

GLEN OBAN ASSOCIATION, INC.

ARNOLD, MARYLAND 21012

BYLAWS

APPROVED SEPTEMBER 29, 1977

**AMENDED APRIL 13, 1978
(Sections 1.2 and 2.1)**

**AMENDED NOVEMBER 13, 1981
(Section 1.6 and Article IX)**

**AMENDED MARCH 31, 1993
(Sections 2.1 and 3.1)**

Reformatted in February 2013

Revised October 27, 2014

Section 1.2. Voting. ~~Voting, in person, electronically or by proxy~~ Voting, shall be on a lot basis with each lot having the right to cast one vote. Where the ownership of a lot is more than one person, then only one person shall be entitled to cast the vote of that lot. The Board of Directors may suspend the right to vote of any member who is otherwise qualified to vote, for the non-payment of dues. A suspension may be ordered into effect when the dues have been unpaid for two (2) months and notice of the Board's intent has been mailed or e-mailed to the lot owner at least thirty days prior to effective date of suspension. ~~Voting may be accomplished, in person, electronically, or by written proxy.~~ **Electronic voting will be valid in all situations other than the approval of the annual budget, which will be accomplished during the annual meeting when votes may be cast in person or by written proxy only.**

**ARTICLE I
MEMBERS OF THE ASSOCIATION**

THIS SHOULD BE NAME OF THE ORGANIZATION

Section 1.1. Definition.

The members of the Glen Oban Association, Inc. (Association) shall be comprised of every person, firm or corporation which owns, severally or with others, any lot within the Glen Oban development.

Section 1.2. Voting.

Voting, in person or by proxy, shall be on a lot basis with each lot having the right to cast one vote. Where the ownership of a lot is more than one person, then only one person shall be entitled to cast the vote of that lot. The Board of Directors may suspend the right to vote of any member who is otherwise qualified to vote, for non-payment of dues. A suspension may be ordered into effect when the dues have been unpaid for two (2) months and notice of the Board's intent has been mailed to the lot owner at least thirty days prior to the effective date of suspension.

Section 1.3. Majority of Lot Owners.

As used in these bylaws, "majority of lot owners" means that number of votes which equals or exceeds fifty-one percent (51%) of the total number of lots located in Glen Oban, excluding those members whose right to vote has been suspended.

Section 1.4. Quorum.

Except as otherwise provided in these bylaws, presence in person or by proxy of a "majority of owners" as defined in Section 1.3 of this Article shall constitute a quorum. Fifty-one percent (51%) of lot owners present at a duly constituted meeting of the Association or represented by proxy and eligible to vote shall constitute a majority.

Section 1.5. Proxies.

Votes may be cast in person or by proxy. Proxies must be filed with the Secretary before the appointed time of each meeting.

Section 1.6. Annual Meeting.

The annual meeting of the members of the Association shall be held in February at 8:00 PM at a date and place within Anne Arundel County, Maryland, as may be fixed by the Board of Directors. Such annual meetings shall be general meetings, that is to say, open for the transaction of any business within the powers of the Association.

Section 1.7. Special Meetings.

It shall be the duty of the President to call a special meeting of the Association when directed by resolution of the Board of Directors or upon petition by a majority of the lot owners. The notice of any special meeting shall state the time, place of such meeting and the purpose thereof.

Section 1.8. Notice of Meeting.

Notices of meetings shall be given personally to each member of the Association, stating the purpose thereof as well as the time and place where the said meeting is to be held, at least 10 but not more than 30 days prior to such meeting. This notice will be sent via U.S. Postal Service, or via e-mail with receipt confirmation. For residents who do not use e-mail, or if a read receipt is not obtained, the Secretary shall send the notice via the U.S. Postal System. Proof of such notification shall be given by the affidavit of the Secretary and shall be presented to and made a part of the minutes of such meeting.

Section 1.9. Adjourned Meetings.

