

BAY CITY PROPERTY OWNERS ASSOCIATION, INC.

BY-LAWS  
Amended October 2007

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Article I – NAME AND LOCATION

Section 1. Name:

This organization shall be known as the Bay City Property Owners Association, Inc., hereinafter known as the Association.

Section 2. Mailing Address:

The mailing address of the Association shall be Bay City Property Owners Association, Inc., P.O. Box 397, Stevensville, Maryland, 21666

Section 3. Geographic Limits:

The geographic limits of the Association shall be defined as the area recorded in the records of Queen Anne's County as Bay City, Stevensville, located in the Fourth Election District, Queen Anne's County, Maryland.

Article II – PURPOSE

Section 1.

The purpose of the Association is as defined in the Articles of Incorporation of the Bay City Property Owners Association as recorded on January 2, 1964, Queen Anne's County, CWC No. 1, Folio 83.

Article III – MEMBERSHIP

Section 1. Property Owners:

- (a) Members: All property owners in Bay City, Queen Anne's County, Stevensville, Maryland will comply with the By-Laws of the Association and the Reservations, Restrictions, Dedications, Covenants, Agreements and Understandings applicable to the development of the community known as Bay City, located in the Fourth Election District of Queen Anne's County.
- (b) Tenants: Residents of Bay City that are not property owners, qualify for associate membership. Associate members also must comply with the By-Laws of the Association and the Reservations, Restrictions, Dedications, Covenants, Agreements and Understandings applicable to the development of the community known as Bay City.
- (c) Others: Non-residents of Bay City that are not property owners, qualify for associate membership at the discretion of the Board of Directors. Associate members also must comply with the By-Laws of the Association and the Reservations, Restrictions, Dedications, Covenants, Agreements and Understandings applicable to the development of the community known as Bay City.

Section 2. Voting:

Each property owner, who is a member of the Association in good standing, or in his absence, the property co-owner only, will have one vote regardless of the amount of property involved. Voting will be either by ballot or voice vote, at the discretion of the President or as requested from the floor. Any member whose dues and/or maintenance fee as herein set out, have not been paid as of March 31, shall not be entitled to vote until such dues and fees are paid. Associate members may have the privilege of the floor, but with no vote. Property owners of leased or rented property are held responsible to insure occupant compliance.

Section 3. Dues:

- (a) Property Owners shall be assessed annual Association dues which are mandatory in the amount of \$100 due January 1st and payable by March 31 to meet the Association's fiscal year recurring operation and maintenance costs and to fund capital improvements. Such assessment shall cover a period of one calendar year and is applicable immediately upon Bay City property ownership. Where Bay City ownership entails more than one lot, each additional undeveloped lot will be assessed \$10 – e.g. one undeveloped or developed lot equals \$100, two developed lots equals \$200, one developed and one undeveloped lot equals \$110. The membership fee includes the \$10 per lot road maintenance fee assessed each calendar year.
- (b) Property Owners who fail to satisfy this financial responsibility by 31 March may have their names posted in the newsletter as delinquent, and until favorably resolved, lose their Association membership and voting privileges, and the account will be referred to legal counsel for action.
- (c) Associate Members shall be assessed \$100 per calendar year, to be paid by 31 March. Payment of fees shall entitle the Associate member to full use of the facilities and participation in Association activities, not to include voting privileges.

Section 4. Cost of collection of Delinquent Dues and Fees and Enforcement of Construction and Maintenance Rules and Permits. (Amended August 5, 2004)

