

CONSTITUTION AND BY-LAWS
OF THE
POINTFIELD LANDING COMMUNITY ASSOCIATION, INC.
(as amended 6/1983, 9/1986, 6/1991, 6/2005, 7/2012, 11/2020, and 6/2023 by vote of the Association)

ARTICLE I - Name

The name of this association shall be the Pointfield Landing Community Association, Incorporated (Inc.), hereinafter called the "Association."

ARTICLE II - Objectives

A. To secure concerted action in all matters pertaining to the protection, development and improvement of Pointfield Landing on the Severn, hereinafter called "Pointfield Landing". To promote the general welfare of the residents and property owners of said area, and to serve the best interests of Pointfield Landing residents in all community matters.

B. To encourage and promote civic and social activities and enterprises in Pointfield Landing. To cooperate with other similar organizations in matters pertaining to the common welfare of the residents and property owners of Pointfield Landing and adjacent areas.

C. To assist, promote and enforce appropriate zoning regulations and property restrictions in and effecting Pointfield Landing

D. To control, regulate and improve the recreational and/or playground areas deeded to the Association.

E. To acquire by purchase, gift, lease, devise or bequest or in any other manner and to take, receive, hold and employ any property, real and/or personal for purposes of the Association. To sell, mortgage, lease or otherwise dispose of any Association property, real and/or personal.

F. To raise funds to meet the objectives of the Association.

G. Insofar as permitted by law, to do any other thing that in the judgment of the Executive Council or the membership of Association will promote the objectives of the Association or the common benefit of the membership.

The powers and authorities enumerated in Article II (E) above are in furtherance of and not in limitation of powers conferred upon this Association by law. It is not intended by the mention of any particular power or authority to limit or restrict any authority or power to which this Association may be legally entitled.

ARTICLE III - Pointfield Landing Boundary Lines

Pointfield Landing, for the purpose of this Constitution and By-Laws, shall consist of all lots as shown on Plats I, II and III of Pointfield Landing on the Severn, recorded among the Plat Records of Anne Arundel County in Book 37, Folio 36; Book 37, Folio 37; and Book 40, Folio 12 respectively, which are or become subject by covenants of record, to assessments by this corporation.

ARTICLE IV - Government

Section 1 - Executive Council

A. This Association shall be governed by an Executive Council consisting of nine (9) elected officials: A Board of five (5) Directors and four (4) Officers. The Executive Council shall be presided over by the Association President.

- B. Directors shall be elected to serve for a period of three (3) years. The President shall serve as a Director immediately after completing his term of office as President until replaced by the next President.
- C. Officers shall be elected to serve for a period of one (1) year.
- D. No member of the Executive Council shall serve more than three (3) consecutive years in the same office.
- E. All Directors and Officers must be members of the Association.
- F. No two members of the same family unit shall be permitted to serve as a Director or Officer at the same time.

Section 2 - Elections

- A. All Directors and Officers shall be elected by written ballot by a simple majority of membership present and voting at the Annual Meeting of the Association, hereinafter called the "Annual Meeting" to be held in May or June of each year.
- B. A Nominating Committee consisting of not less than three (3) members of the Association shall be appointed by the President at least sixty (60) days in advance of the Annual Meeting. The Nominating Committee shall submit a slate of qualified Officer and Director Candidates. Additional nominations may be proposed from the floor at the election meeting. The Nominating Committee shall obtain the consent of each nominee before his or her name is submitted.
- C. Newly elected Officers and Directors shall assume office on July 1 following their elections.

Section 3 - Vacancies

If any Officer or Director of the Association, except the President, shall die, resign, become disqualified or succeed the President, during the same term which he or she has been elected, then the President of the Association shall promptly appoint a successor for the unexpired term, such appointment being subject to the approval of the Executive Council. In the event the President shall die, resign or become disqualified, his office shall be assumed by the Vice-President.

