

# **BYLAWS**

## **MARYLAND HOMEOWNERS' ASSOCIATION**

(Effective: January 4, 2021 )

### **ARTICLE I.**

#### **NAME**

- 1.1. The name of this organization shall be the Maryland Homeowners' Association, Inc., hereinafter referred to as "MHA".

### **ARTICLE II.**

#### **PURPOSE**

##### **2.1. PURPOSE**

MHA is a non-profit, non-partisan, volunteer, tax-exempt membership association, dedicated to the mission of advancing good governance through democratic principles, civil discourse, best practices and informed citizen participation in the organization and administration of Common Ownership Communities (i.e. condominium associations, homeowner associations and housing cooperatives), throughout the State of Maryland.

##### **2.2. ORGANIZATIONAL GOALS**

- A. To educate the residents, owners and Boards of Directors of common ownership communities on their rights and responsibilities as defined by applicable laws.
- B. To advocate on the federal, state and local level on behalf of public policies that protect the interests of property owners in common ownership communities.

**ARTICLE III.**

**MEMBERSHIP**

**3.1. MEMBERSHIP**

Membership in MHA shall be open to individuals, corporations, public agencies, associations, partnerships and other entities that subscribe to, and support, the Purpose and Organizational Goals of MHA and who meet the criteria as described below.

**3.2. MEMBERSHIP CLASSIFICATIONS**

**A. PARTICIPATING MEMBER (With Voting Privileges)**

A Participating Member of MHA is an owner of a residence or unit, or the trustee of a residence or unit, in a Maryland common ownership community and shall be eligible to vote in MHA elections.

**B. GENERAL MEMBER (Non-Voting Member)**

A General Member of MHA is any person, other than a unit owner or trustee in a Maryland common ownership community, who supports the purpose of MHA.

**C. SPONSORING MEMBER (Non-Voting Member)**

A Sponsoring Member of MHA is a business entity to include, but not limited to, property management companies and service providers to common ownership communities.

**D. HONORARY MEMBER (Non-Voting Member)**

An Honorary Member is any person or entity upon whom the Board has conferred this membership status.

**3.3. ELIGIBILITY AND BENEFITS OF MEMBERSHIP**

A. A person or entity seeking membership in MHA will be accepted upon submission, receipt, acceptance, and processing of the required application materials and membership fees.

B. Upon receipt of an application, the Membership Committee or the Board of Directors shall determine the proper class of membership of the applicant and the corresponding membership fee.

- C. Membership in MHA may be denied or revoked by a two-thirds (2/3rds) vote of the Board of Directors at its reasonable discretion.
- D. Membership shall renew automatically from year-to-year upon the payment of annual dues and adherence to the conditions of membership contained in these Bylaws.
- E. Only a Participating Member of MHA shall be eligible to serve as a member of the MHA Board of Directors.
- F. All members of MHA, irrespective of class of membership shall receive MHA's publications, announcements and other communication as appropriate.
- G. Membership in MHA is not transferable.

### **3.4. MEMBERSHIP DUES**

- A. Membership fees shall be set by the MHA Board of Directors consistent with each class of membership.
- B. Membership in MHA shall be for twelve consecutive months and shall run concurrently with MHA's fiscal year which shall begin on January 1st of each successive year.
- C. All membership dues shall be due on January 1st of each calendar year.
- D. Any member who is delinquent in his/her membership dues beyond sixty (60) calendar days shall have all rights and privileges suspended until that member reapplies for membership.
- E. At its discretion, the Board of Directors may promulgate a policy to collect membership dues on a pro-rata or promotional basis or to waive fees on a case-by-case basis.

### **3.5. GENERAL AND SPECIAL MEMBERSHIP MEETINGS**

- A. A meeting of the general membership of MHA shall be held each calendar year.
- B. Special Membership Meetings may be called as needed.
- C. Members will be given notice of the date, time, and location of the meeting no less than thirty (30) days prior to the meeting.

- D. The quorum of General Membership and Special Membership meetings shall be one half (1/2) plus 1 of the Participating Members in attendance.
- E. General and Special membership meetings of MHA shall be conducted in accordance with Roberts Rules of Order.
- F. Minutes shall be kept of all General and Special Membership Meetings.

