

BY-LAWS
OF
THE NORTH SHORE ASSOCIATION
AS OF ANNUAL MEETING 2015

ARTICLE I. TITLE

The name of the corporation (which is hereinafter called Association”) is “The North Shore Association, Inc”.

ARTICLE II. OFFICE

Section 1. Principal Office. The principal office of the Association shall be located at North Shore, Pasadena Post Office, Anne Arundel County, Maryland.

Section 2. Other Offices. The Association shall also have offices at such other places within or without said State as the Board of Governors may from time to time designate.

ARTICLE III. MEMBERSHIP

Section 1. Eligibility. The members of the Association shall be limited to those owning property, leasing property or residing in Anne Arundel County, Maryland, on or adjacent to the North Shore of the Magothy River.

Section 2. Application and Admission A candidate for membership may be proposed by any member or may himself make written application for membership. New members may be admitted at any time by the Board of Governors or by such committee as the Board of Governors may appoint for such purpose. No person whose proposal or application for membership will be approved or become a member of the Association until they have paid dues in advance up to the next date thereafter on which dues shall become payable in advance by a newly elected member. The dues shall be prorated.

Section 3. Dues. The annual dues for membership in the Association shall be established at the annual meeting for the subsequent year by the affirmative vote of a majority of the members of the Association present at the annual meeting.

Section 4. Non- Payment of Dues. Any member who has not paid dues within three (3) months after the bill for dues has been rendered, shall be sent a duplicate bill for unpaid dues. If dues remain unpaid thirty (30) days after a duplicate bill has been sent, they will no longer be considered a member.

Section 5. Suspension or Expulsion. For any action or activity or participation in any activity which, in the option of three-fourths (3/4) of the Board of Governors, shall be detrimental to the reputation and best interests of the Association, any member may be suspended or expelled from membership in the Association by a vote of three-fourths (3/4) of the Board of Governors taken at a special or regular meeting of the Board, provided:

- a) That the notice of such meeting shall specify hat the purpose or one of the purposes of the meeting is to take action upon the proposed suspension or expulsion of a member hereunder and pursuant to Section 5 of Article III by the By-Laws.
- b) That at least ten (10) days prior to said meeting, written notice will be sent by registered mail to the member proposed to he suspended or expelled. The notice will he sent to said member at his/her address as it appears upon the books of the Association, notifying said member of the reason or reasons for the proposed suspension or expulsion and of the date and place of the meeting of the Board at which his case is to be considered and giving him an opportunity to appear before the Board at such meeting if he so desires, and explain the action or actions which are the alleged reason or reasons for the proposed suspension or expulsion.

ARTICLE IV. MEETINGS OF THE MFMBERSIIP

Section 1. Place of Meeting. All meetings of the members of the Association shall he held at the principal office of the Association or at such place as may be selected by the Board of Governors.

Section 2. Annual Meeting. The Annual meeting of the members shall he held during the month of February at such time as designated in the notice of the meeting. At said meeting the members shall elect, by a plurality vote, Governors and shall transact such other business as may be properly brought before the meeting.

Section 3. Special Meetings. Special meetings of the members for any purpose may be called at any time by the President or Secretary at the request, in writing, of the majority of the Board or on petition of the members, signed by at least one-third (1/3) of the total membership.

Section 4. Notice of Meetings. Written notice of each annual or special meeting of the members shall be given to each member at least ten (10) days before such meeting. The notice shall state the time and place of the meeting, and every notice of a special meeting

shall, in addition, state briefly the objectives. Business shall not be transacted at such special meeting other than that specifically named in the notice except with the unanimous consent in writing of the members of the Association then entitled to vote.

Section 5. . Quorum At all meetings of the members, the members present shall constitute a quorum for the transaction of business.

