The Board of Directors has proposed that the membership approve an Amended and Restated Articles of Incorporation and Amended and Restated Bylaws.

Over the years requirements of the State of Maryland pertaining to maintaining corporate status had not been followed and in 2016, we discovered that Sumner Citizens Association, Inc. had been dissolved by the Maryland State Department of Assessments and Taxation (SDAT). The Association corporation has been reinstated. In the course of accomplishing this, it became apparent that the articles of incorporation of the Association were out of date and needed to be restated. The draft submitted for approval by the members (on the Association’s website) conforms to current good practice for not-for-profit corporations and the Board recommends that the membership approve the draft. After approval, it will be filed with SDAT and become the governing document for the Association.

The Association’s current bylaws were adopted in 2008 but some of the provisions then in the statute relating to governance were not adopted and the Board has recently effectively been operating on a fiscal year that ends on August 31. It would be appropriate to amend the bylaws for those two purposes and otherwise update the bylaws, but the Board believes that it cannot do so. While the current bylaws purport to give the Board of Directors authority to amend the bylaws, the articles of incorporation provide that the members have the authority to amend the bylaws. Because we have been unable to find minutes of a meeting at which the current bylaws were adopted by the Association’s membership, the Board’s opinion is that the correct way to amend the bylaws is that the membership adopt new bylaws which fix those problems and otherwise update the bylaws. The Board recommends that the Members adopt the bylaws submitted to the membership and posted on the website.

However, because of timing, the proposed bylaws provide for a board consisting of nine members. After the bylaws were approved by the Board and posted on the website, a tenth person indicated an interest in serving on the Board. Accordingly at the meeting, a motion will be presented to amend the proposed bylaws to provide that the Board of Directors should be composed of ten persons, as it always has been. The Board recommends that the membership approve that motion.