

**TURKEY POINT PROPERTY OWNERS' ASSOCIATION, INC.
BY-LAWS**

Article I - Name and Address

Section 1. - Name

The name of the Association shall be Turkey Point Property Owner's Association, Inc.

Section 2. - Address

The principal office of the Association shall be the residence of the current Executive Secretary-Treasurer.

Article II - Definitions

Section 1. - Association

"Association" shall mean and refer to the Turkey Point Property Owners's Association, Inc., a non-profit corporation organized and existing under the laws of the State of Maryland.

Section 2. - Properties

"The Properties" shall mean and refer to all properties, both lots and Common Areas as defined in the Plat Records of Anne Arundel County, Plat Book 17, folio 47.

Section 3. - Common Areas

"Common Areas" shall mean and refer to those areas of land described by the Deed made on December 21, 1979, and recorded on December 28, 1979, Liber 3277, Page 74 of the land records of Anne Arundel County. Said areas are intended to be directed to the common use and enjoyment of all members of the Association as herein defined.

Section 4. - Lot

"Lot" shall mean and refer to any plot of land intended and subdivided for residential use, but shall not include the Common Areas as hereinbefore defined.

Section 5. - Owner

"Owner" shall mean and refer to an owner of record, whether one or more persons or entities, of the fee simple title to any lot, but shall not mean or refer to any mortgagee or subsequent holder of a mortgage, unless and until such mortgages or holder has acquired title pursuant to foreclosure of any proceeding in lieu thereof.

Section 6. - Member

"Member" shall mean and refer to all those owners who are members of the Association as provided in Article 111, Sections 1 and 2.

Article III - Membership and Voting Rights in the Association

Section 1. - Member

Every owner of record of one or more lots is a member in the Association.

Section 2. - Voting Member

Every owner of record who is current with his/her lot assessments and other payments that may be due the Association and has paid all dues prescribed by the Association shall be a voting member.

Section 3. - Voting Rights to Members

All persons meeting the requirements of Article 111, Section 1 and 2, shall have voting rights in the Association provided that an owner of record is entitled to only one vote whether or not said party owns more than one lot

Section 4. - Proxy Voting

Persons qualifying under Section 3 above shall have the right to grant another member of the Association the power to cast his/her vote as if he/she was in fact voting.

Section 5 - Proxy Limitation.

A single member may cast only two proxy votes.

Section 6.- Proxy Procedure

The proxy must be in writing and duly signed by a voting member authorizing such. The name of the member to whom the proxy right is given must be set forth. All proxies must be presented to the Executive Secretary-Treasurer prior to the commencement of any meeting at which the proxy is to be used and will only be effective for that meeting.

Article IV - Property Rights in the Common Areas

Section 1. - Right to Use Common Areas

Every owner of record shall have a right and easement of enjoyment in and to the Common Areas and such easement shall be appurtenant to and shall pass with the title to every lot.

Section 2. - Title to Common Areas

The Association shall retain title to all Common Areas.

Section 3. - Transfer or Dedication of Any Part or All of the Common Areas

The Association has the right to dedicate or transfer any part of the Common Areas to any public agency, authority or utility for such purposes and subject to such conditions as may be agreed to by the Members, provided that no such dedication or transfer, determination as to the purposes or as to the conditions thereof, shall be effective unless an instrument approved by two-thirds of the voting members has been recorded at a special meeting called for that purpose, provided notice of the proposed action is sent to every Member at least 30 days in advance of the special meeting.

Article V. - Board of Directors

Section 1. - Duties

The business of the Association shall be conducted and regulated by a Board of Directors comprised of seven individuals all of whom shall be from the voting membership of the Association as set forth in Article 111, Sections 1 and 2. An individual shall not be elected to office unless he/she is in good standing. Directors in office who during their term of office fail to qualify under Article 111, Sections 1 and 2, shall not exercise the duties of their office.

Section 2. - Board Membership

The Board of Directors shall be comprised of the President of the Association, the Vice-President of the Association, the Executive Secretary-Treasurer of the Association and four other members who are not officers of the Association.

Section 3. - Term of Office

The term of office for each Director shall be one year. There shall be no limit to the number of terms a Director may serve.

