

The Chesapeake Landing Community Association, Inc.  
P. O. Box 531, Chestertown, MD 21620

**BYLAWS OF CHESAPEAKE LANDING COMMUNITY ASSOCIATION**  
**As of February 20, 2004**

**ARTICLE I.**

**Name and Objects of Association**

Section 1. This association shall be known as the Chesapeake Landing Community Association, Inc. The principal office shall be located at the Chesapeake Landing Club House, Chestertown, Maryland 21620.

Section 2. The purposes and objects of the association shall be:

(a). To work for the improvement of Chesapeake Landing in any form and, insofar as it shall be lawfully possible, to further the interests of its members

(b). To promote cooperation among the property owners and residents and other persons interested in and who may use the facilities of Chesapeake Landing

(c). And generally to provide for the mutual assistance, enjoyment, entertainment and improvement of all such persons

(d). And in general to work and cooperate with other constituted authorities, insofar as it shall be lawfully possible for the improvement of the surrounding area of the County of Kent and the State of Maryland.

**ARTICLE II.**

**Membership**

Section 1. The membership in the association shall be on a non-sectarian basis and shall consist of those persons who have signed the certificate of incorporation as incorporators, together with all persons who are hereafter received in or elected to membership AS HERINAFTER PROVIDED.

Section 2a. **Regular Membership:** Any person owning property in the Chesapeake Landing Development and adjacent property shall be eligible for Regular Membership in the association. Such persons shall become members upon presenting to the secretary a signed application for membership from and upon full payment of the first year's dues. A regular member's spouse and children shall be treated as one membership. (2)

Section 2b. **Associate Membership:** Any person meeting the requirements of Associate Member as defined in Addendum 1 – Associate Membership shall be eligible for such membership in the association. Such persons shall become members upon the presentation to the secretary of a signed application for membership form and upon full payment of the first year's dues.

Section 3. Upon the death of any member leaving a husband or wife surviving, the certificate of membership shall automatically pass to such husband or wife. Upon the death of a member without husband or wife surviving, the membership shall cease.

Section 4. The certificate of membership and the rights and privileges of a member shall not be assignable.

Section 5. If a member ceases to own property in the Chesapeake Landing Development, he shall cease to be a member of the association.

Section 6. Each member or spouse shall have one vote only at a meeting of the members.

### **ARTICLE III.**

#### **Dues**

Section 1. Each Regular Member shall be required to pay dues in the sum of thirty (\$30.00) dollars per member per year. Each Associate Member shall be required to pay dues in the amount specified in Addendum 1 – Provisions for Associate Membership. (3)

### **ARTICLE IV.**

#### **Term of Existence**

Section 1. The term for which this association shall exist shall be perpetual, and it shall maintain its perpetuity by the succession of its association members and the admission or enrollment of new members from time to time.

### **ARTICLE V.**

#### **Government**

Section 1. The general management of the affairs of the association shall be vested in the Board of Directors, who shall be elected as hereinafter provided.

Section 2. The Board of Directors shall consist of nine members of this association.

Section 3. The Officers of this association shall consist of a President, Vice President, Secretary and a Treasurer who shall be elected as hereinafter provided.

Section 4. The President shall be a member, ex-officio, of all committees.

### **ARTICLE VI.**

#### **Meetings**

Section 1. The annual meeting of the members of the association shall be held on the first Saturday of May of each and every year.

Section 2. Special meetings of the general membership may be called by the President at such times as he may deem necessary; or upon a written request signed by five (5) members of the Board of Directors; or upon the written request signed by one-third (1/3) of the members of this association in good standing.

Section 3. Meetings of the Board of Directors shall be called by the President at such times as he/she may deem necessary; or at the written request of three (3) members of the Board of Directors.

Section 4. Each member shall be entitled to ten (10) days notice of any membership meeting and each director shall receive ten (10) days notice of any meeting of the Board of Directors. The director's meeting notice may be waived with the signature of each director unable to attend. Notice shall include time and place of the meeting.

Section 5. At all membership meetings of the association, either regular or special, one fourth (1/4) of all members in good standing shall constitute a quorum.

Section 6. If a quorum be not present at the meeting, the presiding officer may adjourn the meeting to a day and hour fixed by him to comply with the provision of Article 6, Section 3.

Section 7. At all membership meetings of the association, the order of business shall be as follows:

1. Reading of minutes of any prior meeting for information and approval

2. Reports of Officers
3. Reports of Committees
4. Nomination and election of Directors at the annual May meeting and Budget for coming year presented for membership approval.
5. Unfinished business
6. New business.

Section 8. Five of the Board of Directors shall constitute a quorum.

Section 9. A copy of the minutes of each Board of Directors' meeting shall be posted on the bulletin board of the clubhouse from the date of approval until the next minutes are posted.

