

# Amended and Restated Bylaws of Queen Anne Colony Association, Inc.

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**AMENDED AND RESTATED BY-LAWS OF  
QUEEN ANNE COLONY ASSOCIATION, INC.**

**EXPLANATORY STATEMENT:** On or about October 29, 1971, the Bylaws of Queen Anne Colony Association, Inc. were duly adopted. On or about January 1, 1991, the Bylaws were amended. The 1991 Bylaws as amended, now adopt these Amended and Restated Bylaws, as provided herein, by the affirmative vote of not less than two thirds of the members present in person or by proxy at a duly called and noted meeting of Queen Anne Colony Association, Inc. at which a quorum was present. Members present in person or by proxy at this duly noticed and constituted meeting on November 20, 2017, and in accordance with Article XIII, Section 1 of its said amended Bylaws hereby further amends and completely replaces said amended Bylaws with these Amended and Restated Bylaws.

**NOW, THEREFORE,** effective as of the date written above, the above described Bylaws of Queen Anne Colony Association, Inc. are hereby amended and restated in entirety as follows:

**ARTICLE 1 - NAME**

The name of the Association is QUEEN ANNE COLONY ASSOCIATION, INC. The principal office shall be located at 5 Riggs Avenue, Severna Park, Maryland 21146 and as amended from time to time with the Charter Division of the Maryland Department of Assessments and Taxation by the Association's Board of Directors. The meetings of the Members and directors may be held at such places within the State of Maryland, as may be designated by the Board of Directors.

**ARTICLE 2 - PURPOSE**

Section 2.1. The purpose of the Association shall be as stated in the Articles of Incorporation and as further provided herein.

Section 2.2. The Association shall foster and advance matters deemed to be in the best interests of Queen Anne Colony subdivision, its owners and residents.

Section 2.3. The Association shall establish and maintain high community standards and restrictions, seek enforcement of the same, and take whatever action is necessary and advisable in these respects.

Section 2.4. The Association shall consider and advocate or oppose any existing or proposed legislation and/or administrative action that may affect any or all property owners in the Queen Anne Colony subdivision, and take whatever action may be deemed advisable in the discretion of the Board of Directors.

### ARTICLE 3 - DEFINITIONS

Section 3.1. Unless the context clearly indicates otherwise, words shall have the same meaning as provided in the Declaration of Covenants, Conditions and Restrictions for Queen Anne Colony as amended from time to time.

Section 3.2. **Act** shall mean and refer to the Maryland Homeowners Association Act (Title 11B Md. Real Property Code Annotated) as amended from time to time.

Section 3.3. **Annual Assessment or Annual Assessments** shall mean and refer to any fee or dues charged annually for a Lot, house on the creek, ownership of a slip at the cemetery, and the marina.

Section 3.4. **Association** shall mean and refer to Queen Anne Colony Association, Inc., its successors and assigns.

Section 3.5. **Common Area** shall mean all real property owned by the Association for the common use and enjoyment of the Owners, as more particularly described in the Declaration, and on the plats and deeds recorded in association therewith.

Section 3.6. **Declaration** shall mean and refer to the Declaration of Covenants, Conditions and Restrictions of Queen Anne Colony as amended from time to time and recorded among the Land Records of Queen County, Maryland.

Section 3.7. **Director** shall mean and refer to both officers and "at large" directors.

Section 3.8. **Lot** shall mean and refer to those parcels of land as shown upon the original subdivision plat of Queen Anne Colony as recorded among the Plat Records of Queen Anne County in Plat Book 57 T.S.P., page(s) 317 et. seq. in 1960, with the exception of the Common Area.

Section 3.9. **Member** shall mean and refer to those persons entitled to membership in the Association as provided in the Declaration.

Section 3.10. **Owner** shall mean and refer to the record owner whether one or more persons or entities, of the fee simple title to any Lot which is a part of the Property, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

Section 3.11. **Property** shall mean and refer to that certain real property described in the Declaration of Covenants, Conditions and Restrictions for Queen Anne Colony, and all Plats recorded with regard to the Queen Anne Colony subdivision among the Land Records of Queen Anne's County, Maryland, and as amended from time to time thereafter, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

Section 3.12. **Special Assessment or Special Assessments**" shall mean any fees or dues assessed for a specific time frame or for a specific project for a Lot, house on the creek, ownership of a slip at the cemetery and/or for the marina, other than Annual Assessments.