Section 6. Voting At any meeting of the members, each member in good standing shall have two (2) Votes. No member may vote who has not been enrolled as a member of the Association for at least fifteen (15) days prior to the meeting at which the vote is to be cast. The full list of the members entitled to vote at any meeting shall appear on the books of the Association. Except in cases in which it is by statute, by the Charter or by the By-Laws otherwise provided, a majority of the votes cast shall be sufficient to pass any measure. Any action required by law to be taken or authorized by the affirmative vote of a majority or not less than votes thereon to which all of the members present at a duly constituted meeting shall be entitled.

Section 7. Organization. At every meeting of the members, the President, or in the absence of the President, the Vice-president, or in the absence of either, a Chairman chosen by the majority of the members present and entitled to vote, shall act as Chairman, and the Secretary, in his absence an Assistant-Secretary, or in the absence of both the Secretary and the Assistant-Secretary, any person appointed by the Chairman shall act as Secretary.

ARTICLE V. BOARD OF GOVERNORS

Section 1. Number and Term of Office. The number of Governors of the Association shall be nine, but the Board of Governors, by a vote of the majority of the entire Board, may increase or decrease the number of Governors to a number not to exceed ten nor less than four. Each Governor shall continue in office until his successor shall have been elected and qualified, or until his death or until he shall resign or shall have been removed. Each member will be elected for a three-year term, three new members will be elected for a three year term, three new members being elected each year.

Section 2. Powers. The property, affairs, funds and activities of the Association shall be managed by the Board of Governors which may exercise all of the powers of the Association except as by statute, by the Charter or by these By-Laws conferred upon or reserved to the members.

The primary objectives of the Board of Governors are as follows:

- (a) To maintain and manage the properties of the Association for the use and benefit of the members;
- (b) To foster, promote and preserve a sense of community and common interest

among members through shared history and sponsorship of various events and activities throughout the year; and

(c) To enforce and encourage compliance with the Restrictive Covenants relating the North Shore Community.

Section 3. Organization. At every meeting of the Board of Governors, the President, or in the absence of the President, a Vice-President or in the absence of all said officers, a Chairman chosen by a majority of the Governors present, shall preside and the Secretary, or in his absence the Assistant-Secretary, or in the absence of both the Secretary and the Assistant Secretary any person appointed by the Chairman shall act as Secretary.

Section 4. Vacancies. Vacancies in the Board of Governors shall be filled by a vote of the majority of the remaining Governors, although such majority is less than a quorum, and the Governors so chosen shall hold office until the next election and until their successors shall be duly elected and qualified, unless sooner displaced.

Section 5. Place of Meeting, etc. The Board of Governors may hold its meeting, have one or more offices, and keep the books and records of the Association at such place or places within or without the State of Maryland as the Board of Governors may from time to time determine.

Section 6. Annual Meeting. As soon as practical after each annual election of the Board of Governors, they shall meet for the purpose of organization. Election of officers and the transaction of other business should take place at the place where said election of Governors was held. Notice of such meeting need not be given. Such a meeting may be held at any other time or place, which shall be specified in a notice given as hereinafter provided for specific meetings of the Board of Governors, or in a consent and waiver of notice thereto, signed by all the Governors.

Section 7. Regular and Special Meetings. Meetings of the Board of Governors shall be held at any place within the State of Maryland, as may from time to time be fixed by resolution of the Board, or as may be specified in the call of any meeting. Regular meetings of the Board of Governors shall be held at such times as may from time to time be fixed by resolution of the Board and special meetings may be held at any time upon the call of the President by oral or written notice, duly served on or sent or mailed to each Governor not less than forty-eight (48) hours before such meeting. Notice need not be given of regular meetings of the Board held at times fixed by resolution of the Board. Meetings may be held at any time without notice, if all the Governors are present or if those not present waive notice of the meeting in writing.

Section 8. Quorum, Manner of Acting and Adjournment. A majority of the Governors in office at the time of any meeting of the Board of Governors shall be present in person at such meeting in order to constitute a quorum for the transaction of business at such meeting. Except as otherwise required by these By-Laws, the act of a majority of the

Governors present at any such meeting, at which a quorum is present, shall be the act of the Board of Governors.