#### **ARTICLE VII.** **Election of Officers**

Section 1. Directors of the association must be Regular Members and shall be elected by ballot at the annual meeting. Each active Regular Member shall be entitled to one vote for each director vacancy to be filled, and candidates receiving a plurality of the votes cast shall be declared elected.

Section 2. The directors shall be divided into classes. The number of directors shall be such that at the first annual meeting, one-third thereof shall be elected to serve one year; one-third thereof for two years; and one-third thereof for three years. Then, upon expiration of term of each class of directors, the new directors shall be elected for a full three years.

Section 3. The Board of Directors shall elect one of their number President; one of their number Vice President; one of their number Secretary; and one of their number Treasurer. The meeting of the Board of Directors to elect officers shall be held within one month following the annual meeting of members; and officers elected shall hold office until new officers are elected.

#### **ARTICLE VIII.** **Vacancies in Office**

Section 1. The Board of Directors may remove any officer or director at any time, when deemed necessary, by a two-thirds vote (6) of the Board of Directors.

Section 2. All vacancies, in any office, shall be filled by a majority vote of the Board of Directors, without undue delay, at its regular meeting or at a meeting especially called for that purpose.

Section 3. Such appointments shall be in force until the next annual meeting of the members of the association; at which time the office shall be filled by general election.

#### **ARTICLE IX.** **Duties of Officers**

Section 1. The President shall preside at all meetings of the association and of the Board of Directors and shall appoint such Committees as he/she or the association shall consider expedient or necessary.

Section 2. In the absence of the President, the Vice-President shall perform the duties, and in the absence of both President and Vice-President, the Secretary shall preside and assume the duties of the President.

Section 3. The Secretary shall keep the minutes of all meetings of the association and of the Board of Directors; shall, if requested, read such minutes at the close of each meeting for approval and shall mail out all notices for meetings of the association and of the Board of

Directors; and shall perform such other duties as may be required by the Bylaws, the President; or the Board of Directors.

Section 4. The Treasurer shall keep an accurate account of all applications, dues, and charges due from members; shall have charge of all receipts and moneys of the association, deposit same in the name of the association in a bank designated by the Board of Directors, which bank shall be a member of the Federal Deposit Insurance Corporation, and shall disburse said funds as ordered or authorized by the Board of Directors. The Treasurer shall keep regular accounts of the receipts and disbursements, submit such record when requested and give an itemized statement of same at regular meetings of the association and shall cosign checks and withdrawal slips in behalf of the association upon any and all of its bank accounts, and the same shall be honored on the Treasurer's signature, plus that of the President.

**ARTICLE X.**  
**Duties and Powers of the Board of Directors**

Section 1. The Board of Directors shall have general charge and management of the affairs, funds and property of the association. They shall have full power, and it shall be their duty to carry out the purposes of the association according to its Charter and Bylaws and in accordance with the laws of the State of Maryland pertaining to non-profit corporations.

Section 2. The Board of Directors shall have the power to make rules for the conduct of the members, their guests, and the use of any property owned or managed by the association.

Section 3. The Board of Directors shall have the power to appoint such committees as they may deem necessary; to vote the expenditure of money as they may deem necessary or advisable; and to purchase or otherwise acquire for the association any property, right or privilege which it is authorized to acquire at such price or consideration and upon such terms they may deem expedient. Any single expenditure in excess of five hundred (\$500) dollars must be approved by six (6) members of the Board of Directors. Any expenditure exceeding \$5,000.00 must have prior approval at an annual or special meeting of the membership.

Section 4. The Board of Directors shall not have the power, however, to impose any liability or levy any assessment upon the members.

Section 5. The meetings of the Board of Directors may be held in a place selected by the President, unless overruled by a majority of the members of the Board of Directors.

Section 6. Minutes of the Board of Directors' meetings shall be open for examination by any member of the association. (4)

**ARTICLE XI.**  
**Compensation of Officers and Directors**

Section 1. Neither the officers, directors, nor members serving on committees shall receive any salary or compensation for services rendered to the association.

**ARTICLE XII.**  
**Association Seal**

Section 1. This association shall have a seal upon which shall be inscribed the name of the association, the year of its creation and the words "Corporate, Maryland."

**ARTICLE XIII.**  
**Amendments**

Section 1. Those Regular Members of this association may, by a two-thirds (2/3) vote of the Regular Members present and voting, amend, suspend, or annul these Bylaws at any regular or special meeting called for this purposes. Proposed amendments(s) must be presented in written form to the Secretary with two Regular Members' signatures thirty (30) days prior to a membership meeting. Proposed amendment(s) shall be mailed to the Regular Membership with meeting notice and notification that action will be taken on said amendment(s) at the coming meeting.

