

By-Laws of the Southdown Shores Association, Inc.

Effective April,3 2015

ARTICLE I Identity

Section 1. The name of this organization shall be Southdown Shores Association, Inc., hereinafter referred to as The Association.

Section 2. The contact address of The Association shall be: Southdown Shores Association, Inc., P.O. Box 482, Edgewater, MD 21037.

ARTICLE II Governing Body

The administration and management of The Association shall be vested in the Board of Trustees, hereinafter referred to as The Board. The Board shall act to carry out the wishes of the membership as approved at the membership meetings.

ARTICLE III Objectives The

objectives of The Association are:

- (a) To promote and protect the civic interests of the residents of Southdown Shores, Anne Arundel County, Maryland and to encourage good citizenship.
- (b) To care for the common property of the SOUTHDOWN SHORES community, to promote the interest of its members, and to undertake such community activities as the members may desire.
- (c) To carry out the vote of the majority on all issues.
- (d) To deal with the matter of the acquisition and expenditure of Association monies.
- (e) To acquire by purchase, lease, or otherwise, and to hold real and personal property for the use and benefit of the property owners of Southdown Shores, Anne Arundel County, Maryland.
- (f) To trade and deal in such real properties within the geographical limits of Southdown Shores for the benefit its property owners.
- (g) This Association shall be non-profit, non-sectarian and non-partisan

ARTICLE IV Membership

Section 1. Any person, eighteen (18) years of age or older, paying taxes on property in Southdown Shores, or who is a year-round resident tenant, who desires to become a member, and who has agreed to effectuate the purposes of The Association, shall be eligible for membership.

Section 2. Members are considered in good standing upon payment of membership dues.

Section 3. Voting and speaking privileges in this Association shall be limited to members in good standing.

Section 4. Each property owner, regardless of the number of lots owned, is entitled to only one vote if s/he is a non-resident member and two votes if s/he is a resident member. Each yearround tenant resident member is entitled to only one vote.

Section 5. Membership privileges shall be construed as extending to members, their families and their house guests.

ARTICLE V Annual and Special Meetings

Section 1. There shall be at least one annual meeting of this association each year, held between March 1 and March 31, at a time and place designated by The Board.

Section 2. The Board shall be elected by ballot at the annual meeting of The Association.

Section 3. Special meetings of the members of The Association may be held when called by the President, or on request of a majority of The Board, or on written request of ten percent (10%) but no less than ten members of The Association. Such meetings shall be held not less than fifteen (15) days, nor more than twenty (20) days from receipt of said request.

Section 4. Notices for annual or special meetings shall be distributed to all members by the Recording Secretary addressed to the last known post office address at least ten (10) days prior to all regular or special meetings of The Association.

Section 5. At the annual meeting, the Officers and Committees will present reports and recommendations for advancement of the Association.

Section 6. Motions shall be carried by approval of the majority of those resident members in good standing who are present or by proxy at any duly announced meetings subject to restrictions of a quorum consisting of twenty percent (20%) of the resident members in good standing of The Association.

Section 7. The order of business at meetings shall be:

- (1) Reading of the minutes of the previous meeting and their approval
- (2) Reading of the minutes of all Board of Trustees meetings held since the last meeting of the Association
- (3) Report of Treasurer
- (4) Report of Committees
- (5) Old Business
- (6) New Business
- (7) Adjournment

ARTICLE VI Officers and Board of Trustees

Section 1. The management of The Association shall be vested in a Board of Trustees, consisting of up to nine (9) elected members. The Board shall have charge of all property belonging to the Association and establish fees, rules and regulations.

Section 2. The officers of The Board shall consist of a President, Vice President, Recording Secretary and Treasurer, whose duties shall be defined by the by-laws.

Section 3. The Board of Trustees shall meet at least once each quarter and during the remainder of the year at such times as a majority of said Board or the President may determine.

Section 4. Special meetings of said Board may be called by the President. The President shall convene said Board on request in writing of five (5) members of the Association, and such meeting shall be held not less than three days or more than fifteen days from the date of said request.

Section 5. The Board shall be vested with full authority to act for said Association and in its name. Said Board shall carry out any resolution or instruction as may be passed by The Association at any regular or special meeting.

Section 6. If a vacancy occurs, The Board shall appoint a successor to serve until the next annual meeting when a successor shall be elected to serve in the open seat.

Section 7. The president shall preside at all meeting of The Association and The Board. S/he shall sign all contracts and obligations of the association and perform such other duties as his/her office may require. S/he shall be an ex-officio member of all committee of The Association.

Section 8. The vice president, in the absence of the president, shall assume the duties of that office, act as assistant to the president and perform such other duties as his/her office may require. In case of death, removal or resignation of the president, the vice president shall become president and serve as such until the next regular election and installation of his/her successor in office.

Section 9. The treasurer shall receive and disburse all monies of The Association as directed by the Board or membership. The treasurer shall report on the financial condition of The Association at the regular meetings. S/he shall have the custody of the records, books, statements, and legal papers pertaining to the financial affairs of The Association.

