

**BYLAWS OF  
HOLLAND POINT CITIZEN'S ASSOCIATION,  
INC.**

(A Maryland Nonstock Corporation; Not For Profit)

**PREAMBLE:**

The Holland Point Citizens Association, Inc. (the "Association") is dedicated to preserving the traditional quality of life associated with living next to the Chesapeake Bay, and is governed by its members through a member elected Board of Directors ("BOD" or "Directors") according to these member ratified Bylaws, which shall be consistent with county, state and federal law. The Association's BOD manages the HPCA owned common areas using the BOD ratified Rules and Regulations. In cases where neither the Bylaws, or Rules and Regulations provide adequate guidance, the BOD shall resolve the ambiguities consistent with the then-current Robert's Rules of Order.

**ARTICLE I – NAME AND LOCATION**

1. This corporation shall be known as HOLLAND POINT CITIZEN'S ASSOCIATION, INC., hereinafter referred to as the "ASSOCIATION." The principal office of the Association shall be P.O. Box 232, North Beach, MD 20714-9748, but meetings of members and directors may be held at such places within the State of Maryland, within a radius of five (5) miles of North Beach, Maryland, as may be designated by the Board of Directors.
2. The legal name was changed from the original name, North Beach Park Citizens' Association, Inc., by amendment to the Articles of Incorporation on July 28, 1979.
3. The Corporation's purpose is defined in the Articles of incorporation approved on August 8, 1953; a copy of which is appended to this document.

**ARTICLE II – MEMBERSHIP AND DUES**

1. Any person, 18 years of age or older, who is a property owner in Holland Point/North Beach Park, Anne Arundel County, Maryland, as reflected in the Maryland Department of Assessments & Taxation ("SDAT") website, shall be eligible for voting full active membership ("Voting Member" or "Qualified Member"). A Qualified Member includes a person or persons who is/are an owner of an entity (including, for the avoidance of doubt, persons (not exceeding two (2)) for whom public records show are owners of a duly-formed

limited liability company (LLC) in good standing in its jurisdiction of formation) that is the property owner in the SDAT records, or trustee, grantor, or beneficiary of a trust that is the property owner in the SDAT records. It shall be the burden of LLCs and Trusts to provide adequate documentation to the Board of Directors supporting eligibility, and the BODs decision on eligibility shall be final. Each Voting Member shall have one vote and no property, (or combination of properties attributed to that member in SDAT records) shall have more than two (2) votes.

2. Renters, with a lease agreement of at least 90 consecutive days, are invited to become members of the Association but shall not have a vote (“Non-Voting Member”).

3. Qualified Members shall become voting members of the Association upon payment of annual membership dues. The membership calendar follows the Association’s fiscal year calendar – July 1 to June 30.

4. Annual membership dues shall be determined by the Board of Directors. Annual membership dues must be paid by the 15th day of May each year in advance of the upcoming fiscal year. Dues for new memberships approved during Association’s fiscal year are not prorated for partial-year membership.

5. The term “good standing” means that dues are current and meets all eligibility requirements to be a Qualified or Voting member. Any member who has not paid dues by the end of the fiscal year (June 30) shall be considered to have resigned from the Association. At such time, the member’s name shall be removed from the membership rolls of the Association.

6. Pier agreements shall be required by the Association, and fees or assessments, including fees associated with a property owner’s pier agreement, may be levied by the Association in an amount specified and as required in the Rules and Regulations. Voluntary donations may be solicited by the Association when authorized by the Board of Directors.

### **ARTICLE III – SPECIAL TAXING DISTRICTS**

1. Special Taxing Districts are established for the Association by the authority of Anne Arundel County; the background and budget procedures are included below:

2. The North Beach Park Special Community Benefit District (SCBD) is a taxing district of Anne Arundel County. It is administered by the Association. The purposes of the district are for mosquito control; payment of the salary, expenses, and allowances for a special police officer; and maintenance and improvement of community-owned property.

3. The North Beach Park Shore Erosion Control District (SECD) is a taxing district of Anne Arundel County. It is administered by Anne Arundel County. The purposes of the district are for the construction, maintenance, repair, and reconstruction of erosion control projects.