Section 4. - Vacancy

Vacancies on the Board of Directors shall be filled by appointment by a majority of the remaining Board of Directors in open session. The so-appointed Director shall serve only the remaining term of his or her predecessor.

Section 5. - Compensation

Directors shall serve without compensation except for the Executive Secretary-Treasurer who may be paid a yearly compensation as determined by the Board of Directors or, if the Executive Secretary-Treasurer contracts for assistance to carry out the functions of that office, such expenses shall be paid as determined by the Board of Directors.

Article VI - Election of Board of Directors

Section 1. - Election

Election to the Board of Directors shall be made at a meeting of the Association in the fourth quarter of the calendar year and installed in the following January. The election shall be by written ballot. At such election each member or his/her proxy shall have one vote for each vacancy on the Board of Directors.

Section 2. - Election Committee

The election shall be conducted by a committee of at least three members appointed by the President and shall be known as the Election Committee.

Section 3. - Duties of Election Committee

The Election Committee shall submit to the President a full roster of candidates, (at least one for each office) not less than one week prior to the stated Association meeting whereat the election is to take place.

Section 4. - Other Nominations

Any member may present a nomination to the Election Committee. Such nomination must be in writing and shall bear the assent of the nominee in writing. Nominations for each office may be made from the floor.

Section 5. - Voting

Each voting member shall be entitled to only one ballot.

Section 6. - Other Rules and Procedures

All rules and procedures not covered herein shall be at the discretion of the Election Committee.

Article VII - Authority of Board of Directors

Section 1. - Presiding Officer

The President of the Association shall be the Chairman of the Board of Directors and shall conduct the meetings of the Board. In the President's absence, the Vice-President shall preside. Likewise, the President shall preside at the Association meetings with the Vice-President acting in the President's absence.

Section 2. - Responsibilities

The Board of Directors shall have the power:

- (a) to appoint and remove all agents and employees of the Association, prescribe their duties, fix their compensation, require of them such security bond as it may deem expedient;
- (b) to establish, purchase, and assess, and collect the assessment or other charges levied;
- (a) to adopt and publish rules and regulations governing the use of the Common Areas and Facilities;
- (b) to in all respects protect the Common Areas for the full enjoyment thereof by the Association;
- (c) to take any and all action necessary to insure successful operation of the Association in all respects.

Section 3. - Duties

It shall be the duty of the Board of Directors:

- (a) to cause to be kept a complete record of all its acts and corporate affairs and to present a statement to the members at a designated meeting of the Association;
- (b) to collect the amount of the assessment against each lot for each period;
- (c) to propose and maintain a roster of the lots and assessments applicable thereto which records shall be kept in the office of the Association and shall be open to inspection by any member of the Association upon written notice to the Executive Secretary-Treasurer;
- (d) to send annual or other written notice of each assessment to every owner of a lot subject thereto;
- (e) to issue, or to cause the Executive Secretary-Treasurer to issue, upon demand by any lot owner, a certificate setting forth whether his/her assessment and/or other fees have been paid. Such certificate shall be conclusive evidence of payment thereof;
- (f) to authorize the disbursement of funds,
- (g) to establish a procedure for the handling of the funds of the Association by the Executive Secretary-Treasurer.

Article VIII - Board of Directors' Meetings

Section 1. - Scheduled Meetings

The Board of Directors shall meet at least quarterly to conduct the business of the Association in accordance with Article VII. The Board of Directors may have additional meetings as it may deem necessary.

Section 2. - Open Meetings

The specified meetings of the Board of Directors shall be open to the membership. Admission of the membership to any additional meetings of the Board of Directors shall be at the discretion of the Board of Directors.

Section 3. - Quorum

Four members of this Board shall constitute a quorum for any meeting of the Board of Directors.

Article IX. - Removal of Directors

Section 1. - Procedures

Any Director may be removed by the Members. Procedures for removal are as follows:

- (a) A special meeting of the Members will be called by the President, or in the event the President (as a Director) is involved as defendant, then by the Vice-President, whenever a Petition for Removal bearing the signatures of one-third of the voting Members is filed with the Executive Secretary-Treasurer. This special meeting must be held in not less than 15 days, nor more than 25 days after the Petition for Removal is filed.
- (b) in not more than five days after the filing, a Bill of Particulars must be provided the Director under removal action. The Bill of Particulars will include the substance of the charges to be presented, the appointed prosecutor, the name(s) of the principal plaintiff and witnesses to be called.
- (c) The President, except as otherwise stated in Section 1, herein, will appoint a voting Member in good standing as prosecutor.
- (d) The voting Members will sit as a committee of the whole with the President as presiding officer (chairman), except as otherwise provided for in (a) above.
- (e) The removal will be conducted as an administrative hearing, utilizing the civil process rather than a strictly adversary or

criminal proceeding.

