

22 July 2008

BY-LAWS
BOWLEYS QUARTERS COMMUNITY
ASSOCIATION, LLC

ARTICLE I

Name, Address, Organization

- Section 1: This association shall be “BOWLEYS QUARTERS COMMUNITY ASSOCIATION, LLC” (hereafter referred to as “BQCA”)
- Section2: The address of the Association shall be P.O. Box 484, Chase, Maryland 21027.
- Section3: A limited liability company existing under the laws of the State of Maryland and by virtue of those laws and the Articles of Organization which became effective on January 14, 2008.

ARTICLE II

Purpose

- Section 1: The purpose of this Association shall be to support the mission statement (see Appendix A) of the organization and take concerted action with respect to all matters of interest to all residents and property owners within the defined boundaries of the Bowleys Quarters Community Association, LLC”.

To promote the social welfare of the community and be devoted to preserving the community’s traditions, architecture, and appearance by representing it before governing agencies in matters of zoning, traffic, and quality of life issues.

ARTICLE III

Boundaries, Membership and Dues

- Section 1: The boundaries of the Association are located within the area known as Bowleys Quarters in eastern Baltimore County circumscribed by the western boundaries of Bengies Drive-In, the southern side of Eastern Avenue, to include Eastern Regional Park to the east, and surrounded by the waters of Frog Mortar, Galloway, Seneca and Saltpeter Creeks, Middle River and the Chesapeake Bay. (See Appendix B)
- Section 2: Membership is open to individuals who are 18 years of age or older without regard to race, creed, color, sex, handicap, religion, marital status, sexual orientation or national origin and who subscribe to and agree to support the purposes of the Bowleys Quarters Community Association, LLC. Membership is contingent upon the payment of annual dues in such amount as shall be set by Board of Directors. The annual dues assessment shall be made on or about January 1st of each year and shall be due upon receipt. In years where the fulfillment of the Association's objectives will require increased funding, voluntary contributions may be requested.
- Section 3: Individual/ Family Membership shall be limited to residents and/or property owners within the defined boundaries. Family members are defined as spouses, domestic partners and adult children who must reside at the property within the defined boundaries and/or with the property owner . Members in this category have full voting rights but are limited to one vote per household.
- Residents within the defined boundary who are not property owners may not subscribe to membership until the completion of one (1) year of continuous residency.
- In cases where the resident of a property (who is not the owner) and the property owner both desire membership, only the property owner may obtain membership with full voting rights. The resident and not property owner may become an Affiliate member.
- Section 4: Affiliate membership (Friends Of) is for individuals who reside outside the defined boundaries and who subscribe to and agree to support the purposes of the Bowleys Quarters Community Association, LLC and who desire participation in the Association for its informational and educational value. Affiliate membership has limited voting rights on issues affecting the overall County, not exclusively Bowleys Quarters. Affiliate members may not vote at any election, make no motions or amendments and may not serve as a Director or on any committees.

Section 5: Business membership is for unincorporated businesses, corporations, partnerships, LLC's, and associations within the defined boundaries. Each business, regardless of its organization structure, is entitled to but one vote in all matters voted upon by the Association. If the owner of a business is a resident and/or non-business property owner he/she may select one form of membership, not both.

Secton 6: The Association shall maintain a list of all members which shall be conclusive evidence of membership type in the Association.

ARTICLE IV

Voting Rights of Members

Section 1: Members in good standing shall be entitled to one vote per household or business entity in all matters voted upon by the Association.

Section 2: Voting upon all questions shall normally be by ballot vote. Motions may be made by members for voting other than by ballot. Proxy votes by electronic mail or by letter may be permitted..

Section 3: All elections shall be conducted and all questions decided by a majority vote . All elections of Board members including Officers must be voted by ballot or by proxy. Issues or officers who are unopposed will not require a vote.

Section 4: The right of a member to vote, and all rights, title, and interest in or to the Association shall cease upon the termination of his/her membership. Affiliate ("friends of") membership entitles limited voting rights in issues affecting overall Baltimore County, and not exclusively Bowleys Quarters.

ARTICLE V

Termination of Membership

Section 1: Any who fails to pay their dues in a timely manner will be terminated automatically at 90 days past due.

The Board of Directors or members shall be authorized to suggest suspension or termination of the membership of any member for:

- (a) Violation of these By-Laws or any rule or regulation adopted by the Board of Directors, for the management and conduct of the affairs of the Association.
- (b) Conduct in meetings such as inappropriate behavior resulting in disorder or altercation.
- (c) after the motion is made, the vote will take place during the next scheduled general meeting.

Section 2: Any member may resign from the BQCA, LLC by delivering a written resignation to the President or Secretary of the Association.

ARTICLE VI

Meetings

Section 1: Annual Meetings

A meeting of the members of the Association shall be held in January of each year for the purpose of electing Officers and the Board of Directors and for the transaction of such other business as may properly come before each meeting.