In the absence of a quorum, a majority of the Governors present may adjourn the meeting from time to time until a quorum is had. Notice of any adjourned meeting need not be given. The Governors shall act only as a Board and the individual Governors shall have no power as such.

Section 9. Standing Committees. The Board of Governors may appoint standing committees and may invest them with all their own powers subject to such conditions as they may prescribe, and all committees so appointed shall keep regular minutes of their transactions and shall cause them to be recorded in books kept for the purpose in the office of the Association, and shall report the same to the Board of Governors at their regular meeting.

ARTICLE VI. NOTICE—WAIVERS

Section I. Notice. What Constitutes. Whenever under the provisions of these By-Laws, notice is required to be given, it shall not be construed to mean personal notice, but such notice may be a prepaid, sealed wrapper addressed to the member or Governor at such address as appears on the books of the Association, or, in default of other address, to such member or Governor, at North Shore, Pasadena Post Office, Anne Arundel County, State of Maryland and such notice shall be deemed to be given at the time when the same shall be thus made. No notice of any meeting shall be required to have been given to any member or Governor who shall attend such meeting in person.

Section 2. Waivers of Notice. Whenever any notice whatever is required to be given under the provisions of any statute of the State of Maryland, or under the provisions of these By-Laws, a waiver thereof, in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

ARTICLE VII. OFFICERS

Section I. Number. The officers of the Association shall consist of a President, a Vice-President, a Secretary and a Treasurer, and such Board of Governors. Any two officers, except those of President and Vice-President, or President and Secretary, may be held by the same person.

Section 2. Election and Term of Office. The officers of the Association shall be elected annually at the regular meeting of the Board or Governors following the annual meeting of the members by a majority vote of the Board. The President and Vice President shall be members of the Board. No President shall hold office for more than two consecutive years.

Section 3. Subordinate Officers, etc. The Board of Governors may appoint such other officers, committees or agents as the affairs of the Association may require, including additional Vice Presidents, one or more Assistant Treasurers, and one or more Assistant Secretaries, each of whom shall hold office for such period, have such authority and perform such duties as are provided in these By-Laws or as the Board of Governors may from time to time determine. The Board of Governors may delegate to any officer or committee, the power to appoint, and to prescribe the authority and duties of, any such subordinate officers, committee or agents.

Section 4. Removal. Any officer may be removed, with or without cause, either by the Board of Governors at any regular or special meeting thereof or, except in case of any officer chosen by the Board or Governors, by any committee or superior office upon whom such power of removal may be conferred by the Board of Governors.

Section 5. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled for the unexpired portion of the term in the manner prescribed in these By-Laws for regular appointment or election to such office.

Section 6. President. The President shall be the Chief Executive and Administrative Officer of the Association. When present, he shall preside at all meetings of the members and of the Board of Governors. He shall have the general superintendence and direction of the affairs of the Association and of the other officers of the Association, subject to such action as may be taken by the Board of Governors. In general he shall perform all duties incident to the office of the President, and such other duties as from time to time may be assigned to him by the Board of Governors. He shall be an ex-officio member of all committees.

Section 7. Vice-President or Vice-Presidents. The Vice-President or Vice-Presidents, if and when any additional Vice-President is elected, shall be vested with all the powers and required to perform all of the duties of the President in the absence or disability of the President, unless and until the Board of Governors shall otherwise determine. The Board of Governors may determine which one or more of the Vice-Presidents, if more than one be elected, shall perform any of such duties, or, if such determination is not made by the Board of Governors, the President may make such determination.