(f) Upon completion of the presentation of the charges and an adequate opportunity for presentation of a defense, the presiding officer will put the question for removal to the voting Members, or their proxies, present.

Article X - Officers of the Association

Section 1. - Officers

The officers shall be a President, a Vice-President, and Executive Secretary-Treasurer all of whom shall be members of the Board of Directors.

Section 2. - Election

The officers shall be elected by a majority vote. Officers shall not hold office unless in good standing.

Section 3. - Term of Office

Each officer shall hold office for a period of one year except any officer appointed to fill a vacancy shall hold office only for the unexpired portion of such term.

Section 4. - Duties of President

The President shall preside at all meetings of the Board of Directors, except as otherwise prescribed in Article IX, and shall see that orders and resolutions of the Board are carried out.

Section 5. - Duties of Vice-President

The Vice-President shall carry out the duties of the President in his/her absence.

Section 6. - Duties of Executive Secretary-Treasurer as Secretary

The Executive Secretary-Treasurer shall be the secretary of the Board of Directors, and shall, In that capacity:

- (a) Record the votes and keep the minutes of all proceedings in a book to be kept for that purpose.
- (b) Notify the Members as to the date and time of general meetings of the Association .
- (c) Keep the records of the Association.
- (d) Maintain a record of the Members of the Association together with their addresses.

Section 7. - Duties of Executive Secretary-Treasurer as Treasurer

The Executive Secretary-Treasurer in his or her capacity as Treasurer shall:

- (a) Receive and deposit in appropriate bank accounts all monies of the Association.
- (b) Disburse such funds as directed by resolution of and in the manner prescribed by the Board of Directors.
- (c) Keep proper books of account and cause an annual audit of the association books to be made at the completion of each year.

Section 8. - Disbursement of Funds

While the Executive Secretary-Treasurer is the principal disbursing officer of the Association's funds, the Board may, at its option, require one or more officers' signature for all checks written and may appoint an Assistant Treasurer or acting treasurer in the absence of the Executive Secretary-Treasurer. The Association shall endeavor, at its expense, to secure surety bonds for all persons who may disburse the funds of the Association.

Article XI - Committees

Section 1. - Appointment

The President with approval of the Board of Directors shall appoint any and all committees as deemed desirable for the successful operation of the Association.

Article XII - Meetings of the Association

Section 1. - General Meetings

The general meetings of the Association shall be held at the time and place set by the Board of Directors.

Section 2. - Special Meetings

Special meetings of the Association for any purpose may be called at any time by the board of Directors or upon written request, filed with the Executive Secretary-Treasurer, by one-fifth of the Members.

Section 3. - Notice

Notice of any general meeting of the Association shall be mailed to each Member of the Association not less than seven days prior to the day of the meeting.

Section 4. - Quorum

The presence at a meeting of the Association of one-fifth of the Members shall constitute a quorum for any action governed by the By-Laws unless said By-Laws specifically provide otherwise. Proxies may be counted to provide the requisite quorum.

Section 5. - Open Meetings

All Association meetings are open to the Members and others having an interest in said meetings.

Article XIII - Rules of Order**Section 1. - Parliamentary Authority**

The Association and Board of Directors shall operate under such rules of order as may be adopted by the Board of Directors. In the event of a conflict or a situation in which the adopted rules of order do not cover the situation, the proceedings shall be governed insofar as possible by Roberts Rules of Order, Revised.

Article XIV - Amendments**Section 1. - Requirements**

These By-Laws may be amended by a two-thirds vote of the voting Members.

Section 2. - Procedure

Proposed amendments to these By-Laws shall be presented to the Board of Directors who will then be obligated to present same at the next schedule meeting of the Association.

Section 3. - Effective Date

Proposed amendments should include a commencement date.

Section 4. - Changes

Proposed amendments presented at a meeting may not be modified in any manner at that time.