#### ARTICLE 4 - MEETING OF MEMBERS OF ASSOCIATION

Section 4.1. **Membership Meetings.** Meetings of the Members shall be held in the second month of each quarter, i.e. in February, May, August and November as determined by the Board of Directors. The November quarterly meeting shall be designated the annual meeting at which the Officers and Directors are elected, and the budget is approved for the next fiscal year.

Section 4.2. **Special Meetings.** Special meetings of the Members may be called at any time by the President or by the affirmative vote of not less than seven Directors, or upon written request signed by Members representing not less than 15% of all Lots delivered to the President or Secretary of the Board of Directors.

Section 4.3. **Notice of Meetings.** Written notice of each meeting of the Members shall be given by, or at the direction of the President or Secretary of the Board of Directors, by mailing postage prepaid United States Postal Service, or electronic transmission, a copy of such notice, at least **10 days before the meeting** to each Member entitled to vote there at, addressed to the Member's post office or email address last appearing on the books of the Association, or supplied by such Member to the Association for the purpose of notice. Notice by electronic transmission shall only be permitted if the Member has provided written authority for same to the Association. 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. Each Member is responsible to provide the Association with current contact information in writing. Those failing to provide current ownership and address information may be prevented from voting.

Section 4.4. **Quorum.** The presence in person or by proxy at the Members' meeting of Members entitled to cast not less than **ten percent (10%)** of the total Association votes shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these Bylaws. If a sufficient number of Members to constitute a quorum or to approve or authorize the actions set forth in the notice are not in attendance, a majority of the Board of Directors present, or the Members present at such meeting, in person or by proxy, may by a simple majority vote call a further meeting of the Members for the same purpose. Fifteen days notice of the time, place and purpose of such further meeting shall be given by advertisement inserted in a newspaper published in Queen Anne's County, by the same procedures provided for herein for the first such Membership meeting, or as otherwise provided by the State law, which method of notice shall be at the discretion of the Board of Directors. At such further meeting the Members present, in person or by proxy, shall constitute a quorum and by majority vote of those present, in person or by proxy, may approve or authorize the proposed action or take any other action which might have been taken at the original meeting if a sufficient number of Members had been present.

**Section 4.5. Proxies.** At all meetings of Members, each Member may vote in person or by proxy. The Board of Directors may also elect to use directed proxy ballots, wherein Members may cast their votes as they direct. All proxies and directed proxy ballots shall be in writing, in a format pre-approved by the Board of Directors, dated, signed and filed with the Secretary prior to or at the meeting before the vote is counted, or any continuation thereof. Every proxy and directed proxy ballot shall be valid for 180 days, and shall be revocable at any time before the vote is counted. Proxies shall automatically cease upon conveyance by the Member of the Member's Lot. Except for the Secretary of the Board of Directors (who shall exercise the proxy votes as approved by a majority of the Board of Directors, or who may cast the directed proxy ballots as designated by the Member), no person shall carry more than five proxies at any one time.

**Section 4.6. Conduct of Meetings.** At the discretion of the chairperson, the order of business at a regular meeting of the Association's Membership shall be as follows:

- a. Establishment of Quorum and Call to Order.
- b. Approval of Minutes.
- c. Officers' Reports.
- d. Committee Reports.
- e. Unfinished Business.
- f. New Business (including if appropriate Election of Officers and Directors).
- g. Open Forum.
- h. Adjournment.

## **ARTICLE 5 - BOARD OF DIRECTORS, SELECTION, TERM OF OFFICE**

**Section 5.1. Number and Qualification.** The affairs of the Association shall be managed by a Board of Directors consisting of 11 Directors, all of whom shall be natural persons and resident Members over the age of 21 years. No person who has a judicial or statutory lien against his Lot in favor of the Association, or who has been convicted of a felony, or who is a party in any pending litigation where the Association is the adverse party, may be a candidate for, or may serve on the Board of Directors. Not more than one Owner from each Lot shall serve as a Director simultaneously.

