

**BYLAWS OF THE WEST RIVER IMPROVEMENT ASSOCIATION  
OF GALESVILLE, MARYLAND**

**STATEMENT OF PURPOSE**

The West River Improvement Association harnesses our energy, talents, and resources to promote a vibrant, safe, healthy, and diverse Galesville community.

The West River Improvement Association (WRIA, Association) does not discriminate on the basis of race, color, religion, gender, age, national origin, disability, marital status, sexual orientation, or military status, in any of its activities or operations.

**ARTICLE I  
OFFICES**

The principal office of the Association in the State of Maryland shall be located in Galesville, County of Anne Arundel.

**ARTICLE II  
MEMBERSHIP**

**SECTION 1. Membership.**

Membership is open to any individual 18 years old or older who: owns real property in the area described below, OR who resides in the area described below, OR is a registered voter in Anne Arundel County AND who owns a boat AND lives aboard that boat located in the area described as follows:

From Cumberstone Road on the north to the shoreline of the Rhode and West Rivers on the east to Crandell Road on the south and following Muddy Creek Road to Owensville Road and the Pennbrooke Community on the west and continuing along Muddy Creek Road to Cumberstone Road to the point of beginning. Residential communities on either side of designated streets are included. This area is outlined on the attached map.

A copy of the Bylaws is posted on WRIA's website, [www.galesville.info.org](http://www.galesville.info.org), and is available to members of the WRIA and the general public. Meetings of the Association are open to members as well as residents of the area described above who are not members. Thus, everyone in the community is invited to attend meetings, speak out on the issues, and help run the affairs of the Association.

**SECTION 2. Annual Meeting.**

The annual meeting of the membership shall be held annually in either the month of October or November at 7:30 p.m. or other time designated by the WRIA Board of Directors. Notice of the meeting shall be circulated no less than thirty (30) days prior to the meeting for the purpose of electing Officers and for the transaction of such other business as may come before the meeting. If the election of Officers shall not be held on the day of the annual meeting of the membership, or at any continuation thereof, the Board of Directors shall cause the election to be held at a special meeting of the membership as soon thereafter as conveniently may be scheduled.

### SECTION 3. Special Meeting.

Special meetings of the membership, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President or by the Board of Directors, and shall be called by the President at the request of at least thirty percent (30%) of the members of the Association entitled to vote at the meeting. Notice of each Special Meeting shall be given to all members not less than seven (7) days prior to the meeting with the purpose stated in the notice.

### SECTION 4. Place of Meeting.

Membership meetings shall be held at the Galesville Memorial Hall unless otherwise determined by the Board of Directors or President.

### SECTION 5. Notice of Meeting.

Notice stating the place, day, and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be posted not less than thirty (30) days prior to the annual meeting and seven (7) days before the date of any special meeting on the WRIA website and on the door of Galesville Memorial Hall and in the Galesville Post Office. In addition, notice of the meeting shall be emailed to all members for whom the Association has an email address according to the timelines described above. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail, addressed to the member at the address as it appears on the membership list of the Association, with postage thereon paid.

### SECTION 6. Closing of Membership Lists or Fixing of Record.

For the purpose of determining members entitled to notice or to vote at any meeting of the membership or any continuation thereof, or to make a determination of members for any other proper purpose, the membership list may, by vote of the Board of Directors, be closed for a stated period, but not to exceed in any case seven (7) days.

### SECTION 7. Voting Lists.

The Secretary or other Officer designated by the Board of Directors shall make a complete list of the members entitled to vote at each meeting of membership or any adjournment thereof, arranged in alphabetical order, with the address of each. Such list shall be produced and kept open at the time and place of the meeting and shall be subject to inspection of any member during the whole time of the meeting for the purposes thereof.

### SECTION 8. Quorum.

Twenty percent of the outstanding members of the Association entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the membership. If less than twenty percent of the outstanding membership is represented at a meeting, a majority of the membership so represented may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally noticed. The membership present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

SECTION 9. Proxies.

At all meetings of members, a member may vote by proxy. A proxy executed in writing by the member or by the member's duly authorized attorney-in-fact will be accepted as a valid vote.

