**HOLLAND CLIFF SHORES ASSOCIATION**

**By-Laws**

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**ARTICLE I – INCORPORATION**

The Holland Cliff Shores Association (HCSA) is an incorporated non-profit organization with principal offices located in the community of Holland Cliffs Shores, Huntingtown, Calvert County, Maryland, 20639. Articles of Incorporation were approved and recorded in the Charter Records of the State of Maryland on October 28, 1969. Subject to approval by the Membership, a Corporate Seal and/or/Logo may be adopted for use on all official documents, forms, correspondence or other appropriate media.

**ARTICLE II – PURPOSE**

To promote a community spirit, foster civic pride, and create a broader understanding of mutual responsibilities of members as citizens of the community by improving the quality of life, developing community and recreational opportunities and facilities, preserving and enhancing property values, protecting the environment and lending appropriate support to other area organizations with similar objectives: to the individual and collective benefit of all members of HCSA and the community in general.

**ARTICLE III – AUTHORITY & SCOPE**

The authority of HCSA shall be limited to those actions which may be taken legally and which impact solely within the boundaries of Lot #43 or affecting access to that lot. The HCSA Board of Directors (Board) has the authority to collect dues/fees to pay property taxes, perform maintenance/repairs and other improvements deemed necessary for the perpetual usage of the members. Any repairs or improvements above $2,500 or 10% of current HCSA account balance (whichever is less) that the Board deems necessary for the perpetual usage of the members shall be brought before the HCSA members for a vote during the community meetings.

This limitation does not preclude initiating or participating in other actions which may require coordination with or assistance from County, State, Federal authorities or private groups, as appropriate.

**ARTICLE IV – MEMBERSHIP**

Section 1: Eligibility

Owners of property in Holland Cliff Shores, resident or non-resident, may become members of HCSA upon application, approval by the Board and payment of dues. No owner may be denied membership solely on the basis of sex, race, color or creed. Non-resident owners may assign membership eligibility to a full-time resident on their property by written notification to the President, HCSA. In so doing he waives his rights and privileges in favor of his assignee.

One membership per registered lot will be permitted regardless of the number of owners; however, owners of more than one lot may hold multiple memberships, one for each lot owned.

The Board may prescribe an application form and procedures for obtaining membership, including proof of ownership. Members shall be issued appropriate identification card(s) in such form as the Board shall approve.

Section 2: Termination or Denial

Membership will be terminated automatically upon change of ownership or nonpayment of dues or assessments. When appropriate, the Board may recommend termination or denial of membership for other cause; e.g., willful, flagrant or repeated violation of covenants, laws, rules or regulations applicable to property owners and residents of Holland Cliff Shores, including their household and guests. Termination or denial will require approval by 75% of the Membership present and voting at any meeting. If it is determined by the Board that a member has loaned out their key to a non-member then they will be terminated and ineligible to receive/pay for a key the following year.

Section 3. Rights and Privileges

 Members shall be entitled to:

* Vote for the election of Officers and Section Representatives
* Vote on all matters required to be presented to the Membership
* Exercise one (1) vote for each membership (residence) held
* Serve on the Board when so elected (only one office may be held at one time with one vote)
* Serve on any Committee when appointed (One vote)
* Participate in all HCSA community activities
* Utilize all HCSA community facilities.

Section 4. Obligations

 Members are to:

* Pay dues and assessments
* Comply with and help enforce all provisions of By-Laws, regulations, deeds and covenants – specifically:
* Guests must be accompanied by an active HCSA member.
* Private parties must have prior written approval by the HCSA Board.
* Bonfires are prohibited, unless specifically built for a community function by a Board Member.
* Boat trailers left on the community lot without a current HCSA trailer sticker will be reported and towed at the owners’ expense.
* Vehicles blocking the gate or lot access will be reported and towed at the owners’ expense.
* Use of inappropriate language and/or behavior, littering, under-age drinking, graffiti, and property destruction is prohibited. Violators will be banned from the lot and could face legal charges.
* Gate must be always locked with the obvious exception of entering and exiting the community lot.
* Participate in the development of and support HCSA objectives
* Attend meetings and vote
* Support events sponsored by HCSA