If any meeting of the Association cannot be organized because a quorum has not attended, the lot owners who are present, either in person or by proxy, may adjourn the meeting to a date not less than ten days from the date the original meeting was called. The President of the Association is authorized to invoke the procedure authorized by Section 5-206, Corporations and Associations Article, Maryland Annotated Code.

Section 1.10. Order of Business.

The order of business at all meetings of the regular members shall be as follows:

- a. Roll Call
- b. Proof of notice of meeting or waiver of notice
- c. Reading of minutes of preceding meeting
- d. Reports of officers
- e. Reports of committee
- f. Election of inspectors of election, if applicable
- g. Election of directors, if applicable
- h. Unfinished business
- i. New business
- j. Adjournment

Section 1.11. Conduct of Meeting.

The President shall preside over all meetings of the Association and the Secretary shall keep the minutes of the meeting and record in a Minute Book all resolutions adopted by the meeting as well as a record of all transactions thereat. Robert's Rules of Order shall govern the conduct of all meetings of the Association when not in conflict with the Bylaws or any of the statutes of the State of Maryland.

ARTICLE II BOARD OF DIRECTORS

THIS SHOULD INCLUDE A CONCISE STATEMENT OF THE OBJECTIVE OF GOA

Section 2.1. Number and Qualification of Directors.

The affairs of the Association shall be governed by a Board of Directors composed of seven persons, all of whom must be lot owners in Glen Oban or spouses of said lot owners, providing said spouse lives in Glen Oban with said lot owner.

Section 2.2. Powers and Duties.

The Board of Directors shall have the powers and duties necessary for the administration of the affairs of the Association and may do all such acts and things as are not by law or by these bylaws directed to be exercised and done by the majority of lot owners.

Section 2.3. Other Duties.

In addition to the duties imposed by these bylaws or by any resolution of the majority of the lot owners that may hereafter be adopted, the Board of Directors shall be responsible for the following:

- a. To prepare an annual budget and submit the same to the members of the Association at their annual meeting for approval.
- b. To establish the means and methods of collecting such contribution from the lot owners.
- c. To provide for the care, upkeep and surveillance of all of the Association's property both real and personal.
- d. To designate, hire and dismiss the personnel necessary for the maintenance and operation of the Association's property, and provide services for the same, and where appropriate provide for the compensation of such personnel and for the purchase of equipment, supplies and material to be used by personnel in the performance of their duties, which supplies and equipment shall be deemed the property of the Association.
- e. To collect the contributions of the members in accordance with the manner fixed by the majority of lot owners, to deposit the proceeds thereof in a bank depository which the Board of Directors shall approve, and to use the proceeds of the contribution to carry out the administration of the Association.
- f. To make or authorize all purchases and disbursements necessary or desirable for the operation of the Glen Oban Association; such purchases or disbursements to be made without further approval of the membership if authorized by a line item within the approved annual budget.
- g. To make and amend regulations respecting the use of the Association's property, including but not limited to establishing fees and charges for the rental of boat slips, the use of the tennis courts, or any other recreational facilities of the Association.
- h. To enforce by legal means the provisions of the Declaration of Residence Covenants, these bylaws and the regulations for the use of the Association's property and facilities.

- i. To carry insurance for the Glen Oban Association against casualties and liabilities, and to pay the premium cost thereof.
- j. To keep books with detailed accounts in chronological order of the receipts and expenditures affecting the Association and the administration of the same, specifying the maintenance and repair expenses incurred. Both the said books and the vouchers accrediting the entries thereupon shall be for examination by the members of the Association, their duly authorized agents or attorneys, at general hours on working days at times and in the manner that shall be set and announced by the Board of Directors for the general knowledge of the members. The Board shall ensure that the books and records of the Association are kept in accordance with generally accepted accounting practice; that an audit be conducted by an independent Certified Public Accountant at least once in each fiscal year, and shall establish the fiscal year for the Association. The cost of such audit shall be an expense borne by the Association.
- k. To do such other things and acts which it may be authorized to do by a resolution of the majority of lot owners.

Section 2.4. Election and Term of Office.

