

BYLAWS
OF
Crofton First

Article I - NAME & OFFICES

Section 1. NAME

The name of the association is Crofton First, a nonprofit organization.

Section 2. OFFICES

The principal office of the association is located in Anne Arundel County, State of Maryland.

Article II - PURPOSES

Section 1. IRC SECTION 501 (C) (4) PURPOSES

This association is organized exclusively for one or more of the purposes as specified in Section 501 (c) (4) of the Internal Revenue Code. The specific objectives and purposes of this association are:

- (a) To develop and sustain working relationships/partnerships with local businesses, organizations and elected officials.
- (b) To create a place and outlet for community members to voice concerns about the direction of growth and development around the greater Crofton area and Anne Arundel County.
- (c) To focus the community on environmental, economic and quality of life impacts on development and changes within the community.

To act to protect the community from inappropriate development, threats to local businesses, the quality of life and damage to natural resources.

Article III – MEMBERSHIP

Section 1. MEMBERSHIP SELECTION

Members have joined Crofton First by either asking to join online via the private yahoo group where members must be accepted manually, or members have joined in person by attending Crofton First sponsored events/meetings and/or filing request for membership on association forms.

Section 2. MEMBERS VOTING RIGHTS

Each member has one vote when the entire membership is asked to vote either by email or other automated means, or in person at a meeting when a quorum (majority of members) is present.

Section 3. MEMBER REMOVAL

If necessary, the removal of a member needs to be discussed by all six members of the steering committee, and majority vote rules. The member would then be informed in writing that their membership in Crofton First has been revoked for the reasons given.

Article IV – BOARD OF DIRECTORS

The Board of Directors will be referred to as the “Steering Committee” or “directors”.

Section 1. GENERAL POWERS

The business and affairs of this association shall be managed by its Steering Committee, subject to the provisions of the laws of the State of Maryland and any limitations in the Articles of Association, or these Bylaws.

Section 2. VOTING

Each director shall have one (1) vote.

Section 3. NUMBER

The number of directors shall be a minimum of four (4). The Steering Committee may, at any time, increase or decrease the number of directors of the association, but there must be at least four (4) directors to decide on policy, actions, and to generally conduct business.

Section 4. QUALIFICATIONS & ELECTION

Directors shall reside in the Greater Crofton Area in Maryland, and be interested in the purposes in Article II. Directors are residents who reside in the area of membership and volunteer for a position on the Steering Committee. If more than six members volunteer for positions, then an election will be held at a general membership meeting.

Section 5. VACANCIES, REMOVALS & RESIGNATIONS

The Steering Committee will nominate a member when a director position becomes vacant.

A director of the association may be removed at a Steering Committee meeting, duly called at which there is a quorum, by the affirmative vote of a majority of the directors present. Before any director may be removed, reasons in writing specifying cause detrimental to the best interests of the association shall be filed. A copy thereof shall be

given to the director charged, and he or she shall be given the opportunity to be heard by the Steering Committee on the subject of the charges.

Any director may resign by submitting a written notification of such resignation to the Steering Committee.

Section 6. COMPENSATION

Directors shall serve without compensation except that they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

Section 7. NONLIABILITY OF DIRECTORS

The directors shall not be personally liable for the debts, liabilities, or other obligations of the association.

ARTICLE V – OFFICERS

Officers of the association, Crofton First, are the same members of the Board of Directors. There are two (2) Co-Chairmen, and four (4) Committee heads. Any two (2) or more offices may be held by the same person, such as a Co-Chair also being the Treasurer and/or Secretary. All items in Article IV of these Bylaws apply to these officers.

Section 1. THE CHAIRMAN

There can be up to two (2) Chairmen. They shall be the chief executive officers of the association and shall oversee the affairs of the association and the activities of the other directors. They shall see that all resolutions of the Steering Committee are carried into effect. The Chairmen, working with the other directors or in carrying out a decision of the membership shall use their discretion in so doing.

Section 2. THE SECRETARY

The Secretary shall give notice of all meetings of the Steering Committee. The Secretary shall keep the minutes of the meetings of the Steering Committee. He or she shall send copies of the minutes of all meetings to the other directors, and shall see that the books, reports, statements and other documents required by law are properly kept and filed.

