

**GLEN ISLES IMPROVEMENT ASSOCIATION, INCORPORATED**

**BY-LAWS**

Amended September 26, 2019

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**ARTICLE I NAME AND PURPOSE**

SECTION 1 The name of this organization is the GLEN ISLES IMPROVEMENT ASSOCIATION, INCORPORATED (GIIA).

SECTION 2 The purposes of this corporation are stated in its Certificate of Incorporation (Charter).

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**ARTICLE II SUPERCESSION AND EFFECT**

SECTION 1 These By-Laws revoke and replace any and all existing By-Laws and amendments as of the date of adoption of these By-Laws.

SECTION 2 In the event one of the Articles, Sections, or paragraphs of these By-Laws is adjudged unconstitutional or otherwise illegal under existing federal, state, or local law, such adjudication shall in no way effect the legality or validity of any other portions of these By-Laws.

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**ARTICLE III DEFINITION OF TERMS**

SECTION 1 "Certificate of Incorporation" means the Certificate of Incorporation of "GLEN ISLES IMPROVEMENT ASSOCIATION, INCORPORATED," dated August 23, 1950.

SECTION 2 "Good Standing" means all real property owners within the area known as Glen Isles as shown on the plat or plats duly recorded among the Plat Records of Anne Arundel County with the exception of those who have not paid their required covenants.

SECTION 3 "Levy" or "levies" means any and all monetary assessments upon the membership of the organization as permitted by these By-Laws.

SECTION 4 "Office" means any official or representative capacity of the organization including, but not limited to, committee members, officers, or directors.

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**ARTICLE IV MEMBERSHIP**

SECTION 1 Members shall include all real property owners within the area known as GLEN ISLES as shown on plat or plats duly recorded among the Plat Records of Anne Arundel County.

Class A (Covenant members) – Those real property owners under the 1955 and 1984 Covenants.

Class B (1933 and prior Covenant members) – Those real property owners under the 1933 expired Covenants and those lots that were purchased before 1933 that are not subject to the Covenant levies.

Class C (Associate Members) – Renters/Lessee of real property owners.

SECTION 2 Associate membership may be granted to lessees after payment of covenant levies by the property owner. The lessee must pay the associate membership fee in effect at the time.

SECTION 3 An Associate member may not hold elective office in this organization; however, the Associate member may serve on any committee or committees.

SECTION 4 An Associate member has no voting rights.

SECTION 5 Non-compliance with any provisions of these By-Laws or the Rules and Regulations of this organization by any member may result in action by the Board of Directors (BOD).

- SECTION 6 All general membership voting privileges shall be limited to one vote for each property unit where the real property owner is in good standing.
- SECTION 7 Benefits of membership are available only to members in good standing and cannot be assigned.

#### **ARTICLE V BOARD OF DIRECTORS**

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- SECTION 1 The BOD shall be comprised of the officers and nine (9) directors and shall meet monthly.
- SECTION 2 The officers of this organization shall be President, Vice President, Recording Secretary, Corresponding Secretary, Treasurer, and Assistant Treasurer.
- SECTION 3 The BOD shall:
- (a) transact the business of the organization,
  - (b) develop and set forth objectives to be planned for in the annual budget,
  - (c) be properly insured according to Maryland Statutes.
- SECTION 4 The President shall:
- (a) preside at all meetings of the organization and shall conduct the meetings in conformance with the requirements set forth in Article VIII of these By-Laws,
  - (b) serve as an ex-officio member of all committees except the Committee on Nominations,
  - (c) have no vote except where there is a tie vote, then this vote will be the deciding factor.
- SECTION 5 The Vice President shall:
- (a) in the absence of the President, assume all duties of the President.
- SECTION 6 The Recording Secretary shall:
- (a) keep the minutes of all of the meetings of the organization,
  - (b) preserve and keep current all papers, letters, and transactions of the organization,
  - (c) assure the proper integrity and organization of the organization's files.
- SECTION 7 The Corresponding Secretary shall:
- (a) notify all officers, including directors and committees, of their selection or appointment,
  - (b) send proper notice of time and place of all meetings to individuals concerned,
  - (c) prepare general correspondence as directed by the BOD.
- SECTION 8 The Treasurer shall:
- (a) assure that all required tax forms are prepared and filed in compliance with existing law,
  - (b) receive and have charge of all funds; and maintain accurate and current accounts of all receipts and disbursements,
  - (c) provide written financial reports at all regular meetings of the organization,
  - (d) maintain an accurate and current list of all members' names, addresses, and telephone numbers,
  - (e) serve as a member of the Finance Committee,
  - (f) provide a copy of current By-Laws to new members.
- SECTION 9 The Assistant Treasurer shall:
- (a) in the absence of the Treasurer assume all duties of the Treasurer.
- SECTION 10 Members of the BOD are required to attend all regularly scheduled meetings of that body. Any member who fails to appear at two (2) consecutive meetings, without extenuating circumstances, or who otherwise fails to meet their responsibilities will forfeit their office at the discretion of the BOD. The position will be filled as set forth in Article VII, Section 5.
- SECTION 11 No more than one (1) owner of the property may serve as a BOD member during any period of time.
- SECTION 12 A quorum for BOD meetings shall consist of five members.
- SECTION 13 Each BOD member shall deliver to their successor all accounts, records, books, papers, and