## **ARTICLE IV.**

### **BOARD OF DIRECTORS**

#### **4.1. COMPOSITION OF BOARD OF DIRECTORS**

- A. The Board of Directors shall serve as the principal governing body for MHA.
- B. The Board of Directors shall be composed of seven (7) elected members. Election to the Board of Directors is limited to Participating Members, as defined in Article I (3.2)(A).
- C. Four (4) Directors shall be designated as Officers and three (3) shall be designated At-large members.
- D. All Directors shall have equal voting rights.
- E. The immediate past President of MHA may be appointed by the current President to serve a one year term as an at-large member of the Board of Directors with all rights and responsibilities, to include voting.
- F. Pursuant to section 3.2.(D) Of these Bylaws, it shall be the prerogative of the President, in consultation with the Board, to designate the honorary title of "Emeritus" or "Emerita" to a retiring member of the Board in recognition of his/her distinguished service to MHA.

#### **4.2. TERMS OF DIRECTORS**

- A. The term of office for all Directors shall be for two (2) years, beginning the month following the election.

1. At the first election after the ratification of these bylaws, seven (7) Directors shall be elected. The four (4) directors receiving the highest number of votes shall be elected to two (2) year terms. The other three (3) directors shall be elected for one (1) year terms. Subsequent elections for all Directors will be for two year terms. In the event of an electoral tie, the Election Committee shall determine the manner in which the tie is broken.
- B. Directors may serve up to three (3) consecutive terms.
1. Under exceptional circumstances and at the discretion of the Board, a Director may stand for election for a fourth (4th) term.
- C. During their term of office, all Directors shall be indemnified under a valid Directors and Officers insurance policy.

#### **4.3. QUALIFICATION OF DIRECTORS**

- A. Only Participating Members in good-standing that have received the Community Association Institute (CAI) Board Leader Certificate shall be eligible to be nominated for, or hold a Position of MHA Director.
- B. No more than two (2) individuals who are members of the same common ownership community association may serve on the Board of Directors at the same time.

#### **4.4. BOARD RESPONSIBILITIES**

- A. It shall be the responsibility of the Board of Directors to exercise full fiduciary and policy responsibility over the affairs of MHA to include, but not limited to:
1. represent in good faith the interests of the general membership, faithfully execute the provisions of the MHA Bylaws,
  2. keep up-to-date records of the Organization and its activities,
  3. ensure MHA is current on its Directors and Operators insurance,
  4. ensure MHA remains current on its non-profit tax status with all necessary annual filings,
  5. represent the general membership of MHA before federal, state and local bodies, and
  6. observe both the spirit and letter of the MHA Bylaws as well as the policies and procedures derivative of said Bylaws.

- B. No member of the Board shall take a public stance, in their official capacity, in opposition to any position voted on and adopted by the Board of Directors with respect to pending legislation, public policy or MHA policy to include, but not limited to:
  - 1. testifying before a governmental body,
  - 2. providing statements to the press,
  - 3. addressing a public or private forum, and
  - 4. acting in a manner inconsistent with the interests of MHA or which brings disrepute upon MHA.
  
- C. No Board member shall reveal to any unauthorized party outside of the leadership of MHA, verbally or through any other medium,
  - 1. discussions, deliberations or votes of the Board of Directors while in Executive Session, and/or
  - 2. information deemed by the President or his/her designee to be proprietary or confidential to MHA.
  
- D. Unless otherwise directed in writing by the President of MHA, all verbal and written communication between and among the officers and the Board of MHA is to be regarded as privileged and confidential.
  
- E. Board Members shall attend not less than seven (7) regular meetings of the Board in a calendar year either in person, or by conference call. The President, at his discretion, may waive this requirement on a case-by-case basis after making a written determination that extraordinary circumstances of a temporary nature were responsible for the absences. This determination shall be entered into the official minutes of the Board.
  
- F. All Directors and committee members shall comply with any conflict of interest policies adopted by the Board of Directors.

