

# **The Greater Jacksonville Association**

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**BY-LAWS Of  
THE GREATER JACKSONVILLE ASSOCIATION, INC.  
AS ADOPTED 1979 -Revised 2004 -Revised 2011- Revised 2019**

## **ARTICLE I**

### **Mission and Goals**

The Mission of the Greater Jacksonville Association, Inc. (GJA) is to maintain and improve the community in which we live. In order to improve the community, we must respond appropriately to issues that affect the Jacksonville area. GJA acts as a conduit to deliver useful information to its members, solicit input on topics of concerns, and transmit these concerns to local and state government.

## **Article II**

Geographic Boundaries: The Greater Jacksonville Association represents residents and community associations in approximately 18 square miles, from the Loch Raven watershed to the south and west, to Sparks to the northwest, Harford County to the north and east, and Long Green to the southeast.

## **Meetings**

### **Section 1. Annual Meetings.**

The annual meeting of the members of the Association shall be held in the Greater Jacksonville Area and at such time in the month of November in each and every year, as is designated by the President in the notice of said meeting, for the election of Officers and Directors and for the transaction of general business. Such annual meetings shall be general meetings, that is to say, open for transaction of any business within the powers of the Association without special notice of such business, except in any case in which special notice is specifically required by statute.

### **Section 2. General Meetings.**

General meetings of the members of the Association shall be held at such time and place in the Greater Jacksonville Area as is designated by the President, pursuant to written or electronic notice delivered to each member of the Association. Such meetings shall be general meetings, that is to say, open for transaction of any business within the powers of the Association without special notice of such business, except in any case in which special notice is specifically required by statute.

### **Section 3. Special Meetings.**

Special meetings of the members of the Association may be called at any time by the President or by a majority of the Board of Directors.

Upon written request of ten (10) members delivered to the President or Secretary or any Director, it shall be the duty of the President, Secretary, or such Director to call forthwith a meeting of members. Such request shall state the purpose of the meeting and notice thereof shall be given as provided in Section 4 of this Article I. If the person to whom such request in writing shall have been delivered fails to issue a call for a meeting within three (3) days after the receipt of such request, then ten (10) members may do so by giving the notice prescribed in Section 4 of this Article I. No business other than that stated in the notice of the meeting shall be transacted at any special meeting of the members, however called. Special meetings of the members shall be held at such place and time within Greater Jacksonville Area as is designated in the notice of such meeting.

### **Section 4. Notice of Meetings.**

Five (5) days' written or printed notice of every annual meeting and five (5) days' written or printed notice of any general or special meeting of the members shall be given to each member having voting rights as of the date such meeting is called. Such notices of annual, special, or general meetings shall state the place, day, and hour of such meeting, and, in the case of special meetings, shall also state the business proposed to be transacted thereat. Such notice shall be given to each member by leaving the same with member or at member residence, by mailing it postage prepaid and addressed to member at the address as it appears upon the books of the Association or by electronic mail (email) to the address as it appears upon the books of the Association or by posting on the greater Jacksonville web site [www.greaterjacksonville.org](http://www.greaterjacksonville.org). No notice of the time, place, or purpose of any meeting of members whether prescribed by law, by the Charter, or by these By-laws, need be given to any member who attends, or who, in writing executed and filed with the records of the meeting either before or after the holding thereof, waives such notice. No notice of any meeting, regular or special, need be given to any member who is not entitled to vote.

### **Section 5. Quorum.**

A minimum of twenty-five (25) voting members in attendance at general meeting shall constitute a quorum. A majority of board members shall constitute a quorum.

### **Section 6. Voting.**

To be eligible to vote, a member must have been a paid member of the Association for at least thirty (30) days. At every meeting of the members, every household shall be entitled to a maximum of two (2) votes. Upon demand of ten percent (10%) of the members present, the votes for directors or upon any question before a meeting, shall be by written ballot or by hand held card where such cards are provided only to members eligible to vote according to the records maintained by the Association.

### **Section 7. Order of Business.**

At all meetings of members, the order of business shall be as far as applicable and practical, as follows:

1. Organization.
2. The Certificate of the Secretary of the Association or the affidavit of any other person who sent the notice shall be accepted as proof of the service of notice.
3. At an annual or general meeting, reading and approval of minutes of preceding meetings.
4. Reports.
5. At an annual meeting, the election of Directors and Officers.
6. Unfinished business.
7. New business.
8. Adjournment.

