

Bylaws
Foster Branch Homeowners Association No. 1, Inc.

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FOSTER BRANCH HOMEOWNERS ASSOCIATION NO. 1, INC.

BY-LAWS

ARTICLE I

DEFINITIONS

Section 1

“Association” shall mean and refer to the Foster Branch Homeowners Association No. 1, Inc., a non-profit corporation organized and existing under the laws of Maryland.

Section 2

“The Properties” shall mean and refer to Parts I and II of Section VI of Joppatowne as described and defined in the Declaration of Covenants and Restrictions, including the Supplemental Declaration thereto, between Panitz & Co., Inc. and American National Building and Loan Association of Baltimore City, executed on the 14th day of November, 1966, and such additions thereto as are thereafter brought within the jurisdiction of the Association by annexation.

Section 3

“Common Properties” shall mean and refer to parks, playgrounds, footways, improvements, open spaces and common areas and the like currently owned by Panitz & Co., Inc. and to be owned and maintained by the Association for the common benefit and enjoyment of the residents within The Properties.

ARTICLE II.

LOCATION

Section 1

The principal office of the Association shall be located at Joppatowne, Joppa, Maryland 21085.

ARTICLE III

MEMBERSHIP

Section 1

The Association shall have no Capital Stock. Every person or entity who is the "Owner" of any lot into which the Properties shall have been subdivided, which lot is subject by covenants or record to assessment by the Corporation, shall be a member of the Corporation. "Owner" means the record owner of the fee simple (or leasehold title when said property is subject to a ground rent) whether one or more persons or entities and whether or not subject to a mortgage or deed of trust securing a loan, but said term shall not include any mortgagee or trustee or beneficiary or a deed of trust securing a loan until title shall have been acquired pursuant to foreclosure or any proceeding in lieu thereof.

Section 2

The rights of membership are subject to the payment of assessments levied by the Association, the obligation of which assessments is imposed against each owner of and becomes a lien upon the property against which such assessments are made as provided by the Recorded Covenants to which The Properties are subject.

Section 3

The membership rights of any person whose interest in The Properties is subject to assessments, whether or not he be personally obligated to pay such assessments, may be suspended by action of the Directors during the period when the assessments remain unpaid; but, upon payment of such assessments, his rights and privileges shall be automatically restored. If the Directors have adopted and published rules and regulations governing the use of the common properties and facilities, and the personal conduct of any person thereon, they may, in their discretion, suspend the rights of any such person for violation of such rules and regulations for a period not to exceed thirty (30) days.

ARTICLE IV
VOTING RIGHTS

Section 1

The number of votes each member may cast on any matter submitted for membership vote shall be as follows:

- a. each lot so owned:
- b. where two or more members are the owners of an undivided interest, said members acting together shall have one vote for each lot so owned, and a vote may be cast only by unanimous agreement between or among them; and
- c. so long as Panitz & Co., Inc., or its assigns shall be a member, said company shall have one hundred twenty—two (122) votes in addition to those authorized by the preceding clauses (1) and (2).

ARTICLE V

PROPERTY RIGHTS AND RIGHTS OF ENJOYMENT OF COMMON PROPERTY

Section 1

Each member shall be entitled to the use and enjoyment of The Common Properties and facilities as provided by the Recorded Restrictions and Supplement thereto.

Section 2

Any member may delegate his rights of enjoyment in The Common Properties and Facilities to the members of his family who reside upon The Properties and to any of his tenants who reside upon The Properties or to any of his tenants who reside thereon under a leasehold interest for a term of one year or more. Such member shall notify the Secretary in writing of the name of any person and of the relationship of the member to such person. The rights and privileges of such person are subject to suspension under Article III, Section 3, to the same extent as those of the member.

ARTICLE VI

ASSOCIATION PURPOSES AND POWERS

The Association has been organized for the following purposes:

Section 1

To provide for the ownership in and maintenance of open spaces and common areas and to preserve the values and amenities within the residential area known as "Foster Branch" located in Joppatowne, Harford County, Maryland (herein referred to as Record Covenants) and such additions thereto as may thereafter be brought within the jurisdiction of this Corporation, by annexation, hereinafter referred to as "The Properties".

Section 2

In furtherance of the above purposes, the Corporation shall be empowered:

- a. to own, acquire, build, operate, improve and maintain recreation parks, playgrounds, swimming pools, commons, streets, avenues, easements, reservations, alleys, footways, sidewalks, rights of way and other areas thereto, including lands and trees, and including buildings, structures, personal properties incident thereto, hereinafter referred to as "Common Site Areas and Facilities";
- b. to fix assessments (or charges) to be levied against the Properties;
- c. to enforce any and all covenants, restrictions and agreements applicable to the Properties;
- d. to pay taxes, if any, on the Common Site Areas and facilities; and
- e. insofar as permitted by law, to do any other thing that, in the option of the Board of Directors, will promote the common benefit and enjoyment of the residents of The Properties.