SECTION 10. Voting of Members.

Members are entitled to vote if their membership dues are paid in full before the closing of membership lists or fixing of record as described in Section 6. Each current member entitled to vote shall be entitled to one vote upon each matter submitted to a vote at a meeting of members.

**ARTICLE III  
BOARD OF DIRECTORS**

SECTION 1. General Powers.

The Officers and Board of Directors shall conduct the business of the West River Improvement Association and shall report their decisions to the membership of the West River Improvement Association. The Officers and Board of Directors have the discretion to make improvements to the Galesville Memorial Hall to conform to zoning, health, and safety regulations without the approval of the general membership providing that the balance in the treasury net of scheduled obligations provides reasonable reserve for contingencies. Any bills or projects costing more than fifty thousand dollars (\$50,000.00) shall be voted on by the membership.

SECTION 2. Number, Tenure and Qualifications.

The number of Directors, in addition to the Officers, of the Association shall be fixed by the Officers and Board of Directors, but in no event shall be less than five (5). Each Officer and Director shall be elected by the membership and shall hold office for a term of one year until the next annual meeting of the membership and until his or her successor shall have been elected.

SECTION 3. Regular Meetings.

Regular meetings of the Officers and Board of Directors shall be held without other notice than these Bylaws. Meetings may be held in person or via electronic means, such as by telephone or video conference.

SECTION 4. Place of Meetings.

Meetings of the Board of Directors shall be held at the Galesville Memorial Hall unless otherwise determined by the Board of Directors or President. Meetings of the Board of Directors may be held via electronic means, such as by telephone or video conference.

SECTION 5. Regular Meetings.

Regular meetings of the Officers and Board of Directors shall be held without other notice than these Bylaws. The Officers and Board of Directors may provide, by resolution, the time and place for the holding of additional regular meetings without notice other than such resolution.

#### SECTION 6. Special Meetings.

Special meetings of the Officers and Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Officers and Board of Directors may fix the place for holding any special meetings of the Officers and Board of Directors called by them.

#### SECTION 7. Notice.

Notice of any special meeting shall be given at least seven (7) days previous thereto by written notice, telephone notice, or email notice delivered personally, mailed, or emailed to each Officer and Director at their business address, residence, or email address.

#### SECTION 8. Quorum.

A majority of the number of Officers and Directors fixed by Section 2 of this Article III shall constitute a quorum for the transaction of business at any meeting of the Officers and Board of Directors, but if less than such majority is present at a meeting, a majority of the Officers and Directors present may reschedule the meeting without further notice.

#### SECTION 9. Manner of Acting.

The act of the majority of the Officers and Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. Officers and Directors may not vote by proxy on matters before the Board of Directors.

#### SECTION 10. Action Without a Meeting.

Any action that may be taken by the Officers and Board of Directors at a meeting may be taken without a meeting by polling each Officer and Director, setting forth the action so to be taken subject to ratification at the next regularly scheduled meeting and recorded in the minutes of that meeting.

#### SECTION 11. Vacancies.

Any vacancy occurring in the Officers and Board of Directors may be filled by the affirmative vote of a majority of the remaining Officers and Directors even though less than a quorum of the Officers and Board of Directors are present. An Officer or Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

#### SECTION 12. Revenues.

Fees, membership dues, and other scheduled revenues shall be determined by the Officers and Board of Directors and approved by the Membership.

#### SECTION 13. Presumption of Assent.

An Officer or Director of the Association who is present at a meeting of the Board of Directors at which action on any association matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless the Officer or Director shall file a written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof, or shall forward such dissent by registered mail to the Secretary of the Association

immediately after the adjournment of the meeting. Such right to dissent shall not apply to an Officer or Director who voted in favor of such action.

#### SECTION 14. Committees.

The Board of Directors may execute its efforts on specific tasks by establishing standing and ad hoc committees by a majority vote of the Board at a regular or special meeting. Each committee shall have at least one Board member, have its membership noted in the minutes, and have its duties specifically defined.