Each Director shall be elected to serve a term of three years. The Directors shall hold office until their successors have been elected and hold their first meeting. No compensation shall be paid to Directors for their services as Directors. No remuneration shall be paid to a Director for services performed by him for the Association in any other capacity, unless a resolution authorizing such remuneration shall have been unanimously adopted by the Board of Directors before the services are undertaken.

Section 2.5. Vacancies.

Vacancies in the Board of Directors caused by any reason other than removal of a Director by a vote of the Association shall be filled by a vote of the majority of the remaining Directors, even though they may constitute less than a quorum of said Board; and each person so elected shall be a director until a successor is elected at the next annual meeting of the Members of the Association.

Section 2.6. Removal of Directors.

At any regular or special meeting duly called, any one or more of the Directors may be removed with or without cause by a majority of the lot owners and a successor may then and there by elected to fill the vacancy thus created. Any Director whose removal has been proposed by the owners shall be given an opportunity to be heard at the meeting.

Section 2.7. Organization Meeting.

The first meeting of a newly elected Board of Directors shall be held within ten days of election at such place as shall be fixed by the Directors at the meeting at which such Directors are elected, and no notice shall be necessary to the newly elected Directors in order legally to constitute each meeting, providing a majority of the whole Board shall be present.

Section 2.8. Regular Meetings.

Regular meetings of the Board of Directors may be held at such time and place as shall be determined from time to time by a majority of the Directors, but at least two such meetings shall be held during each fiscal year.

Notice of regular meetings of the Board of Directors shall be given to each director, personally or by mail, telephone or e-mail, at least three days prior to the day named for such meeting.

Section 2.9. Special Meeting.

Special meetings of the Board of Directors may be called by the President on five days' notice to each Director. Such notice shall be given personally or by mail, telephone or e-mail, and such notice shall state the time, place (as herein above provided) and the purpose of the meeting. Special meetings of the Board of Directors shall be called by the President or Secretary in like manner and on like notice on the written request of at least three Directors.

Section 2.10. Waiver of Notice.

Before or at any meeting of the Board of Directors, any Director may, in writing, waive notice of such meeting and such waiver shall be equivalent to the giving of such notice. Attendance by a Director at any meeting of the Board shall be a waiver of notice by him of the time and place thereof. If all the Directors are present at any meeting of the Board, no notice shall be required and any business may be transacted at such meeting.

Section 2.11. Board of Directors' Quorum.

At all meetings of the Board of Directors, a majority of the Directors shall constitute a quorum for the transaction of business, and the acts of the majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors. If, at any meeting of the Board of Directors, there be less than a quorum present, the majority of those present may adjourn the meeting from time to time. At any such adjourned meeting, any business which might have been transacted at the meeting as originally called may be transacted without further notice.

Section 2.12. Fidelity Bonds.

The Board of Directors may require that all officers and employees of the Association handling, or responsible for funds, furnish adequate fidelity bonds. The premium on such bonds shall be paid by the Association.

ARTICLE III OFFICERS

THIS SHOULD STATE THE CLASSES OF MEMBERS, QUALIFICATIONS OF MEMBERSHIP

Section 3.1. Designation.

The principal officers of the Association shall be a President, a Vice President, a Secretary and a Treasurer, all of whom shall be members of the Glen Oban Association or spouses of said members, providing said spouse lives in Glen Oban with said member, and elected by the Board of Directors. The Directors may appoint assistants and such other officers as in their judgment may be necessary.

Section 3.2. Election of Officers.

The Officers of the Association shall be elected annually by the Board of Directors at the organization meeting of each new Board and shall hold office at the pleasure of the Board.

Section 3.3. Removal of Officers.

Upon an affirmative vote of a majority of the members of the Board of Directors or a majority vote of the Membership of the Glen Oban Association, any officer may be removed, either with or without cause, and his successor may be elected at any regular meeting of the Board of Directors, or at any special meeting of the Board called for such purpose.

Section 3.4. President.