property belonging to this organization within two (2) weeks following expiration of their term of office.

SECTION 14 The President of the Ladies Auxiliary or her appointee shall be an ex-officio, non-voting member of the BOD.

## **ARTICLE VI FINANCES**

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SECTION 1 All moneys, obtained from any source or by any person or persons acting in the name of the organization or under its direction or authority, shall be considered the organization's funds and will be immediately delivered to the Treasurer.

SECTION 2 Payments for all goods and services obtained for the organization will be made by check or electronic banking. Any deviation from this policy involving long-term indebtedness must be authorized by specific amendment to these By-Laws and the Certificate of Incorporation, if necessary, to assure the necessary legal protection of all parties who may be involved in such a transaction.

SECTION 3 The fiscal year for this organization is the calendar year. The BOD shall provide for an annual examination of the books by at least one non-BOD member to provide reasonable assurances and safeguards of the community's funds. The examination should be done after the close of each fiscal year. During an election year, the outgoing Treasurer will transfer the financial reports to the newly elected Treasurer within two (2) weeks. This will be presided over by the sitting President who will appoint one BOD member and one non-BOD member to examine the financial records. In the event of a mid-term resignation, the resigning Treasurer will immediately make available all financial records to the BOD for examination.

SECTION 4 The continuing income for this organization consists of the following:

- (a) Covenant levies,
- (b) Boat slip fees,
- (c) Launching fees,
- (d) Clubhouse fees,
- (e) Associate membership fees,
- (f) Canoe rack fees,
- (g) Other levies/fees which may be assessed from time to time as authorized by the real property owners.

SECTION 5 The annual budget will provide for the necessary disbursements for the following:

- (a) Roads and paths,
- (b) Clubhouse,
- (c) Playground,
- (d) Beach,
- (e) Piers and boat slips,
- (f) Professional fees,
- (g) Capital improvements,
- (h) Other miscellaneous items.

SECTION 6 The covenant levy is assessed on January 1 of each calendar year. Associate membership fees will be assessed on March 1 of each calendar year provided the appropriate covenant levy is paid.

SECTION 7 Failure to pay covenant levies within one (1) year may cause the initiation of legal procedures by the BOD to collect.

SECTION 8 Any change in the amount of covenant levies must be effected through a change in the By-Laws by a majority vote of real property owners present at a legally constituted meeting.

SECTION 9 The annual covenant levy rate in effect as of the date of these revised By-Laws is \$350.00 for each property unit.

- SECTION 10 The following fees are due and payable immediately upon application for the privilege:  
 (a) Boat slip fees,  
 (b) Launching fees,  
 (c) Clubhouse fees,  
 (d) Canoe rack fees,  
 (e) Associate Membership fees.
- SECTION 11 The BOD shall authorize unanticipated expenditures not to exceed 15% of the annual operating budget without obtaining approval of the real property owners.
- SECTION 12 The BOD is empowered to assess an additional surcharge, on an annual basis, on any usage fees not to exceed 20% of the current fees as listed in Article VI, Section 4.
- SECTION 13 The BOD will provide the real property owners with written notification of all changes in fees, levies, and surcharges.