**ARTICLE V ORGANIZATION**

The HCSA shall be governed by a Board of Directors elected by the Membership and subject to the requirements and limitations of these By-Laws. A vacancy shall exist whenever a member of the Board fails to attend two consecutive meetings without prior accepted excuse. Any Board member may be removed for cause at any meeting of the Membership by a 75% vote of those present provided prior notice has been given. Removal from the Board does not affect continued membership or future election to the Board. The Board shall consist of the following:

Section 1. Officers

1. President and Chairman of the Board

* Chief executive officer of HCSA
* Principal Spokesman for HCSA in external relations
* Presides at all Board and Membership meetings, unless delegated
* Member ex-officio of all Committees
* Administers all business and community affairs as set forth herein
* Authorizes expenditures within approved budget
* Co-signs all checks with the Treasurer
* Executes notes and deeds, contracts or other instruments when approved by the Membership
* Performs other duties assigned by the Membership
* Must be an owner and full-time resident of Holland Cliff Shores

1. Vice President
* Assists the President in all matters assigned
* Exercises all duties, powers and responsibilities in the absence or inability of the President
* Must be an owner and full-time resident of Holland Cliff Shores

1. Secretary
* Records and maintains minutes of all Board and Membership meetings
* Records and maintains summary details and results of all voting and elections held by HCSA
* Serves notice of all meetings
* Maintains custody of such records and documents as the Board shall specify
* Conducts routine correspondence with the prior consent of the Board
* Insures physical transfer of files and records of successors
* Maintains official membership rosters in conjunction with the Treasurer
* Must be a full-time resident of Holland Cliff Shores
1. Treasurer
* Responsible for collection, custody and deposit of all funds and securities in a manner approved by the Board
* Executes all expenses only after approval of Board members
* Presents a summary report of finances at each Board meetings
* Ensures compliance with requirements for maintaining the tax-exempt status of HCSA
* Maintains records of all receipts, disbursements and obligations and produces such records at any reasonable time for examination by the Membership and for annual audit by the Board
* Gives performance bond in such sum and security as the Board may require
* Prepares an annual budget of projected income and expenditures, in conjunction with the Board
* Must be full-time resident of Holland Cliff Shores

Section 2. Section Representatives

(*Six, one each representing Section I, II, IIIA, IIIB, IV and V*)

* Participate equally in all Board meetings
* Ensure the views of the Section represented are made known to the Board
* Advise the Board of problems or items of interest in the Section represented
* Solicit the views, cooperation and support of all Section members with particular emphasis on membership, dues, participation and community spirit
* Must be full-time resident of Section represented.

Section 3. Past President

If eligible and willing, the immediate Past President shall fill this position. If not available, the most recent Past President, who is still a property owner, resident and member may serve.

* Participate equally in all deliberations and decisions made by the Board voting only in cases of a tie.
* Provide continuity, knowledge and experience to the deliberations of the Board

Section 4. Committees

As an adjunct to, but not a part of the Board, there shall be the following Standing Committee:

Nominating/Election Committee – Shall consist of three members selected each year and serving until completion of the election process. No officer may serve on this Committee.

Committee members shall be selected by the President, with the concurrence of the Board and unless specified, shall serve for one year..

In addition, Ad Hoc Committees may be established by the Board for any purpose. The membership, purpose, duties and tenure shall be made a matter of Board records.

**ARTICLE VI – DUES AND ASSESSMENTS**

Section 1. Dues

Membership dues shall be determined by the Board and approved by the Membership annually at the Fall Membership meeting. Dues are payable on 1 January and must be paid prior to 1 May to retain membership. Owners of more than one lot may hold membership for each lot upon payments of dues for each.

Section 2. Assessments

Assessments may not be made against members without approval of 75% of the Membership voting; except that any unfunded assessment levied on the HCSA by Federal, State or County authority shall be pro-rated automatically among all members. Assessments will be billed individually.

**ARTICLE VII ELECTIONS**

Officers and Section Representatives shall be elected by the Membership at the Spring Membership meeting according to the following cycle:

* Even Years: Board President and Secretary
* Odd Years: Board Vice President and Treasurer
* Annually: Section Representatives

 Tenure is two years for Board positions and one year for Section Representatives effective immediately following the Spring Membership meeting. No Officer shall serve more than two consecutive terms on the Board. A lapse of one year will restore eligibility.

