

THE BY-LAWS
OF
TURKEY POINT PROPERTY OWNERS ASSOCIATION, INC

Amendment and Restatement

WHEREAS, Waterfront Estates, Inc, in Deed dated April 7, 1941, recorded in the land records of Anne Arundel County Maryland in Liber 234, Folio 110, set forth and enumerated twenty “Restrictions on Big Island, Turkey Point”; and,

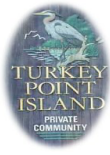
WHEREAS, on January 30, 1957, certain owners of lots within the land developed and sold by said Waterfront Estates, Inc formed a non-stock, non-profit corporation, approved and incorporated by the State Tax Commission of Maryland, and recorded in Liber F-22, Folio 221 of the Charter Records of the State Tax Commission; and,

WHEREAS, said corporation was named Turkey Point Property Owners Association, Inc, whose purpose was stated in its Articles of Incorporation dated January 29, 1957, as “to perform the usual and necessary functions of a citizen’s association for civic improvements to Turkey Point and vicinity; to promote the general welfare of the residents”, and whose Board of Directors were set, and whose By-Laws were authorized; and,

WHEREAS, said By-Laws, as amended on December 12, 1992, were attested to and recorded in Anne Arundel County, MD Land Records Depository of Home Owners Association Records on May 22, 2023; and,

WHEREAS, the Board of Directors of Turkey Point Property Owners Association, Inc have proposed numerous changes to said By-Laws, including required statutory changes to comply with provisions of the Maryland Home Owners Association Act;

Now and therefore the Board of Directors and the Owner Members of Turkey Point Property Owners Association, Inc agree to further amend and restate in entirety the “Turkey Point Property Owners Association, Inc By-Laws” as amended on December 12, 1992 and recorded in Anne Arundel County, MD, Depository of Home Owners Association Records on May 22, 2023, hereafter to be restated and known as THE BY-LAWS OF TURKEY POINT PROPERTY OWNERS ASSOCIATION, INC contained in the following pages 2-8.



THE BY-LAWS OF TURKEY POINT PROPERTY OWNERS ASSOCIATION, INC

Article I – Name and Address

Section 1. – Name

The name of the Association shall be Turkey Point Property Owners Association, Inc. (TPPOA).

Section 2. – Address

The address of TPPOA is P.O. Box 56, Mayo, Maryland 21106.

Article II – Definitions

Section 1. – Association

“Association” shall mean and refer to the Turkey Point Property Owners’ 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 as Parcel 39, Anne Arundel Tax District 01; and recorded in the Plat Records of Anne Arundel County, Plat Book 17, folio 47.

Section 3. – Common Areas

“Common Areas” shall include but not be limited 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, as well as other “Common Areas” such as The Marsh recorded in the land records of Anne Arundel County in Book 22350, Pages 0272-0275, dated June 7, 2010. Said areas are intended to be directed to the common use and enjoyment of all members in good standing 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 the recorded Owner, whether one or more persons or entities, of a fee simple title to a lot, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

Section 6. – Good Standing

Owners in “good standing” shall mean not being more than 90 days in arrears in the payment of any assessment due to the Association.

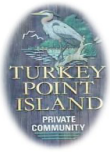
Article III – Membership and Voting Rights in the Association

Section 1. – Association Membership

All Owners of all Lots shall automatically be members of the Association.

Section 2. – Voting Rights of Members

Every owner in good standing shall be a voting member with the right to vote under the following provisions. There is only one vote allowed per residence owned, regardless of how many members are listed on the Deed(s), and regardless of the number of lots owned.



Section 3. – Proxy Voting

Persons qualifying under Section 2 above shall have the right to grant another member of the Association the power to cast their vote as if they were in fact voting.

A single voting member may cast as many proxy votes as have been given in compliance with Section 4 of this Article.

Section 4. – 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 Secretary 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 – Board of Directors

Section 1. – General Business

The business of the Association shall be conducted and regulated by a Board of Directors comprised of no more than eleven (11) individuals all of whom shall be from the membership in good standing of the Association (voting members). Directors in office who during their term lose good standing status, 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 Secretary of the Association, the Treasurer of the Association and no more than seven (7) other voting members.

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 may be filled by appointment by a majority of the remaining Board of Directors in open session. If a Director is so appointed, that Director shall serve only the remaining term of his or her predecessor.

Section 5. – Compensation

Directors shall serve without compensation.

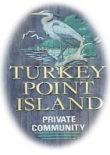
Article V – Election of Board of Directors

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, electronic transmission, a verbal vote or a show of hands. At such election each voting member or their proxy shall have one vote per residence owned for each vacancy on the Board of Directors.

Section 2. – Nominating Committee

At the discretion of the Board of Directors, the election may be conducted by a committee of at least three members appointed by the President and shall be known as the Nominating Committee.



Section 3. – Duties of Nominating Committee

The Nominating Committee shall submit to the President a full roster of candidates not less than one week prior to the stated Association meeting where the election is to take place.

Section 4. – Other Nominations

Any voting member may present a nomination to the Nominating 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

One voting member per residence owned 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 Nominating Committee.

Article VI – Authority of Board of Directors

Section 1. – Presiding Officer

The President of the Association shall be the Chairperson 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

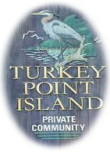
The Board of Directors shall have the authority:

- (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, assess and collect the assessments or other charges levied,
- (c) to adopt and publish rules and regulations governing the use of the Common Areas and Facilities,
- (d) to, in all respects, protect the Common Areas for the full enjoyment thereof by the Association,
- (e) 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 all assessments against each lot for each period,
- (c) to propose and maintain a roster of the lots and assessments applicable thereto which records shall be open to inspection by any member of the Association upon written notice to the Treasurer,
- (d) to send annual or other written notice of all assessments to every owner of a lot subject thereto,
- (e) to issue, or to cause the Treasurer to issue, upon demand by any lot owner, a certificate setting forth whether their 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 Treasurer.