ARTICLE VII

BOARD OF DIRECTORS

Section 1

The Board shall consist of three (3) members, which number may be increased by amendment in multiples of three (3) provided that the total number of directors shall always consist of an odd number of directors, which directors shall be elected as hereinafter set forth.

Section 2

The members of the Board of Directors shall be elected at the annual meeting of members present in person or by proxy at such meeting and entitled to vote thereat. Each director elected at any annual meeting shall hold office until his successor shall have been elected and qualified or until he shall die or resign, or shall have been removed. Upon demand of ten per cent (10%) of the votes of members who are voting in person or by proxy at a meeting of members, the votes for Directors shall be by ballot.

Section 3

At any meeting of the members called for the purpose, any director may, by the vote of a majority of the total votes entitled to be cast, be removed from office, with or without cause, and another may be appointed in the place of the person so removed, to serve for the remainder of his term.

Section 4

If any director shall die or resign, or if the members shall remove any director without appointing another in his place, a majority of the remaining directors (although such majority is less than a quorum) may elect a successor to hold office for the unexpired portion of the term of the director whose place shall so become vacant, and until his successor shall have been duly chosen and qualified. Vacancies in the Board of Directors created by an increase in the number of directors may be filled by the vote of a majority of the entire Board as constituted prior to such increase, and the directors so elected by the Board to fill such vacancies shall hold office until the next succeeding annual meeting of members and thereafter until their successors shall be elected and qualified.

ARTICLE VIII

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1

The Board of Directors shall have power:

- a. To call special meetings of the members whenever it deems necessary and it shall call a meeting at any time upon written request of one-fourth (1/4) of the voting membership, as provided in Article XIII, Section 2.
- b. To appoint and remove at pleasure all officers, agents and employees of the Association, prescribe their duties, fix their compensation, and require of them such security or fidelity bond as it may deem expedient. Nothing contained in these By-Laws shall be construed to prohibit the employment of any Member, Officer or Director of the Association in any capacity whatsoever.
- c. To establish, levy and assess, and collect the assessments or charges referred to in Article III, Section 2.
- d. To adopt and publish rules and regulations governing the use of the Common Properties and the personal conduct of the members and their guests thereon.
- e. To exercise for the Association all powers, duties and authority vested in or delegated to this Association, except those reserved to the meeting or to members in the covenants.
- f. In the event that any member of the Board of Directors of this Association shall be absent from three (3) consecutive regular meetings of the Board of Directors without excuses, the Board may be action taken at the meeting during which said third absence occurs, declare the office of said absent Director to be vacant.

Section 2

It shall be the duty of the Board of Directors:

- a. To cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members or at any special meeting when such is requested in writing by one-fourth (1/4) of the voting membership, as provided in Article XIII, Section 2.
- b. To supervise all officers, agents and employees of this Association, and to see that their duties are properly performed.
- c. As provided in the Recorded Covenants applicable to The Properties:
 - (i) To fix the amount of the assessment against each lot for each assessment period at least thirty days in advance of such date or period and, at the same time;

- (ii) To prepare a roster of the properties and assessments applicable thereto which shall be kept in the office of the Association and shall be open to inspection by any member, and, at the same time;
 - (iii) To send written notice of each assessment to every owner subject thereto.
- d. To issue, or to cause an appropriate officer to issue, upon demand by any person a certificate setting forth whether any assessment has been paid. Such certificate shall be conclusive evidence of any assessment therein stated to have been paid.

ARTICLE IX

DIRECTORS' MEETINGS

Section 1

A regular meeting of the Board of Directors shall be held not less than four (4) times in each calendar year at a time and date selected by the Board of Directors from time to time.

Section 2

Notice of such regular meeting is hereby dispensed with. If the day for the regular meeting shall fall upon a holiday, the meeting shall be held at the same hour on the first day following which is not a holiday, and no notice thereof need be given.

Section 3

Special meetings of the Board of Directors shall be held when called by any officer of the Association or by any two directors after not less than three (3) days' notice to each director.

Section 4

The transaction of any business at any meeting of the Board of Directors, however called and noticed, or wherever held, shall be as valid as though made at a meeting duly held after regular call and notice if a quorum is present and, if either before or after the meeting, each of the directors not present signs a written waiver of notice, or a consent to the holding of such meeting, or an approval of the minutes thereof. All such waivers, consents or approvals, shall be filed with the corporate records and made a part of the minutes of the meeting.

Section 5

The majority of the Board of Directors shall constitute a quorum thereof.

ARTICLE X

OFFICERS

Section 1

The officers shall be a president, a vice—president, a secretary, and a treasurer. The president and the vice-president shall be members of the Board of Directors. Different offices may be held by the same person.