**Section 5.2. Composition of Board.** The Board of Directors shall consist of the 5 officers, the last eligible Past President who has completed his or her term, and 5 "at large" Directors. In the event the last eligible Past President who has completed his or term, fails, refuses or is unable to serve, then the next available and eligible Past President shall serve in this capacity.

**Section 5.3. Term of Office.** Directors, including officers, other than the immediate Past President, shall be elected by the Members at the last quarterly Membership meeting of each year for a term of 1 year.

Section 5.4. **Removal and Appointment.** Any Director, including any officer, failing to qualify as provided in these Bylaws, or who fails to attend 3 consecutive Board meetings without a reasonable excuse shall be deemed to have resigned his or her position as a Director, including any officer, in the sole discretion of the Board of Directors, and an immediate vacancy shall result. No Director, including officers, may be removed from the Board of Directors, without just cause. Specifics constituting just cause shall be stated in writing and submitted to the Board of Directors along with the signatures of not less than 25% of the total Membership. Upon receipt of the statement of just cause and the verified signatures of not less than 25% of the total Membership, the Board of Directors shall appoint an Impeachment Committee of twelve persons, none of whom shall be Directors (or officers), or any Member who has signed the petition requesting removal. The chairperson of the Impeachment Committee shall be selected from among the appointees to the committee by the appointees and shall have full voting powers in the committee. A public hearing shall be held allowing all parties an opportunity to be heard. Upon a finding by the committee of "just cause for impeachment", the impeachment will be put to a vote of the Members and if sustained by a simple majority of Members present in person or by proxy at a meeting duly called and noted, the impeached Director (including any impeached officer) shall be immediately removed from his or her position. In the event of death, resignation, removal or disqualification of any Director, including any officer, his successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his predecessor with the following exceptions: (a) The First Vice President shall automatically fill any vacancy in the office of President, and (b) the Second Vice President shall automatically fill the vacancy of First Vice President.

Section 5.5. **Compensation and Interested Directors.** No Director shall be compensated for acting as a Director. This does not prohibit a Director from being compensated for services or supplies rendered to the Association in a capacity other than as a Director, provided that either the Director first fully disclose all personal interests, or the remaining Directors are aware of the interest, and a majority of disinterested Directors, in a resolution acknowledging the interest, approved the specific transaction.

## ARTICLE 6 - NOMINATION AND ELECTION OF DIRECTORS

Section 6.1. **Nomination.** Nomination for election to the Board of Directors may be made by a Nominating Committee, appointed by the Board of Directors, and/or from the floor at the annual meeting wherein the election of Directors and officers is to occur. The Nominating Committee shall consist of a Chairman, who shall not be a member of the Board of Directors, and two or more Members of the Association, all of whom may not be Directors. The Nominating Committee, if any, shall make as many nominations of qualified persons for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled.

Section 6.2. **Election.** Election to the Board of Directors shall be by written ballot. At such election the Members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. No less than



6 weeks before the election the Nominating Committee is to report to Secretary one candidate for each of the following positions: 1 year terms: President, First Vice President, 2<sup>nd</sup> Vice President, Secretary, Treasurer, and 5 directors. All Candidates must be members in good standing. The Secretary will send out the slate provided by the Nominating Committee at least 14 days in advance of the election to all members. Absentee ballots are permitted, must be mailed and received in a sealed envelope to be opened at the meeting and counted with the regular votes. The person or persons receiving the largest number of votes will be elected. Cumulative voting is not permitted.

## ARTICLE 7 - MEETING OF DIRECTORS

Section 7.1. **Regular Board Meetings.** Regular meetings of the Board of Directors shall be held not less than every other month, at such place and hour as may be fixed from time to time by the Board of Directors.

Section 7.2. **Special Board Meetings.** Special meetings of the Board of Directors shall be held when called by the President of the Association, or by any four or more Directors, after not less than 3 days prior notice to each Director. Meetings may be held on less notice if exigent circumstances so require, or upon agreement of a majority of Directors.

Section 7.3. **Quorum of Directors.** A simple majority of Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a simple majority of the Directors present and voting at a duly held meeting at which a quorum is present shall be regarded as the act of the Board of Directors.

