

BERRYWOOD COMMUNITY ASSOCIATION, INC.

AMENDED BY-LAWS

Amended: January 9, 2025

ARTICLE 1: NAME

The name of the corporation shall be **BERRYWOOD COMMUNITY ASSOCIATION, INC.**

ARTICLE II: PURPOSES AND OBJECTIVES

Section 1. Purpose: The purpose for which this non-profit corporation is formed is for the consideration and advancement of recreation, pleasure, education, charitable, civic, legislative and other non-profitable purposes by group discussion and by concerted action in the area known as Berrywood, Severna Park, County of Anne Arundel, State of Maryland. **Section 2.**

Objectives: The objectives of this non-profit corporation are:

- To promote the general welfare of the property owners and residents of Berrywood.
- To further harmonious relations among members with full regard for the legal rights of all and the will of the majority.
- To continue the spirit and intent of the restrictions designed by the Developers of Berrywood for the protection of property values, the convenience of the purchasers and the continued attractiveness of Berrywood.

The Declaration of Restrictions was recorded by the Developers on the 3rd day of January, 1966 in Book 1936, pages 373-379 among the land records of Anne Arundel County. All of the restrictions, conditions, and covenants remain in force until the 3rd of January, 1976, and shall be automatically renewed for each ten year period thereafter, unless at least two-thirds of the lot owners in the subdivision shall, at least six months prior to any such renewal date, agree in writing to a change in or an abrogation of any or all of the restrictions, and records such writing so amending or abrogating the restrictions. Additional restrictions may be added, but not in modification of existing restrictions except as PROVIDED above, to apply positively to all lots in the subdivision at the instance of the then owners of more than 50 percent of the then platted residential lots.

ARTICLE III: MEMBERSHIP

Section 1. Eligibility: There shall be three types of membership: Regular, Associate, and Honorary. Regular membership shall be restricted to residential property owners residing on the premises of Berrywood herein referred to as the community. Associate membership shall be broken down into two categories;

1. Leasees residing in the community, and
2. Property owners not residing in the community.

Associate members shall have voting rights identical to regular members except they shall have no vote on issues decided by the President to be germane to residential property owners, i.e., these issues affecting property values. Only one vote shall be allowed per property/house, either the leasee or the non-resident property owner. If both the non-resident property owner and the leasee are associate members, the non-resident property owner has the vote for the property unless the leasee has written authorization from

the non-resident property owner to vote for the property. They shall have other rights identical to regular members except they shall be ineligible for election to any, position of Director or Officer, as defined in Article VII and VIII.

Honorary membership may be extended to any deserving individual at the discretion of the Board of Directors. Privileges of honorary membership include all these applicable to regular membership except the rights of voting and holding office on the BCA Board. Application for Honorary membership shall be in writing to BCA Board Welcome/Membership Liaison or the Committee Chairperson of the Welcome/Membership Committee and upon approval of the Board of Directors, shall be admitted to membership. Membership shall include all persons in member's household, PROVIDED HOWEVER that each membership is entitled to only one vote and that only one member of a family or household shall be eligible to serve on the Board of Directors at any one time.

Section 2. Dues:

2.1 Annual dues of Regular and Associate and shall be determined by the Board of Directors. Further, no annual dues invoice may exceed 110% of the previous year's dues, and will be supported by an approved operating budget. Effective January 2025 the due date for dues will be changed from March 1st to January 31st., PROVIDED, that any purchaser or resident who takes possession of such property on or after January 31st of any year shall be eligible for membership on a basis equal to 1/12th of the annual dues per month from the date of possession.

2.2 New members. New members or reinstated members are required to pay an initiation fee upon joining the association. The initiation fee shall be set at 150% of the current dues and will be supported by an approved operating budget.

Section 3. Suspension: Members in arrears in the dues, maintenance fees or other payments to the BCA for a period of 30 days may be subject to suspension from all privileges of the Association by action of the Board of Directors at any of their meetings; continued delinquency in this respect will warrant termination of-membership in the Association upon majority vote of the Board of Directors.

