

BY-LAWS
MARINER'S POINT COMMUNITY ASSOCIATION, INC.

ARTICLE I
NAME AND LOCATION

The name of the corporation is Mariner's Point Community Association, Inc., hereinafter referred to as the "Association". The principal office of the Association shall be at the resident agent's address, 5 Riggs Avenue, Severna Park, 21146, but meetings of members and directors may be held at such places within a 10 mile radius of Annapolis, Maryland as may be designated by the Board of Directors.

ARTICLE II
DEFINITIONS

Section 1. Association. "Association" shall mean and refer to Mariner's Point Community Association, Inc., its successors and assigns.

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Section 2. Common Area. "Common Area" shall mean all real property owned by the Association for the common use and enjoyment of the members of the Association, as more particularly described in the Declaration of Covenants, Article 1, Section 5.

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Section 3. Declaration. "Declaration" shall mean the Declaration of Covenants, Conditions and Restrictions, dated May 21, 1981 by the Annapolis Roads Limited Partnership, recorded among the Land Records of Anne Arundel County, Maryland, in Book 3412, pages 152 et seq, and any Amendments and/or Supplements thereto, and as amended from time to time:

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Section 4. Lot. "Lot" shall mean and refer to all numbered subdivided parcels shown on the Plat as an area for a single family residential dwelling or similar building (whether attached or detached) and shall not include drainage and/or utility easements or public streets or Common Area.

Section 5. Member: "Member" and "Members" shall mean and refer to those persons entitled to membership in the Association as provided in the Articles of Incorporation. Every owner of a Lot shall be a Member.

Section 6. Plat of Annapolis Roads West. "Plat of Annapolis Roads West" shall mean and refer to and include the plats entitled, "Annapolis Roads West, Section One", prepared by Nealon & Davis, dated September, 1979, and recorded among the Land Records of Anne Arundel County, Maryland, in Plat Book H.G.L. 75, folios 19 and 20 and all revisions and supplements thereto.

Section 7. Property. "Property" shall mean and refer to the real property described in Schedule A in the Declaration (hereinbefore defined), and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

ARTICLE III
MEMBERSHIP

Section 1. Membership. Qualification for membership shall be as defined in the Articles of

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Section 2. Suspension of Membership.

During any period in which a Member shall be in default in the payment of any assessment or charge levied by the Association, the voting rights and right to use the common areas, if any, of such member may be suspended by the Board of Directors until such assessment has been paid.

Such rights of a Member may also be suspended, after notice and hearing (at a closed meeting), for a period not to exceed sixty (60) days, for violation of any the recorded covenants, and/or rules and regulations established by the Board of Directors governing the use of the Common Area and facilities.

ARTICLE IV

BOARD OF DIRECTORS: SELECTION: TERM OFFICE:

Section 1. Number. The affairs of the Association shall be managed by a Board of seven (7) directors, who need not be members of the Association.

Section 2. Election. Directors shall serve three (3) years terms. Directors are limited to two (2) consecutive terms, after which a director not serve as a directors for two years before they can seeking election or accepting an appointment to serve as a director.

Only one person per lot may serve on the Board of directors simultaneously. No person who has a judicial or statutory lien by the Association against his/her Lot, 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, either as an officer or a director.

Section 4. Removal. Any director may be removed from the Board, with or without cause, by a majority vote of the members of the Association. In the event of death, resignation or removal of director, his successor shall be selected by the remaining members of the Board until the next Annual meeting.

Any director failing to attend 3 consecutive Board meetings without a reasonable excuse as determined in the sole discretion of the Board, shall be deemed to have resigned his or her position as a director.

Section 5. Compensation. No director shall receive compensation for any services rendered to the Association on behalf of the Association. However, any director may be reimbursed for actual pre-approved expenses by the Board, incurred in the performance of duties with appropriate statements and itemized vendor receipts.

ARTICLE V

MEETING OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors should be held no less than every 75 days at a time and place agreed to by the Board of Directors.

Section 2. Special Meetings. Special meetings of the BOD 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. A special meeting will also be required if requested by 10 percent of the voting members of the Association, on the Association website and made generally available upon request of the Secretary.