#### **4.5. COMPENSATION FOR BOARD SERVICE**

- A. Directors shall receive no compensation for carrying out their duties as Directors.
  
- B. The Board may adopt policies providing for reasonable reimbursement to Directors for expenses incurred in conjunction with carrying out board responsibilities.

#### **4.6. ELECTION OF DIRECTORS**

- A. The election of Directors shall be held no later than November 30th of each year.
- B. No fewer than four (4) Directors elected will be elected in odd numbered calendar years and no fewer than three (3) Directors elected in even numbered calendar years.
- C. Only Participating Members of MHA shall be permitted to vote in the Elections. Each Participating Member of MHA is entitled to only one election ballot.
  - 1. Participating Members may vote by Absentee Ballot or by proxy,
  - 2. No person other than a member shall be authorized as a proxy. Every proxy must be signed by the member and shall be revocable at the pleasure of the member, and
  - 3. a proxy ballot must be received by the election committee no later than five (5) business days prior to the election meeting date.
- D. The President, with the consent of the Board, shall appoint a Nominating Committee of three (3) Participating Members to supervise and conduct elections of the Organization.
  - 1. The Nominating Committee shall establish policies and procedures, as necessary to ensure a fair election.
- E. Election procedures shall be approved by the Board in advance of the election.
  - 1. The Nominating Committee shall solicit nominations from the membership no less than sixty (60) days prior to the date of the election.
  - 2. No nominations for positions on the board shall be considered after a date and time set by the Nominating Committee.
  - 3. There shall be no new nominations from the floor on the day of the election.
- F. The Nominating Committee shall report its slate to the Participating Members by mail and post-marked not less than thirty (30) days prior to an election.
- G. Only candidates receiving a simple majority of votes cast by Participating members, either in person at an election meeting or by absentee ballot or proxy, shall be considered elected in either the original election or a run-off election in case of a tie.

#### **4.7. ELECTION OF OFFICERS**

- A. The four (4) Officers of the Board shall include the President, Vice-President, Secretary, and Treasurer.
  - i. The Board of Directors may, at its sole discretion, revise the title of its Officers within the Board of Directors.
- B. The term for each Officer position shall be one (1) calendar year.
- C. The Board of Directors shall be responsible for electing, solely from among its ranks, officers to serve in the positions of President, Vice-President, Treasurer and Secretary.
- D. The Board of Directors shall elect the officers of MHA at a closed Executive Meeting immediately following the conclusion of the general election.

#### **4.8. DUTIES OF THE OFFICERS OF THE BOARD OF DIRECTORS**

- A. The President shall:
  - 1. guide the work and safeguard the assets of MHA,
  - 2. chair all MHA regular meetings, special meetings, and Board of Directors meetings,
  - 3. serve as an Ex-officio member of all committees, except the Nominating committee,
  - 4. serve as the spokesperson for MHA unless he/she designates another spokesperson for a specific issue,
  - 5. prepare the agenda for each regular meeting or special meeting,
  - 6. be responsible for ensuring that all paper and digital records belonging to MHA are appropriately collected and indexed and safely and securely stored for easy retrieval,
  - 7. review and approve the content of any MHA work product before it is distributed beyond the Board, and
  - 8. The President shall be bonded by a bonding company licensed in Maryland. All costs relating to said bonding shall be borne by MHA.
- B. The Vice-President shall carry out all of the duties of the President when asked to do so by the President, or in the event the President becomes incapacitated.



C. The Treasurer shall:

1. keep true and accurate financial records of all income and expenditures of MHA,
2. ensure that all financial records are stored and protected in a secure off-site digital repository,
3. deposit all funds in a Federally-insured bank in the name of the MHA, and
4. prepare and file all State and Federal tax documents,

D. The Secretary shall:

1. keep and retain true and accurate minutes of all meetings of MHA and the Board, and
2. handle all correspondence as authorized and directed by the Board and the President.