Section 10. The recording secretary shall keep the minutes of all meetings of The Association and The Board in a book provided for that purpose. S/he shall further keep secure and safe the deeds, record, documents, and archives of The Association. S/he shall submit the records to the Board when requested to do so. The secretary shall give notice of meetings and conduct correspondence in connection with the business of The Association.

Section 11. The Board members may be bonded if required by The Board, in such amount as is authorized by The Board, the premium to be paid by The Association.

Section 12. Any officer elected or appointed by the Board or the membership shall be subject to removal for a cause by a majority vote of The Board. In case of the absence of any officer, The Board may delegate the powers and the duties of such officer to any other officer or member for such period as may be necessary.

ARTICLE VII Elections

The Board of Trustees shall be elected and installed at the annual meeting of this Association. Majority vote of the members present and the duly signed proxies of the absentee members shall elect. They shall be elected to serve two (2) years each.

Section 1. A Board of Trustees shall be elected to carry out the dictates of the Association.

Section 2. The Board shall consist of up to nine (9) members, elected to serve (2) years each.

Section 3. The Board from its own members, shall elect the officers and major committee chairmen to serve for one (1) year, the same day as the elections.

Section 4. Majority vote of the Association members present and the duly signed proxies of absentee members shall elect, subject to the restrictions of a quorum consisting of twenty percent (20%) of the members of this Association.

ARTICLE VIII Membership Dues

Section 1. The annual membership dues of this Association shall be determined by the Board of Trustees.

Section 2. Dues shall be payable from January 1st through February 15th for the calendar year.

Section 3. Any new resident accepted for membership after July 1st shall pay one-half (1/2) dues for the remainder of that year.

ARTICLE IX Fiscal Matters

Section 1. All monies shall be kept in the general fund. No monies shall be disbursed for any expense unless included in the budget or specifically voted on by The Association.

Section 2. The Board, in performing its duties, shall be authorized to make expenditures of \$250.00 or less without approval of the membership but not to exceed \$900.00 for the year. The Board shall have the responsibility for allocating the expenditure of funds for budget items.

Section 3. The treasurer shall sign each check issued and shall record each expenditure in The Association's financial ledger.

Section 4. The Association shall provide liability insurance to cover and protect The Association and The Board members.

ARTICLE X Committees

The following optional committees with duties as outlined shall be appointed by the Board of Trustees.

RECREATION COMMITTEE. It shall be the responsibility of this committee to schedule both social and athletic events. All dances, parties, sporting events are to be organized by its members. A schedule of events is to be prepared for publication and distributed to the residents.

PROPERTY AND PLANNING COMMITTEE. It shall be the duty of this committee to draft a master plan for long-range planning and short range application. It shall be responsible for diligent and prudent management of Association property as dictated by the Board of Trustees and the Association membership. Beautification and maintenance shall be supervised by this committee. Insurance protection, which shall be evaluated each year, is to be reported to the Board of Trustees Membership and *revenue* in a function of this committee since the two are dependent upon each other.

HARBOR MASTER. Responsible for boat slips, piers, bulkheads, beach areas, parking lot, and conformity with the harbor and dock rules as set forth by the Board of Trustees.

COUNTY MATTERS COMMITTEE. This committee shall consist of the Board and shall meet at least once a year with a representative of the County or as often as shall be necessary to guarantee the members a voice in County matters pertaining to Southdown Shores.

ARTICLE XI Amendments

Amendments to these By-laws may be presented through the Board of Trustees in writing signed by any member of the Association in good standing. The Trustees shall in turn present the proposed amendment(s) to the membership. A notice containing the proposed amendment(s) shall be mailed by the Secretary to all members in good standing at least ten (10) days before the date of the meeting at which it is proposed to act upon it. The vote to approve an amendment must receive at least a two-thirds (2/3) majority of the resident members in good standing or their duly signed proxy as of the date of the meeting, and can occur in person, by mail, or by email, depending how the vote has been requested.

DATES OF AMENDMENTS OF ORIGINAL

BY-LAWS

Article III, Section 2 Amended June 28, 1959 Reaffirmed March 6, 1960

Article IV Amended Jan. 31, 1960 Reaffirmed March 6, 1960

Article V Amended Jan. 31, 1960 Reaffirmed March 6, 1960

Article VII

Articles V, VIII, IX & XII Amended March 6, 1983

Duties of Financial Secretary Eliminated Jan. 31, 1960 Reaffirmed March 6, 1960

Duties of Treasurer Amended Jan. 31, 1960 Reaffirmed March 6, 1960

Article X

Duties of Membership

Committee

Amended June 28, 1959

Way and Means Committee Added on March 6, 1960

Article XIII Amended Feb. 28, 1960 Reaffirmed March 6, 1960

Revised November 8, 1970
Revised April 3, 2015