Section 3 Closed 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.

j. If a meeting is held in closed session under subsections a. thru I. 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 5. Action Taken 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 or approval of all the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

Section 6. Budget / Financial Meetings. Budget meetings should be open to members for observation. Minutes, including votes must be published in accordance with procedures for all published meetings.

Section 3. Quorum. A majority of the number of directors shall constitute a quorum for the transaction of business. Every act or decision made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as an act of the Board. In the case of extenuating circumstances if approved by all directors present, director may participate in a meeting for the purposes of achieving a quorum by means of electronic or telephonic means."

Section 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 they may participate in such meetings, as permitted by the chairperson, 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 at least two weeks notice of all regular meetings of the Board of Directors.

Section 5. Minutes. Minutes for all meetings (except closed meetings) must be disseminated to the Board within 2 weeks of the meeting. The minutes must be reviewed and approved by the Board at the next regular meeting. Minutes will be posted to the website within 1 week of approval.

ARTICLE VI NOMINATION AND ELECTION OF DIRECTORS

Section 1. Election Committee. The Board of Directors shall establish an Elections Committee which will oversee the nominating of candidates for the Board and the election of Board members. The Elections Committee will solicit nominations for the Board and conduct the election. The Elections Committee will consist of a Chair, who is a current Board member and two members of the community. The Elections Committee will be appointed by the Board of Directors at the first meeting after the annual meeting and serve until the first meeting after the subsequent annual meeting. The Committee will send notice to all members for nominations at least 45 days before the election and shall allow as many nominations for election to the Board of qualified candidates under these By-Laws but not less than the number of vacancies to be filled by the election. A member of the community may nominate themselves as a candidate either by contacting the Election Committee or from the floor at the Annual meeting. Nominations may include members or non-members. Nominations will also be accepted from the membership at the annual meeting.

Section 2. Election. The Elections Committee, under the direction of the Board of Directors, will conduct the election of the Board of Directors by secret written ballot. Nominations for Board positions solicited by the Election Committee or received by the Committee from the membership at least 15 days before the election, will be listed on the ballot. The names on the ballot will be listed in alphabetical order. At such election, the members or the proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration, one vote per lot.

The voting process will be conducted as follows:

- The official ballot will be mailed to all members by the Management Company.
- The ballots will include voting instructions and names of those running for election only. There will be no identifying information of the homeowner casting their votes on the physical ballots.
- A tear-off sheet will be included with the ballot mailing, which will serve to validate the ballot as official.
- Upon completion of the ballot, the member must attach the tear-off sheet to the outside of the blank envelope containing the ballot being cast.
- All proxies and ballots will be delivered to the Election Committee, via the Management Company, or hand delivered to the Elections Committee at the annual meeting.
- Once received by the Elections Committee, the tear-off sheets will be removed and discarded by the Elections Committee once the eligibility to vote has been corroborated.

- The Elections Committee, including the associated Board member, along with a member of the Management Company and at least one random volunteer from the membership, will count all ballots cast at the annual meeting. The persons receiving the highest number of total votes cast shall be elected. Cumulative voting is not permitted.

The Management Company and its agents employed by the Association will assist in the election process under direct supervision of the Election Committee.

ARTICLE VII
POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. The Board of Directors shall have power to:

(a) adopt and publish rules and regulations governing the use of the Common Area and facilities, and conduct of the members and their guests thereon, and to establish penalties for the infraction thereof;

(b) exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these By-Laws, the Articles of Incorporation or the Declaration;

(c) declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors; and

(d) employ a manager, an independent contractor and/or such other employees as they deem necessary, and to prescribe their duties.

Section 2. Duties. It shall be the duty of the Board of Directors to use its best efforts to:

(a) cause to be kept a complete record of all its acts and corporate affairs;

(b) supervise all officers, agents and employees of this Association, and to see that their duties are properly performed;

(c) as more fully provided in the Declaration to;

(1) fix the amount of the monthly assessment against each Lot at least thirty (30) days in advance of each fiscal year, and

(2) send written notice of assessment to every Owner subject thereto at least thirty (30) days in advance of the first day of each fiscal year during which monthly assessments shall be levied, and

(3) to foreclose the lien against any property for which assessments are not paid within thirty (30) days after the due date and/or to bring an action at law against the Owner personally obligated to pay the same. The unpaid assessment shall bear interest from the due date at the rate of eight per cent (8%); any judgment obtained for such delinquent assessment shall include such reasonable attorney's fee as may be fixed

by the court together with the cost of the action.