**4.9. BOARD OF DIRECTORS MEETINGS**

- A. Official meetings of the Board of Directors shall be held once a month during the MHA fiscal year with the exception of July and August.
- B. Unless otherwise ordered by the President or by a majority vote of the Board of Directors, all meetings of the Board of Directors shall be open to the general membership and the public-at-large.
  1. The Board may impose a time limit on the participation of the general membership of MHA and the public in the open portion of any regular or special meeting of the Board. The President may waive this time limit, as necessary, to accommodate the needs and interests of the Board,
- C. The President or a majority of the Board of Directors may call a special meeting of the Board provided that appropriate notification is given to each participating member not less than seven (7) calendar days prior to the date of the meeting.
- D. Either the President, or a majority of the Board of Directors, may request that a meeting of the Board be postponed or moved into Executive Session.
- E. The President, at his/her discretion, may direct that a special meeting of the Board be held by teleconference if necessary to achieve a quorum.

- F. A simple quorum of one half (1/2) plus 1 of the Board of Directors is required for the conduct of official business.
- G. Only elected members of the Board of Directors shall be permitted to cast votes at meetings of the Board of Directors.
  - 1. Any motions made during the Board Meetings require a simple majority (1/2 plus 1 of attending Directors) to pass,
- H. The Secretary, or a person so designated by the President, shall keep minutes of all official meetings of the Board of Directors.
- I. All meetings of the Board of Directors shall be conducted in accordance with the most recent version Roberts Rules of Order.

#### **4.10. RESIGNATION OR REMOVAL FROM THE BOARD OF DIRECTORS**

- A. Any member of the Board may resign upon presentation of written resignation to the President. Such resignation shall take effect upon acceptance by the President.
- B. A member of the Board may be removed from the Board for cause only after two-thirds (2/3) of the entire Board votes to support their removal. The subject Board Member shall be afforded an opportunity to be heard by the Board, either orally or in writing, prior to the final vote on such action.
- C. Should a Director position on the Board of Directors become vacant at any time, the President shall nominate, and the Board shall approve by a simple majority vote, the appointment of a Director who is a Participating Member in good standing, to serve until the next election.

### **ARTICLE V.**

#### **COMMITTEES**

##### **5.1. STANDING AND AD HOC COMMITTEES**

- A. Standing and/or Ad Hoc Committees shall be established by the Board of Directors, as needed, to conduct the business or mission of MHA.
- B. The President shall appoint a person to chair an MHA committee and appoint members of a committee with the concurrence of the Board of Directors.

- C. Membership on committees is open to the elected leadership and members of MHA whose status is active.
- D. The President may remove a person from the position of chair of an MHA committee with the concurrence of a majority of the Board members.

## **ARTICLE VI.**

### **AMENDMENTS TO THESE BYLAWS**

#### **6.1. AMENDMENTS**

- A. These Bylaws may be amended by a two-thirds (2/3) vote of the Board of Directors and followed by a simple majority of votes cast by Participating Members either in person, or by proxy, or by electronic vote.
- B. The President shall designate an Ad Hoc Bylaws Committee to organize and conduct the vote on any proposed amendment to these Bylaws.
- C. Notice of a vote on a proposed amendment to these Bylaws shall be posted on the MHA web site and be provided to the Participating Members by electronic means no less than thirty (30) days in advance of a vote on the proposed amendment.
- D. To be valid, all votes in a referendum to amend the Bylaws, including proxy votes and absentee votes, shall first be certified by the ad hoc Bylaws Committee as valid.

## **ARTICLE VII.**

### **GENERAL PROVISIONS**

#### **7.1. OPERATIONS**

- A. No funds belonging to the MHA shall be expended or transferred between accounts without authorization of the Board or its designee. All transactions must be recorded in a timely fashion in the financial accounts of MHA.

**ARTICLE VIII.**

**DISSOLUTION**

**8.1. PROCEDURE FOR DISSOLUTION**

- A. Dissolution of the Maryland Homeowners' Association, Inc. shall occur upon a two-thirds (2/3) vote of the MHA Board of Directors and only after:
  - 1. A notice of intent to dissolve MHA is sent to the full membership,
  - 2. Proposals from the membership for perpetuating MHA are solicited and considered by the Board over a period of not less than six (6) months from the date of issuance of the notice of intent.
  