Section 7.4. **Notice of Board Meetings.** All Board meetings shall be open to all Members and their designated agents, except in the circumstances where closed meetings are permitted by the Act, and such persons may participate in such meetings, as permitted by the chairperson of the meeting, but shall not be entitled to make any motions or vote upon any matter coming before the Board of Directors at the meeting. Members and Directors shall be given reasonable notice of all regular meetings of the Board of Directors. If the Board of Directors meeting is to be held in a private residence, advance notice is required of all Members who wish to attend. Meetings may be held by conference telephone call as permitted by law.

Section 7.5. **Closed Board Meetings.** Closed meetings of the Board of Directors are permitted for:

- a. Discussion of matters pertaining to employees and personnel.
- b. Protection of the privacy or reputation of individuals in matters not related to the Association's business.
- c. Consultation with legal counsel on legal matters.
- d. Consultation with staff personnel, consultants, attorneys, board members or other persons in connection with pending or potential litigation, or other legal matters.
- e. Investigative proceedings concerning possible or actual criminal misconduct.

- f. Consideration of the terms or conditions of a business transaction in the negotiation stage if the disclosure could adversely affect the economic interests of the Association.
- g. Complying with a specific Constitutional, statutory or judicially imposed requirement protecting particular proceedings or matters from public disclosure.
- h. Discussion of individual Lot owner assessment accounts. I. For any other reason as permitted under the Act.
- i. If a meeting is held in closed session under subsections a. thru l. of this section: An action may not be taken and a matter may not be discussed if it is not permitted by subsections a. through i. of this section; and a statement of the time, place, and purpose of any closed meeting, the record of the vote of each Board member by which any meeting was closed, and the authority under this section for closing any meeting shall be included in the minutes of the next meeting of the Board. The closed meeting minutes may be withheld from public view.

Section 7.6. **Action Taken Without Meeting.** The Board may take any action in the absence of a meeting that it has the power to take at a meeting, provided any such action is reported in the minutes of the next meeting.

Section 7.7. **Working Sessions of the Board.** The Board may hold informal working sessions without notice to the Members. In order to comply with the requirements as set forth in the Act for open meetings, any time the Board is considering taking an action that requires a vote, it shall give reasonable notice of the meeting to all Members. If however, the Board is discussing issues or holding a general planning session where no formal votes are taken, no notice to Members is required and the Directors may discuss these issues in informal working sessions from time to time.

## ARTICLE 8 - POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 8.1. **Powers.** The Board of Directors shall have the power to:

- a. Adopt and publish rules and regulations governing the use of the Common Area and facilities, and the personal conduct of the Members, their families, tenants and guests thereon, and to establish penalties for the infraction thereof.
- b. Suspend the voting rights and right to use of the Common Area and recreational facilities of a Member, their families, tenants and guests during any period in which such Member shall be in default in the payment of any assessment levied by the Association against the Member's Lot. Such rights may also be suspended after notice and hearing, for a period not to exceed 60 days for infraction of published rules and regulations.
- c. Exercise for the Association all powers, duties and authority vested in or delegated to a Maryland Corporation in good standing, and vested in or delegated



- to the Association and not expressly reserved to the Members by other provisions of the Bylaws, the Articles of Incorporation, the Declaration, or the Act.
- d. Declare the office of a Director, including officers, to be vacant in the event such Director shall be absent from three (3) consecutive regular meetings of the Board of Directors without reasonable justification.
  - e. Employ a manager, an independent contractor, or such other employees and contractors as deemed necessary, and to prescribe their duties.
  - f. Regulate parking within Queen Anne Colony community and upon the Common Areas, including use of towing procedures to have cars parked in violation of published rules and regulations, the Declaration, or the Bylaws, towed from the Association's property.
  - g. Conduct the Association's business via U.S. mail and/or electronically, including obtaining votes of the Members. When such business is in the form of a referendum to the Members, a ballot and a clear description of the question at issue shall be sent to all Members in good standing allowing 30 days to cast the ballot. A simple majority of all the ballots sent must be returned to the Board within 30 days. A simple majority of those ballots timely returned shall approve or reject the referendum.