In the Fall, the President shall establish the Nominating Committee. Prior to the Spring Membership meeting, the Committee shall communicate to members a list of nominees for each position with a brief statement of qualifications. Whenever possible, the list shall contain at least two nominees for each position. Write-in nominees will be provided for. The Committee shall not list, nor shall any member write-in, a nominee who has not expressed willingness to serve.

At the Spring Membership meeting, vote by ballot shall occur if there is more than one candidate running for a position. Each member shall be provided with one ballot for each membership (household) held. Voting will be done in person during the meeting; Proxy voting will be provided for with advanced written notice prior to the meeting by contacting a Nominating Committee or Board member. Tie votes will be solved by using a blind drawing. The new Board will be installed at the Spring Membership meeting.

**ARTICLE VIII MEETINGS**

Section 1. Membership

Meetings will be held in the spring, summer and fall annually. Not less than ten days prior to each meeting a notice will be advertised to all active members. Whenever possible, subjects to be discussed and/or voted on will be identified in advance. No meeting may conduct official business unless a quorum consisting of 25% of the active HCSA membership is achieved. Such a quorum may be established electronically / outside the physical meeting for any issue for which reasonable advanced notice has been provided in writing to the Board member via email to count in the quorum. Quorum for a specified issue may also be obtained fully electronically via survey/email, as necessary.

Unless otherwise specified, all votes will be by voice, one vote per household membership. Unless otherwise required by these By-Laws, a majority vote will carry any motion. Ties will be resolved by a second vote or a blind drawing. Signed absentee and proxy votes will be accepted.

Section 2. Board

The Board shall meet preceding Membership meetings. The Board shall be notified of the time, place and agenda by the Secretary at the direction of the President. No meeting may conduct business unless a quorum consisting of two-thirds of the Board is present. A majority vote will carry any motion before the Board.

Section 3. Committees

Committee meetings shall be called by the Committee Chairperson in such manner, time and place as he elects.

Section 4. Special Meetings

In the event of failure of the President to call any required meeting, a majority of the Board or any 10 or more members may direct the Secretary, in writing, to do so. Other special meetings may be called as needed, by the President, the Board or the Membership, as above, provided proper notice is given and the purpose is identified. In the event neither the President nor any Officer is present for a special meeting, the Membership shall elect a Temporary Chairman to preside. All other rules for the conduct of an official membership meeting will prevail.

Section 5. Order of Business

All meetings of the Board or the Membership shall be conducted in substantial conformance with accepted parliamentary procedures.

Each meeting shall consist of the following elements as a minimum:

* Call to Order and Quorum Count
* Reading and Approval of prior minutes / action items
* Reports of Officers and Section Representatives, as appropriate
* Reports of Committees, as appropriate
* Old Business
* New Business
* Adjournment

**ARTICLE IX FISCAL YEAR & BUDGET**

The Fiscal Year shall begin on 1 January, to coincide with the election and installation of new Officers and Section Representatives. The Board meeting held prior to the Fall Membership meeting shall develop a proposed budget for the coming year. The proposed budget shall be presented at the Fall Membership meeting for approval. Expenditures not budgeted for and transfer of budgeted funds to unfunded projects must be approved by the Membership.

**ARTICLE X DISTRIBUTION OF ASSETS**

Assets of the HCSA shall be disposed of in accordance with the Articles of Incorporation. Disposition of the community Lot shall not take place unless HCSA is being completely dissolved at the same time. No distribution of assets shall be made which benefits any member of HCSA, past or present, in any way

**ARTICLE XI INTERPRETATION AND AMENDMENT**

The Board is responsible for all interpretations of these By-Laws, and their decision is final. Amendment,

Addition or repeal of these By-Laws, in whole or in part, shall be subject to approval by 75% of the Membership voting. Prior notice of intent must be given.

**AUTHENTICATION/EFFECTIVE DATE**

The undersigned hereby certify that the above By-Laws of the HCSA were duly approved and adopted by the Membership on XXX , with an effective date of XXX , and that they do now constitute the official By-Laws of the HCSA, superseding all others.

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 President, HCSA Secretary, HCSA

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Date Date