4. Each year, the Board of Directors shall establish the proposed assessment rate for the Special Taxing Districts. By the date proscribed by Anne Arundel County, the Directors and Officers shall distribute the proposed SCBD and SECD budgets for comment by property owners within the districts prior to submission to Anne Arundel County.

#### **ARTICLE IV – OFFICERS OF THE ASSOCIATION**

Officers of the Association shall be a President, a Vice- President, a Recording Secretary, a Corresponding Secretary, a Treasurer, and a Membership Chairperson, all of whom must be Voting Members of the Association in good standing.

#### **ARTICLE V – BOARD OF DIRECTORS**

1. The Board of Directors of the Association shall consist of seven (7) Voting Members: The President of the Association, the Vice- President of the Association, and five (5) additional Directors.

Directors must be Voting Members of the Association in good standing.

Each Director shall have one vote, a quorum shall consist of four (4) voting members, and a majority shall decide an issue.

Directors need not be physically present at meetings and may participate electronically (phone or internet). Directors may participate in a meeting of the Board by any communication medium (e.g. telephone or internet) provided that all participating directors can simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

BOD Action without a Meeting. The Directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written consent of a quorum (4) of the Directors, and provided that at least four (4) Directors approve any action taken and the action with its reasoning is documented. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

No Director shall receive compensation for any services he or she may render to the Association. However, any Director may be reimbursed for his or her actual and reasonable expenses incurred in the performance of their duties. The BOD decision whether or not expenses are reasonable shall be final and may not be appealed.

2. BOD Meetings:

- a. Regular Meetings. Regular meetings of the Board of Directors shall be held quarterly, at such place and hour as may be fixed from time to time by resolution of the Board.
- b. Special Meetings. Special meetings of the Board of Director shall be held when called by the President of the Association, or by any two Directors, after not less than three (3) day notice to each Director.
- c. All BOD meetings shall be in Executive Session (closed to Association Members) unless deemed otherwise by the BOD.

- d. Minutes. Minutes of all meetings of the Board of Directors must be maintained in written form or in another form that can be converted into written form within a reasonable time. The minutes must reflect the action taken by the Board, including the recording of votes on each matter decided.
- e. Minutes of BOD meetings will be provided to Association Members upon request within a reasonable time.

## **ARTICLE VI – ELECTION OF OFFICERS AND DIRECTORS**

1. The Officers and Directors of the Association shall be elected by ballot. The election shall normally be at the August regular meeting, provided that at least thirty (30 days) shall elapse between the date of the nomination and the date of election.
2. The President shall be elected for a term of two years, and may serve a maximum of two terms in any six consecutive years.
3. Vice- President, Recording Secretary, Corresponding Secretary, Treasurer, and Membership Chair shall each be elected for a term of two years, and may agree to serve consecutive terms.
4. Each of the five additional Directors shall be elected for a term of three years, and may agree to serve consecutive terms. No more than two Directors shall be elected in any one year, except when a vacancy is to be filled by an appointed person or persons.
5. Any vacancy occurring among the Board of Directors or Officers may be filled by appointment of the President, or Acting President, with the approval of the Board of Directors, but only until the next election.
6. All terms begin at the end of the meeting during which elections are held, and end when a successor is elected. (Normally the August meeting).
7. Prior to election, the President shall appoint a Nominating Committee of at least three Voting Members who shall recommend a slate of candidates, who are members of the Association, and agree to serve. The slate of candidates shall be presented at the Member meeting immediately preceding the meeting designated for the election. (Normally the July meeting).
8. Nomination of other candidates for any offices may be made from the floor at the meeting when the slate of candidates is presented, but not thereafter, except when it is necessary to fill a vacancy for which no nominee has been selected. (Normally the July meeting).
9. The Corresponding Secretary shall notify all members at least five days prior to the election of: (1) the slate of candidates, and (2) the date, time, and place of the election.
10. Only Members in good standing are eligible to vote.

11. Absentee Voting. Any Voting Member of the Association, who for any unavoidable cause shall be unable on election day to go to the selected voting place, may mail his/ or her ballot in time to permit its delivery to the Recording Secretary before closing of the voting. Absentee ballots may not be hand collected and batch delivered to the Recording Secretary; they must be mailed by individual voters except that persons in one household may combine their ballots into one mailing.

12. The Recording Secretary shall provide for the proper conduct of the election, shall appoint the necessary election officers, and have ballots containing the names of all nominees for positions for which there are multiple candidates.