(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) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;

(g) cause the Common Area and all other property owned by the Association to be preserved, operated and maintained in good order and repair and to establish reserves for such purposes they deem it appropriate to do so.

(h) appoint a committee of members of the Association to review the governing documents of the Association;

(1) the committee will be appointed no later than every ten years beginning on October 1, 2016 and

(2) the recommendations for any changes in the governing documents will be presented to the Board for the review, after consultation with the Association's legal counsel and presentation to the membership and

(3) the Board may recommend, approval of the suggested changes in the governing documents by the committee, disapproval of the suggested changes or no opinion when the changes are presented to the membership for approval

(4) any changes to the governing documents shall be approved in accordance with the provisions of Article XIII of the By-Laws and Article XI of the Declaration.

ARTICLE VIII COMMITTEES

Section 1: Appointment. The Board of Directors shall appoint such committees as deemed appropriate in carrying out the purpose of the Association.

Section 2. Duties. It shall be the duty of each committee to receive complaints from members on any matter involving Association functions, duties, and activities within its field of responsibilities. The committee will advise the Board of Directors as to the committee's activities and refer any complaints to such other committee, director or officer of the Association as is further concerned with the matter presented.

Section 3. Communication. All committee chairs contact information shall be published on the website and shared at the annual meeting.

Section 4. Standing Committee. The only standing or permanent committee of the Association is the Elections Committee. All other committees established by the Board are advisory

and regarding a specific purpose for the Association.

ARTICLE IX
MEETINGS OF MEMBERS.

Section 1. Annual Meetings. The annual meetings of the members shall be held on the second Wednesday in May at the hour of 7:00 o'clock, p.m.

Section 2. Purpose of Annual Meeting. The annual meeting of the members shall be held for but not limited to:

- (a) Electing new directors to the board of directors;
- (b) Informing members of community news and changes in progress or under consideration. Committees should report activities, accomplishments and plans;
- (c) Providing current financial information on the status of the Association, including Income Statement and Balance Sheet, with explanations of significant changes over the previous year. Any loans from reserves to operating funds must be disclosed. An explanation of current reserves balances compared to latest reserves study should also be given.
- (d) Provide the opportunity for the community to express concerns and suggestions.

Section 2. Special Meetings. Special meetings of the members may be called at any time at the request of the President or a majority of the Board of Directors or upon written request of twenty five percent of the members.

Section 3. Notice of Meetings. Written notice of each meeting of the members shall be given by, or at the direction of, the secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least fifteen (15) days (or such different notice period as specified for certain actions in the Declaration and/or Articles of Incorporation) before such meeting 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 the agenda for the business to be transacted at the meeting. Such notice shall state that 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, the members present at such meeting, in person or by proxy, may by majority vote call a further meeting of the members for the same purpose. Written notice of the second meeting of the members shall be given by, or at the direction of, the secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least fifteen (15) days (or such different notice period as specified for certain actions in the Declaration and/or Articles of Incorporation) before such meeting to each member entitled to vote there, 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 the agenda for the business to be transacted at the meeting. In addition, notice shall be given by advertisement inserted in a newspaper published in the county in which is located the principal office of the association. Said notice shall further state that a 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; and the notice of such further meeting shall so state.

Section 4. Quorum. The presence at the meeting in person or by proxy of one-fourth (1/4) of the members entitled to vote shall constitute a quorum for any action except as otherwise provided in the declaration, Articles of Incorporation or these By-Laws. If, however, such quorum shall not be present, in person or by proxy, represented at any meeting, then, if the notice of such meeting stated that the procedure authorized by this Section 4 might be invoked, the members present at such meeting, in person or by proxy may by majority vote call a further meeting of the members for the same purpose. Fifteen (15) days' notice of the time, place and purpose of such further meeting shall be given by advertisement inserted in a newspaper published in the county in which is located the principal office of the Association. At such further meeting, the members present, in person or by proxy, shall constitute a quorum and by majority vote of those present (unless a different percentage shall be required for any specific action in the Declaration, Articles of Incorporation or these By-Laws), in person or by proxy, may approve or authorize the proposed action and take any action which might have been taken at the original meeting if a sufficient number of members had been present; and the notice of such further meeting shall so state.