Section 4. Refund: Upon sale of or termination of lease of property, the member is entitled to a refund of all fees and dues on a prorated basis equal to 1/12th the annual rate per month for the remaining months to the end of the fiscal year.

ARTICLE IV: PRIVILEGES

Section 1. General: Membership in good standing shall entitle members and their guests to the ordinary use of all Association facilities, subject to the rules recommended 'by the appropriate committees of this Association and established by the Board of Directors. Guests using Association facilities must be accompanied by a member. No owner, purchaser, or tenant of Berrywood may qualify as a guest. All persons who use the Association facilities do so at their own risk.

ARTICLE V: MEETINGS

Section 1. Regular Meetings: There shall be two regular meetings of the Association each year.

The Annual Meeting which shall be during the month of January of each year on such day as the Board of Directors shall select, and the Fall Meeting which shall be held in September of each year on such day as the Board of Directors shall select.

Section 2. Special Meetings: Special meetings of the Association may be called at any time by the President, by majority vote of the Board of

Directors, or by request of 20 per cent of the regular membership. **Section**

3. Notice of Meetings: Notice of all meetings of the Association both regular and special, shall be given to all members in writing at least ten days before date set for the meeting.

This notice shall include a statement of the purposes of the meeting, the matters to be discussed and the issues to be presented to the members for decision. No business may be conducted at special meetings other than that specifically set forth in the notice of special meeting sent to the members.

Section 4. Quorum: At any meeting of the Association, 29 voting members shall constitute a quorum, PROVIDED THAT, notification of the time, place, and purpose of such meeting shall have been sent to all members as provided in Section 3 of this ARTICLE.

Section 5: Procedure: Meetings shall be conducted per and governed by accepted parliamentary procedure. In case of dispute, Roberts Rules of Order shall be followed.

ARTICLE VI: VOTING

Section 1: Votes: Any member of a household, 18 years of age or older, may act as representative of his household for voting purposes. Boards of Directors are not ineligible to vote as members as a result of holding office. Only regular members who have paid their dues are eligible to vote in the annual election of Board members.

Section 1(a): The Association Board shall cause the ballots to be delivered to each member by first class mail. Each ballot shall be so marked as to ensure that only one ballot per member household is cast.

Section 2. Absentee: Written absentee ballots may be cast by members on the forms provided by the Association under the following circumstances:
X For election of Directors

X For matters affecting property values

X For amendment of By-Laws

X For any matter upon which the Board of Directors seeks instruction from the membership as a whole.

The Board of Directors shall prescribe the issuance, format, and tabulation of absentee ballots, PROVIDED HOWEVER, that no absentee ballot be opened, inspected, or tabulated in advance of opening of the meeting. **Section 3.**

Approval of Orders: A majority voice vote of members present, at any meeting of the Association, shall be sufficient to carry any motion or decide any issue except:

Election of Directors: Annual Election of Directors shall be by written ballot case either in person by a member at the meeting or by absentee ballot. The positions on the Board of Directions shall be filled by the individuals receiving

the highest number of votes cast. In the event of a tie vote to fill any vacancy, a run-off election shall be held immediately, and the person receiving the highest number of votes from those present and voting shall be declared elected.

For Matters Affecting Property Values: Approval shall require written ballot cast by a regular member, cast either in person at the meeting or by absentee ballot. **Amendment to the By-Laws:** Such amendment shall require written ballot, cast either in person at the meeting or by absentee ballot. For any matter upon which the Board of Directors seeks instruction from the membership as a whole, shall be by written ballot, cast either in person by a member at the meeting or by absentee ballot.

ARTICLE VII: DIRECTORS

Section 1. Executive Power: The executive power of the Association shall be vested in a Board of Directors, which shall consist of nine regular members selected from the membership of the Association at the Annual Meeting held in January.

Section 2. Officers: The officers of the Association shall consist of a President, Vice-President, Secretary, and Treasurer who shall be elected by and from the Board of Directors immediately following the election of the Board of Directors.