Section 4 - Removal of Directors and Officers

- A. Any elected Director or Officer may be removed by a two-thirds (2/3rds) vote of the members of the Association present at either the Annual Meeting or a special meeting called by the Executive Council in accordance with the Constitution and the By-Laws.
- B. Action to remove any elected Director or Officer shall be initiated in writing to the President of the Association. Such actions shall cite the grounds for removal and be signed by at least five (5) members of the Association. The member concerned shall be notified in writing immediately of such action and may submit his/her resignation to the Executive Council, which resignation will be accepted, or may present any matters in his or her behalf to the Association at the Annual Meeting or special meeting at which this matter shall be determined.

Section 5 - Duties of the Executive Council

Consistent with the Articles of this Constitution and By-Laws, the Executive Council will:

- A. Manage all Association property.
- B. Conduct all Association business.
- C. Approve rules governing the Association.

D. The Executive Council shall not obligate the Association in any way for a period of more than one (1) year without the approval of a majority vote of the Association membership at the Annual Meeting or any special meeting called for that specific purpose, after due and sufficient notification in accordance with Article VIII.

E. Deleted by vote of the Association membership at the Annual Meeting in June 1991.

F. The Executive Council is authorized to make interest-free loans to Association special interest groups provided they contain specific repayment periods not to exceed one (1) year.

G. The Executive Council shall designate the bank or banks in which the funds of the Association shall be deposited and determine the manner in which checks, drafts and other instruments for the payment of funds of the Association shall be executed. However, the Executive Council shall require that at least two (2) officers sign all checks, drafts or other instruments for money drawn in the name of the Association.

H. The Executive Council shall prepare an annual report reflecting the status of membership and finances, summarizing important activities and transactions of the preceding calendar year (copies of said report will be distributed to all Association members), supervise all committees with power to direct their activities and to alter, amend and approve any rules or regulations prescribed by any committee, adopt an annual budget, fix fees annually, do or cause to be done all other things necessary to the operation of the Association as authorized by this Constitution and By-Laws.

I. The Executive Council shall, at the Association expense, insure by bond the fidelity of the Officers in such a manner and amount as necessary to protect the financial assets of the Association.

J. The Executive Council shall cause the books of the Association to be audited annually by competent examiner selected by a majority of the Executive Council members, and the report of the audit shall be available for inspection by any member of the Association, and shall be made a part of the annual report.

K. Except as otherwise herein provided, the Executive Council shall have full power to transact business of the Association which may arise and require action by the Executive Council without a meeting of the Association, except in those matters wherein such powers have been specifically reserved to the membership of the Association by this Constitution.

L. Directors and Officers will use the Association Post Office Box return address on all official correspondence they generate to insure complete communication between members of the Executive Council.

ARTICLE V - Officers

Section 1 - Officers Defined

The Association Officers shall be the President, Vice-President, Treasurer and Secretary.

Section 2 - Duties of the President

A. Preside at all meetings of the Executive Council and of the Association.

B. Sign contracts and documents relating to the affairs of the Association unless otherwise herein provided in the Constitution.

C. Appoint committees and committee Chairpersons as necessary.

D. Be ex-officio member of all committees.

E. Perform all other acts properly belonging to his/her office, including executive supervision of all activities of the Association and its employees.

F. Insure that the Association is officially represented at monthly meetings of the Greater Severna Park Council. Appoint delegates to the Greater Severna Park Council as necessary.

G. Ensure that the Association is officially represented at monthly meetings of the Severn River Association. Appoint delegates to the Severn River Association as necessary.

H. Fill vacancies in accordance with Article IV, Section 3.

Section 3 - Duties of the Vice-President

A. The Vice-President, in the absence of the President, shall act in his stead.

B. The Vice-President shall chair the Covenants Committee.

Section 4 - Duties of the Treasurer

A. The Treasurer shall, under the direction and supervision of the Executive Council, be responsible for the immediate management and supervision of all financial operations of the Association to include the collection, accounting for, and disbursement of all Association funds to include those administered by the Treasurer of the Pier Committee.

