

**BYLAWS**  
**HOME IMPROVEMENT ASSOCIATION**  
**Kent Island Estates, Inc.**  
**PO Box 216**  
**Stevensville, MD 21666**  
**Revised June 12, 2010**  
**Replaces Bylaws Dated December 7, 1968**

**ARTICLE I: BUSINESS OFFICE**

The business office of the corporation is the Association Hall located at 9402 Romancoke Road, Stevensville, Maryland in Queen Anne's County.

**ARTICLE II: MEMBERSHIP**

A. **REGULAR MEMBERSHIP** is restricted to property owners in Kent Island Estates. To qualify for regular membership property owners must:

1. Comply with these bylaws;
2. Pay annual dues.

B. **ASSOCIATE MEMBERSHIP** is for non-owners of property to allow them to participate in social and recreational activities only. Associate members:

1. Pay annual dues at a reduced rate;
2. Have no voting privileges;
3. May not hold office or a seat on the Board of Directors;
4. Have no financial claim to any assets of the Association.

**ARTICLE III: DUES**

A. Annual dues for regular membership is \$25.00.

B. Annual dues for associate membership is \$ 10.00.

C. Changes to the amount of annual dues requires a majority vote of the Association Board of Directors.

**ARTICLE IV: MEETINGS OF THE REGULAR MEMBERSHIP**

A. **ANNUAL MEMBERSHIP MEETING**

1. The Annual Membership Meeting is held at the Association business office in June of each year. In the event that the business office is not available, the Board of Directors will set a location in the vicinity of Kent Island Estates.
2. The meeting will be held on a Saturday or Sunday. The exact date and time will be set by a majority of the Board of Directors.

3. The Annual Membership Meeting is for the purpose of:
  - a. Electing the Board of Directors for the coming fiscal year;
  - b. Transacting general business within the powers of the Association.
4. Agenda items need not be announced prior to the meeting unless required by statute.

#### B. SPECIAL MEETINGS OF REGULAR MEMBERSHIP

1. Special meetings will be held at the Association office.
2. Special meetings may be called at any time.
3. Special meetings may be called by:
  - a. The president of the Association; or by
  - b. A majority of the Board of Directors:
    1. By vote; or
    2. In writing. When a meeting is called in writing the request is signed by a majority of the Board members and delivered to the secretary. It is the secretary's duty to inform all of the regular members of the Association. The Association will bear any expenses incurred in the notification process.

#### C. NOTICE OF MEETINGS

1. Notice of all meetings will be given 10 to 30 days in advance of the meeting.
2. Notice will be given to all regular members of the Association whose names appear in the registry of members at the close of business on a date previously fixed by the Board of Directors. If no such date has been fixed the date will be the date of the notice.
3. The notice will state
  - a. The meeting date;
  - b. The meeting time of day;
  - c. The meeting place.
4. The notification of the meeting must include the stated purpose. No other business may be transacted.
5. Notice will be delivered to each property address as it appears in the Association registry any or all of the following ways:
  - a. By hand;
  - b. Via US mail;
  - c. Through electronic media.
6. Notice will not be given to anyone not entitled to vote.

D. QUORUM: Those present in person at any meeting of the regular membership constitute a quorum.

#### E. VOTING AT REGULAR MEMBERSHIP MEETINGS

1. Each dues paying property owner gets one vote. Joint owners may each vote if each has made a separate dues payment.
2. Voting is done by a show of hands unless ten percent of those members present and eligible to vote demand a vote by ballot.
3. A simple majority of the votes cast will pass or reject any measure unless specified differently by statute, Association charter, or these bylaws.

**F. ORDER OF BUSINESS FOR ALL MEETINGS**

1. Business will be conducted in the following order:
  - A. Pledge of Allegiance
  - B. Reading of the minutes of the previous meeting
  - C. Reports of officers
  - D. Reports of standing committees
  - E. Reports of special committees
  - F. Election of directors at the Annual Meeting
  - G. Unfinished business
  - H. New business
  - I. Adjournment
2. The order of business may be altered or suspended at any regular meeting by a majority vote of the members present.
3. "Roberts Rules of Order" governs all debates.