Section 8.2. **Duties.** It shall be the duty of the Board of Directors to:

- a. Cause to be kept a complete record of all its acts and corporate affairs in the form of corporate minutes.
- b. Supervise all officers, agents, and employees of the Association, and oversee the proper performance of their duties.
- c. As more fully provided in the Declaration, to:
  - 1. fix the amount of the annual assessment against each Lot at least thirty (30) days in advance of each annual assessment period; and
  - 2. send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period; and
  - 3. collect annual assessments from Members and determine the official depository or depositories for the Association's funds.
- d. Issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment.
- e. Procure and maintain adequate liability and hazard insurance on property owned by the Association;
- f. Purchase and maintain fidelity insurance to provide for the indemnification of the Association against loss resulting from acts or omissions arising from fraud, dishonesty, or criminal acts by any officer, director, managing agent, management company, or other agent or employee charged with the operation or maintenance

of the Association who controls or disburses funds in an amount not less than 3 million dollars or 3 months' worth of gross annual assessments plus the total amount held in all investment accounts at the time the fidelity insurance is issued, whichever is less.

- g. Purchase and maintain Directors and Officers errors and omissions insurance in adequate amounts to cover officers, directors, and committee members who are serving the Association.
- h. Cause the Common Area and facilities to be maintained.

## **ARTICLE 9 - OFFICERS AND THEIR DUTIES**

Section 9.1. **Enumeration of Officers.** The officers of the Association shall be a President, a First Vice President, a Second Vice President, a Secretary, and a Treasurer, all of whom shall be Directors. Such other special appointment officers as may be deemed appropriate may be appointed by the Board of Directors from time to time. Such special appointment officers shall not be Directors and shall have no vote on the Board of Directors.

Section 9.2. **Election of Officers.** The election of officers shall take place at the annual meeting of the Members. Anyone who is a candidate as an officer may not be a candidate for any other position in the same election.

Section 9.3. **Term.** The officers of the Association shall be elected annually by the Members of the Association and each officer shall hold office for 1 year unless he or she shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 9.4. **Special Appointments.** The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority and perform such duties as the Board may, from time to time, determine.

Section 9.5. **Resignation and Removal.** Any officer may be removed from office with or without cause by the Board of Directors at any time. Any officer may resign at any time by providing written notice to the Board, the President or Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Upon resignation or removal, such officer shall promptly deliver any and all of the Association's records he or she may have in his or her custody or control to the Board, the President or Secretary.

Section 9.6. **Vacancies.** A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer replaced.

Section 9.7. **Multiple Offices.** No person shall simultaneously hold more than one of any of the offices except in the case of special offices created pursuant to Section 4 of this Article.

Section 9.8. **Duties.** The duties of the officers are as follows:

- a. **PRESIDENT** - The President shall be the chief executive officer of the Association and shall preside at all meetings of the Board of Directors and the Association's Members. The President shall see that orders and resolutions of the Board are carried out; shall sign leases, mortgages, deeds and other written instruments, and shall conduct the affairs of the Association in accordance with these Bylaws and the policies and procedures established by the Board of Directors. The President shall ex officio be a member of all committees except where may be prohibited. The President shall report any actions taken on behalf of the Association to the Board of Directors at the next meeting following any such action. When the President completes his or her term as President, unless immediately re-elected as a Director, shall automatically, as immediate Past President, become a Director and member of the Board of Directors to serve until succeeded by the next President who completes his or her term.
- b. **FIRST VICE-PRESIDENT** - The First Vice-President shall act in the place and stead of the President in the event of his or her absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required by the President.
- c. **SECOND VICE-PRESIDENT** - The Second Vice-President shall act in the place and stead of the President in the event of the absence, inability or refusal to act of both the President and the First Vice President, and shall exercise and discharge such other duties as may be required by the President.
- d. **SECRETARY** - The Secretary shall record the votes and cause to be kept a record of attendance and minutes of all meetings and proceedings of the Board of Directors and of the meetings of the Association's Membership; keep the corporate seal of the Association, if any, and affix it on all papers requiring said seal; cause notice of the meetings of the Board and of the Members to be sent as may be required; carry on the ordinary correspondence of the Association; maintain the general files and records of the Association; keep appropriate current records showing the Members of the Association together with their addresses as submitted in writing by the Members, and shall perform such other duties as required by the Board. Not more than 1 mailing address is required to be kept in the business records per Lot.
- e. **TREASURER** - The Treasurer shall receive and deposit, or oversee the receipt and deposit, in appropriate bank accounts all monies of the Association and shall disburse such funds electronically, as directed by approval or resolution of the Board of Directors, and pursuant to the approved budget for the Association. If any such check or payment is in excess of any approved contract or invoice, such check or payment in excess of \$2,500.00 shall be approved in writing by the President or another authorized officer. The Treasurer shall: sign or otherwise approve all checks and promissory notes of the Association, which checks and promissory notes the Board may require the President or other authorized officer