Section 2

The officers shall be chosen by majority vote of the directors.

Section 3

All officers shall hold office during the pleasure of the Board of Directors.

Section 4

The president shall preside at all meetings of the Board of Directors, shall see that orders and resolutions of the Board of Directors are carried out and sign all notes, checks, leases, mortgages, deeds and all other written instruments.

Section 5

The vice—president shall perform all the duties of the president in his absence.

Section 6

The secretary shall be ex officio the secretary of the Board of Directors. The secretary of the Board of Directors shall record the votes and keep the minutes of all proceedings in a book to be kept for that purpose the names of all members of the Association together with their addresses as registered by such members (see Article XIII, Section 3).

Section 7

The treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors, provided, however, that a resolution of the Board of Directors shall not be necessary for disbursements made in the ordinary course of business conducted within the limits of a budget adopted by the Board. The treasurer shall sign all checks and notes of the Association, provided that such checks and notes of the Association, shall also be signed by the president or vice—president.

Section 8

The treasurer shall keep proper books of account and cause an audit of the Association books to be made at the completion of each fiscal year. This audit shall be conducted internally and according to established accounting procedures. The treasurer shall prepare an annual budget and annual balance sheet statement and the budget and balance sheet

statement shall be presented to the membership at its regular annual meeting. The annual report by the treasurer will be published in the next Newsletter following the regular annual meeting.

ARTICLE XI

COMMTTEES

Section 1

The Standing Committees of the Association shall be (plus such others as the Board shall determine):

The Maintenance Committee

The Audit Committee

Each committee shall consist of a Chairman and such number of members as the Board of Directors shall decide. The committees shall be appointed by the Board of Directors prior to each annual meeting to serve from the close of such annual meeting until the close of the next annual meeting and such appointment shall be announced at each such annual meeting. The Board of Directors may appoint such other committees pro tem, as it deems desirable.

Section 2

The **Maintenance Committee** shall advise the Board of Directors on all matters pertaining to the maintenance, repair or improvement of the Common Properties of the Association, and shall perform such other functions as the Board, in its discretion, determines.

Section 3

The **Audit Committee** shall supervise the annual audit of the Association's books and approve the annual budget and balance sheet statement to be presented to the membership at its regular annual meeting as provided in Article X Section 8. The treasurer shall be an ex officio member of the Committee.

Section 4

It shall be the duty of each committee to receive complaints from members on any matter involving Association functions, duties, and activities within its field of responsibility. It shall dispose of such complaints as it deems appropriate or refer them to such other committee, director or officer of the Association as is further concerned with the matter presented.

ARTICLE XII

MEETINGS OF MEMBERS

Section 1

The regular annual meeting of the members shall be held on the first Tuesday of March in each year, at the hour of 8:00 p.m. If the day for the annual meeting of the members shall fall upon a holiday, the meeting will be held at the same hour on the first day following which is not a holiday.

Section 2

Special meetings of the members for any purpose may be called at any time by the President, or by any two or more members of the Board of Directors, or upon written request of the members who have a right to vote one-fourth of all of the votes of the entire membership.

Section 3

Notice of any meetings shall be given to the members by the Secretary. Notice may be given to the member either personally, or by sending a copy of the notice through the mail, postage thereon fully prepaid to his address appearing on the books of the corporation. Notice of any meeting regular or special shall be mailed at least five (5) days in advance of the meeting and shall set forth in general the nature of the business to be transacted, provided, however, that if the business of any meeting shall involve an election governed by Article VIII or any action governed by the Articles of Incorporation or by the Covenants applicable to The Properties, notice of such meeting shall be given or sent as therein provided.

Section 4

The presence at the meeting of members entitled to cast, or of proxies entitled to cast, one—fourth (1/4) of the total votes entitled to be cast shall constitute a quorum for any action governed by these By-Laws. Any action governed by the Articles of Incorporation or by the Covenants applicable to The Properties shall require a quorum as therein provided.

ARTICLE XIII

PROXIES

Section 1

At all corporate meetings of members, each member may vote in person or by proxy.

Section 2

All proxies shall be in writing and filed with the Secretary. No proxy shall extend beyond a period of eleven (11) months, and every proxy shall automatically cease upon sale by the member of his home or other interest in The Properties.

ARTICLE XIV

BOOKS AND PAPERS

Section 1

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to the inspection by any members.

ARTICLE XV

CORPORATE SEAL

Section 1

The Association shall have a Seal in circular form having within its circumference its name and "Incorporated Maryland 1966".

ARTICLE XVI

AMENDMENTS

These By-Laws may be amended, at a regular or special meeting of the members, by a vote of a majority of the total votes entitled to be cast, provided that any matter stated herein to be or which is in fact governed by the Recorded Covenants applicable to The Properties may not be amended except as provided in such Recorded Covenants.