#### SECTION 15. Nominating Committee.

The Nominating Committee shall be a standing committee and shall consist of the President and at least two other Board members appointed by the President. The purpose of the Nominating Committee shall be to identify potential candidates to serve as Officers and Members of the Board of Directors in succeeding years.

### **ARTICLE IV OFFICERS**

#### SECTION 1. Number.

The Officers of the Association shall be a President, a Vice President, a Secretary, and a Treasurer, each of whom shall be elected by the Membership. Officers and Directors shall be members of the Association. Officers shall be ex-officio members of the Board. In its discretion, the Board of Directors may leave unfilled for any such period as it may determine any office except those of President, Treasurer, and Secretary. The Offices of Secretary and Treasurer may be held by the same person.

#### SECTION 2. Election and Term of Office.

The Officers of the Association shall be elected annually by the Membership at the annual meeting of the Association held each year and shall begin their terms of office on the first day of the month of January the immediately following year. If the election of Officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be scheduled. Each Officer shall hold office until the expiration of their term of office and until a successor shall have been duly elected and shall have qualified, or until the Officer's death, resignation or removal in the manner hereinafter provided.

#### SECTION 3. Removal.

Any Officer may be removed by the Officers and Board of Directors, whenever, in its judgment, the best interests of the Association will be served thereby, but such removal shall be without prejudice to the membership rights of the person removed. A vote by the Officers and Board of Directors to remove an Officer must be by a two thirds (2/3rds) majority.

#### SECTION 4. Vacancies.

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Officers and Board of Directors for the unexpired portion of the term.

#### SECTION 5. President.

The President shall be the principal executive Officer of the Association and shall in general supervise and control all the business and affairs of the Association. That person shall, when present, preside at all meetings of the membership and of the Officers and Board of Directors.

#### SECTION 6. Vice President.

In the absence of the President or in event of his or her death, inability or refusal to act, the Vice President shall perform the duties of President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned by the President or by the Officers and Board of Directors.

#### SECTION 7. Secretary.

The Secretary shall: (a) keep the minutes of the proceedings of the membership and of the Board of Directors electronically and in paper form and maintain paper copies of the minutes and all other business documents of the Board as Permanent Records of the Association; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) keep a register of the post office address and email address of each member as furnished by such member; and (d) in general perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

#### SECTION 8. Treasurer.

Subject to the direction of the Board of Directors, the Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the Association; (b) receive and give receipts for moneys due and payable to the Association from any source whatsoever, and deposit all such moneys in the name of the Association in banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VI of these Bylaws; and (c) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors. The Treasurer shall report monthly at the Board meetings on the financial activity of the Association and the status of the books and accounts of the Association. The Treasurer shall share such books at all reasonable times with any Director or Officer upon request at the offices of the Corporation. The Treasurer shall be responsible for the payment of funds in the normal day to day activities of the Association consistent with the Procurement Policy and other policies approved by the Board of Directors.

### **ARTICLE V INDEMNITY**

The Association shall indemnify its Directors, Officers, employees, and volunteers as follows:

Every Director, Officer, employee or volunteer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon such person in connection with any proceeding to which the person may be made a party, or in which he or she may become involved, by reason of being or having been a Director, Officer, employee, volunteer or agent of the Association or is or was serving at the request of the Association as Director, Officer,

employee, volunteer or agent of the Association, or any settlement thereof, whether or not he or she is a Director, Officer, employee, volunteer or agent at the time such expenses are incurred, except in such cases wherein the Director, Officer, employee or volunteer is adjudged guilty of willful misfeasance or malfeasance in the performance of the person's duties; provided that in the event of a settlement the indemnification herein shall apply only when the Officers and Board of Directors approves such settlement and reimbursement as being for the best interests of the Association.

The Association shall provide to any person who is or was a Director, Officer, employee, volunteer, or agent of the Association or is or was serving at the request of the Association as a Director, Officer, employee, volunteer or agent of the association, the indemnity against expenses of suit, litigation or other proceedings which is specifically permissible under applicable law.

The Officers and Board of Directors may, in their discretion, direct the purchase of liability insurance by way of implementing the provisions of Article V.