to approve in writing prior to disbursement; keep proper books of account, cause an audit of the Association books to be made by an independent public accountant not less often than once every other year; and shall prepare an annual budget and a statement of income and expenditures to be sent or otherwise made available to the Members for review and discussion not less than 30 days before a meeting is held to discuss the budget and prior to approval of the budget by the Board. The Treasurer shall also submit a full and true report of the financial condition of the Association at the annual meeting of the Members and at such other times as the President or the Board of Directors may require. In the event the Treasurer refuses, fails or is unable for any reason to fulfil his or her duties, the Board of Directors may designate a Vice President to fulfil said duties until the Treasurer returns to duty or is permanently replaced.

## ARTICLE 10 - COMMITTEES

Section 10.1. **Architectural Committee.** As more fully provided in the Declaration, the Board of Directors may appoint an Architectural Committee responsible for reviewing plans and specifications for the construction, erection, placement, or modification of any structure and for landscaping in Queen Anne Colony for conformance with the requirements of the Covenants, Conditions and Restrictions of Queen Anne Colony and any standards promulgated by the Board of Directors sitting as the Architectural Committee. The Committee shall have authority to: (a) approve or disapprove plans and specifications; (b) approve or disapprove exceptions to setback requirements for entrance stoops, decks, sheds, terraces, patios, steps, eaves, cornices, and gutters; (c) extend for cause the time for commencement or completion of construction; and (d) enter and inspect sites under construction. The Committee shall report to the Board of Directors its recommendations for disposition of violations and requests for variances. The Committee shall maintain files and records of all its transactions. The Board of Directors shall prepare and publish guidelines, with the assistance of the Architectural Committee, to assist in the understanding and application of the Covenants, Conditions and Restrictions of Queen Anne Colony.

Section 10.2. **Price's Creek Committee.** There shall be a Price's Creek Committee appointed by the Board of Directors from among Members owning Lots along Price's Creek, which shall oversee disbursements of the special annual fees collected from owners of property adjoining Price's Creek and shall plan and coordinate all activities which exclusively concern such owners.

Section 10.3. **Miscellaneous Committees.** At the discretion of the Board of Directors, there shall be other committees with such responsibilities and duties as shall be determined by the Board of Directors.

Section 10.4. **Committee Composition.** Committee chairpersons shall be selected by the President. Other committee members shall be selected by the chairperson with approval by the President. The terms of all committee members shall expire at the end of each calendar year,

provided, however, that committee members shall be subject to removal by the President with approval of the Board of Directors. Each committee shall be responsible to the Board of Directors and shall make such reports as requested.

Section 10.5. **Appeal of Committee Action.** Upon written request submitted to the Board of Directors through one of its officers by an affected party, the Board of Directors shall review and may modify or overrule any committee action or recommendation. The provisions of this section shall not apply to any Nominating or Impeachment Committee provided for elsewhere in these Bylaws.

## ARTICLE 11 - BOOKS AND RECORDS

Section 11.1. **Examination and Public Inspection.** Subject to the provisions of Section 11.3 of this Article, all books and records kept by or on behalf of the Association shall be made available for examination or copying, or both, by a Member, a Member's mortgagee, or their respective duly authorized agents or attorneys, during normal business hours, and after reasonable notice. The Declaration, the Articles of Incorporation and the Bylaws of the Association shall be available for inspection by any Member at the principal office of the Association, where copies may be purchased at a reasonable cost.

Section 11.2. **Written Request for Financial Statements and Minutes.** If a Member requests in writing a copy of the financial statements of the Association or the minutes of a meeting of the Board to be delivered, the Board of Directors shall cause to be compiled and shall make every reasonable effort to send the requested information by mail, electronic transmission, or personal delivery within 21 days after receipt by the Board or its designated agent, of the written request, if the financial statements or minutes were prepared within the 3 years immediately preceding receipt of the request, or within 45 days after receipt of the written request, if the financial statements or minutes were prepared more than 3 years before receipt of the request. Minutes are deemed to include only approved minutes of the Board of Directors.

