

**BYLAWS
OF THE SHOREWOOD ESTATES CIVIC ASSOCIATION,
A MARYLAND CORPORATION**

ARTICLE 1. NAME

The name of this corporation is the Shorewood Estates Civic Association, Inc. It is commonly referred to by the acronym, SECA.

ARTICLE 2. PURPOSE

The purposes of the Association are:

- To provide a forum where residents and owners of Shorewood Estates may raise and have considered issues which affect the well-being of the neighborhood.
- To provide for the maintenance and development of Shorewood Estates for the benefit of its residents and owners.

The Association will not

- support any political party or any candidate for partisan political office.
- become involved in neighborhood disputes such as dogs off leash, poop scooping, or speeding. All of these should be referred to the authorities. Please use common courtesy and maintain control of your dog and scoop the poop.

DEFINITIONS

For the purposes of these bylaws, these terms have the meanings shown:

- Shorewood Estates means the residential development in Election District 1 of northeast Kent County, Maryland, presently subdivided, and including lots numbered 1 through 90, inclusive.
- Owner means a person or persons who hold legal title to one of the lots in Shorewood Estates.
- Resident means a person who lives, either full- or part-time, in a house in Shorewood Estates. The term includes individuals renting property in Shorewood Estates, as well as owners.
- Member means an owner or owners who have paid the current annual dues set by the Association.

ARTICLE 3. MEMBERSHIP

Any owner or owners or resident may become members of the Association by paying the annual dues set by the Association.

ARTICLE 4. PARTICIPATION

All owners and residents have an equal right to participate in the meetings of the Association, to speak, and to bring issues to the Association for consideration.

ARTICLE 5. VOTING

Only members of the Association may vote on issues presented to the membership for consideration, including the election of the Board of Directors. The following principles apply to the voting privilege:

- The owner or owners or resident of each lot are collectively entitled to one vote, regardless of the number of owners or residents.
- The owner or owners or residents of multiple lots are entitled to one vote, regardless of the number of lots they own.
- Owners or residents who pay their annual dues before the beginning of a meeting of the Association are eligible to vote at that meeting.
- For significant issues, including the election of members of the Board of Directors, members will have the opportunity to vote by written absentee ballot.
- Except as described below with respect to changes to these bylaws, issues presented to the Association will be decided by a simple majority of those voting in person or by absentee ballot.

ARTICLE 6. BOARD OF DIRECTORS

The ongoing activities of the Association are carried out by a Board of Directors (Board). The Board consists of the following members: a President, a Vice President, a Treasurer, a Secretary, up to six members-at-large, and a Past President. The Board, under the leadership of the President, bears collective responsibility for adherence to these bylaws.

The incoming President will preside at the meeting and set the agenda.

Board members are elected from among the members of the Association. A Board member who fails to maintain his or her membership in the Association will forfeit the Board membership as of the next regular meeting of the Association.

ARTICLE 7. ELECTION OF BOARD MEMBERS

New members of the Board will be elected at the first general membership meeting each year.

The following principles will apply to the election of board members:

- Each year board members will be chosen by majority vote of the members voting.
- Any member of the Association may nominate candidates. A candidate will, if he or she wishes, be given an opportunity to address the Association.
- If a vacancy should occur in the position of President, the Vice President will succeed to that position and will occupy it for the unexpired portion of the current term.
- If a vacancy should occur in any other Board position, the President may appoint a resident member of the Association to fill that office until the next regular meeting of the Association, at which the members will elect an individual to fill the unexpired portion of the current term.

ARTICLE 8. DUTIES OF BOARD MEMBERS

The Board of Directors, at its first annual meeting, will review, update, and adhere to the SECA Internal Controls Policy & Procedures and Records Retention Policy. Current policies will be posted annually on the website with the Bylaws, and made available to any member upon request.