**ARTICLE XIV.**  
**Adoption of Bylaws**

Section 1. These Bylaws, submitted to the members of the association at a special membership meeting held on May 2, 1987, shall be substituted for, and supersede all, or any undated bylaws or bylaws previously adopted for this association.

Section 2. The acceptance and approval shall be determined by a majority vote of mail ballots from the entire membership. These bylaws will then be recorded with the minutes of a directors' meeting and become effective immediately.

**ARTICLE XV.**  
**Parliamentary Authority**

Section 1. Roberts Rules of Order Newly Revised shall govern the proceedings of the Chesapeake Landing Community Association, Inc., in all cases not provided for in these bylaws.

Note: Amendments 1, 2, 3, and 4, hereby incorporated in these bylaws were passed at the annual membership meeting of May 2, 1992 and approved by a mail ballot of the entire membership as of June 12, 1992. Therefore, these bylaws supersede all previous bylaws as of June 12, 1992, in accordance with Article XIV, Section 2.

For the Board of Directors: John Bedell, President

**ADDENDUM I.**  
**Provisions for Associate Membership**  
**Version I, February 20, 2004**

**Introduction and Purpose**

The Chesapeake Landing Community Association (CLCA) has established the membership category hereafter called "Associate Membership." The purpose for creating this type of membership is to broaden the membership base by offering use of certain facilities owned or operated by the CLCA, with conditions designed to encourage responsibility in the use of these facilities, as well as to protect the interests and rights of property-owning Regular Members of CLCA.

**Privileges**

An Associate Member is entitled to full use and enjoyment of all facilities owned and/or operated by the CLCA, including all common grounds, designated park areas, clubhouse, boat ramps, docks, and marina facilities, provided that the Associate Member pays in full any fees related to such use, has paid membership dues in full at the time of such use, and abides by all rules and restrictions applicable to such use. Privileges of the Associate Membership will extend to immediate family members (defined as spouse, children, or parents) who reside at the same address of record on the Associate Membership application.

### Requirements for Membership

The status of Associate Member can be granted to any person of legal majority age who does not own property in Chesapeake Landing, and is either 1) a full time resident tenant residing in a home owned by a current regular member in good standing of Chesapeake Landing Community Association, or 2) is a non-resident in Chesapeake Landing, but is a "direct relative" of a current regular member in good standing of Chesapeake Landing Community Association. For the purposes of qualifying for Associate Membership, a "direct relative" is defined as sons and stepsons, daughters and stepdaughters, parents and stepparents, grandparents and step-grandparents, grandchildren and step-grandchildren, brothers and stepbrothers, sisters and stepsisters. Having any one of the aforementioned relationships to another Associate Member will not meet the relationship requirement to be granted Associate Membership.

### Dues

Dues for Associate Membership will be that amount established by the CLCA Board of Directors as applicable of that fiscal year, but in no event shall they be less than two (2) times the dues paid for regular membership. Any change in dues must be approved by the Board of Directors and will take effect in the following fiscal year. Membership dues cannot be prepaid for a period beyond the following year. If dues for the following year are prepaid and the applicable Associate Membership dues for the following year are subsequently increased by vote of the Board of Directors, the Associate Membership will have the right prior to the start of the following fiscal year to cancel his membership and receive a full refund. Otherwise, in order to keep his/her membership in good standing, he/she must pay any outstanding amount due as a result of the dues increase prior to the start of the following fiscal year.

### Limitations

Associate Members will not have the authority to vote on any issue before the members or the Board of Directors of the CLCA. Associate Members may not hold a position on the Board of Directors of the CLCA.

### Term of Membership

Associate Memberships will commence upon the full payment of the Associate Member dues. The Associate Membership will terminate upon any one of the following events: 1) The end of the fiscal year, unless dues for the following fiscal year have been paid in full; 2) The decision of the CLCA Board of Directors to terminate an Associate Membership for disciplinary reasons, the basis and justification for which is at the sole discretion of the Board of Directors; or 3) The Board of Directors eliminates the category of Associate Member. In both items 2 and three of the foregoing, the Associate Member will not be entitled to any refund of any portion of his/her membership dues. However, the Associate Member will be entitled to a pro-rata refund of any facility fees that have been paid, less any damage costs, fines, or related costs caused by action of the Associate Member.

### Conflicts and Ambiguity

If any of the requirements, definitions, or provisions for Associate Membership above are in conflict with any of those in other sections of the Bylaws, addenda or appendices, then, with respect to a specific Associate Member or the class of Associate Membership, the rules within this addendum shall prevail. In the case of ambiguity, the issue(s) are to be presented to the Board of Directors at a regular meeting and the discretion of the majority of the Board of Directors shall resolve such issue(s).