In the event of any dispute as to the method of procedure, Roberts Rules of Order shall prevail.

## **ARTICLE III**

### **Officers**

#### **Section 1. Executive Officers.**

The executive officers of the Association shall be a President, a Vice President, a Secretary, and a Treasurer, who shall also be members of the Board of Directors. The executive officers shall be elected at the annual meeting by the members. Each such officer shall hold office for the term of two years and thereafter until a successor is elected and qualified, or until his death, a resignation, or removal.

#### **Section 2. President.**

The President shall be a Director of the Association. He shall be the chief executive officer of the Association. He shall, when present, preside at all meetings of members and directors, and shall have all powers ordinarily exercised by the President of a corporation.

#### **Section 3. Vice President.**

In the absence of the President, the Vice President shall perform all the duties of the President, and when so acting shall have the powers of the President. The Vice President shall also have such additional powers and duties as may be assigned to Vice President by the Board of Directors.

#### **Section 4. Secretary.**

The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors, in books provided for the purpose. The Secretary shall be the custodian of the records and of the corporate seal of the Association. The Secretary shall see that the corporate seal is affixed to all documents, the execution of which on behalf of the Association under its seal is duly authorized, and when so affixed may attest the same; The Secretary shall see that all notices are duly given in accordance with the provisions of the By-laws or as required by law and, in general, The Secretary shall perform all duties ordinarily incident to the office of a Secretary of a corporation, and such other duties as, from time to time, may be assigned to the Secretary by the Board of Directors or by the President.

## **Section 5. Treasurer.**

The Treasurer shall have charge of and be responsible for all funds, securities, receipts, and disbursements of the Association, and shall deposit, or cause to be deposited, in the name of the Association all moneys or other valuable effects in such banks, trust companies, or other depositories as shall, from time to time, be selected by the Board of Directors; The Treasurer shall render to the President and to the Board of Directors, whenever requested, an account of the financial condition of the Association, and in general, The Treasurer shall perform all the duties ordinarily incident to the office of a Treasurer of a corporation, and such other duties as may be assigned to the Treasurer by the Board of Directors or by the President. A Treasurer's report shall be presented at the General Meeting.

## **Section 6. Compensation.**

No elected officer of the Corporation shall receive any compensation for his services.

## **Section 7. Vacancies.**

The Board of Directors at any of its regular or special meetings shall have power to fill a vacancy occurring in any office for the unexpired portion of the term.

### **ARTICLE IV**

#### **Board of Directors**

## **Section 1. Election and Powers.**

The business and property of the Association, except as otherwise provided by statute, by the Charter or by these By-laws, shall be conducted and managed by its Board of Directors, which shall consist of no more than ten (10) members. The President, Vice President, Secretary, and Treasurer shall be members of the Board of Directors. Five (5) additional members of the Board of Directors, other than the President, Vice President, Secretary, and Treasurer, shall be elected at the annual meeting of members present at such meeting and entitled to vote thereat.

The retiring President shall automatically become a member of the Board of Directors and shall so serve until succeeded by the next retiring President.

Each Director elected at any annual meeting shall hold office until his successor shall be qualified and elected or until he shall die or resign, or shall have been removed. The Board of Directors shall keep minutes of its meetings and a full account of its transactions.

## **Section 2. Regular Meetings.**

Meetings of the Board of Directors shall be held as necessary at such place as is designated by the President within or near the Greater Jacksonville Area or such other places and at such times as may be fixed from time to time by the President.

## **Section 3. Special Meetings.**

Special meetings of the Board of Directors shall be held whenever called by the President or by a majority of the Directors, either in writing or by vote, at such place as is designated by the President.

#### **Section 4. Notice of Meetings.**

Notice of the place, day, and hour of every regular and special meeting shall be given to each Director, either;

1. By notice in writing mailed to member postage prepaid not later than the second day before the day set for the meeting and addressed to him at his last known post office address according to the records of the Association; or
2. By notice in writing delivered to member personally or left at his residence not later than the second day before the day fixed for the meeting; or
3. By telephone not later than the day before the day set for the meeting; or
4. By electronic message (email), to him not later than the second day before the day set for the meeting and addressed to him at the email address according to the records of the Association.