B. The Treasurer shall obtain the approval of the Executive Council before any expenditure is made.

C. The Treasurer shall deposit all funds in a banking institution and make all disbursements by check, signed by any two (2) officers of the Association.

D. The Treasurer may be bonded at the Association's expense in an amount to be determined by the Executive Council. The amount of the bond shall be made known to the membership.

E. The Treasurer shall retain all financial records and reports as permanent records of the Association. This specifically includes all records pertaining to expenditures related to real property and any improvements thereon owned by the Association.

F. The Treasurer shall submit a report on the financial condition of the Association at each meeting of the Executive Council or the Association.

G. The Treasurer will be provided with a financial report from the Pier Committee at least once during each quarter, containing a list of all receipts and expenditures pertaining to community marina facilities improvement, operation and maintenance. The Pier Committee Treasurer has the responsibility for administering those separate funds obtained from the community marina facilities users in accordance with Pier Committee By-Laws.

H. The Association Treasurer will administer those funds specially allocated for maintenance of the Community Club or "Pier" area, that is, the portion of the property owned above the mean high tide water level and the designated flood plain.

I. The Pier Committee Treasurer shall provide a formal report to the Association Treasurer such that an end of fiscal year audit can be expeditiously conducted in accordance with Article IV, Section 5, Paragraph J.

Section 5 - Duties of the Secretary

A. The Secretary shall attend to Association correspondence and perform such other duties pertaining to this office as may be requested by the Directors or Officers.

B. The Secretary shall keep minutes of the Association and Executive Council meetings, accompanied by an accurate record of attendance.

- C. The Secretary shall advise the membership in writing of all meetings, as specified in Article VIII.
- D. The Secretary shall submit a written summary of the proceedings of the Executive Council meetings for presentation and approval of the Executive Council at the next meeting.
- E. The Secretary shall submit written minutes of the previous Association meeting(s) at or before the next meeting of the Association for the approval of the membership.
- F. The Secretary shall be custodian of the corporate seal, which shall be used as directed by the Executive Council or officers of the Association.
- G. The Secretary shall be responsible for maintaining a Post Office box for the Association use and ensuring that it is inspected for mail at least three times per week.
- H. The Secretary shall be responsible for all matters pertaining to the welcoming of new residents and providing them with copies of the Association's Constitution and By- Laws, Pier Committee By-Laws and other information as appropriate.

ARTICLE VI - Membership

Section 1 - Classifications of Membership

- A. Resident Owner Membership in the Association shall include all resident members of the family of an adult resident owner of a single family home in the community defined in Article III.
- B. Non-Resident Owner Membership in the Association shall include all non-resident adult owners of single family homes in the community defined in Article III.
- C. Associate membership in the Association shall include all resident members of the family of an adult resident lessee of a single family home in the community defined in Article III.

Section 2 - Qualification for Membership

- A. In order to be admitted to Resident Owner, Non-Resident Owner or Associate Membership in the Association, current dues of the Association, plus any dues in arrears since residence in the community, must be paid to the Treasurer of the Association in accordance with Article VII.
- B. An adult resident shall be defined as any resident 18 years of age or older.

Section 3 - Voting Rights

- A. Each Resident Owner Membership shall be limited to one (1) vote at the Annual Meeting or special meetings, but only an adult member may vote and must be present to vote.
- B. Each Non-Resident Owner shall be limited to one (1) proxy vote at the Annual Meeting or special meetings of the Association. Such vote must be received by the Association prior to the conclusion of said meeting.

Section 4 - Entitlements

- A. Each Resident Owner, Non-Resident Owner and Associate Membership shall entitle all members of the family to use Association-owned recreation land and facilities, and participate in Association sponsored social and recreational activities.

