the delay which must be approved by a quorum of the Officers of the Association. The Secretary is charged with notifying the President of any member whose dues are unpaid for two months after the December meeting.
- (c) Upon determination by the Board that any member or associate member has flagrantly or continuously acted contrary to the objectives and purposes of the Association or has violated the By-Laws and Rules .

ARTICLE III- MEMBERSHIP continued:

Section 4: Membership Reinstatement

(a) Application for reinstatement shall be initiated by the previous member or associate member in question and shall be submitted in writing to the Board. The Board shall have the authority to act upon said request. Board must act on reinstatement within two months of submitted request.

ARTICLE IV- BOARD OF GOVERNORS

The affairs of this Association shall be managed by the Board of Governors of the Association. The Board of Governors shall hereinafter be referred to as the "Board". All members of the Board must be members in good standing of the Association. Each Board Member shall be elected by the general membership at the December meeting for a term of two years. With the exception of office of President, any other Officer or Board member who cannot serve, resigns, or is removed from office shall have a successor appointed by majority vote of the Board at the earliest available date to serve the remaining term of such officer or Board member. The Board shall not seek or accept remuneration for duties or activities related to and/or sponsored by the Association. (See Attachment 1, Hanover Road Association, Inc. "Conflict of Interest Policy")

Section 1. The Board shall be composed of:

- (a) Offices of President, Vice-President, Treasurer and Secretary;
- (b) a minimum of six, but not more than ten Board members including the immediate Past-President.

Section 2. Board Duties: The Board shall be charged with carrying out the purpose of the Association and have full power to transact all business of the Association which may arise and require action at any time other than the annual or special meetings of the Association.

**ARTICLE IV- BOARD OF GOVERNORS Section 2. Board Duties
continued:**

(a) Transaction of Association business in the following categories may be accomplished by a majority of a quorum of the Board:

(1) Recommend and take action to accomplish the purpose of this Association,

(2) consider and investigate suggestions and complaints filed by any member of the Association concerning the mission statement and purpose of the Association.

(3) take action in any matter which shall, from time to time, be referred to it by the Association at any meeting,

(4) approve expenditures of the Association in an amount in excess of Two Hundred Dollars (\$200.00) as incurred in any two month period,

(5) The Board may establish standing committees to further the objectives of the Association and shall review their functions and duties.

(6) President:

(a) shall be a member in good standing of the Association and shall have general supervision over the affairs of the Association. The President shall preside over all general, special and Board meetings and shall have the authority to sign in the name of the Association any legal documents requiring to be so executed,

(b) represent the Association at, but not limited to, any hearings, meetings and before any boards, councils, commissions, associations and committees in Baltimore County or the State of Maryland. Prior Board approval shall be necessary for testimony to be given requiring Rule 8 authorization or other documentation.

ARTICLE IV- BOARD OF GOVERNORS Section 2. Board Duties continued:

(c) shall have the authority to spend up to Two Hundred (\$200.00) per term in office for items necessary to carry out the business of the Association without approval of the Board.

(d) shall appoint all standing committee chairs, subject to the approval of the Board. The President shall be an ex-officio member of all committees.

(e) shall review, or appoint a Board member to review, all Association publications, correspondence and website information.

(f) submit a hard copy report at the annual meeting that summarizes the Association year's activities.

7. The Vice- President shall:

(a) be a member in good standing of the Association and shall perform the duties of the President when the President is absent or for other reasons is unable to act. In the event of death or resignation of the President, the Vice-President shall assume the Presidency until the next regular election of officers.

(b) render the President any assistance that may be deemed necessary by the President.

8. The Secretary shall:

(a) be a member in good standing of the Association and shall record the proceedings of all Board, annual and special meetings in a book of minutes.

(b) maintain an accurate roll of the membership present at all meeting and also keep a current record of the Association membership

**ARTICLE IV - BOARD OF GOVERNORS Section 2. Board Duties
continued:**

- (c) conduct the correspondence of the Association and give notice of all special meetings
- (d) perform such other duties as may be assigned by the President
- (e) have the power to appoint an Assistant Secretary, who is a member in good standing, subject to approval by the Board,
- (f) in case of the absence or disability of the President, Vice-President, and the Treasurer, the Secretary shall have the power to perform all the duties of the President.
- (g) is charged with filing all necessary legal documents relative to IRS requirements, audits, registrations, and any other governmental compliance issues concerning the Association.