Section 11.3. **Records Withheld from Public Inspection.** Books and records kept by or on behalf of the Association may be withheld from public inspection, except for inspection by the person who is the subject of the record or the person's designee or guardian, to the extent that they concern: 1) personnel records, not including information on individual salaries, wages, bonuses, and other compensation paid to employees; 2) an individual's medical records; 3) an individual's financial records, including assets, income, liabilities, net worth, bank balances, financial history or activities, and creditworthiness; 4) records relating to business transactions that are currently in negotiation; 5) the written advice of legal counsel; or minutes of a closed meeting of the Board of Directors, unless a majority of a quorum that held the meeting approves unsealing the minutes or a recording of the minutes for public inspection.

Section 11.4. **Charge for Review and Copying.** The Association may impose a reasonable charge not to exceed fifty cents per page or the amount authorized under Title 7, Subtitle 2 of the Courts Article for copying books and records.



## ARTICLE 12 - ASSESSMENTS

Section 12.1. **Levying.** As more fully provided in the Declaration, Special Assessments will be levied only upon the recommendation of the Board of Directors and with the affirmative vote of not less than sixty percent (60%) of the materially affected Members present and voting in person or by proxy or directed proxy ballot at a meeting duly called and constituted.

Section 12.2. **Timing to Pay.** Special Assessments for expenditures which require long term financing by the Association may be set up on repayment schedules, to include interest, upon recommendation of the Board of Directors, and with the affirmative vote of not less than two-thirds of the materially affected Members present and voting in person or by proxy or directed proxy ballot at a meeting duly called and constituted. At such time as a Special Assessment is billed, payment shall be due within 30 days, or as otherwise provided in the Declaration.

Section 12.3. **Obligation to Pay.** As more fully provided in the Declaration, each Member is obligated to pay the Association annual and special assessments which are secured by a continuing lien upon the Lot against which the assessment is made. Any assessment which is not paid when due shall be delinquent.

Section 12.4. **Late Charges and Interest.** A late charge not to exceed the greater of \$15.00 or one-tenth of the total amount of any delinquent assessment or installment, whichever is greater, or the maximum permitted by law, may be imposed by the Board of Directors if any assessment or installment thereof is not paid within 30 days of the date due. The assessment shall bear interest from the date of delinquency at the rate of twelve percent (12%) per annum or the maximum permitted by law, whichever is less, and the Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the Lot. Late charges, interest, costs of collection, including administrative costs, court costs (if any), and reasonable attorney's fees incurred to collect the delinquent assessment or installment shall be added to the amount of such assessment whether or not a lien is recorded or a lawsuit is filed. No owner may waive or otherwise escape liability for the assessments provided for herein by non-use of the Common Area or abandonment of his Lot.

## ARTICLE 13 - REMEDIES AND ENFORCEMENT

Section 13.1. **Board of Directors Power to Enforce.** To assist the Association in providing for congenial occupancy and the protection of the value of the Lots and Common Areas, the Board of Directors shall have the right and authority to exercise reasonable controls over the use of the Common Areas and the Lots located within Queen Anne Colony community as more fully provided in the Declaration. Violations of the Declaration, these Bylaws, and the rules and regulations duly adopted and promulgated thereon shall not be permitted, and the Board of Directors is authorized to take all steps necessary to prevent or discontinue any violations thereof, all at the expense of the violator as more fully provided herein below.



Section 13.2. **Entitlement to Attorneys' Fees.** In any proceeding by the Association or by an Owner to enforce any restriction, condition, covenant, reservation, rule, easement, lien or charge now or hereafter duly imposed, and provided that the plaintiff Association or plaintiff Owner prevails, such party shall be entitled to an award of its reasonable attorneys' fees and litigation costs and expenses incurred in prosecuting the proceeding, or in pursuing the matter.