## **ARTICLE VI CONFLICT OF INTEREST**

### **SECTION 1. Purpose.**

The purpose of this Conflict-of-Interest Policy is to protect WRIA'S interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer or director of the Association. This policy is intended to supplement but not replace any state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

### **SECTION 2. Definitions.**

**Interested Person.** Any Officer or member of the Board of Directors who has a direct or indirect financial interest through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Association has a transaction or arrangement,
- b. A compensation arrangement with the Association with any entity or individual with which the Association has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

**Compensation.** Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

**Financial Interest.** A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate governing Board or committee decides that a conflict of interest exists.

### SECTION 3. Procedures.

**Duty to Disclose.** In connection with any actual or potential conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Directors considering the proposed transaction or arrangement.

**Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Officers and Board members shall decide if a conflict of interest exists.

#### Violations of the Conflicts of Interest Policy

- a. If the Board of Directors or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board of Directors or committee determines the member has failed to disclose an actual or potential conflict of interest, it shall take appropriate disciplinary and corrective action.

### SECTION 4. Records of Proceedings.

The minutes shall record a full discussion of the proceedings relating to the conflict of interest.

### SECTION 5. Compensation.

A voting member of the Board of Directors who receives compensation, directly or indirectly, from the Association for services is precluded from voting on matters pertaining to that member's compensation.

## **ARTICLE VII CONTRACTS, LOANS, CHECKS AND DEPOSITS**

### SECTION 1. Contracts.

The Officers and Board of Directors may authorize any Officer or Officers, to enter into any contract or execute and deliver such instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

### SECTION 2. Loans.

No loans shall be contracted on behalf of the Association and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Officers and Board of Directors. Such authority may be general or confined to specific instances.

**ARTICLE XI  
PARLIAMENTARY RULES**

Any parliamentary procedure not covered by these Bylaws shall be governed by Roberts Rules of Order. The above Bylaws are certified to have been adopted by the Membership of The West River Improvement Association of Galesville, Maryland on November 2, 2021.

**ARTICLE VIII  
FISCAL YEAR**

The fiscal year of the Association shall begin on the 1st day of January and end on the 31st day of December each year.

**ARTICLE IX  
WAIVER OF NOTICE**

Unless otherwise provided by law, whenever any notice is required to be given to any member of the Association or Director of the Association and if the person to whom such notice is required to be given has waived in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed sufficient to the giving of such notice.

**ARTICLE X  
AMENDMENTS**

These Bylaws may be amended, amended or repealed and new Bylaws may be enacted by the Membership at any regular or special meeting of the Membership of the West River Improvement Association with the approval of a majority of the membership present. Proposed amendments shall be included in the agenda seven (7) days prior to the meeting of the general membership.

SECTION 3. Payments.

All checks, drafts, or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Association, shall be signed by such Officer or Officers, of the Association and as shall from time to time be determined by resolution of the Officers and Board of Directors. All checks, drafts, or other orders for payment of more than fifty thousand (\$50,000.00) dollars shall be approved by majority vote of the general membership.

SECTION 4. Deposits.

All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Officers and Board of Directors may select.

SECTION 5. Signing Authority.

The President may sign, with the Secretary or any other proper Officer of the Association thereunto authorized by the Board of Directors, certificates for membership in the Association, any deeds, mortgages, bonds, contracts, or other instruments which the Officers and Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Membership or by these Bylaws to some other Officer or agent of the Association, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Officers and Board of Directors from time to time.

**ARTICLE VIII  
FISCAL YEAR**

The fiscal year of the Association shall begin on the 1st day of January and end on the 31st day of December each year.

**ARTICLE IX  
WAIVER OF NOTICE**

Unless otherwise provided by law, whenever any notice is required to be given to any member, Officer or Director of the Association under the provisions of these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

**ARTICLE X  
AMENDMENTS**

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by the Membership at any regular or special meetings of the Membership of the West River Improvement Association, with the approval of a majority of the membership present. Proposed amendments shall be circulated no less than seven (7) days prior to the meeting of the general membership.



West River Improvement Association  
Boundary Map Attached to Bylaws  
November 2021