**ARTICLE VII ELECTIONS**

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- SECTION 1 Voting in all elections shall be by ballot.
- SECTION 2 The President, Vice President, Recording Secretary, Corresponding Secretary, Treasurer, Assistant Treasurer, and the Directors will be elected at the annual community meeting of the real property owners that shall be held in September.
- SECTION 3 The term of office for President, Vice-President, Recording Secretary, Treasurer, Assistant Treasurer, and Corresponding Secretary shall be for two (2) years, not to exceed four consecutive terms. The President, Treasurer, and Recording Secretary shall be elected each even numbered year and the Vice President, Assistant Treasurer, and Corresponding Secretary shall be elected each odd numbered year, thereby providing the organization with the benefit of senior officers and providing continuity. If no one volunteers to run for an expired position, the incumbent may choose to run for another term.
- SECTION 4 The term of office for the Directors shall be for two (2) years not to exceed four (4) consecutive terms. Four Directors shall be elected each odd numbered year and five Directors shall be elected each even numbered year, thereby providing the organization with the benefit of senior members and providing continuity. If no one volunteers to run for an expired position, the incumbent may choose to run for another term.
- SECTION 5 Any real property owner of GIIA, in good standing, can be elected to the BOD to fill one un-expired term and would then be eligible to be nominated to subsequent full term positions. In the event that an elected officer or BOD member shall resign or otherwise vacate his/her position during the term of the elected position, the BOD shall be authorized to appoint a new member to complete the remaining portion of the term. The method of appointment shall be at the discretion of the sitting BOD. Any member who resigns from the BOD is not eligible for appointment/election to the BOD until the next September election. This section will take effect at the next election following the adoption of these By-Laws.
- SECTION 6 Nominations: Nomination for elected members to the BOD shall be made by a Nominating Committee (NC). The NC shall be appointed by the current BOD. The NC will consist of the Corresponding Secretary, and two or more members of the community. The NC shall make as many nominations for election to the BOD as it shall, in its discretion, determine, but not less than the number of vacancies that are to be filled. The committee will prepare the ballot for the election to be held at the annual community meeting. The ballots for the election will be submitted to the Corresponding Secretary no later than five (5) weeks prior to the date set for the annual community meeting. The NC shall include on the ballot any names proposed by the real property owners, provided that the proposed nominee is a member in good standing, and will accept appointment to an office if elected. Nominations may also be made from the floor at the annual community meeting.

- SECTION 7 The ballots will be mailed by the Corresponding Secretary to all real property owners no later than four (4) weeks prior to the date set for the annual community meeting. The ballots may be cast by bringing them to the annual community meeting or by mailing them to the GIIA following the instructions provided by the organization. All ballots cast will be sealed. Ballots will be opened and counted at the annual community meeting by the Corresponding Secretary and two members chosen by the President from the members in attendance.
- SECTION 8 A plurality vote shall constitute an election.
- SECTION 9 In the event of a tie in the number of votes cast for any particular office, the tie will be resolved by a run-off election by real property owners in attendance at the annual community meeting.

