



ROMANCOKE ON THE BAY IMPROVEMENT ASSOCIATION CONSTITUTION AND BY-LAWS

March 20, 2016

Previous versions:

March 19, 1995-Filed Queen Anne's County (QAC) 3-13-1996

Covenants Received for Record October 1, 1958

ARTICLE I

This organization shall be known as ROMANCOKE ON THE BAY IMPROVEMENT ASSOCIATION, INC." For the purpose of this document, ROMANCOKE ON THE BAY IMPROVEMENT ASSOCIATION, INC" shall hence be referred to as the "Association".

ARTICLE II

The object of this organization shall be to promote such social, recreational and community activities and interest as may be conducted, sponsored and encouraged by the membership of said association and for the administration and enforcement of reservations, restrictions, understandings and agreements and to generally encourage good fellowship.

ARTICLE III

1. SECTION I -GENERAL MEMBERSHIP

As a member one must own property in Romancoke on the Bay, Stevensville, Queen Anne's County, Maryland, and comply with the By-laws of the Association. Each property owner, in good standing (dues paid), will have, two votes per household. All property owners in Romancoke on the Bay, Stevensville, Queen Anne's County, Maryland, are required to be members in the Romancoke on the Bay Improvement Association as per section 14 of the Covenants.

2. SECTION II -DUES

- a. Each member shall pay mandatory annual dues of \$75.00. The annual dues for the year of membership shall be payable in advance immediately upon the receipt of the bill and shall cover a period of one calendar year from the 16th of September to the 15th of September.
- b. As a member whose dues remain unpaid thirty (30) days after due date shall be considered delinquent, and no longer a member in good standing. Thereupon, there shall be a bill mailed to such member covering unpaid dues.

3. SECTION III -RESIGNATIONS

Resignations from membership shall be made in writing to the Board of Directors, but shall not relieve any member from liability for any dues accrued and unpaid at the time when such resignation is filed. Resignations are only effective due to the sale of property. Any present member whose membership in the Association is in arrears, shall forfeit thereby all interest in any and all funds, property rights and interest belonging to this Association.

ARTICLE IV -MEETINGS

1. SECTION I -ANNUAL MEETINGS

The annual meeting of the Association shall be held in Romancoke on the Bay on the third or fourth Sunday in September. The purpose of the annual meeting shall be to elect Officers and/or Board of Directors and for the transaction of general business.

2. SECTION II -SPECIAL MEETINGS

Special meetings of members may be called at any time by the President or by a majority of the Board of Directors, either by vote or writing. The notice shall state the purpose of the special meeting.

3. SECTION III -NOTICE OF MEETINGS

Not less than ten (10) days written or printed notice shall be given of every annual and special meeting and the purpose stated therein. A member in good standing may vote on any election of Officers and Board of Directors, as outlined in the notice of the meeting. An absentee ballot will be provided upon request to a member in good standing, and must be received by the Association before the time of the meeting.

4. SECTION IV -QUORUM

A quorum shall consist of a majority of the members in good standing present and voting.

5. SECTION V - ORDER OF BUSINESS

At all meetings of members, the order of business shall be as far as applicable to and practicable, 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; election of Directors and Officers
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 vote of the members present. The usual parliamentary rules as laid down by Robert's Rules of Order" shall govern all debates.

ARTICLE V -BOARD OF DIRECTORS

1. SECTION I -ELECTION AND POWERS

The business and property of the Association, except as otherwise provided by the statute or by Charter, or by these By-Laws, shall be conducted and managed by its Executive Board of Directors which shall consist of the President, Vice President, Secretary, and Treasurer. Each officer shall be a member of the Board of Directors and shall hold office for a term of two (2) years and thereafter until their successor is elected and qualified or until his death, resignation or removal.

2. SECTION II -QUORUM

A majority of the active Board of Directors present at any meeting shall constitute a quorum. The Board may conduct business anytime a majority of the active members of the Board are present.

3. SECTION III -REMOVAL

At any meeting of the Directors called for the purpose, any Director may, by a vote of two-thirds (2/3) entitled to vote, be removed from office with any just cause, and another to be elected by the General Membership in the place of the person so removed, to serve for the remainder of his term.

4. SECTION IV -VACANCIES

If any Director shall die or resign, he shall be replaced by majority vote of the Board of Directors to hold office until the next general meeting, at which time the general membership shall hold an election to confirm the appointee or elect another Director. This Director shall then complete the unexpired term.

5. SECTION V -COMPENSATION

Directors, as such, shall not receive any compensation for their services, nor any expenses. Nothing in this section shall be construed to preclude a Director from serving the Association in any other capacity and receiving compensation therefore.

ARTICLE VI OFFICERS

1. SECTION I -EXECUTIVE OFFICERS

The Executive Officers of the Association shall be a President, a Vice President, a Secretary, and a Treasurer. Each such officer shall be a member of the Board of Directors and shall hold office for a term of two years and thereafter until his successor is elected and qualified or until his death, resignation, or removal. The President and Secretary shall be elected in the years ending in an even number and the Vice President and Treasurer shall be elected in the years ending in an odd number. A person running for executive office of the corporation must qualify as a paid member in good standing for a period not less than one year immediately prior to the election.

2. SECTION II -PRESIDENT

The President shall be a director of the Association and shall preside at all meetings. In the absence of the President, the Vice President shall preside. The President shall have general management and direction of the business of the Association, and all powers ordinarily exercised by the President of an Association.

3. SECTION III -VICE PRESIDENT

The Vice President shall assume responsibilities for any duties assigned to him/her by the President. In the absence of the President, the Vice President shall assume the duties and powers of the President. If for any reason a President is unable to complete his/her term of office, the Vice President will automatically succeed him/her and a new Vice President shall be elected by the General Membership. In the event a Vice President becomes President in this manner, he/she shall be entitled to succeed themselves for a full term.

4. SECTION IV -SECRETARY

The Secretary shall keep the minutes 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 required by law. He/she shall be the custodian of the records and of 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/her by the Board of Directors or by the President.

5. SECTION V -TREASURER

The Treasurer shall have charge of and be responsible for all funds, security, receipts and disbursements of the Association. He/she 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. He/she shall render to the President and to the Board of Directors, whenever requested, and account of the financial conditions of the Association, and other duties as may be assigned to him/her 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 shall report the financial condition of the Association at the annual and semi-annual meeting each year using the fiscal periods of September 01 to February 28 of each fiscal period and the period of March 01 to August 31 of the fiscal year.

6. SECTION VI -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 and shall have such authority and perform such duties as the Board of Directors may prescribe.

7. SECTION VII -HOLDING OFFICE

No member shall hold more than one elective office in any given year. Husband and wife members may not hold office or serve on the Board of Directors during the same period

ARTICLE VII -COMMITTEES

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

ARTICLE VIII -SUNDRY PROVISIONS

1. SECTION I -NEGOTIABLE INSTRUMENTS, ETC.

- a. All checks, 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.
- b. All checks to pay Association debts shall be signed by the Treasurer and on other executive officer.

ARTICLE IX -AMENDMENTS

The Constitution and By-Laws may be repealed or amended at any meeting by a two-thirds (2/3) vote- of those General members present, providing notice shall be given to all members at the time notices of the meeting are sent out. Suggestions, articles, sections, etc. shall be embodied in the notice.

CORPORATE SEAL

ROMANCOKE ON THE BAY IMPROVEMENT ASSOCIATION

BY Tammy Yokum, SECRETARY