9. The Treasurer shall:

- (a) be a member in good standing of the Association and shall have fiduciary responsibility for the funds of the Association,
- (b) and shall keep full and accurate accounts of all receipts or disbursements in a ledger to be provided for those purposes, and at each regular meeting of the Association shall render an account of the transactions.
- (c) have the authority to spend up to and including Two Hundred Dollars (\$200.00) in any two month period on behalf of the Association in the event of an emergency without prior authorization of the Board, but subject to subsequent review and approval by the Board.
- (d) give notice of payment of dues to the Secretary after each meeting.

ARTICLE IV- BOARD OF GOVERNORS Section 2. Board Duties continued:

(e) submit a Treasurer's report at the annual meeting

(f) in case of absence or disability of the President and the Vice-President, the Treasurer shall have power to perform all the duties of the President.

ARTICLE V- IDEMNIFICATION OF OFFICERS AND BOARD OF GOVERNORS

1. The Association shall, to the extent legally permissible, indemnify and hold harmless each person who may serve or who has served at any time as an Officer or Board member of the Association against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the Association; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of Officers and Board members who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such-

ARTICLE V- IDEMNIFICATION OF OFFICERS AND BOARD OF GOVERNORS continued:

person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

This Article constitutes a contract between the Association and the indemnified Officers and Board members. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified Officer or Board member under this Article shall apply to such Officer or Board member with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

ARTICLE VI- ELECTION AND TERMS

Section 1. All Officers and members of the Board shall serve for a two year term beginning in January of year following the biennial election.

Section 2. At the August General membership meeting of each election year the President shall conduct a poll for nomination of Officers and Board Members. Nominations for President and Vice-President shall be members in good standing for a minimum of twelve months. The Board shall make known by written notice the names of all such nominees to the membership at the October meeting. At the October meeting nomination(s) by a member in good standing shall also be accepted from the floor if the nominee(s) has/have granted prior consent. All nominees must be members in good standing. Upon proper motion to close nominations, nominations will be closed. The Board is charged with vetting the nominations and publishing the slate of nominees in the December newsletter. At the December meeting, upon proper motion, vetted nominees shall be voted on by written secret ballot for election of Officers and Board of Governors of the Association.

Any voting resulting in a tie shall be settled by taking a second written vote. New Officers and Board members will be installed upon certification by the outgoing Board of Governors of those people elected.

ARTICLE VII-MEETINGS

Section 1. The regular membership meetings of the Association shall be held the second Wednesday of the months of February, April, June, August, October, and December at a location within the boundary of the Association as determined by the Board. Regular meetings shall be for all business which may come before it.

Section 2. Special meetings of the Association may be called at any time by the President, or in the case of absence or refusal, by the Vice President upon notice by any Board member. Notice of all Special meetings shall be mailed to all members of good standing by the Secretary. Said notice shall be mailed at least five days in advance of the meeting and shall give the reason for the meeting. Business at all special meetings shall be limited to the purpose for which said meeting was called.

Section 3. Regular meetings of the Board shall be held two weeks before the general meeting at a place determined by the President.

Section 4. Special meetings of the Board shall be held upon written/electronic request of three Board members. Notice shall be given to all members of the Board which will state the purpose of the meeting. Special Board meetings shall be limited to the purpose for which said meeting was called.

Section 5. All meetings shall be conducted under "Robert's Rules of Parliamentary Procedure".

ARTICLE VIII- QUORUMS

Section 1. One quarter of membership in good standing or Board of Governors of the Association shall constitute a quorum for conducting business at all meetings of the membership; all actions shall be approved by a majority of those present.

Section 2. A two-thirds majority of the Board shall constitute a quorum for conducting business at Board meetings; all actions shall be approved by a majority of those present.

Section 3. All members in good standing in the Association, being duly notified in advance prior to a planned election to be held or a particular planned action of the Association to be approved or disapproved, may vote in writing. A written vote received by any Officer of the Association prior to the meeting shall be considered as if an absent member were present for the purpose of determining if a quorum exists for conducting that particular election or action. Such a vote shall be in writing and will include the authorized signature of the member in good standing who is voting, identifying the persons being voted for or against or describing the action approved or disapproved. This vote may be sent by mail to the address of the Association or delivered in person to any Officer of the Association.

ARTICLE IX-DUES AND ASSESSMENTS

Section 1. The yearly dues of each member of the Association shall be set by the Board. Dues are payable by December for the upcoming calendar year. Voting rights commence after January 1st. Existing members that are two months past due are considered resigned and may be reinstated within thirty days by notice from the Secretary. New members joining after July will be assessed one and one half years dues and can vote provided membership dues are received by the October meeting. Dues received after the October meeting will be applied to the following calendar year. Members joining after the October meeting are considered to be in good standing if dues are current and they have attended at least two meetings. Only members in good standing can vote.

Section 2. No member is entitled to any refund of any dues or any other monies paid upon termination of membership in the Association for any reason.