The President shall be the chief executive officer of the Association. He shall preside at all meetings of the Association. He shall have all of the general powers and duties which are usually vested in the office of President of a corporation, including but not limited to the power to appoint committees from among the owners from time to time as he may in his discretion decide it is appropriate, to assist in the conduct of the affairs of the Association.

Section 3.5. Vice President.

The Vice President shall take the place of the President and perform his duties whenever the President shall be absent or unable to act. If neither the President nor the Vice President is able to act, the Board of Directors shall appoint a member of the Board to do so on an interim basis. The Vice President shall also perform such other duties as shall from time to time be assigned to him by the Board of Directors.

Section 3.6. Secretary.

The Secretary shall keep the minutes of all meetings of the Board of Directors and the minutes of all meetings of the Association; shall have charge of such books and papers as the Board of Directors may direct; and shall in general perform all the duties incident to the Office of Secretary.

Section 3.7. Treasurer.

The Treasurer shall have responsibility for Association funds and securities and shall be responsible for keeping full and accurate accounts of all receipts and disbursements in books belonging to the Association; shall be responsible for the deposit of all moneys and other valuable effects in the name, and to the credit, of the Association in such depositories as may from time to time be designated by the Board of Directors. The Board shall arrange for an external audit annually of the fiscal records of the Association.

Section 3.8. Indemnification.

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party or in which he may become involved, by a reason of his being or having been a director or officer of the Association, or any settlement thereof, whether or not he is a director or officer at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

ARTICLE IV COMMITTEES

THIS SHOULD BE OFFICERS

Section 4.1. Formation of Committees.

The President shall have the power to create committees whenever the need for a committee is deemed appropriate. The President shall appoint a chairman of the committee with the approval of the Board of Directors. The Chairman of a committee may be removed with or without cause, but such removal is subjected to the Board of Directors' approval.

Section 4.2. Committee Chairmen – Responsibilities.

General responsibilities of the Committee chairmen include, but are not necessarily limited to, the following items, i.e., the committee chairmen shall:

- a. Appoint and discharge committee members as appropriate.
- b. Be fully responsible for the actions of the committee.
- c. Prepare and adopt such rules and procedures as the committee may deem necessary for its operations.
- d. Prepare and adopt such rules and procedures for the use of the Association's property or facilities within its responsibilities.
- e. Communicate such rules and procedures in writing to the members of the Association upon approval of the Board of Directors.
- f. Make provisions for the continuity of the committee's work from year to year as appropriate.
- g. Establish, on a non-profit basis, for such items as are within its responsible charge, such fees and charges as appropriate for rental, maintenance and improvement of facilities and participation in activities. All surpluses are to be turned over to the treasurer.
- h. Prepare an annual budget.
- i. Cooperate with other committees, the Board of Directors, and the Executive Officers of the Association to serve the best interests of the community.
- j. Maintain suitable records of activities, facilities and equipment and report same to the President or Board of Directors upon request.
- k. Not create any obligation on behalf of the committee or Association or any member of the Association outside the scope of the committee authority of interest nor for any period of time beyond his present term without the prior written approval of the Board of Directors.
- l. Committee chairmen appointments expire with the term of the appointing President.
- m. Perform duties subject to such written direction, rules and procedures as may be issued by the President and the Board of Directors.

**ARTICLE V
AMENDMENTS OF BYLAWS**

THIS SHOULD BE MEETINGS

Section 5.1.

