

- Sec. 5 The Board shall set the date, time, and place of membership meetings. Where practicable, these shall be the same as recommended by vote of the membership at the preceding meeting.
- Sec. 6 Notification of regular and special membership meetings shall be given to all members at least 24 hours in advance. Reasonable efforts will be made to provide at least one week's written notice.
- Sec. 7 With respect to a meeting called for the purpose of amending these By-Laws, a written draft of the proposed amendment(s) must be transmitted to the members at least fifteen days prior to the meeting called for such purpose.

Article III **Voting**

- Sec. 1 A quorum for a regular or special meeting of the Corporation shall be either 10% of the members of the Corporation or fifteen (15) voting members of the Corporation, whichever is greater; such number shall include any Directors or officers present. A majority of committee memberships or three Directors shall constitute a quorum at their respective meetings. No business transacted without a quorum present shall have force or effect.
- Sec. 2 Motions shall require a second, and the approval of a majority of the members present, in order to have force and effect, except that a motion to amend the Articles of Incorporation or these By-Laws, to dissolve the Corporation, or to recall any officer, shall require the approval of two-thirds of the members present.
- Sec. 3 Elections shall be conducted by individual office in the following order: President, Vice President, Secretary, Treasurer, and other Directors.

Article IV **Memberships**

- Sec. 1 Memberships shall be limited to persons owning, leasing, or otherwise residing on property situated within the boundaries of the described area known as Cape St. John, Maryland, Sections A thru F.
- Sec. 2 [reserved]
- Sec. 3 Annual dues per member shall be as prescribed by the membership, payable at or before the first semiannual membership meeting of each year. Membership shall terminate

one month after the first semiannual membership meeting of each year upon non-payment of annual dues.

- Sec. 4 At the first semiannual meeting of the year, members who have paid their dues for the current year or the previous year are eligible to vote.
- Sec. 5 In the event a member moves during the year, the new owners or the property renters will be granted membership for the remainder of the year.
- Sec. 6 Subject to any Rules of Governance or these By-Laws, as prescribed by the membership, rights and privileges of members of the Association shall include use of the community beach and park, recreational facilities, and reserved areas located in the Cape St. John Community as well as other property owned or subsequently acquired by the Association.

Article V **Terms of Offices**

- Sec. 1 Directors and officers shall be elected at the first semiannual meeting of each year for a term beginning after their election and ending after the election at the first semiannual meeting held the following calendar year.

Article VI **Duties**

- Sec. 1 The Board of Directors shall be the governing body of the Corporation and shall perform such duties and exercise such powers as are by these By-Laws required of or conferred upon it, and such other duties as may be delegated to it by the Articles of Incorporation or otherwise be authorized by the membership of the Corporation. It shall have general supervision over the affairs of the Corporation. It is also authorized, at its discretion, to call the Chairpersons of the various committees together and sit in counsel with them, and to give aid and counsel to any committee when called upon to do so.
- Sec. 2 The President shall preside at all meetings of the Corporation; enforce order and strict observance of the Certificate of Incorporation and By-Laws; appoint standing and special committees; and transact all other business as assigned to him or her pertaining to the office in accordance with the By-Laws and the Corporate Documents.

- Sec. 3 The Vice President shall perform all of the duties pertaining to the office of President during the absence of the President. It shall be incumbent upon the Vice President to assist the President in any of the meetings and in any and all other duties pertaining to the office of Vice President.
- Sec. 4 The Secretary shall keep an accurate account of all the proceedings of regular and special meetings of the Corporation, and carry out any and all duties prescribed to him/her by the officers of the Corporation. The Secretary shall read the minutes of the previous membership meeting. The Secretary shall make the records available to members upon request. The Secretary shall notify the members of all regular or special meetings by the community newsletter or by mail.
- Sec. 5 The Treasurer shall keep accurate records and accounts of all the Corporation's funds, deposit all funds in the bank designated by the Board, and withdraw funds upon approval of the Board or the membership at a regular or special membership meeting. In the event that both the President and Vice President are not present, it shall be the duty of the Treasurer to preside over the meeting. The Treasurer is hereby authorized to withdraw or withhold an amount of money, not to exceed \$100.00, at any time, for the purpose of petty cash expenditures. Accurate records will be kept by the Treasurer of this petty cash fund. The Treasurer's reports will be reviewed by the Board upon retirement from the office or at any time prescribed by the Board.
- Sec. 6 All officers and Directors, upon retirement, shall deliver to their successors all records, books, papers, and other property belonging to the Corporation, subject to the approval of said successor or the Board.
- Sec. 7 It shall be the duty of the Corporation officials to serve the needs of the people they represent and to strive for improvement of the community.
- Sec. 8 The Board shall propose a budget at the first semiannual membership meeting. The budget, with any approved amendments, will be approved by the membership.
- Sec. 9 The Board is authorized to spend up to \$1000 in excess of the budget or for a non-budgeted expense, provided that it feels the expenditure is in the best interest of the Association. If an item requires more than \$1000 for expenditure, the Board will bring

Article X**Sale of Real Property**

Sec. 1 Any title, interest, or rights to real property owned or held by the Corporation shall not be sold, transferred, or assigned by the Corporation or its officers or directors without the affirmative vote of three-fourths of the members either present at a meeting specifically called for that purpose, or by written proxy delivered to the Secretary three days in advance of the meeting.