ARTICLE X- COMMITTEES

1. The President shall appoint each committee chair who shall preferably be a member of the Board. In the event of a vacancy in the chair, it shall be filled by appointment by the President.
2. Except for Officers, each member of the Board shall be a chair and/or a member of one or more of the standing committee(s).
3. All committee chairs and committee members shall be members in good standing of the Association and shall be approved by the Board.
4. The chair of each committee, standing or special, shall be responsible for reporting current committee actions to the Board. The Board may request committee reports as needed.
5. The chair of any committee, standing or special, shall be wholly responsible for the receiving, disbursing and accounting of any monies pertaining to the committee, within the framework of the By-Laws of this Association.
6. The following are standing committees:
 - (a) Membership/Welcoming with responsibilities of the members to do the following
 1. shall call on, greet and welcome new residents, existing property owners without knowledge of the Association, and new property owners moving into the area.
 2. conduct a survey and keep a file of information vital to the Association
 3. Deliver a Welcome Packet to potentially new members who are property owners in the Association described boundaries (see ARTICLE III-MEMBERSHIP, Section 1. to include but not be limited to:
 - (a) a welcome letter from the President of the Association

ARTICLE X- COMMITTEES continued

(b) forms to be used to join the Association and to provide directory information

(note: Upon payment of dues a copy of the Association directory and By-laws will be given to new members)

(b) Zoning Committee: with the responsibilities of the members to be the following:

1. property owners compliance with all Baltimore County Zoning Regulations
2. reporting to the Board any relevant changes to the Baltimore County Zoning Regulations and the Baltimore County Comprehensive Zoning Map or any other information pertinent to the Association.
3. The chairman (or appointee) shall function as liaison to other public interest groups which conduct business affecting the area cover by the Association.

(c) Audit Committee of not less than three (3) members of good standing shall be appointed to examine the books of the Association within thirty (30) days prior to the FEBRUARY meeting, and a SUBSEQUENT written report with respect thereto given at the APRIL meeting.

(d) Communication Committees each with its own chair and with the following responsibilities:

1. Print Committee

(a) collect and edit community news in order to publish an Official Association Newsletter. Contents of the newsletter shall be submitted to the President or his/her appointee for review prior to publication.

(b) as needed, include a form for payment of annual dues and a form for issues of interest in Association Newsletter

ARTICLE X- COMMITTEES continued:

(c) help coordinate the publication of the Association directory when necessary

(d) publish all official notices of the Association

(e) distribute the above to all members in good standing not receiving information by an internet service provider.

2. Website Committee

(a) collect and edit community news in order to maintain an Official Association website. Said website must be reviewed by the President or his/her appointee prior to publication

(b) help coordinate print/website publication of the Association Newsletter when necessary

(c) post the Association Newsletter and all official notices of the Association on the website

3. Land Preservation Committee

(a) shall further the community's interest in good planning to promote better land use, to educate members and others in the fundamental principal of ecology and to preserve rural beauty through Land Conservation Programs.

(b) shall have a goal to preserve one hundred fifty acres per year:

(c) shall establish and maintain a permanent record of the Association's outstanding history of land preservation

(d) pertaining to land preservation, the chairman or appointee shall have, with Board approval, authority to represent the Association at, but not limited to, any hearings, meetings and before any boards, councils, commissions, associations and committees in Baltimore County or the State of Maryland.

ARTICLE X- COMMITTEES continued;

4. The Board may provide for and authorize such other standing or special committees of one or more members as it deems desirable or necessary, and discontinue or dissolve same at its discretion. Each such committee shall have such powers and perform such duties not inconsistent with law, as may be assigned to it by the Board. The President shall also from time to time establish such committees as deemed necessary to the successful operation of the Association.

ARTICLE XI- Order of Business

1. The suggested order of business at any regular or special meeting of the Association is as follows:

- (a) Call to order
- (b) Roll call
- (c) Reading of the minutes
- (d) Report of Officers
- (e) Report of Board
- (f) Report of Committees
- (g) At appropriate annual meeting time, nominations and election of Officers
and members of the Board of Governors
- (h) Unfinished business
- (i) New business
- (j) Adjournment

2. The “Robert’s Rules of Parliamentary Procedure” shall govern the conduct of all meetings.

ARTICLE XII- AMENDMENTS, ADDITIONS, REVISIONS

1. Amendments, additions and revisions to these By-Laws must be submitted in writing to the Board at least thirty (30) days prior to any annual or special meeting of the Association. The Board shall cause a copy of the proposed change(s) to be sent to each member in good standing at least ten (10) days prior to the next meeting of the Association, and a quorum vote of the members in good standing or Board of Governors present, shall be necessary for their adoption.