- (a) The Board of Directors of Bay City Property Owners Association, Inc. is authorized to collect, as reimbursement, reasonable attorney's fees, expenses and court costs from any Bay City property owner who is in arrears and delinquent in the payment of dues and fees and against whom collection proceedings are initiated, whether informally or through court action.
- (b) The Board of Directors of Bay City Property Owners Association, Inc. is entitled to collect, as reimbursement, reasonable attorney's fees, expenses and court costs from any Bay City property owner against whom any enforcement action or proceedings are initiated, whether informally or through court action, to enforce construction and maintenance rules or the terms and conditions of any permit issued by the Association.
- (c) The Board of Directors of Bay City Property Owners Association, Inc. is authorized to initiate proceedings in a court of competent jurisdiction to collect said reimbursement amount and to record any judgment awarded among the land records of Queen Anne's County as a lien on property.
- (d) In the case that a Bay City property owner prevails in any collection or enforcement action brought in any court by Bay City Property Owners Association, Inc., Bay City Property Owners Association, Inc. is not entitled to recovery fees or costs.
- (e) Bay City Property Owners Association, Inc. is authorized to assess a late charge of \$15.00 or one-tenth of the total amount of any delinquent assessment or installment, whichever is greater, provided the charge may not be imposed more than once for the same delinquent payment and may be imposed only if the delinquency has continued for at least 15 calendar days.

Article IV – MEETINGS

Section 1. Annual Meetings:

An annual meeting of the Association shall be held to elect the officers and the Board of Directors for the transaction of general business. This meeting shall be held in the month of May, each year.

Section 2. Regular Meetings:

In addition there will be a minimum of two regular meetings each year. Dates for all meeting shall be determined by the Board of Directors.

Section 3. Special Meetings:

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

Section 4. Notice of Meetings:

Not less than ten (10) days written or printed notice of any meeting of the members shall be given to members and associate members in good standing.

Section 5. Quorum:

A quorum shall consist of not less than ten (10) members in attendance.

Section 6. Method of Voting:

- (a) The method of voting shall be at the discretion of the Association and the Board of Directors. It can be (a) physically present or (b) by mail, and shall be in accordance with Roberts Rules of Order.
- (b) When a quorum is present, a majority of votes cast (all methods), less abstentions, is sufficient for the adoption of any motion under consideration.

Section 7. Order of Business:

At all meetings of members, the order of business shall be as follows:

1. Reading of the minutes of the previous meeting
2. Reports of Officers
3. Reports of Standing Committees
4. Reports of Special Committees
5. At any annual meeting, the election of Officers and Directors
6. Unfinished business
7. New Business
8. Good and Welfare
9. Adjournment

The order of business may be altered or suspended at any meeting by a majority of members present. The usual parliamentary rules as laid down by Roberts Rules of Order shall govern all debates.

Article V – BOARD OF DIRECTORS

Section 1. Election and Powers:

The business and property of the Association, except as otherwise provided by statute or by charter or by these By-Laws, shall be conducted and managed by its Board of Directors, which shall consist of a President, Vice-President, Secretary, Treasurer and nine (9) elected members. The term of office for the nine elected members shall be three for three years, three for two years, and three for one year. The immediate Past President shall be an ex-officio (without vote) member of the Board of Directors for a period of one (1) year, unless duly elected as a member of the Board of Directors.

Section 2. Quorum:

A majority of the Board of Directors shall constitute a quorum for the transaction of business at every meeting of the Board of Directors.

Section 3. Removal:

At any special meeting of the Board called for the purpose, any Director may by the vote of a majority entitled to vote, be removed from office with any just cause, and another may be elected in the place of the person so removed, to serve for the remainder of the term.

Section 4. Vacancies:

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 un-expired portion of the term of the Director whose place shall so become vacant, and until his successor shall have been duly chosen and qualified.

Section 5. Compensation:

No officer or Director of the Association shall receive any compensation for their services. Nothing in this section shall be construed to preclude such person from performing bona fide work for the Association in any other capacity and receiving payment therefor. Persons performing work for the Association which entails the outlay of personal funds, shall be compensated; also duties which require driving in performing these actions, shall be compensated at the rate recognized by the Internal Revenue Service ("IRS") as of the date of the performance of the work. A report of these expenses must be submitted to the Board of Directors for approval of payment. No part of the income of said Association shall inure to the benefit of any member by virtue of said membership.