## ARTICLE VIII MEETINGS

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- SECTION 1 Annual Meetings: The annual community meeting shall be held in September. Meeting topics will include submission and approval of the next year's annual budget, and other items as deemed necessary by the BOD.
- SECTION 2 Special Meetings: Special Meetings shall be held at the request of the BOD, and in accordance with the procedures in Article VIII, Section 3. A special meeting may also be held upon request, by petition, of not less than 20% of the real property owners.
- SECTION 3 Notice: Written notice of all the community meetings shall be mailed designating the purpose, date, and time with an agenda. Such notices shall be mailed by the Corresponding Secretary not less than thirty (30) days before each meeting. Proxy voting is not permitted at any meeting of the association.
- SECTION 4 Meeting Order and Agenda:
- a. During any meetings, Roberts Rules of Order will be considered as a proper guideline except where the organization's rules conflict, and then the organization's rules take precedence.
  - b. At all meetings (excluding Special meetings), the following agenda will be observed:
    - (1) Call to order,
    - (2) Reading of the minutes by the Secretary,
    - (3) Report of the Treasurer,
    - (4) Reports of committees,
    - (5) Report of the BOD,
    - (6) Communication from the President,
    - (7) Unfinished and old business,
    - (8) New business,
    - (9) Adjournment.
  - c. During the annual community meeting, the election of the BOD will precede the reports of committees.
- SECTION 5 Quorum:
- a. A quorum for any community/special meeting shall consist of four members of the BOD and fifteen real property owners.
  - b. A quorum must be present to affect any business at any meeting.

## ARTICLE IX COMMITTEES

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- SECTION 1 The BOD shall appoint standing committees following the annual community meeting and designate the chairperson for each committee not otherwise provided by these By-Laws:
- (a) Finance,
  - (b) Clubhouse,
  - (c) Beach,
  - (d) Piers,
  - (e) Playground,
  - (f) Roads & Paths,
  - (g) Nominating.

SECTION 2 The BOD is authorized to create and dissolve any additional committee(s) that may be required and which is not otherwise provided for in these By-Laws.

SECTION 3 The responsibilities and functions of the standing committees include the following:

- (a) The Finance Committee is responsible for:
  - (1) Preparing the annual budget,
  - (2) Reviewing all levy and fee structures every three (3) years and submitting recommendations to the BOD for modification. The Treasurer of the organization will be a member of this committee.
- (b) The Clubhouse, Beach, Pier, Playground, and Roads and Paths Chairpersons are responsible for:
  - (1) Overseeing conditions of the facilities,
  - (2) Submitting recommendations as may be necessary for maintenance and improvements,
  - (3) Following up on authorized actions to assure that any work performed meets the appropriate specifications,
  - (4) Considering and acting upon applications for the use of clubhouse, beach, and boating facilities by real property owners and Associate Members.
- (c) The Nominating Committee's full responsibilities are listed in Article VII, Section 6 and are listed briefly as follows:
  - (1) Prepare a slate consisting of at least one nominee for each office to be filled,
  - (2) Secure the consent of each nominee to serve if elected,
  - (3) Prepare and submit to the Corresponding Secretary the ballot to be used in the elections,
  - (4) Use proper care to select nominees who represent each section of the community.

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**ARTICLE X ANNEXATION**

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SECTION 1 No BOD of the Glen Isles Improvement Association shall be empowered to approve annexation of any property into the community of Glen Isles without full approval of all real property owners.

SECTION 2 No BOD of the Glen Isles Improvement Association shall grant the use of the Beach, Clubhouse, or Boat Ramps to anyone outside the community without the express consent of all real property owners as defined in Article VIII, Section 3.

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**ARTICLE XI AMENDMENTS**

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SECTION 1 These By-Laws may be amended at any community meeting by two-thirds vote of the real property owners present and voting, provided that copies of the proposed amendments shall be distributed to all real property owners by the Corresponding Secretary of this organization not less than thirty (30) days prior to the date set for the meeting.

SECTION 2 These By-Laws may be amended without previous notice at any community meeting provided that there is ninety-nine percent (99%) of the total real property owners present and voting.

SECTION 3 Amendments may be proposed by the BOD at their monthly meeting or by a petition signed by twenty-five (25) real property owners.

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**ARTICLE XII RULES AND REGULATIONS**

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SECTION 1 The Glen Isles Improvement Association may adopt and amend from time to time Rules and Regulations not inconsistent with the Corporation's Charter, the By-Laws, and the Deeds to the Community Property along with the Covenants and Restrictions thereto. The procedures for effecting changes in the Rules and Regulations shall be the same as those applying to By-Law changes, as stated in these By-Laws. New versions of the Rules and Regulations duly adopted by the Glen Isles Improvement Association revoke and replace previous versions.