Section 5. Proxies. At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his Lot.

Section 6. Votes. Except as provided in the Declaration or the Articles of Incorporation, all decisions shall be made by majority of the total votes cast, whether in person or by proxy.

ARTICLE X OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. The officers of this Association shall be a president and vice-president who shall at all times be members of the Board of Directors, a secretary and a treasurer and such other officers as the Board may, from time to time, by resolution create.

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the members to be held 30 days after said election.

Section 3. Term. The officers of this Association shall be elected annually by the Board of Directors and each shall hold office for one (1) year unless he shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 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 5. Resignation and Removal. Any officers may be removed from office with or without cause by the Board. Any officer may resign at any time by giving written notice to the board, the president or the 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.

Section 6. Vacancies. A vacancy in any office may be filled in the manner prescribed for regular election. The officer elected to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 7. Multiple Offices. The offices of secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other officers except in the case of special offices created pursuant to Section 4 of this Article.

Section 8. Duties. The duties of the officers are as follows:

President

(a) The president shall preside at all meetings of the Board of Directors and at all meetings of the members; shall see that orders and resolutions of the Board and the membership are carried out; shall sign all leases, mortgages, deeds and other written instruments; shall sign all promissory notes and shall co-sign all disbursements of funds above \$1,500. Oversee safekeeping of all corporate documents. The President will be named on the certificates of deposits and all bank accounts.

Vice-President

(b) The vice-president shall act in the place and instead of the president in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board. The Vice President shall be eligible to be signor to the certificates of deposits and all bank accounts.

Secretary

(c) The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; keep the corporate seal of the Association and affix it on all paper requiring said seal; serve notice of meetings of the Board and of the member; keep appropriate current records showing the members of the Association together with their addresses; and shall perform such other duties as required by the Board.

Treasurer

(d) The treasurer (on behalf of the board) shall oversee the management company, or designated agent, and ensures that it performs the following duties:

- Receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Director,
- Review all approved monthly recurring bills and payments to ensure accuracy (whether paid by check or electronic transaction);
- Shall co-sign all checks of the Association;
- Ensure posting of Income and Expenditures to the Association's Members site, web page;

- Maintain a record of the position Reserves to include; past year deposits and expenditures and impact of to reserve estimate; ensure members have access to same;
- Maintain a three year estimate of reserve item expenditures; ensure members have access to same;
- Ensure an updated Reserve Study is conducted on a seven year cycle.

The Treasurer will be named on the certificates of deposits and all bank accounts. The Treasurer will cosign all disbursements of funds above \$1,500.

ARTICLE XI
BOOKS AND RECORDS

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any member. The Declaration, the Articles of Incorporation and the By-Laws of the Association shall be available for inspection by any member at the principal office of the Association. In addition, electronic versions will be readily available at no additional cost to members on our community's website.

ARTICLE XII
CORPORATE SEAL

The seal of the Association shall be circular in form with the name of the Association and "Maryland" inscribed around the outer edge, and in the center shall be inscribed "Incorporated 1983".

ARTICLE XIII
AMENDMENTS

Section 1. These By-Laws may be amended, at a regular or special meeting of the members, by a vote of a majority of members present (in person or by proxy) and voting.

Section 2. In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control; and in the case of any conflict between the Declaration and these By-Laws, the Declaration shall control.

ARTICLE XIV
MISCELLANEOUS

The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year, except that the first fiscal year shall begin on the date of incorporation.

IN WITNESS WHEREOF, we, being the President and Secretary of the Board of Directors of the Mariner's Point Community Association, Inc., hereby certify that we were authorized to count votes at the duly called and constituted meeting wherein these Amended and Restated Bylaws were approved by the affirmative vote of a majority of Members present in person or by proxy, have hereto set our hands and seals this 9 day of November, 2016.

ATTEST:

MARINER'S POINT COMMUNITY ASSOCIATION, INC.

Andray Nelson (SEAL)
Secretary

By: Kathleen DeLuca (SEAL)
President

FILED AMONG THE ANNE ARUNDEL COUNTY CIRCUIT COURT HOMEOWNERS ASSOCIATION DEPOSITORY RECORDS ON OR ABOUT

November 15, 2016.

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