Section 3. THE TREASURER

The treasurer shall have the custody of the association's funds and other valuable effects, shall keep full and accurate accounts of receipts and disbursements on file, and shall deposit all monies and other valuable effects in the name and to the credit of the association in such depositories, as may be designation by the Steering Committee. The Treasurer shall disburse the funds of the association, working in close cooperation with the Steering Committee, and shall provide financial reports routinely and when requested.

Section 4. DUTIES OF OTHER COMMITTEE HEADS

Other members of the Steering Committee who are in charge of a specific committee are responsible for conducting meetings with their committee members, and reporting the outcome of these meetings to the Co-Chairmen. They need to conduct all work under the laws of the state of Maryland, Crofton First's Articles of Association, and these Bylaws.

Article VI – COMMITTEES

Section 1. PUBLIC RELATIONS

The Public Relations Committee is in charge of overseeing and handling public notices, flyer design, press releases & conferences, media interaction, Internet & web design. The committee also works with the Action Network Committee on community education and relations. All of these duties are done in close contact with the Steering Committee.

Section 2. ENVIRONMENT & ZONING COMMITTEE

The Environment & Zoning Committee's purpose is to track & research environmental and land-use issues for subjects the association is working on. They prepare technical evaluations, and promote solutions and legal strategies for desirable development along the Route 3 corridor in Crofton and Gambrills, Maryland. This is done by regulatory research, document retrieval, environmental evaluation, legal review, site studies, presentations and written evaluation of permit documents, and communication with government officials. All of these duties are done in close contact with the Steering Committee.

Section 3. FUNDRAISING COMMITTEE

The Fundraising Committee raises funds, through community support, which aid in the accomplishment of the association's purposes for Crofton and Gambrills, MD. When needed, the Fundraising Committee shall form a fundraising campaign that targets the community, including residents and businesses. All of these duties are done in close contact with the Steering Committee.

Section 4. BUSINESS & LEGISLATION COMMITTEE

The Business & Legislation Committee shall network, lobby & gain support with local businesses, and elected & appointed politicians by making phone calls, setting up face-to-face meetings, and sending letters or emails to businesses and politicians. All of these duties are done in close contact with the Steering Committee.

Section 5. ACTION TEAM COMMITTEE

The Action Team Committee is a group of Crofton First members who work to get the word out to the community about issues the association is working on. They do this by passing out literature to residents, posting and distributing flyers, knocking on residential

doors, making phone calls to community members, or assisting the Public Relations Committee. All of these duties are done in close contact with the Steering Committee.

Article VII – MEETINGS

Section 1. General meetings

The association shall hold an annual meeting for all members. Other meetings may be held when necessary and may be called by the Chairmen or by a majority of the Steering Committee. Notification of meetings is sent to the membership via email, published in local media documents, and posted on the association's website. For a quorum, which is defined as the members present, members can vote, and either both Chairmen, or at least four Steering Committee members need be present.

Section 2. Steering Committee meetings

Steering Committee meetings may be called by the Chairmen or by the request of three or more members of the Steering Committee, and are held at least once a month. Notification of these meetings is sent via email, and noted on the Steering Committee's private online calendar. For a quorum, either both Chairmen or at least four Steering Committee members need be present to vote on issues at hand, or a vote online can be conducted to include all Steering Committee members.

Article VIII – DISSOLUTION

In the event of dissolution or final liquidation, the remaining assets of the association shall be applied and distributed as follows:

All liabilities and obligations of the association shall be paid, or provisions shall be made.

Any money left over shall be donated to another nonprofit community organization, which the entire Steering Committee agrees on.

Article IX – CONFLICTS OF INTEREST

A director shall not be allowed to vote on a matter in which the director may have a direct financial interest. If a conflict may occur, the director should disclose this conflict immediately in order to be removed from voting.

Article X – AMENDMENTS

The Steering Committee shall have the power to alter these Bylaws, and adopt new Bylaws, by the affirmative vote of two-thirds of the directors then in office. Amendments to the Articles of Incorporation shall be made in like manner. And they can do so without having to resubmit to the IRS or State of Maryland, as such changes may be minor.