13. No Member shall hold more than one office at a time.

## **ARTICLE VII – DUTIES OF OFFICERS, DIRECTORS, AND BOARD OF DIRECTORS**

1. The President shall preside at meetings of the Association and Board of Directors; comply with the Articles of Incorporation, Bylaws, Rules and Regulations, and Robert's Rules of Order; and discharge such other duties as may be imposed by action of the BOD on behalf of the Association.

- a. The President shall not have any inherent individual authority for managing Holland Point Community property except that which the BOD has considered and assigned, and is explicit in the Rules & Regulations or written into the approved BOD minutes.
- f. When such authority has been ratified by the BOD, the President will report such actions taken under that authority at the next regularly scheduled BOD or Member's meeting.
- g. All leases, mortgages, deeds and other written instruments shall not be binding upon the Association unless signed by both the President and co-signed by a Director, with the exception of contracts for rental of the Community Center, which may be signed by the Community Center Manager.

2. The Vice- President shall preside at meetings of the Association and Board of Directors in the absence of the President or upon the President's request, and discharge such other duties as may be imposed by action of the Association or at the request of the President.

a. The Vice-President shall record the BOD minutes, which shall reflect the action taken by the Board, including the recording of votes on each matter decided. These minutes shall be considered for approval at the subsequent BOD meeting.

### **3. The Board of Directors:**

a. HPCA is governed by its Members. The Board of Directors is elected to act on behalf of, and in lieu of the Members. The term "Association" refers to the collective governing HPCA Membership, or to the Board of Directors when acting on behalf of HPCA Members. The BOD consists of the President, Vice-President, and five elected Directors; each having one vote. The President or Vice-President presides at BOD

meetings. In the absence of the President and Vice- President at any meeting, the Board of Directors shall designate a temporary presiding officer.

b. The BOD shall have the sole power and authority to act on behalf of the Association; to manage, rent, lease, purchase, trade, inherit, or in any other legal manner acquire any and every type of real, personal, or mixed property for the account and benefit of the Association: to take title, hold, keep, purchase, control and, manage such property for the account and benefit of the Association; and to bargain and sell, trade, grant, convey, rent, lease, mortgage, or otherwise dispose of such property for the account and benefit of the Association. Any and all such actions shall not be binding upon the Association unless it has been subject to ratification at an Association meeting following the action taken and, provided further that such Meeting and ratification must precede any action or steps taken in furtherance of any action described in this paragraph. However, any and all such actions exceeding 10 percent of the Association's total cash assets shall be subject to prior approval at a regular Association meeting, or at a Special Association meeting called by the President, if necessary. The Board of Directors, upon majority vote, may exceed the 10 percent threshold only if it determines that the action is necessary to protect the immediate health and safety of Holland Point/North Beach Park residents. Exceeding the 10 percent threshold shall be reported to the Association at the next scheduled monthly meeting.

c. The BOD shall have the duty to make certain that Association property is adequately safeguarded by necessary repair, maintenance, and insurance; that taxes, insurance premiums, interest, and mortgage installments are paid; that rent or other income is collected; and that such improvements or replacements as are deemed necessary are brought to the attention of the membership for consideration and action.

d. The BOD shall maintain, and update as necessary, the Association Rules and Regulations.

e. Removal: Any member of a Association may bring charges of misconduct or incompetency against a director by filing with the secretary of the cooperative a written petition signed by 10 percent of the members or 25 members, whichever is less, specifying the charges and requesting removal of the director.

(1) The question of removal shall be voted on at the next regular or special meeting of the Association.

(2) Before the meeting is held, the director against whom charges are brought shall be informed in writing of the charges, and both the director and the member bringing the charges shall have an opportunity at the meeting to be heard in person or by counsel and to present witnesses.

(3) The removal of a director shall be by the affirmative vote of a majority of the members voting in person or by mail.

(4) If the board of directors in its judgment finds that the best interests of the cooperative will be served, it may remove any officer of the Association.

(see: MD Code, Corporations and Associations, § 5-518. Removal, Directors and Officers).