A majority of the members of the Board of Directors shall be necessary and sufficient to constitute a quorum for the transaction of business at every meeting of the Board of Directors; but if at any meeting there be less than a quorum present, a majority of those present may adjourn the meeting from time to time, but not for a period of over ten (10) days at any one time, without notice other than by announcement at the meeting until a quorum shall attend. At any such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified.

#### **Section 6. Removal.**

At any meeting of the members of the Association called for the purpose, any Director may, by the vote of a majority of the members present and entitled to vote, be removed from office, with or without cause, and another may be elected in the place of the person so removed to serve for the remainder of his term. If any Director shall die or resign, or if the members shall remove any Director without electing another in his place, a majority of the remaining Directors may elect a successor to hold office for the unexpired portion of the term of the Director whose place shall so become vacant, and until his successor shall have been duly qualified and chosen.

#### **Section 8. Compensation.**

Directors shall receive no compensation for their services, except, however, that nothing in this section shall be construed to preclude any member of the Board of Directors from serving the Association in any other capacity and receiving compensation therefore.

### **ARTICLE V**

#### **Committees**

##### **Section 1. Nominating Committee.**

On or before October 1st in each election year, the Board of Directors shall elect a nominating committee, consisting of three (3) members of the Association, one appointed by the

President and two (2) by the Board. The said committee shall nominate one member of the Association for each elective office and each elective Directorship. Such nominations shall be in writing, signed by the Chairman of the Nominating Committee (who shall be appointed by the President), and in the hands of the President at least two (2) weeks prior to the election meeting of the members. Other and further nominations may be made from the floor at the regular November meeting of the Association.

## **Section 2. Other Committees.**

The Board of Directors by resolution may provide for such other standing or special committees as it deems desirable and discontinue the same at pleasure. Each such committee shall have such powers and perform such duties, not inconsistent with law, as may be assigned to it by the Board of Directors.

## **ARTICLE VI**

### **Membership**

#### **Section 1.**

The membership of this organization shall be restricted to persons who reside, work or own a business or property in the Greater Jacksonville Area in Baltimore County. Residential membership may include two adults living at the same address.

#### **Section 2.**

Members of this Association shall pay yearly dues as agreed upon by the Board of Directors, which shall entitle any two (2) adult members of a household to full membership privileges in the Association for the fiscal year. Dues shall be payable at the beginning of the applicable fiscal year and may be prorated if needed on an annual basis.

#### **Section 3.**

Every residence whose current annual dues are paid, shall be considered to be a member in good standing, and shall be entitled to a maximum of two (2) votes per household at any regular or special meeting. At any meeting, any member may designate in writing a resident of the same property to cast his vote by proxy.

## **ARTICLE VII**

### **Operating Procedures**

#### **Section 1. Negotiable Instruments and Other Evidences of Indebtedness.**

All checks, drafts, or orders for the payment of money, notes, and other evidences of indebtedness, issued in the name of the Association, shall be signed by the following officers:

President and/or the Treasurer. No checks shall be signed in blank.

## **Section 2.**

No expenditure in excess one thousand five hundred dollars (\$1,500) shall be made unless first approved:

1. By majority of the Board of Directors and
2. By majority of the members of the Association present at a regular meeting.

## **Section 3. Fiscal Year.**

The fiscal year of the Corporation shall be the calendar year unless otherwise provided by the Board of Directors.

## **Section 4. Seal.**

The seal of the Association shall be circular in form, with the name of the Corporation, Greater Jacksonville Association, Inc., Maryland, inscribed around the outer edge, and in the center shall be inscribed the words, "Incorporated 1978."

## **Section 5. Bond.**

Treasurer if required by the Board of Directors shall file a bond in favor of the Association in such penalty as the Board may from time to time determine. The premium for such bond shall be paid by the Association.

## **Section 6. Books and Records.**

An original or duplicate list of members, together with their addresses, shall be kept at the residence of the President and the Treasurer.

## **Section 7. Amendments.**

These By-laws, or any of them, or any additional or supplementary Bylaws, may be altered or repealed and new By-laws may be adopted at any annual, general, or special meeting of the members (provided that notice of such special meeting shall set forth the terms of the proposed amendment) by the vote of two-thirds (2/3) of the members represented and entitled to vote at such annual, general, or special meeting, as the case may be.

### **CERTIFICATION**

These amended bylaws were approved at a meeting of the board of directors by a two-thirds majority vote on January 24, 2019 and unanimously at a general membership meeting on May 21, 2019.

Secretary:

Elizabeth H. Lehmann

Date: May 21, 2019