

Westerlee Community, Inc.

By-Laws

ARTICLE I: NAME

The corporation shall be known as the “Westerlee Community, Inc.,” hereinafter the “Association.”

ARTICLE II: PURPOSE

The Association shall be non-partisan and non-commercial and shall function for the mutual benefit and civic needs of the residents of the area served by the Association pursuant to the Maryland Homeowners Association Act (the “Act”).

ARTICLE III: MEMBERSHIP

Section 1. Membership in the association is limited to individuals owning property situated within the Westerlee Community, hereinafter "Property." There are two categories of Membership:

A. Active Membership consists of all Property owners whose dues are paid and current. New Property owners have an Active Membership for the balance of the first year after purchase with dues waived by the Association. Active Members have all the rights and responsibilities of membership, including the right to one vote per household. Active Members who are joint owners (including tenancy by the entirety) of a property have identical rights and responsibilities, except that they share the household vote.

B. Inactive Membership consists of all Property owners whose dues are in arrears. Inactive Members have all the rights and responsibilities of Active Members except the right to vote, to make a motion, and to second a motion.

ARTICLE IV: ASSESSMENTS

Section 1. Yearly dues shall be assessed and collected payable to the Treasurer of the Association for the current fiscal year, which begins on January 1 of each year, in an amount determined by the Board of Directors at a scheduled meeting.

Section 2. Non-Payment of Assessments.

A. Unless otherwise stated, yearly dues are due on the first (1st) day of January. A late fee of \$15.00 shall be assessed if not received by the Board of Directors or its management agent by the thirtieth (30th) of April. Interest shall accrue on all unpaid dues, late charges, and other unpaid amounts due on the thirty-first (31st) of December of the same year hereunder at a rate equal to ten percent (10%) per annum, simple interest, computed on the basis of the calendar year. A Member shall be liable at law and in equity for all unpaid dues, late charges, interest, costs of collection and reasonable attorney's fees

incurred. If a Member sells or otherwise conveys his/her property, then the grantee shall be jointly and severally liable with the Member for all unpaid amounts hereunder, without prejudice to the rights of the grantee to recover from the Member the amounts paid by the grantee.

ARTICLE V: MEETINGS OF MEMBERS

Section 1. All-member meetings shall be held annually. Notice of meetings will be sent out to all Members at least two (2) weeks before the expected meeting. For elections of Directors, Members will be invited to nominate Directors to the Nominating Committee, and the Board shall publicize the slate from the Nominating Committee with the Notice of Meeting. Special meetings may be called by the President, the majority of the Board, or by a majority of the households.

Section 2. Voting. At either special or annual meetings, each household with current dues paid, as certified by the Treasurer, is entitled one (1) vote on any question considered. Only Active Members may make or second a motion. Joint owners sharing one vote may make or second a motion. Voting must be done by written ballot.

ARTICLE VI: DIRECTORS AND OFFICERS

Section 1. Board of Directors and Elections. The executive officers of the association shall be a President, Vice President, Secretary, and Treasurer selected from the Board of Directors of the association by a majority vote of the Directors. The Board of Directors shall be elected every two years by the majority of the Active Membership of the Association present at the Membership meeting, except that the immediate past president, unless he or she declines, shall be automatically re-appointed for the term following service, to provide transition to the new president.

A. The Board shall consist of twelve active voting members, plus the immediate past president, for a total of thirteen members. Each Board member and officer will hold office for two (2) years.

B. All officers and Board members may succeed themselves in the same office.

C. Board members shall be elected by written ballot, from a slate presented by the Nominating Committee of the Board to the Association. All nominees must accept their nomination to be on the ballot.

D. Officers shall be elected at the first Board of Directors' meeting after the election of the Board, to be held on the same date as the election, or as soon thereafter as practical, and at which time the term of office shall commence.

E. In the event that a Board seat is vacant, the Nominating Committee will accept nominations to fill the term of the vacant Board seat before each Meeting of Members. The President may appoint an Interim Board member to serve until the Meeting of Members, and the Board of Directors shall ratify this Interim appointment of the new officer by a simple majority vote at the next meeting following the occurrence of a vacancy, a quorum being present.

F. A simple majority of the current members of the Board shall constitute a quorum for Board meetings.

Section 2. Duties of Executive Officers.

A. The President shall preside at all meetings of the Board of Directors and meetings of members at which he/she shall be present and may exercise such additional powers and duties as are from time to time assigned to him/her by the Board of Directors. In the absence of the President, the Vice President shall preside at all meetings of the members and the Board of Directors. The President shall appoint a member of the Board of Directors to each committee to serve as a liaison for the Board and make periodic reports to the Board. Committee Chairpersons who are not Board members shall be encouraged to attend Board meetings and actively participate, but shall not have a voting privilege on the Board.