Section 13.3. **Fines.** After providing such due process as may be required, the Association's Board of Directors shall have the power to impose a fine by a vote of not less than sixty percent (60%) of the entire Board of Directors upon a Member, and/or his tenant, of not more than fifty dollars (\$50.00) per day up to a maximum of five hundred dollars (\$500.00) per month for each initial violation or for each repeated violation, of any of the provisions of the Declaration, these Bylaws, or duly adopted and promulgated rules and regulations of the Association. For the purposes of this section, each day any such violation continues shall be deemed to be a separate such violation. As determined by the Board of Directors, interest on the unpaid amount of any fine shall accrue at a rate not to exceed the greater of the maximum legal rate permitted from time to time in the State of Maryland or 12% per annum, whichever is less. Legal action to collect the amount of any fine imposed pursuant to the terms of these Bylaws, shall subject the person obligated to pay such fine to the obligation of paying to the Association its reasonable attorney's fees and any costs of collection in connection therewith, including but not limited to court costs. Such fines shall be in addition to other remedies available to the Board of Directors.

Section 13.4. **Other Remedies.** The failure of any Member to comply with the provisions of the Declaration, the Articles of Incorporation, these Bylaws, and/or the rules and regulations of the Association will give rise to a cause of action in the Association for self help as further provided in the Declaration, and in the Association and any aggrieved Member, and his or her mortgagee for the recovery of damages, or for injunctive or other equitable relief, or both.

#### **ARTICLE 14 - CORPORATE SEAL**

The Association shall have a seal in circular form having within its circumference the words: QUEEN ANNE COLONY ASSOCIATION, INC., or in the alternative may seal documents by using the word seal in capital letters and enclosed within parenthesis after the signature line of its signatory, as shown: (SEAL).

#### **ARTICLE 15 - AMENDMENT AND CONFLICT**

Section 15.1. These Bylaws may be amended, at a regular or special meeting of the Members, by the affirmative vote of not less than sixty percent (60%) of those votes cast in person and by proxy, provided that the notice for such meeting included the full text of the proposed amendment. The amendment may be further amended during the meeting of the Members at which it is considered provided any such further amendments to the proposed amendment are germane and do not change the intent of the original amendment as presented.

Section 15.2. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control; and in the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

#### ARTICLE 16 - MISCELLANEOUS

Section 16.1. **Fiscal Year.** The fiscal year of the Association shall begin on the first day of January and end on the 31<sup>st</sup> day of December.

Section 16.2. **Termination.** No member of the Association shall have, as an individual, any interest in or title to the assets of the Queen Anne Colony Association, Inc., and such assets shall be devoted exclusively to the purposes of the Association. In the event of termination of the Association, all of its assets shall be assigned to an institution that qualifies for tax exemption as selected by the Board of Directors, and as otherwise provided in the Articles of Incorporation.

**IN WITNESS WHEREOF**, we, being the President and Secretary of the Board of Directors of QUEEN ANNE COLONY ASSOCIATION, INC., hereby certify that we were among those authorized to count and/or certify votes at the meeting wherein these Amended and Restated Bylaws were approved by a two-thirds majority of those voting, have hereto set our hands and seals this 29 day of January, 2018.

ATTEST:

QUEEN ANNE COLONY ASSOCIATION, INC.

By:

Carlson Woodside (SEAL) Mary C. Evans (SEAL)  
Carlson Woodside, Secretary Mary C. Evans, President

FILED AMONG THE QUEEN ANNE'S COUNTY CIRCUIT COURT HOMEOWNERS ASSOCIATION DEPOSITORY RECORDS ON OR ABOUT

January 29, 2018.

Receipt Validation

LR - Agreement  
Recording Fee 20.00  
Name: Queen Anne  
Colony  
Ref:  
LR - Agreement  
Surcharge 40.00  
=====  
SubTotal: 60.00  
=====  
Total: 115.00  
01/30/2018 02:40  
CC17-JD  
#9768736 CC0204 -  
Queen Anne's  
County/CC02.04.02 -  
Register 02



DOCUMENT VALIDATION  
(excluded from page count for copies)

LR - Additional \$55 Recording  
Fee 55.00  
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Total: 115.00

REV-Check-CNB 115.00  
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01/30/2018 02:40 CC17-JD  
#9768736 CC0204 - Queen Anne's  
County/CC02.04.02 - Register  
02 842

**The Circuit Court for Queen Anne's County**

Scott MacGlashan, Clerk  
100 Court House Square  
Centreville, Maryland 21617  
410-758-1773  
1-800-987-7591