**ARTICLE V: BOARD OF DIRECTORS**

**A. DUTIES OF THE BOARD OF DIRECTORS:**

1. Manages the business and property of the Association except as otherwise provided by:
  - a. Statute;
  - b. Charter;
  - c. These by laws.
2. Provides notice for and designates the time and place for all meetings.
3. Keeps minutes of all meetings, both Board and regular membership meetings.
4. Keeps records of all financial transactions.
5. Elects its officers.

**B. NUMBER OF DIRECTORS:** The board will operate with a minimum of seven (7) and a maximum of fifteen (15) directors.

**C. ELECTION OF DIRECTORS:** Directors will be elected by a majority vote of members present at the Annual Meeting.

**D. ELIGIBILITY:** To serve as a director one must own property and have paid Association dues as a regular member of the Association. Joint owners may each serve if both have paid dues.

**E. TERM OF SERVICE**

1. The term of service for each director will be two 2 years.
2. It is the intent of the Association that approximately half the number of directors is elected each year.

## F. BOARD MEETINGS

1. The first meeting is:
  - a. Held immediately following the meeting at which directors are elected or as soon thereafter as possible on a date agreed upon by a majority vote of the Board;
  - b. Held at the business office;
  - c. For the purpose of:
    1. Organization;
    2. Establishing a regular monthly meeting day of the month, time and place that is agreed upon by a majority vote of the Board;
    3. Transaction of immediate business.
2. Special Board meetings may be held at any time.
  - a. Special meetings may be called for:
    1. In writing; or
    2. By vote at a meeting.
  - b. Special meetings may be called by:
    1. The president; or
    2. A majority of the directors; or
    3. A majority of the officers.
3. Notice of meetings not set at a Board meeting must be given to each director not less than seventy-two hours prior to the meeting:
  - a. In writing:
    1. Mailed to him or her at the last recorded address at least seventy-two hours prior to the meeting date; or
    2. Hand delivered to him or her at the last recorded address at least seventy-two hours prior to the meeting date; or
  - b. By telephone not later than seventy-two hours before the day set for the meeting; or
  - c. By electronic media at least seventy-two hours prior to the meeting date.

## G. QUORUM

1. A simple majority of Board members present or a combination of Board members present and proxies sent by absentee Board members constitutes a quorum.
2. When a quorum is not present for a meeting:
  - a. A majority of those present may adjourn the meeting for a period of not more than ten days. Notice must be given in accordance with Article V; Section F; Number 3 above.
  - b. The meeting may be postponed until the next regularly scheduled meeting.

## H. REMOVAL OF A BOARD MEMBER: A Board member may be removed from service:

1. With cause;
2. At any meeting of the Board of Directors called for this purpose;
3. By a majority vote of Board members present and entitled to vote.

## I. VACANCIES

1. When a vacancy occurs on the Board of Directors a simple majority of the remaining Board members may appoint a replacement to fill the vacated seat for the remainder of the term.
2. When the number of Board members falls below seven, additional directors may be appointed:
  - a. To serve until the election at the next Annual Meeting of the regular membership;
  - b. By a simple majority vote of the Current Board of Directors.

## J. COMPENSATION

1. Directors will receive no compensation for Board service.
2. Directors may pass a resolution to allow a fixed honorarium and expenses associated with attendance at any meeting.
3. Nothing in this section shall be construed to preclude a director from serving the Association in any other capacity and receiving compensation.

## ARTICLE VI: OFFICERS

### A. EXECUTIVE OFFICERS.

1. Officers:
  - a. President;
  - b. Vice President;
  - c. Secretary;
  - d. Treasurer;
  - e. Others from time to time as deemed needed by the Board.
2. Election:
  - a. Annually;
  - b. By the Board;
  - c. At the meeting following the Annual Meeting
3. Term of office:
  - a. One year; or
  - b. Until a successor is chosen
4. Qualifications:
  - a. Own property in Kent Island Estates;
  - b. Pay dues as a regular member;
  - c. Board member.

### B. PRESIDENT

1. Must be a Director of the Association.
2. Is the Chief Executive Officer of the Association.
3. Presides at meetings of the membership and the Board.
4. Manages and directs the business of the Association.