These bylaws may be modified or amended from time to time in the manner hereafter provided. Modifications of and amendments to the bylaws shall be proposed and adopted in the following manners:

- a. Notice of the subject matter of a proposed modification or amendment shall be included in the notice of any meeting at which the proposed amendment is to be considered.
- b. A resolution adopting a proposed modification or amendment must receive the approval of a majority of the lot owners as defined in Section 1.3.
- c. A modification of amendment may be proposed by a majority vote of the Board of Directors at a duly constituted meeting thereof or upon a petition signed by a majority of the lot owners and duly filed with the Secretary of the Association. Upon such filing of such petition or upon the adopting of a resolution to that effect by the Board of Directors, then the President of the Association shall call a special meeting of the Members of the Association to be convened in the manner provided for in these bylaws for the purpose of considering the proposed modification of amendment.
- d. A modification or amendment when adopted in accordance with the provisions of these bylaws shall become effective upon passage.
- e. No modification or amendment of the bylaws may be adopted which shall be inconsistent with any Maryland law or statute applicable to the Association. A modification or amendment once adopted as provided for therein shall then constitute part of the official bylaws of the Glen Oban Association, Inc.

**ARTICLE VI
COMPLIANCE SEVERABILITY**

THIS SHOULD BE EXECUTIVE BOARD

Section 6.1.

These bylaws are set forth to comply with the requirements of the State of Maryland. In case any of the bylaws conflict with the provisions of said Statute, the provisions of the Statute will apply. If any provisions of the bylaws or any section, sentence, clause, phrase, or word, or the application thereof in any circumstance is held invalid, the validity of the remainder of these bylaws shall not be affected thereby and to this end, the provisions hereof are declared to be severable.

**ARTICLE VII
RESIDENT AGENT**

THIS SHOULD BE COMMITTEES

Section 7.1.

A resident agent may be appointed by the Board of Directors to accept service of process as provided by law.

**ARTICLE VIII
RATIFICATION**

THIS SHOULD BE PARLIAMENTARY AUTHORITY

Section 8.1.

A person by his purchase of a lot in Glen Oban shall thereby ratify all actions previously taken by the Association and the Board of Directors.

**ARTICLE IX
COMMUNITY PROPERTY AND FACILITIES**

THIS SHOULD BE AMENDMENTS

Section 9.1. Use.

The commonly owned facilities and property of the Glen Oban Association are for the use of members, their resident immediate relatives, and bona fide guests. Such use is subject to fees as may be established by the Board Directors. Facilities and property may not be used for commercial purposes or in any manner inconsistent with the private nature of the community or its Association.

For the purposes of clarity, the following uses shall not be deemed to be violations of the provisions of this paragraph:

- a. The incidental chartering of a member's boat,
- b. The use of a member's boat for entertaining business guests or clients or prospective clients, or
- c. The giving of tennis or swimming lessons for members of the Association and their families.

The Board of Directors or the appropriate delegated committee of the Board will resolve any problems arising in all cases.

Section 9.2. Notification.

In order to gain access to community facilities and property by tenants or bona fide guests in the absence of the owner, owners shall notify the Secretary of the Association when a residence will be occupied by others than the owner.

Section 9.3. Damage.

Every resident of or lot owner in Glen Oban shall promptly reimburse the Association for any expenditures incurred in repairing or replacing any property or facility damaged through the fault of said resident or owner.

**ARTICLE X
APPLICATION**

Section 10.1. Application.

All owners of any freehold or leasehold interest, all occupants or users of the lots located in Glen Oban, and the agents and servants of any of them are subject to the provisions of these bylaws, the applicable laws of Maryland, and any rules, regulations, charges or fees which may be duly established from time to time by the Directors, Executive Officers or committees of the Association. The mere acquisition of any lot or the mere use or occupancy thereof will conclusively establish that the person so acquiring, being or occupying the same has accepted, ratified, and will comply with these bylaws.

ADDITIONAL ARTICLES MIGHT BE:

Dues and fees
Finance
Nominations and elections
State, local, or regional bodies authorized to exist
Dissolution, if incorporated

OTHER BYLAW ADVICE:

Avoid administrative details
Write in plain English
Keep them amendable
Avoid dates
Watch the little words - May vs Should

Specify a parliamentary authority

Revise vs. Amend: Use the first if the proposed changes are so significant that amendments would have to be made through the document.

The organization's articles of incorporation and bylaws cannot violate federal and state statutes governing the organization.

Amendments to bylaws require previous notice and a two-thirds (2/3) vote to pass.