**4. The Recording Secretary shall have the following duties:**

- a. Record the minutes of “Regular Association meetings” and retain written transcripts thereof in files maintained in chronological order.
- b. Record and attach a copy of the Treasurer’s Report in the minutes of each meeting and record new obligations authorized at the present meeting.
- c. Bring the recorded minutes of the most recent several years to all meetings of the Association, both regular and special.
- d. Accept and preserve any and all permanent records of the Association, including but not limited to: Articles of incorporation, Amendments, Bylaws, Rules and Regulations, meeting minutes, deeds, leases, insurance policies, contracts, and licenses pertaining to community property. The original or a certified copy of the bylaws and all amendments shall be kept at the principal office of the Association.

(see: MD Code, Corporations and Associations, § 5-511. Adoption of Bylaws).

- e. Make records of the Association available for review by members of the Association in a timely fashion upon any reasonable request.
- f. Appoint necessary election officers, provide ballots, and assure proper conduct of elections.

**5. The Corresponding Secretary shall have the following duties:**

- a. Notify all members of the time and place of regular and special meetings.
- b. Conduct such correspondence as may be necessary and proper.
- c. Maintain a permanent file of all correspondence of the Association and officers.
- d. Prepare and distribute a newsletter on a periodic basis.

**6. The Treasurer shall have the following duties:**

- a. Collect, receive, and/or take custody of all monies of and due to the Association, and disburse funds as authorized by the Board of Directors.
- b. Maintain accurate, current, and permanent records, which reflect the receipt, expenditure, and balances of all Association monies. These records shall be at all times subject to examination and audit by the Association, and be available for review by members of the Association in a timely fashion upon any reasonable request.

- c. Maintain separate accounts for the Special Community Benefits District (SCBD) and at no time allow com-mingling of such funds with any other account. Should a loan be required, under special circumstances, from non-SCBD Association accounts to pay for SCBD-eligible expenses, such loan must be repaid within the same fiscal year.
  - d. Provide a monthly Treasurer's Report to the Board of Directors, which shall specifically include:
    - i. Balance sheet at close of the last previous month.
    - ii. Income received during the previous month.
    - iii. Expenses incurred during the previous month.
  - e. Provide a Treasurer's Report at any regular or special meeting of the Association.
  - f. Prepare and maintain an annual operating budget and cash-flow analysis and forecast for the Association.
7. The Membership Chair shall have the following duties:
- a. Encourage membership in the Association.
  - b. Maintain a current membership roster.
  - c. Verify ownership of property or tenancy in Holland Point/North Beach Park.
  - d. Collect annual membership dues and transmit monies to the Treasurer in a timely fashion.
  - e. Provide an annual report to the Board of Directors at the July meeting of each year, whether verbally or in writing.

## **ARTICLE VIII – MEMBER MEETINGS**

Regular Association meetings shall be held monthly from April through October, unless otherwise called by the President or precluded by events that could not reasonably have been foreseen or provided against.

1. Notice of Meetings. At least fifteen (15) days before each meeting of the members, written notice of shall be given by, or at the direction of, the Secretary or person authorized to call the meeting, by mailing, whether by U.S. post or electronic mail, to each member entitled to vote thereat, addressed to the member's address last appearing on the books of the ASSOCIATION, or supplied by such member to the ASSOCIATION for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.
2. Special meetings may be called by the President when circumstances require that one be called. Special meetings must be called by the President upon written request of ten 10 Voting Members of the Association.

(see: MD Code, Corporations and Associations, § 5-519©(2)). Meetings, Annual and Special).



- a. Notice of such meetings shall state the matter to be considered, and no other business shall be transacted except by unanimous vote of the members present.
- b. At least ten days notice must be provided to the Members, except in cases of emergency.
- c. Member-initiated recall of an Officer or Director, or a Member-initiated change to the Bylaws may be considered at a special meeting.

### 3. Conduct of Meetings

a. Quorum. A quorum at all regular and special meetings shall consist of thirty (30) Voting Members in good standing. A member who votes by mail may not be counted in computing a quorum. Proxy representation and cumulative voting are not permitted.

(see MD Code, Corporations and Associations, § 5-520. Quorum).

b. Voting by proxy and mail. A member is entitled to only one vote. Voting by proxy is prohibited; voting by mail is not voting by proxy. At any meeting of members, a signed written vote received by mail from any absent member may be read at the meeting and is equivalent to a vote of the member if: (1) The member was notified in writing of the exact motion or resolution on which the vote is taken; and (2) A copy of the motion or resolution is attached to the vote mailed by him.