Immediately following the annual meeting of the general membership at which members of the Board are elected and installed, the Board shall meet for the purpose of electing the Officers of the Association from among their members,

provided a quorum is present. If a quorum is not present, a meeting for the purpose of this article shall be arranged at the earliest possible date. A simple majority of the Board shall constitute a quorum. This meeting of the Board shall be presided over by the outgoing President who shall conduct the procedure for election of officers as follows:

Each member in turn shall be offered the nomination for President and upon acceptance shall be required to make a statement of reasons and qualifications for acceptance. A similar procedure shall be followed for the offices of Vice-President,

Secretary, and Treasurer except that no statement shall be required. If, following any poll, no member accepted the offer of nomination, the President shall require nominations from the Board. Following each nomination, the President shall conduct a secret poll to determine a winner. In the event of a tie vote, the winner shall be determined by a lot if there were not two nominees or by a runoff election if there were more than two nominees. Any of the provisions of this paragraph may be suspended by a vote of two-thirds of the Board members in attendance.

Section 3. Board of Directors: The Board of Directors shall consist of nine regular members as set forth in Section 1 of this ARTICLE and shall be elected at the Annual Meeting. Three Board Members are elected annually for a three year term. A Director may be elected for two consecutive three year terms, but no more than six consecutive years on the Board. If because of vacancies for other reasons, there are more than three members to be elected, members shall be elected to fill the expired terms. All individuals elected shall serve until their successors are elected and qualified and shall

serve without remuneration.

Section 4. Nominating Committee: A nominating committee consisting of three members shall be appointed by the President at least 30 days in advance of the annual meeting. The nominating committee shall submit six names for filling the three regular vacancies for the three year term and two names for each of the other vacancies which may exist at the time. **Section**

5. Vacancies: Vacancies which occur in the Board of Directors, otherwise than by expiration of term, shall be filled by a majority vote of the Board of Directors, and the individual so elected shall serve until the next annual Election.

Section 6. Meetings: The Board of Directors shall hold meetings at least quarterly and ad-hoc as needed, under such rules as they may prescribe. A quorum for the conduct of business shall consist of five members.

Section 7. Budget: The Board of Directors shall submit a budget for approval by the membership of the Association at the Annual Meeting. This budget shall show the estimated income and expenditures for the coming fiscal year. The fiscal year will run from February 1 to January 31.

Section 8. Indemnification: Each person who serves as a Director or Officer of the Association shall be indemnified by the Association against expenses actually and necessarily incurred in connection with the defense of any action, suit or proceeding in which he/she is made a party by reason of his/her being or having been a Director or Officer of the Association, except in relation to matters as to which he/she shall be adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct in the performance of his duties.

ARTICLE VIII: DUTIES OF OFFICERS

Section 1. The President: The President shall be the chief executive officer of the Association and shall, when present, preside at all meetings. He/she shall have all powers ordinarily exercised by the President of a corporation. The President shall have authority to sign and execute in the name of the Association all authorized mortgages, bonds, contracts, and other instruments. The President shall be a non-voting member of the Board of Directors except that he or she shall be required to vote to break tie votes.

The President shall have the power to appoint all committees. **Section 2. The Vice-President:** The Vice-President shall preside at the meetings in the absence of the President and otherwise carry out the duties of the latter in his/her absence.

Section 3. The Secretary: The Secretary shall keep the minutes of all meetings, shall see that all notices are prepared and mailed, shall perform all duties ordinarily incident of the office of a Secretary of a corporation and such other duties as may be assigned by the President, and shall preside at meetings in the absence of the President and the Vice-President. The Secretary shall maintain a file of important Association documents and correspondence, and a calendar of important activities affecting the well being of the community.