Article VI – OFFICERS

Section I. Executive Officers:

The Executive Officers of the Association shall be a President, a Vice President, a Secretary, and a Treasurer. The Executive Officers shall be permanent, year round residents of Bay City. Each such Officer shall hold office for a term of one (1) year, commencing the first day of the month following the annual election and thereafter until his successor is elected and qualified, or until his death, 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 the members and Directors; he shall have general management and direction of the business of the Association and all powers ordinarily exercised by the President of an Association.

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.

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; he/she shall see that all notices are duly given in accordance with the provisions of the by-laws or as required by law; he/she shall be the custodian of the records and the corporate seal or seals of the Association; he/she 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 and such other duties, as from time to time, may be assigned to him 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 monies 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 whenever requested, an account of the financial condition of the Association and such other duties as may be assigned to him by the Board of Directors or by the President. The Treasurer's books shall be open for inspection by any member at all reasonable times. The Treasurer is to be bonded, the cost of such bond to be defrayed by the Association, in an amount to be determined by the Board of Directors. The Treasurer's books shall be audited prior to the annual election meeting, by a committee appointed by the President and a report made to the membership at the meeting.

Section 6. Assistant Officers:

The Board of Directors may elect one or more Assistant Secretaries and one or more Assistant Treasurers. Each such Assistant shall hold office for such period of time and shall have such authority and perform such duties as the Board of Directors may prescribe.

Section 7. Holding Office:

No member shall hold more than one elective officer in any given year.

Section 8. Nomination of Officers:

A nominating committee shall be appointed by the Board of Directors at least twelve (12) weeks prior to the annual election. The nomination committee will oversee the election process following the nomination and election procedure that is reviewed and approved annually by the board of directors at the January or February board meeting of each year. Report of the nominating committee shall be provided to the members with the notice of meeting. Nominations by any member shall be accompanied by an acceptance in writing of the nominee and such nominations, together with acceptance, be in the hands of the nominating committee five (5) weeks prior to the annual meeting. All officer nominees must have served as a board member or have served on a committee recognized by the board of directors within the twenty-four (24) months immediately prior to the date of nomination for office. Directors and committee members must be members in good standing in the Association.

Article VII – COMMITTEES

Section 1.

The President may create such regular and special committees as he deems advisable and define their duties.

Section 2. Finance Committee. (Amended October 17, 2006)

- (a) There shall be a standing Finance Committee. The Board of Directors shall appoint the chairman and members of the Committee. Members of the Committee shall serve two year terms.
- (b) The Finance Committee shall prepare an annual budget for submission to the Board of Directors at a time and place requested.
- (c) The Finance Committee shall review actual expenditures as compared to budget projections on a quarterly basis. The Finance Committee shall report to the Board of Directors any deficit and surplus equaling more than five (5) percent or greater of the budgeted amount and provide to the Board of Directors a budget analysis, evaluation, and recommendation for corrective or mitigating action. The Board of Directors will notify the membership of any proposed changes to the budget

Article VIII – SUNDRY PROVISIONS

Section 1. Negotiable Instruments, etc.

All 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 such officer or officers as may be designated from time to time by resolution of the Board of Directors.

Section 2. Fiscal Year:

The fiscal year of the Association shall be from January 1 to December 31.

Section 3. Checks:

All checks to pay Association debts shall be signed by the Treasurer and one other elected officer (President, Vice-President, or Secretary).

Section 4. Spending Limitations:

The BCPOA Board of Directors may approve unbudgeted expenditures up to \$2000 for any single unbudgeted project or to any single recipient at regular board meetings, stipulating that a quorum is present. All unbudgeted expenditures over \$2000 are to be approved by the BCPOA membership at regular or properly advertised special meetings. No approvals will be made without a quorum of the Board.

Article IX – AMENDMENTS

Members shall have the power, at any meeting, to alter or repeal any by-laws of the Association and to make new by-laws. Members in good standing should be notified in writing about any proposed by-law changes ten (10) days prior to a vote in order to be included such meeting,