- B. The Board shall develop, and the President shall be responsible for, the execution of a plan of dissolution of MHA. Such a plan shall include, but not be limited to, the following:
  - 1. The payment of all valid obligations,
  - 2. A final audit of all financial transactions by a qualified accountant or bookkeeper,
  - 3. Payment of all valid financial obligations of the organization,
  - 4. A final tax return, completed by a qualified accountant or bookkeeper firm no less than sixty (60) days after distribution of all funds and the dissolution of the MHA,
  - 5. The donation of any remaining funds of MHA to one or more non-partisan 501(c)(3) charities in the State of Maryland or a unit of state or local government in Maryland which accepts custody of all of MHA's files, books, and records. The recipient will be selected by the Board of Directors by a two-thirds (2/3) vote at that time.
  - 6. The filing articles of dissolution with the appropriate government entities, and
  - 7. An agreement reached and initialed for the perpetual care, maintenance, indexing and public access of the archival records of MHA. The only institutions to be considered shall be those resident in the State of Maryland and of the following type: a state or local government agency, or a public library, or a public or private university, or a state or local historical society.
  
- C. No funds or earnings of MHA shall be distributed to any officers or members of the MHA.

**ARTICLE IX.**

**RATIFICATION AND CODIFICATION OF BYLAWS**

**9.1. PROCEDURE FOR CODIFICATION**

- A. Adoption of these Bylaws requires a two-thirds (2/3) vote of approval by the Board of Directors of MHA, and approval by a simple majority of votes cast by Participating Members either in person, or by proxy, or by mail or by electronic vote.
  - 1. The current Board of Directors shall determine the deadline date for voting on the ratification of these Bylaws and whether voting shall be at a membership meeting or by mail or electronic vote.
  - 2. Participating Members will be provided a copy of these Bylaws no less than 30 days prior to the deadline date for ratification. Instructions for voting will be provided with the copy.
- B. All previous versions of the MHA Bylaws shall be annulled, repealed and superseded, in their entirety as of the date of approval of these Bylaws.
- C. All Directors serving at the time of the adoption of these Bylaws shall remain in office until the expiration of their term of office.
- D. A certified copy of these Bylaws shall bear the original signatures of each Officer of the current Board of Directors as of the date of approval.
- E. These Bylaws shall take effect immediately upon the certification, as indicated by the signatures below, of the Board of Directors of MHA.

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### CERTIFICATE OF ADOPTION OF BYLAWS

We hereby certify that the above stated Bylaws of the Maryland Homeowners' Association, Inc. were ratified by the MHA Board of Directors on January 4, 2021 and constitute a complete copy of the Bylaws of the Association.

**David K. Bosworth**

Jan 18, 2021

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Board of Director - David K. Bosworth

Date

**Marvin E. Holmes, Jr.**

Jan 18, 2021

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Board of Director - Marvin E. Holmes, Jr.

Date

**Brandi NicCole Jackson**

Jan 18, 2021

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Board of Director - Brandi Shelton

Date

**Kenneth Shelton**

Jan 18, 2021

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Board of Director - Kenneth Shelton

Date

**Martha L. Knight**

Jan 18, 2021

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Board of Director - Martha Knight

Date

#### **MHA Bylaws Revision History**

##### Third revision of bylaws:

- Preliminary approval by Board of Directors as provided for under Article VI on December 7, 2020
- Certified by the Board of Directors; January 8, 2021

##### Second revision of bylaws:

- Approved by the Participating Membership as provided for under Article VIII
- Preliminary approval by Executive Committee: June 20, 2015
- Second revision was not certified by the Executive Committee

First revision of bylaws adopted: August 18, 1993

Adoption of original bylaws: 1981

**Signature:** David K. Bosworth  
David K. Bosworth (Jan 18, 2021 12:25 EST)  
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**Signature:** Marvin E. Holmes, Jr.  
Marvin E. Holmes, Jr. (Jan 18, 2021 12:54 EST)  
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Brandi NicCole Jackson (Jan 18, 2021 14:19 EST)  
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**Signature:** Kenneth Shelton  
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