Section 2: Board of Directors and General Membership Meetings

The Board of Directors shall meet at least monthly to conduct the affairs of the Association. Board meetings are open to the membership. General membership meetings shall be scheduled on a monthly basis.

Section 3: Special Meetings

At any time in the interval between annual meetings, Special Meetings of the members may be called by the President, a majority of the Board of Directors or by written application to the President by a minimum of five (5) percent of the membership. Any application and notification must contain the specific topic to be discussed at the Special Meeting. The Secretary shall notify the membership by Email or U.S. Mail no later than fifteen (15) calendar days prior to the date of the meeting. Notice shall also be posted on the Website and if practicable in the monthly bulletin.

Section 4: Notices

Notices of meetings shall be posted, mailed or delivered to each Member at his/her post office address or via e-mail, as shown on the records of the Association, before the date of such meeting, and shall contain the time and place of the meeting; and, in the case of special meetings, a statement of the purpose and objective of the meeting. Notice shall also be posted on the Website and if practicable in the monthly bulletin.

Section 5: Quorum

At all meetings of members, the presence in person of ten (10) percent of the members shall be necessary and sufficient to constitute a quorum for the transacting of business. A majority of the members present at any meeting at which there is a quorum shall be sufficient to take or authorize action upon any matter which may properly come before the meeting.

Section 6: Procedure Where Quorum Not in Attendance

If a meeting of the members of the Association has been duly called for any lawful purpose and at such meeting a sufficient number of members to approve or authorize the proposed action are not in attendance, the members present at such meeting in person may by majority vote, call a further meeting of the members for the same purpose. Advanced notice of the time, place, and purpose of such further meeting shall be given to all members.

Section 7: Rules of Order

Democratic Rules of Order shall be the Standard, and the presiding officer shall decide all points in conformance thereto but these bylaws shall always take precedence.

ARTICLE VII

Board of Directors

Section 1: The Board of Directors shall be Members in good standing of the Association and consist of seven (7) members. Officers of the Association consisting of the President, Vice President, Treasurer and Secretary shall be Directors of the Association. The term for Officers shall be one (1) year.
At-Large Directors. Board members may serve for no more that 3 consecutive terms.

Section 2: The Board of Directors shall constitute the Executive body of the Association and shall hold meetings as may be called by the President, and shall be responsible for the management and control of the Association and of its property subject to these By-Laws. The Board shall make whatever purchases and payments which it shall deem necessary and proper per the budget and other spending guidelines for the conduct of the Association's business and shall exercise general supervision over the interests and affairs of the Association consistent with the By-Laws. The Board or their appoitees shall have the responsibility to represent the Association at zoning hearings and business meetings.

Section 3: Each family membership is eligible for only one (1) member on the Board.

Section 4: At all meetings of the Board of Directors, four (4)) members shall constitute a quorum.

Section 5: All members of the Board of Directors shall be notified prior to any meeting.

Section 6: Removal/Termination
The Board of Directors or a member of the Association may recommend that a At-Large Director or Officer be removed from a respective position. All Directors shall be subject to removal, with cause, by a majority vote of the Board of Directors and the general membership. The Board of Directors may not vote to remove a Director for any reason unless such Director has been given at least fifteen (15) days written notice of such vote.

Section 7: Code of Conduct
The Board shall behave in a legal, ethical and professional manner in the conduct of Board responsibilities and avoid any behavior that would cause harm, hardship or undo burden to others. The Board of Directors has a fiduciary relationship to the Association and they must act in the best interests of the Association.

Section 8: Resignation
Any Director may resign at any time by written notice to the Secretary. Such resignation shall take effect upon receipt of the notice by the Secretary unless otherwise specified therein and the acceptance of such resignation shall not be necessary to make it effective.

Section 9: Immediately after each annual election, the Directors, including the newly elected Directors, shall meet as soon as practicable for the purpose of organization and the transaction of other business.

Section 10: Vacancies
In the event any Director of the Association becomes vacant by death, resignation, retirement, disqualification, or any other cause, the Board of Directors by majority vote may select At-Large directors to fill such vacancy for the remainder of the term. A special nomination and election shall be called for the purpose of electing any Officer to fill that vacancy for the remainder of that term. The Vice-President will assume the President's position until the special election is held.

Section 11: Conflict of Interest
No Director shall accept employment with any governmental agency with which he/she may in the course of the performance of their duties for the Association conduct business or other affairs while in office. Other potential conflicts of interests shall be evaluated by the entire Board . If found, a resolution is required.

ARTICLE VIII

Officers

Section 1. President

The President shall preside at all meetings of members to include general Membership meetings and the Board of Directors meetings. He/she shall have and exercise general charge and supervision of the affairs of the Association and shall do and perform such other duties as may be assigned to him/her by the Board of Directors. The President will enforce the bylaws of the Association and nominate all chairpersons of standing or special committees for approval by the Board. The President shall sign all checks and approve all expenditures previously authorized by the Association or the Board of Directors for payment by the Treasurer.