Section 8. The Secretary. The Secretary shall record all the votes of the members and of the Governors and the minutes of the meetings of the members and of the Board of Governors in a book or books to be kept for that purpose, shall see that notices are given and records and reports properly kept and filed by the Association as required by law, shall be the custodian of the seal of the Association and see that it is affixed to all documents to be executed on behalf of the Association under its seal, and in general shall perform all duties incident to the office of Secretary, and such other duties as may from time to time be assigned to him by the Board of Governors or the President.

Section 9. The Treasurer. The Treasurer shall keep full and accurate account of receipts and disbursements in books belonging to the Association, and shall deposit all moneys and other valuable effects belonging to the Association in the name and to the

credit of the Association in such depositories as maybe designated by the Board of Governors. He shall disburse the funds of the Association as maybe ordered by the Board of Governors, taking proper vouchers for such disbursement, and shall render to the President and the Governors at the regular meetings of the Board, or whenever they may require it, an account of all his transactions as Treasurer and of the Financial condition of the Association.

If required by the Board of Governors, he shall give the Association a bond for the faithful performance of his duties in form and in a sum with security satisfactory to the Board of Governors. In general, he shall perform such other duties as may from time to time be assigned to him by the Board of Governors or the President.

Section 10. Subordinate Officers. The Board of Governors may appoint one or more Assistant Secretaries and one or more Assistant-Treasurers. Each such Assistant-Secretary and Assistant-Treasurer shall hold office for such period and shall have such authority and shall perform such duties as the Board of Governors may prescribe.

Section 11. Delegation of Duties. In the absence of any officer of the Association, the Board of Governors may delegate the powers or duties of such officer to any other officer or to any Governor for the time being.

Section 12. Conflict of Interest. A Board member shall recuse himself/herself from participation and vote on any matter in which he or she shall have an actual or potential conflict of interest.

ARTICLE VIII. CONTRACTS, LOANS, CHECKS. DRAFTS. DEPOSITS

Section I. Contractas etc. How Executed. The Board of Governors, except as in these By-Laws otherwise provided, may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances; and, unless so authorized by the Board of Governors, no officer, agent or employee shall have any power or authority to bind the Association by any contract or engagement or to pledge its credit or to render it liable pecuniarily for any purpose~ or to any amount.

Section 2, Loans. No loans shall be contracted on behalf of the Association and no negotiable or other paper shall be issued in its name, unless authorized by resolution of the Board of Governors.

Section 3. Checks, Drafts, etc.. All checks, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Association, shall be signed by such person or persons and in such manner as shall from time to time be determined by resolution of the Board of Governors.

Section 4. Deposits All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the

Board of Governors may select or as may be selected by an officer or officers, agent or agents of the Association to whom such power may from time to time be delegated by the Board of Governors or by these By-Laws.

Section 3. Annual Financial Review. An annual financial review will be performed by a designated committee whose report will become part of the Association's records.

ARTICLE IX. SEAL

The Corporate Seal of the Association shall have inscribed on its border the name of the Association and the word "MARYLAND" and in the center the word "INCORPORATED" and figures "1947", an impression of which appears in the margin hereof

ARTICLE X. FISCAL YEAR

The fiscal year of the Association shall begin on the first day of March and terminate on the last day of February in each year.

ARTICLE XI. AMENDMENTS—WAIVER

Section 1. Amendments. Any and all provisions of these By-Laws may be altered and repealed and new By-Laws be adopted at any annual meeting of the members or at any special meeting called for that purpose, provided that no such amendment shall be valid unless authorized by the affirmative vote of a majority of the total number of members present. The Board of Governors, by the affirmative vote of a majority of the whole Board at any meeting, may make, alter or repeal, additional and supplementary By-Laws not inconsistent with these By-Laws, but any such additional or supplementary By-Laws shall be affirmed, altered or repealed by the vote of a majority of the total number of members present at any meeting as hereinabove provided.

Section 2. Waiver of By-Laws. Any provision of these By-Laws may at any time be waived by the unanimous consent of all the members of the association then entitled to vote.