B. Each Resident Owner, Non-Resident Owner and Associate Membership shall entitle the family to apply for a boat slip, small boat storage space, boat trailer storage space or mooring rights at the community marina. Assignment of slips, storage spaces and moorings shall be in accordance with both this Constitution and current By-Laws established by the Pier Committee for the operation of the community marina.

ARTICLE VII - Finances

Section 1 - Dues

A. Dues of the Association shall be three hundred dollars (\$300.00) per fiscal year of which ten dollars (\$10.00) will be used for the upkeep of the community marina area and the pier area and one hundred dollars (\$100.00) will be earmarked to service any pier restoration loan approved by the membership in accordance with this Constitution and By-Laws. To service any pier restoration loan, funds equal to one hundred ten dollars (\$110.00) per constructed house shall be transferred annually by the Treasurer to the Pier Committee Treasurer on or before December 31 of each year; however, these funds may not be expended without the consent of the Executive Council and the Pier Committee. Upon full repayment of a pier restoration loan, the annual portion of community dues allocated to the Pier Committee for administration of common facilities will return to ten dollars (\$10.00) per fiscal year or such amount approved by the members. * Amended 6/2005, 7/2012, 11/2020 and 6/2023.

B. Association dues payable shall be forwarded to the Treasurer within thirty (30) days from receipt of bill.

C. The one year period for yearly dues shall be from July 1 to June 30. Yearly dues shall be adjusted and prorated to the month in which membership takes effect. Prior to the fifteenth (15th) day of any calendar month, dues shall be charged for that full month. Subsequent to the fifteenth (15th) day of any calendar month, dues shall not be charged for that period.

D. Memberships whose annual dues are in arrears shall be notified in writing by the Treasurer. A thirty (30) day grace period from the date of notification shall be allowed. Failure to pay delinquent dues on expiration of the thirty (30) day grace period shall result in the membership being placed on the inactive list. In order to be admitted and reinstated to Resident Owner, Non-Resident Owner or Associate Membership in the Association, current dues as well as all dues in arrears and costs incurred by the Association in connection with collection of the arrears must be paid. A lien, in the amount of the delinquent dues plus the costs incurred by the Association in connection with the collection of the arrears, may also be placed on the member's property by the Covenants Committee subject to the approval of the Executive Council.

Section 2 - Fees

A. Assessments may not be levied except as approved by majority vote of the Association membership present after due notification of a meeting. Assessments shall be due and payable within thirty (30) days after notification by the Treasurer. A thirty (30) day grace period from the date of notification shall be allowed. Failure to pay delinquent assessments on expiration of the thirty (30) day grace period shall result in membership being placed on the inactive list. In order to be admitted or reinstated to Resident Owner, Non-Resident Owner or Associate Membership in the Association, current assessments as well as all assessments in arrears must be paid. A lien may also be placed on the member's property by the Covenants Committee subject to the approval of the Executive Council.

B. Members who use the community marina facilities will be assessed separate dues to supplement those supplied by the Association for financing improvement, operation and maintenance of those offshore facilities such as piers, mooring buoys, pilings, bubbler systems, water lines and similar fixtures. Funds for these purposes will be administered by the Pier Committee Treasurer.

ARTICLE VIII - Meetings

Section 1 - Annual Meeting

A. The Annual Meeting of the Association shall be held in May or June for the purpose of electing Directors and Officers and for the transaction of that business indicated in the notice of meeting, or for the transaction of such other business as may properly be brought before it.

B. Notice of the Annual Meeting shall be given in writing to the members at least fourteen (14) days prior thereto. Notice of the Annual Meeting shall include the names of the candidates for the Executive Council nominated by the Nominating Committee. Independent nominations may be made from the floor. Consent of the nominees is required before nominations are made.

