

BY-LAWS
OF
RUMSEY ISLAND RESIDENTS ASSOCIATION, INC.

ARTICLE 1

Names and Purpose

Section 1. A name of this organization shall be the Rumsey Island Residents Association Inc.

Section 2. The purpose of the corporation shall be as stated in the articles of incorporation.

ARTICLE II

Membership

Section 1. Membership shall be limited to residents of Rumsey Island.

Section 2. All residents on Rumsey Island shall be eligible for membership and shall become a member upon payment of an entrance fee equal to the first year's annual assessment.

Section 3. Membership shall be maintained by payment of an annual membership fee payable in full on or before the annual meeting. The amount of the membership fee shall be an equal amount for all members. The Board of Directors may review and suggest modification of annual membership fees prior to the annual meeting. Two thirds (2/3) of the voting members present at the annual meeting is required to change annual membership fees as proposed by the Board of Directors.

Section 4. Only members in good standing shall be eligible to vote or hold office. Joint resident owners of property shall be entitled to one vote, unless each of the joint residents chooses to pay an annual membership fee, thereby entitling each one a vote. Associate members (defined as nonresident landowner/homeowner, apartment resident) shall be eligible for Associate membership, upon paying an annual membership fee. Associate members shall be entitled to all privileges except voting or holding office.

Section 5. Non-Members may attend no more than two full or partial meetings without payment of annual membership fees.

ARTICLE III

Meetings of Members

Section 1. An annual meeting shall be held during April of each year at such time and place as the Board of Directors shall designate.

Section 2. General meeting shall be held at least monthly, at such time and place as selected by the Board of Directors.

Section 3. Special meetings of the membership may be called by the president provided members are given three (3) days notice thereof.

Section 4. The order of business at meetings of members shall be:

- (a) Ascertainment if a quorum is present
- (b) Roll call of officers
- (c) Review and approval or correction of the minutes of the previous meeting
- (d) Treasurers' report provided by the secretary or treasurer
- (e) Report of the Board of Directors
- (f) Opportunity for non-members to speak with a specified time limit of no longer than 15 minutes
- (g) Report of the committees
- (h) Old business
- (i) New business
- (j) Nomination and election of officers
- (k) Adjournment

Section 5. At a general meeting, a quorum shall be any number in excess of the total number of officers and directors present. If a quorum is not present, issues requiring a membership vote will be tabled and/or the meeting may be adjourned without the further conduct of business.

ARTICLE IV

Officers and Duties

Section 1. The officers of this Association shall be a President, Vice President, Secretary, and Treasurer. The officers shall be elected at the annual meeting.

Section 2. Officers shall hold office for a period of one year and until the election and qualification of their respective successors. However, any person appointed by the Board of Directors to fill a vacancy created by any cause shall serve the remainder of that term or until the next general meeting at which time his appointment shall be approved by the general membership or a successor be nominated from the floor, qualified, and elected.

Section 3. The president shall preside at all general meetings of the members and the Board of Directors. He shall countersign all notes and checks of the Association. He shall perform other duties as customarily assigned to the office, and consistent with the provisions of these by-laws.

Section 4. The vice president shall act and have all the powers, authority, and duties of the president during the absence of the latter or his inability to act, and shall be an ex officio member of all committees.

Section 5. The treasurer shall collect and disburse all monies of the Association which shall be deposited in a bank designated by the Board of Directors. He shall sign all notes and checks of the Association. Subject to the limitations and control that may be imposed by the Board of Directors, he shall have custody of all the documents, records and property of the Association, and shall, at the expiration of his term of office, deliver them to his successor he shall provide and maintain full and complete records of all assets and liabilities of the Association and shall give a written report of such at each general meeting. At the annual meeting, he shall present a comprehensively audited yearly report.

Section 6. The secretary or designee shall keep complete and accurate minutes of all meetings and present those minutes for approval or correction to the membership. The secretary shall also keep a complete list of all members of the Association and shall be responsible for all correspondence of the Association under the general direction of the president.

ARTICLE V

Board of Directors

Section 1. The Board of Directors shall consist of five members, all of whom shall be members of this Association.

Section 2. At the October meeting of the membership, directors shall be elected. The term of office shall be for one year and until the election and qualification of their respective successors. The outgoing president shall become one of the Board Members following his elected term and serve an additional one year term. An interim election will occur in April 2013. This interim term should not count against the next elected term.

Section 3. Any vacancy on the Board of Directors shall be filled by a vote of the majority of the remaining directors but, a member so elected shall hold office only until the next general meeting, at which time his appointment shall be approved by the general membership or a successor be nominated from the floor and elected and qualified.

Section 4. The time and place of regular meetings of the Board of Directors shall be determined by the Board. The Board shall meet three times per year with no greater than 120 days between meetings.

Section 5. A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting thereof.

Section 6. The Board of Directors shall have the general direction and control of urgent affairs of the Association between regular meetings of the membership and must report all actions at the next regular meeting of the membership. Urgent is defined as requiring immediate action or attention.

Section 7. If a director or officer fails to attend regular meetings of the board on three consecutive occasions, or otherwise fails to perform any other duties that devolve upon him as a director, his office may be declared vacant by the Board of Directors and the vacancy filled as herein provided.

ARTICLE VI

Elections

Section 1. At least 30 days prior to each April meeting of the membership, the president shall appoint a nominating committee of at least three (3) members of which one will serve as chairperson. It shall be the duty of the nominating committee at the annual meeting to present at least one nominee for each vacancy for which elections will be held.

Section 2. Nominations from the floor shall be accepted.

Section 3. All candidates shall have signified their willingness to accept the office if elected and must be a member in good standing.

Section 4. The chairperson of the nominating committee shall preside over the elections and elect two tellers.

Section 5. At the annual meeting the votes shall be taken and tallied by two tellers and the results announced. All elections shall be determined by a majority of votes, and shall be by ballot except where there is only one nominee for the office.

Section 6. A member shall be entitled to a vote by proxy only if that member has completed and signed an application to do so, and that application is approved by the president or his designee. The application must be submitted at least one week before the next meeting.

Section 7. Officers and directors may serve unlimited terms.

ARTICLE VII

General

Section 1. The Association shall be basically non-partisan politically and shall be non-sectarian and in matters of religion the discussion of religious or political matters for the purpose of promoting partisan or sectarianism and causes is prohibited at any meeting and shall be considered out of order.

Section 2. Providing four (4) weeks' notice has been given to the president, any member may inspect the financial records of the Association. Copy of by-laws shall be provided a member on request.

Section 3. Notwithstanding any other provisions in these by-laws, any officer may be removed from office by the affirmative vote of two thirds (2/3) of the members present at a special meeting called for that purpose, but only after an opportunity has been given to that officer to be heard by the membership.

ARTICLE VIII

Parliamentary Authority

Section 1. The rules contained in "Robert's Rules of Order" by General Henry M. Robert, shall govern this Association in all instances.

Section 2. The Parliamentarian shall be appointed by the president.

ARTICLE IX

Corporate Seal

Section 1. The corporate seal shall have inscribed thereon the words:

Rumsey Island Residents Association, Inc.

Maryland
1968

Article X
Amendments to By-laws

Section 1. Amendments to these by-laws may be adopted by the affirmative vote of two thirds (2/3) of the membership present at any duly held meeting thereof if the members have been given two (2) weeks' notice of said meeting and the notice has contained a copy of the proposed amendments.