B. Standing committees shall include: Nomination-develops a slate of Board members and officers; Welcoming-welcomes new residents to the community; Zoning-keeps up to date on zoning changes in and around the community; Covenants-makes sure residents conform to covenants; Architectural Review-reviews all proposals for property changes as required by the Covenants using established guidelines which must be distributed to all members; Social-organizes any social activities; and Communications and Bylaws-to perform periodic review of the Bylaws and assist the President with the newsletter and other community communications as requested by the President. The President or Board may appoint other special committees as needed.

C. The Vice President shall perform all duties of the President in the event of the latter's absence, disability to perform, or recusal for conflict of interest, or as delegated by the President; represent the President upon request; and act as aide to the President. In the event of a vacancy in the office of President, that office shall be filled by the Vice President until the next election.

D. The Secretary shall record minutes of all meetings and be custodian of the records and corporate seal of the association.

E. The Treasurer shall have charge of and be responsible for all funds, securities, receipts, and disbursements; shall pay all accounts approved by the President, Board of Directors, or the Association membership; shall keep full and complete records of all receipts and disbursements; and shall render a written report at all regular meetings and when requested by the President and or the Board of Directors. Any disbursements from the treasury in excess of \$50.00 shall require the signature of one officer and treasurer.

Section 3. Duties of the Board of Directors.

A. The Board shall constitute the Executive Body of the Association; shall be responsible for the policies, management and control of the Association; shall establish and enforce rules for the government of the Association; shall approve essential purchases and payments to current operations; and shall be subject to the orders of the

Association, and none of its acts shall conflict with action taken by the Association. **The Board of Directors shall maintain liability insurance to protect common community property.** The Board is not authorized to obtain, purchase, lease, or otherwise acquire real property or other capital assets. Such acquisition shall be reserved for the regular membership.

B. Officers and Board Members shall be indemnified by the Association against expenses actually and necessarily incurred by him/her in connection with the defense of any action, suit or proceeding in which he/she is made a part by reason of his/her being or having been a Director or officer of the Association except in relation to matters as to which he/she may be adjudged in such action, suit or proceeding to be liable for gross negligence or unlawful misconduct in the performance of his/her duties.

C. The right to indemnification provided herein shall inure to each Director and officer whether or not he/she is such Director or officer at the time such cost or expenses are imposed or incurred, and shall extend to his/her legal representatives in case of death.

D. Any Board member who misses 50 percent or more of the scheduled meetings in a given year without cause will be deemed to have resigned from the Board.

ARTICLE VII: MEETINGS OF DIRECTORS

Section 1. Quarterly Meetings of the Board of Directors shall be open to all members and held at such time and place to be designated by the President. The Board of Directors shall schedule a minimum of **four meetings per year to be held in or about: January, March, June, and October.**

Section 2. Special Meetings of the Board of Directors shall be held when called for by the President or by a majority vote of the Board of Directors.

ARTICLE VIII: AMENDMENTS

Amendments or changes proposed by the Bylaws Committee and ratified by the Board shall be presented to the membership at least 30 days prior to a general all-member meeting. Emergency amendments, additions or alterations to the bylaws may be proposed by any 15 active members in writing delivered to the President. Such proposals must be reviewed by the Board of Directors and presented to the membership within 60 days. A two-thirds vote shall be required of those Active Members present at the all-member meeting to enact any changes. A two-thirds vote shall be required of all Active Members if voting by mail on an emergency amendment or change.

ARTICLE IX: FINANCE

Section 1. Salaries. All Directors and Officers shall serve without compensation.

Section 2. Annual Reports. **There shall be prepared annually by the Board of Directors, a full and correct statement of the affairs of the Corporation,** including a balance sheet and a financial statement of operations for the preceding fiscal year, which shall be submitted at the annual meeting of the members.

Section 3. Fiscal Year. The fiscal year of the Corporation shall be the calendar year.

ARTIVLE X: ORDER OF BUSINESS

The suggested order of business at any regular or special meeting of the Corporation is as follows:

1. Call to Order
2. Roll Call
3. Reading of the Minutes
4. Reports of Officers
5. Reports of Committees
6. Special Orders
7. Nominations and election of members of the Board of Directors
8. Unfinished Business
9. New business
10. Adjournment

BOARD OF DIRECTORS:

Print Name: _____

Print Name: _____

Print Name: _____

Print Name: _____

Print Name: _____

Print Name: _____