Section 2 - Special Meetings

Special meetings may be held at the call of the Executive Council. A request signed by twenty five percent (25%) of the members of the Association may direct the Executive Council to call a special meeting providing the purpose of the meeting is related in the request; said meeting to take place within thirty (30) days after receipt of the request by the Executive Council. Notice of a special meeting shall be given to the members at least fourteen (14) days prior thereto. The notice shall state the purpose for which the special meeting is called, and at the meeting no other business shall be transacted. The time and place of all special meetings will be designated by the Executive Council.

Section 3 - Meetings of the Executive Council

The Executive Council shall meet at least every other month and at such other times as the members of the Council deem necessary.

ARTICLE IX - Quorum

Section 1 - Membership

A quorum of Association members shall consist of one-third (1/3rd) of the Resident Owner membership.

Section 2 - Executive Council

A quorum of the Executive Council shall consist of five members, to include the president or Vice-President.

ARTICLE X - Voting

Section 1 - Membership

Voting, except for the election of Directors and Officers which shall be by written ballot, may be voice vote, but ten (10) members shall have the right to demand voting by roll call.

Section 2 - Executive Council

In the event a question before the Executive Council shall result in a tie vote which cannot be resolved, the question shall then be submitted to the members of the Association for decision.

ARTICLE XI - Amendments

Section 1- Voting Requirements

This Constitution and By-Laws may be amended by a two-thirds (2/3rds) vote of the Resident Owner Membership present at any Annual Meeting, or special meeting held for this purpose.

Section 2 - Notification Requirements

Any proposed amendment to this Constitution and By-Laws must be presented in writing to the members of the association at least fourteen (14) days prior to any meeting at which it will be considered.

ARTICLE XII - Committees

Section 1 - Standing Committees

The Standing Committees of the Association shall be the Covenants Committee; Pier Committee; Grounds Committee; Social Committee; Recreation Committee; External Affairs Committee; Community Decoration Committee; and Nominating Committee.

Section 2 - Covenants Committee

- A. The Covenants Committee shall be responsible for all matters pertaining to covenants and restrictions placed upon property owned by members of the Association.
- B. The Covenants Committee shall be chaired by the Association's Vice-President with membership consisting of all Association Directors.
- C. All covenants issues shall be decided by a majority vote of the Covenants Committee members. Matters that cannot be decided by the Covenants Committee will be referred to the Executive Council for resolution under the provisions of Article IV, Section 5.

Section 3 - Pier Committee

- A. The Pier Committee shall be responsible for all matters pertaining to the operation and maintenance of community marina facilities.
- B. The Pier Committee Treasurer shall administer all funds allocated for Pier Committee activities subject to the provisions of Article V, Section 4.
- C. The Pier Committee shall publish and maintain a set of By-Laws pertaining to marina operations and shall distribute a copy of these By-Laws to all Association family members.

Section 4 - Grounds Committee

- A. The Grounds Committee shall be responsible for all matters pertaining to the acquisition, development and maintenance of Association-owned real property except for community marina facilities.
- B. The Grounds Committee shall also be responsible for ensuring that Pointfield Landing roads and public utilities are properly maintained by appropriate agencies of Anne Arundel County.

Section 5 - Social Committee

The Social Committee shall be responsible for conducting a social program for the Association as approved by the Executive Council.

Section 6 - Recreation Committee

The Recreation Committee shall be responsible for all matters pertaining to the conduct of recreational activities for members of the Association such as the children's "Junior Olympics", sailing schools, and coordination with the Green Hornets' and YMCA recreational activities.

Section 7 - External Affairs Committee

A. The External Affairs Committee shall be responsible for all matters pertaining to actions being taken or contemplated by organizations external to Pointfield Landing whose results may potentially benefit or harm the Association or its members in areas such as public transportation, public safety, public education, public utilities, re-zoning and land development.

B. The External Affairs Committee shall keep the Executive Council informed of pertinent measures before the Anne Arundel County Council which affect Pointfield Landing and, in addition, any other legislation which may affect the Pointfield Landing area.