The President of the Association will carry out the following duties:

- Preside at regular meetings of the Association.
- Assure that an agenda is prepared and distributed prior to every Association meeting.
- Create and appoint members to any committees that he or she believes are necessary to the operation of the Association.
- Ensure that all residents and owners are provided with a copy of these by-laws and that copies of the by-laws are available at all Association meetings.
- Execute the budget approved by the membership at the first annual meeting and seek amendments to that budget at subsequent meetings as conditions warrant.
- Ensure, through appropriate action, conformance with such rules as the Association may adopt for use of the common areas.

The Vice President will carry out the following duties:

- all of the functions of the President in his or her absence
- assist the President in carrying out the duties of the office.

The Secretary will carry out the following duties:

- Keep minutes of all meetings of the Board and of the Association, and ensure that those minutes are distributed to all residents and owners via email or other electronic means.
- Maintain the official membership records of the Association and determine who may vote at Association meetings.
- Maintain and provide to all residents and owners, at least annually, a list of all residents and owners.
- Maintain all other records essential to the functioning of the Association, except those in the possession of the Treasurer.

The Treasurer will carry out the following duties:

- In consultation with the other members of the Board, prepare and present at the Association's January meeting a budget for the following year, including the membership fee to be charged for the year. The budget will include anticipated revenues and expenditures in such categories and detail as the Board believes will provide the membership with the information it needs to approve the budget.
- Report to the Association, at each meeting, on the performance of the Association against the budget. The report will include all revenues and expenditures during the reporting period along with a statement of cash position of the Association, in such categories and detail as the Board believes will provide the membership with the information it needs to understand the Association's financial position.
- Report to the Secretary, before each meeting of the Association, on the payment of Association fees by members, so the Secretary may determine eligibility to vote.

ARTICLE 9. MEETINGS

The Association will meet at least annually and on other dates as needed and determined by the Board of Directors. The Board will provide notice of additional meeting dates, location, and agenda at least 2 weeks in advance to all residents and owners.

The Board will meet at the call of the President to carry out the executive functions of the Association. Board meetings will be open to the full membership and notice will be given of all Board meetings at least 1 week in advance by email or by posting on the SECA website. The Board may not make any expenditure of funds that is not included in the current budget for the Association, unless the expenditure is less than \$1,000.00 and relates to an item already in the budget.

At any meeting of the Association, any resident or owner may raise an issue for the consideration of the SECA membership. No proposal which would commit the Association to a public position or which would result in the expenditure of more than \$1,000.00 may be approved by the membership unless residents/owners have had 2 weeks advance notice of the proposal. Advance notice will be made via email or other electronic means. Members may choose to vote by absentee ballot.

ARTICLE 10. DUES

The Association's annual dues will be set at the first meeting and are due by March 31. The membership year (or dues year) will be from April 1 of one year to March 31 of the following year. A member's dues will cover the balance of the **dues** year in which they are paid, regardless of the date of payment. New owners who purchase property in Shorewood Estates after October 1 of any year may become members of the Association by paying one quarter of the annual dues.

The membership will set the dues, based upon the recommendation of the Board. The basic dues payments are intended to cover such expenses as: mowing and upkeep of all common areas; rental of meeting halls; postage and other expenses associated with keeping the residents and owners informed of proposals and activities; expenses of meetings. Upkeep of all common areas directly benefits ALL owners and residents of Shorewood Estates.

Expenditures beyond these basic Association costs will be identified specifically in the budget presented to the membership at a first meeting or at subsequent meetings as necessary.

The funds of the Association may not be used for:

- Improvements to individual lots or private property in Shorewood Estates, except the community areas;
- Membership in other organizations; or
- Any personal expense incurred by an owner, resident, or member of Shorewood Estates or Board member of SECA.

ARTICLE 11. AMENDMENT

These bylaws may be amended by two-thirds of those voting in person or by absentee ballot at a regularly scheduled meeting of the Association, provided that residents/owners have had 4 weeks' advance notice of the proposal via email or other electronic means. In addition, members are to be provided the opportunity to vote by absentee ballot.

(Revision approved by SECA membership at the February 12, 2022 Annual Meeting)