Section 4. The Treasurer: The Treasurer shall have charge and be responsible for all funds, securities, receipts and disbursements of the Association. The Treasurer shall deposit in a responsible bank all monies received for the account of the Association. The Treasurer shall make disbursements for the

Association by check countersigned by any other officer. If no other officer is reasonably available to countersign a check, the Treasurer shall secure the e-mail approval of at least one other officer. A copy of the e-mail shall be retained by the Treasurer. The Treasurer shall be bonded at Association expense for such sum as the Board of Directions shall deem appropriate, but in no event for less than \$1,000.

ARTICLE IX: AUDITING COMMITTEE

At least thirty days preceding the Annual Meeting in February, an Auditing Committee shall be appointed by the President to examine the books of the Secretary and the Treasurer and to report on the results of the audit to the meeting.

ARTICLE X: COMMITTEES

Section 1. General: The Board shall conduct the affairs of the community by means of committees composed of members of the Association who will serve at the pleasure of the Board. The Board shall define the charter and approve the rules, regulations, budgets and expenditures of all committees. The charter, rules, regulations, and budgets shall be re-authorized by the Board annually, prior to the presentation of the annual budget to the Annual Meeting. The ongoing business of the Association shall be attended to by appropriate standing committees. The President and/or the Board may establish such other ad hoc committees as deemed necessary to advance the interests of the Association.

Section 2. Standing Committees: Committees shall be established annually to conduct the ongoing affairs of the community according to charters defined by the Board for the following purposes: civic affairs, community security, club house activities and maintenance, marina maintenance and regulation, grounds maintenance and beautification, community news and reporting, membership affairs, and ways and means. Individual Board members shall be designated to act as liaison for each of the committees. Members of the Board may serve as members of the committees, but they shall be disqualified from voting on any motion to refer to the Board for consideration and recommendations. Each committee shall prepare a schedule of activities for the year of their tenure and a budget for submission to and approval by the Board for the following year.

Committees are empowered to define their own rules and procedures, and also to establish regulations governing the rules and procedures for use of community facilities but all such rules and procedures shall be approved annually by the Board prior to becoming effective.

Section 3. Ad Hoc Committees: The Board shall establish such special committees as deemed necessary to advance the interests of the Association. Committee membership shall not be restricted but members shall be appointed by and serve at the pleasure of the Board of Directors who shall define the charter of the committee.

Ad Hoc Committees may not take any action affecting the affairs of the community except with the express approval of the Board. Such committees may not expend any funds without express prior approval of the Board. Ad Hoc Committees may not duplicate the purpose or activities of any standing committee and must be evaluated at least annually as to charter and continuance.

ARTICLE XI: ORDER OF BUSINESS

At regular meetings, the order of business shall be as follows:

Reading of the minutes of the previous meeting.

Report of the Board of Directors.

Report of the Treasurer.

Correspondence.

Elections.

Report of Special Committee.

Report of Standing Committee.

Unfinished business.

New business.

Adjournment.

ARTICLE XII: REMOVAL OF OFFICERS, DIRECTORS OR MEMBERS Section 1.

Removal: No member, Officer or Director may be removed except for just cause, with formal charges being stated in writing with the signatures of 25 per cent of the active membership of the Association. In addition, a hearing must be held before a committee of 12 members of the Association appointed by the Board of Directors for this purpose only. No signer of the charges nor officer or member of the Board may be a member of the impeachment committee. The chairman of this committee shall be elected by the members and shall have full voting powers in the committee. A finding of "just cause for impeachment" sustained by two-thirds vote of the committee, and ratified by two-thirds vote of the active membership of the Association shall automatically remove the impeached officer, director or member from his/her office or membership.

ARTICLE XIII: DISTRIBUTION OF ASSETS AFTER TERMINATION Section 1.

Assets: No member of this Association shall have, as an individual, any interest or title to the assets of the Berrywood Community Association, Inc., and such assets shall be devoted exclusively to the purposes of the Association.

Section 2. Dissolution: In the event of dissolution or other termination of the Association, all of its assets shall be assigned to an institution that qualifies for tax exemption under the Internal Revenue Code of 1954 as provided in Section 501 (c) or any amendments thereto, as selected by the Board of Directors.