5. Has authority to sign and execute in the name of the Association:
  - a. Authorized deeds;
  - b. Mortgages;
  - c. Bonds;
  - d. Contracts;
  - e. Other instruments.
6. Approves disbursements in excess of \$1,200
7. Prepares an annual report to be submitted at the Annual Meeting to include
  - a. A full and true accounting of the affairs of the Association;
  - b. A balance sheet;
  - c. An operating statement.
8. Files the annual report:
  - a. within twenty days of the Annual Meeting;
  - b. at the principle office of the Association.

#### C. VICE PRESIDENT

1. Performs the duties of the President and has the powers of the president in the President's absence.
2. When provided by resolution of the Board has authority given the president in section 5; B-6 above.
3. Has additional powers and performs additional duties as may be assigned by the Board.

#### D. SECRETARY

1. Records and keeps minutes of the following meetings in books provided for that purpose:
  - a. Association meetings
  - b. Board meetings;
  - c. Executive Committee meetings.
2. Sees that all notices are given in accordance with the provisions of these bylaws, the state of Maryland, Queen Anne's County, or the United States.
3. Is the custodian of:
  - a. Association records;
  - b. Association corporate seal.
4. Sees that the corporate seal is affixed to all documents to show that the documents have been duly authorized by the Association.
5. May sign, with the President or Vice President, certificates of stock of the Association.
6. Performs other duties that may from time to time be assigned by the Board or President.

#### E. TREASURER

1. Manages and is responsible for the Association's:
  - a. Funds;
  - b. Securities;
  - c. Disbursements;
  - d. Receipts.

2. Makes deposits in the name of the Association (or sees to the depositing) of Association monies, assets and securities in financial institutions designated by the Board.
3. Prepares and presents financial reports to the President and Board of Directors on request.
4. Signs checks for disbursements under \$1200.00.
5. Requests approval from the president for disbursements in excess of \$1,200.00.
6. May sign, with the President and Vice President certificates of stock of the corporation.
7. Performs other duties assigned by the Board or President.

#### F. ASSISTANT OFFICERS

The Board of Directors may elect one or more Assistant Secretaries and one or more Assistant Treasurers. The Assistant holds office and performs duties as the Board may prescribe.

#### G. OFFICERS HOLDING MORE THAN ONE OFFICE

1. Officers other than President and Vice President may hold more than one office.
2. An officer may execute, acknowledge or verify any instrument in one capacity only.

#### H. REMOVAL

1. The Board of Directors may remove an officer with cause at any meeting.
2. This action will be conclusive.
3. The Board may authorize an officer to remove subordinate officers.

I. VACANCIES. At any meeting the Board has the power to fill a vacancy in any office for the unexpired portion of the term.

### **ARTICLE VII: COMMITTEES**

#### A. EXECUTIVE COMMITTEE

1. The Board may create an executive committee of its own members and define its duties subject to the provisions of law.
2. In the absence of an executive committee member the remaining executive committee members present may appoint another Board member to act in the absent member's place.

B. OTHER COMMITTEES: The Board may create other committees and define their duties as necessary.

### **ARTICLE VIII: SUNDRY PROVISIONS**

#### A. NEGOTIABLE INSTRUMENTS AND OTHER EVIDENCE OF INDEBTEDNESS.

1. All checks, drafts or orders for the payment of money, notes and other evidence of indebtedness issued in the name of the Association will be paid by an officer or officers of the Association assigned that task.
2. No blank checks will be signed.

B. FISCAL YEAR. The fiscal year of the Association begins June 1, and ends May 31 unless otherwise provided by the Board of Directors.

#### **ARTICLE IX: CHANGES TO THESE BYLAWS**

AMENDMENTS AND CHANGES. Additions to these bylaws can be made by a majority vote of the members present at any meeting of the general membership when:

- A. Proper notice of the proposed change is given; and
- B. Proper notice of the meeting is given.

#### **ARTICLE X: WAIVER OF NOTICE**

WAIVER OF NOTICE REQUIREMENT. When notice is required by these bylaws, the Association Articles of Incorporation, or state law such notice may be set aside with the following requirements:

- A. A written waiver signed by those entitled to notice serves as the equivalent of notice.
- B. The waiver will be considered timely before or at the time of the meeting.

#### **ARTICLE XI: LAWS**

In any instance in which the bylaws of this corporation conflict with the laws of the state of Maryland, Queen Anne's County or the United State, procedures prescribed by statute will prevail.