(see MD Code, Corporations and Associations, § 5-521. Voting by proxy and mail).

b. All issues brought to a vote during a duly constituted regular or special meeting of the Association shall be determined by a majority of the Voting Members; except that all proposed Bylaws changes, approval of appeals by homeowners to override BOD decisions regarding variances to the Rules and Regulations, and/ or exceptions to the Bylaws; requires a 2/3 majority of the Voting Members.

(see MD Code, Corporations and Associations, § 5-511. Adoption of Bylaws).

c. Non-members may attend meetings with approval of the President, but shall have no voting rights and may not address the membership unless invited to do so by the President.

d. The order of business at all meetings of the Association shall be as follows:

- a. Reading and approval of minutes of the previous meeting.
- b. Treasurer's report.
- c. Committee reports.
- d. Report of the Special Police Officer.
- e. President's report.
- f. Old business.
- g. New business.
- h. Announcement of next meeting
- i. Adjournment.

- h. The conduct of business shall be regulated by parliamentary rules as contained in a current edition of Robert's Rules of Order insofar as they are not in conflict with the Articles of Incorporation and these Bylaws. The Recording Secretary shall bring a current copy of Robert's Rules of Order to the meetings, and the President may appoint a Parliamentarian.

## **ARTICLE IX – COMMITTEES**

Special or ad hoc committees, whose composition, roles, authorities, and responsibilities shall be articulated in a committee charter, may be appointed by the President or the BOD, as necessary. The authorities and responsibilities of such Special or ad hoc committees shall be limited, and not exceed that which the BOD has explicitly ratified.

## **ARTICLE X - OFFICIAL RECORDS**

The Association shall maintain each of the following items which constitute the "Official Records" of the Association:

- a. Copies of any plans, specifications, permits and warranties relating to improvements constructed on the Common Area or other property that the Association is obligated to maintain, repair or replace.
- b. A copy of the Articles of Incorporation of the Association and each amendment thereto.
- c. A copy of the current RULES AND REGULATIONS of the Association.
- d. The minutes of all meetings of the Board of Directors and of the members and of any committees appointed by the Board which minutes must be retained for at least seven (7) years.
- e. A current roster of all members and their mailing addresses and lot designations.
- f. All of the Association insurance policies or a copy thereof, which policies must be retained for at least seven (7) years.
- g. A copy of all contracts to which the Association is a party, including, without limitation, any management agreement, lease, or other contract under which the Association has an obligation or responsibility. Bids received by the Association for work to be performed must also be considered Official Records and must be kept for a period of one (1) year.
- h. The financial and accounting records of the Association, kept according to good accounting practices. All financial and accounting records must be maintained for a period of at least seven (7) years. The financial and accounting records must include:
  - i. Accurate, itemized and detailed records of all receipts and expenditures.
  - ii. A current account and periodic statement of the account for each member, designating the name and current address of each member who is obligated to pay assessments, the due date and amount of each assessment or other charge against the member, the date and amount of each payment on the account, and

the balance due.

- iii. Any other records that identify, measure, record, or communicate financial information.

## **ARTICLE XI – Bylaws**

1. Changes to these Bylaws must be:

a. Proposed by a Director, or submitted in writing by a Bylaws Committee, consisting of at least four Voting Members duly appointed by the President; and be approved by the Board of Directors, or.

b. For Association Member initiated Bylaws changes: Must be submitted to the BOD at least 30 days prior a regularly scheduled BOD meeting.

2. The BOD will consider proposed changes, make a recommendation whether to approve or reject the change, and add the proposed change with the BOD recommendation to the agenda for a subsequent Member meeting.

3. Proposed Bylaw changes shall be mailed, whether by U.S. post or electronic mail, to members at least thirty (30) days prior to a vote at a Member meeting.

4. If approved by two-thirds of the Members voting, after presentation at a properly noticed Member meeting, the changes shall be adopted.

### Recent History - 2008

2/27/2008: Approved by the Board of Directors.

4/26/2008: Revised.

5/17/2008: Approved by the membership.

### Recent History – 2022

7/25/2022 – Revised

7/29/2022 – Approved by the Board of Directors

?/??/2022 – Approved by the Membership