Article VII – 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 VI of these By-Laws. The Board of Directors may have additional meetings as it may deem necessary.

Section 2. – Open Meetings

All meetings of the Board of Directors shall be open to the membership unless otherwise exempted by law as in the Maryland Homeowners Association Act, Section 11B-111, when closed meetings may be required, especially to protect sensitive information of a personal nature.

Section 3. – Quorum

Fifty percent (50%) or more of the Board shall constitute a quorum for any meeting of the Board of Directors.

Article VIII – Removal of Directors

Procedures for removal of a Director are as follows:

- (a) A special meeting of the members, in accordance with Article XII of these By-Laws, will be called by the President, or in the event the President (as a Director) is involved as defendant, then by the Vice-President.
- (b) The Presiding Officer of the meeting will read a statement alleging the reason(s) removal is warranted.
- (c) The Director recommended to be removed will be given an opportunity to speak in his/ her defense.
- (d) 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 present, or their proxies. A simple majority of votes to remove the Director is required.

Article IX – Officers of the Association

Section 1. – Officers

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

Section 2. – Appointment of Officers

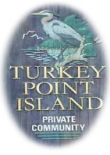
The officers shall be appointed annually by the newly elected Board of Directors no later than the completion of the first scheduled Board meeting of the new year. Officers shall not hold office unless in good standing. Notification of the newly appointed slate of Officers shall be made to the general membership within seven (7) days.

Section 3. – Term of Office

Each officer shall hold office for a period of one year unless reappointed by the following Board of Directors, 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 VIII of these By-Laws, 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 Secretary

- (a) Record the votes and keep the minutes of all proceedings.
- (b) Notify the Members as to the date and time of general meetings of the Association as is set forth in Article XII, Section 3.

Section 7. – Duties of the Treasurer

- (a) Keep a record of all monies, bank accounts, CDs, Bonds and other instruments.
- (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 audit of the Association books to be made at the discretion of the Directors and any time a new Treasurer is appointed.
- (d) Maintain a record of the Members of the Association together with their addresses.

Section 8. – Disbursement of Funds

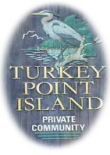
While the Treasurer is the principal disbursing officer of the Association's funds, the Board may, at its option, require one or more officers' signature for all checks written and may appoint a Co-Treasurer or acting Treasurer in the absence of the Treasurer. The Association shall endeavor, at its expense,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

Article X- Indemnification and Exculpation

Contracts or other commitments made by The Association Board of Directors shall be made as an agent for the Owners, and Board members shall have no personal responsibility on any such contract or commitment, except as Owners. Pursuant thereto, every member of the Board shall be indemnified by the owners against all reasonable costs, expenses, and liabilities, including legal fees, actually and necessarily incurred by or imposed upon them in connection with any claim, action, suit, proceeding, investigation or inquiry of whatever nature in which they may be involved as a party or otherwise by reason of their having been a member of the Board, whether or not they continue to be a member of the Board at the time of incurring or imposition of such costs, expenses, or liabilities, except in relation to matters as to which they shall finally be adjudged in such action, suit, proceeding, investigation, or inquiry, to be liable for willful misconduct, gross negligence, or malfeasance toward the owners in the performance of their duties, or in the absence of such final adjudication, any determination of such liability by the opinion of legal counsel selected by the Board. The foregoing right of indemnification shall be in addition to and not in limitation of all rights to which such persons may be entitled as a matter of law and shall inure to the benefit of the legal representatives of such person. No member of the Board shall be liable for acts or default of any other member or employee, or for any loss sustained by the Owners as the result thereof, unless the same has resulted from their own willful misconduct or gross negligence.

Article XI – Committees

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 Secretary, by one- fifth of the members, in accordance with Article III, Section 2 of these By-Laws.

Section 3. – Notice

All Members are to be notified by mail, email, social media, newsletter, signs or fliers of any general meetings of the Association not less than seven (7) days prior to the day of the meeting.

Section 4. – Quorum

(a) The presence at a meeting of the Association of one-fifth of the members, in accordance with Article III, Section 2, 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.

(b) Unless otherwise specified by these By-Laws a simple majority of members present, in accordance with Article III, Section 2, including proxies, shall pass the issue at hand.

Section 5. – Open Meetings

All Association meetings are open to the Members.

Article XIII – Rules of Order

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 to Governing Documents, including By-Laws and/or Declaration of Covenants, Conditions and Restrictions

Section 1. – Voting Requirements

Governing Documents of the Association may be amended by a minimum 60% vote of all members, in accordance with Article III, Section 2. Voting must be in writing and may be conducted by any combination of in-person, electronic transmission or proxy, and may be conducted over a period of time designated by the Board of Directors.

Section 2. – Procedure

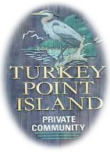
Proposed amendments to these By-Laws shall be presented to the Board of Directors who will then be obligated to present same at the next scheduled meeting of the Association.

Section 3. – Effective Date

Proposed amendments shall include a commencement date.

Section 4. – Changes

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



CERTIFICATION

We the undersigned, officers of the Board of Directors, Turkey Point Property Owners Association, Inc, on this _____ day of _____, 2024, certify this Amendment and Restatement was duly approved by the affirmative vote of _____% of eligible voting members in compliance with the voting rules set forth in the Maryland Home Owners Association Act, §11B-116.

PRESIDENT, TPPOA

SECRETARY, TPPOA