Section 8 - Community Decoration Committee

The Community Decoration Committee shall be responsible for all matters pertaining to decorating the community for appropriate occasions to include, but not limited to, luminaries and street decorations at Christmas.

Section 9 - Nominating Committee

A. The Nominating Committee shall be responsible for selecting a slate of Officers and Directors each year for the consideration of the Association in accordance with Article IV, Section 2, Paragraph B.

B. The Nominating Committee shall poll the community annually for candidate recommendations for all elected positions for the next fiscal year. It shall present a slate of candidates to the Executive Council at least thirty (30) days prior to the Annual Meeting.

Section 10 - Committee Membership

The President shall appoint Committee Chairpersons, with the exception of the Chairperson of the Pier Committee, who shall be selected by those residents of the community who hold pier slips, and whose election shall be subject to ratification by the Executive Council. Each Committee Chairperson shall be responsible for the organization of his or her committee.

Section 11 - Committee Formation

The President or Executive Council may create such additional special committees as either deems necessary.

Article XIII - Order of Business

At the Annual Meeting and regular meetings of the Executive Council, the order of business shall be as follows:

- A. Call to Order
- B. Announcements
- C. Reading of the Minutes of the Last Meeting
- D. Treasurer's report
- E. Reading of Communications

F. Reports

G. Unfinished Business

H. New Business

I. Adjournment

Article XIV - Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with this Constitution and By-Laws and any special rules of order the Association may adopt.

AMENDMENTS – Since 6/91

Additions underlined; deletions [~~strike through~~] (all other language unchanged)

Amended 06/2005:

ARTICLE VII – Finances, Section 1 – Dues, Article A amended to read:

- A. Dues of the Association shall be two hundred ten dollars (\$210.00) per fiscal year of which ten dollars (\$10.00) will be used for the upkeep of the community marina area and the pier area and one hundred dollars (\$100.00) will be earmarked to service the pier restoration loan. Funds equal to one hundred ten dollars (\$110.00) per constructed house shall be transferred annually by the Treasurer to the Pier Committee Treasurer on or before December 31 of each year; however, these funds may not be expended without the consent of the Executive Council and the Pier Committee. Upon full repayment of the pier restoration loan, the annual portion of community dues allocated to the Pier Committee for administration of common facilities will return to ten dollars (\$10.00) per fiscal year or such amount approved by the members.

Amended 7/2012:

ARTICLE VII – Finances, Section 1 – Dues, Article A, Line 1 amended to read:

Dues of the Association shall be two hundred [~~ten~~]sixty dollars (\$~~[210]~~260.00) per fiscal year

Amended 11/2020:

ARTICLE VII – Finances, Section 1 – Dues, Article A, Line 1 amended to read:

- A. Dues of the Association shall be two hundred sixty dollars (\$260.00) per fiscal year of which ten dollars (\$10.00) will be used for the upkeep of the community marina area and the pier area and one hundred dollars (\$100.00) will be earmarked to service [~~the~~]any pier restoration loan approved by the membership in accordance with this Constitution and By-Laws. To service any pier restoration loan, [F] funds equal to one hundred ten dollars (\$110.00) per constructed house shall be transferred annually by the Treasurer to the Pier Committee Treasurer on or before December 31 of each year; however, these funds may not be expended without the consent of the Executive Council and the Pier Committee. Upon full repayment of [the] a pier restoration loan, the annual portion of community dues allocated to the Pier Committee for administration of common facilities will return to ten dollars (\$10.00) per fiscal year or such amount approved by the members.

Amended 6/2023:

ARTICLE VII – Finances, Section 1 – Dues, Subsection A, Line 1 of the Constitution and By-Laws of the Pointfield Landing Community Association, Inc. amended to read:

Dues of the Association shall be [~~two~~]three hundred [~~sixty~~] dollars (\$~~[260]~~300.00) per fiscal year

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