Section 2: Vice-President

The Vice-President shall have the powers and perform all the duties of the President in his/her absence or during his/her inability to act and shall perform such other duties as the President or Board of Directors may from time to time direct. The Vice president has the authority to sign checks and approve authorized expenditures.

Section 3. Treasurer

The Treasurer shall have charge of and be responsible for all funds, securities, receipts, and disbursements of the Association, and shall deposit or cause to be deposited in a banking institution, monies in the name of the Association, and other valuable effects of the Association. All checks withdrawn from the Association shall be signed by the Treasurer, Vice President or President. The Treasurer will present quarterly reports at the general meetings.

The Treasurer shall maintain a set of financial records in the Association's name and shall prepare quarterly statements and year-end presentations showing receipts and disbursements, balance on hand and in the bank, of accounts due by Members to the Association, and of outstanding accounts due by or to the Association. Said reports are to cover the fiscal year, (January 1 to December 31).

The Treasurer or designate shall give a budget/financial report at each meeting to include at the minimum a cash flow statement and actual expenditures compared to budgeted expenditures.

The Treasurer shall preside over the Budget Committee in the preparation of the operating budget and present for approval to the Board and membership at the

December meeting the operating budget for the succeeding calendar year. He/she shall prepare updates to the budget as required and track actual expenditures against the budget.

The Treasurer shall preside at meetings in the absence of the President and Vice-President and perform such duties as may be assigned by the President.

Section 4: Secretary

The Secretary shall see that notices are prepared and given, shall perform such other duties as may be assigned by the President, and shall preside at meetings in the absence of the President, Vice-President, and Treasurer. He/she shall also keep the minutes of general membership and board meetings, shall be the custodian of records and in general, shall perform all duties ordinarily incident to the office of the Secretary of an association, ..

The Secretary shall present at each membership meeting a summary of the minutes of the previous meeting. At year-end, he/she shall prepare and publish an annual report of the activities of the Association for the year.

ARTICLE IX

Nomination and Election of Officers and Directors

Section 1: In November of each calendar year, the Board shall appoint a Nominations Committee of up to three members. The Nominations Committee shall develop a slate of four Officers and up to three (3) Directors constituting the Board of Directors. This slate shall be presented to the members at the December meeting. Nominations shall also be permitted from the floor for any office at the December meeting but the number of contested Director positions shall be limited to the number of positions recommended by the Nominations Committee. Nominees must be members in good standing and meet any criteria required to serve as a Director. The final slate shall be published in the Association newsletter prior to the vote at the January meeting. Nominations by proxy or by email will also be accepted up to 15 days prior to the meeting. Only members present at the January meeting or with properly submitted proxies will be permitted to vote. Voting is by secret ballot. Confirmation of Directors is by majority of qualified ballots cast.

ARTICLE X

Committees

Section 1: The President may establish standing or special committees. The Chairpersons of these committees shall be appointed by the President, except for the Nominations Committee, and with the approval of the Board of Directors. The Board will appoint the members of the Nominations committee. The committee chairperson shall solicit and select the committee members. The President may be a member on any committee of his/her choosing except the nominations Committee. Any committee requiring funding must submit a budget to the Board for approval. Reports may be presented to the membership at general membership meetings. The term for committee chairpersons and members expires end of year and must be renewed at the beginning of each year. Reports may be presented to the membership at general meetings reviewing the activities of any Committee.

Section 2: Typical committees formed could be: Nominations, Bylaws, Membership, Website, Entertainment, Newsletter, Zoning & Land Use, Budget and Finance, Fundraising, Communication, Traffic & Congestion and Audit.

ARTICLE XI

Amendments To By-Laws

Section 1: These By-Laws may be amended at any membership meeting provided that the entire text of the proposed amendment is furnished to all members by email and/or U.S. postal services at least 30 days prior to a scheduled vote. Announcements shall be on the Website and in the monthly bulletin. The announcement shall specify the change and the date of the vote. Two-thirds majority vote is required.

The Bylaws Committee shall present the amendments to the Board for approval prior to presenting to members. Two-thirds majority vote is required.

ARTICLE XII

Operating Guidelines

- Section 1: Any item of business to come before the Association which involves the expenditure of funds in excess of \$500 (five hundred dollars) or non-recurring expenditure exceeding \$500 must be referred to the Board of Directors and if approved by the Board. Recurring expenses do not require additional votes once it has been approved by the membership. Items exceeding \$500 but approved in the Budget process require no further approval unless the Budget has been exceeded.
- Section 2: Upon discretion of the Board of Directors, the Association will purchase Officers and Directors Liability Insurance for those serving the Association.