

SHIPLEY'S CHOICE COMMUNITY ASSOCIATION, INCORPORATED
Millersville Maryland

July 29, 1980

MEMORANDUM:

TO: All Residents, Shipley's Choice

FROM: Bill Thompson, President *Bill Thompson*

SUBJECT: Status of Incorporation

Please be advised that on July 8, 1980 the Incorporation of the Shipley's Choice Community Association was approved and recorded by the State of Maryland Department of Assessments and Taxation.

The enclosed By-Laws, which were approved by the Association, were also approved by the State and a "corrected copy" of the By-Laws as recorded is attached for your information and future reference. Please destroy the earlier copy which was provided prior to approval of the Association.

Now that the Association has been formally resolved we will set about to establish a formal Bank Account, as soon as we get our Federal Tax number.

You will also be pleased to know that after all was said & done and considerable work done by the Board, the total cost of the Incorporation effort was accomplished for a total of \$40.00, which was a far cry from the earlier estimate of several hundred dollars. The Board will continue to "squeeze" every penny of Association money to a maximum benefit of the Association/

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My person/thanks to all those who helped in this effort.

**BY-LAWS
OF
THE SHIPLEY'S CHOICE COMMUNITY ASSOCIATION, INC.**

ARTICLE I

The name of this association shall be the Shipley's Choice Community Association, Inc.

ARTICLE II

The objectives of this Association are:

1. To encourage the residents in Shipley's Choice cooperatively into such projects as will promote the general welfare, improve and protect the appearance, value and convenience of property in Shipley's Choice.
2. To promote a compliance with and to discourage violations of any of the real estate situated within the limits of Shipley's Choice Sections 1, 2, 3, 4 and 5, as such restrictions as are designed, set forth, and incorporated in all original deeds executed by Harry E. Gorin and others, in Declarations made by Gorin Brothers, Inc. and others, in Declarations made by Benfield Boulevarde, Inc. and others, and in Declarations made by Monumental Properties, Inc. and others, all recorded or to be recorded in the Deed and Plat Records of Anne Arundel County.
3. To exercise all the powers and authorities which are set forth and designated in the Charter of this Corporation.

ARTICLE III

MEMBERSHIP CLASSIFICATIONS

1. Membership in this Association shall be limited to one (1) membership per household.
2. The membership of the Association shall consist of three types, namely:
 - (a) Members
 - (b) Associate Members
 - (c) Special Members
3. The qualifications for membership for each of said three types shall be as follows:
 - (a) Members: Any person who owns and resides on property (as defined in ARTICLE II) or any person or persons in the immediate family of such property owner, residing therein; such as sons, daughters, parents, shall be eligible for privileges of the Association as hereinafter provided.

- (b) Associate Members: Any person living within the area as defined in ARTICLE II as a year around resident, in a house or apartment rented by him, but who does not own property within the limits of the area defined in ARTICLE II, shall be eligible to become an Associate Member, as hereinafter provided.
 - (c) Special Members: Any person who owns property as defined in ARTICLE II, but who does not reside thereon, shall be eligible to become a Special Member.
4. There shall be two voting privileges for each household, which may be exercised by any one or two members of that household who qualify for membership in this Association, except that Special Members shall have no vote or a right to hold office.
 5. If, after admission to membership, the status of any member shall change, his membership shall be immediately terminated unless such person can and does, simultaneously with such change of status, qualify for a membership under one of the other classifications established by this Article, in which event he shall continue to be a member of the Association under the classification which properly describes his new status.
 6. Membership in the Association may be terminated:
 - (a) Upon the request of the member.
 - (b) Upon failure to maintain good standing because of non-payment of dues or assessments within the time designated in the By-Laws.
 - (c) Upon determination by the Board of Directors that any member's children, or any resident in said member's home, has flagrantly or continuously acted contrary to the objectives and purposes of the Association or has violated the By-Laws and Rules of this Association.
 7. Application for reinstatement shall be initiated by the member in question and shall be submitted in writing to the Board of Directors. The Board of Directors shall have the authority to act upon said request.
 8. Admissions: The Board of Directors, upon the recommendation of the Membership Committee, shall confirm the qualifications of new members and after due investigation of such qualifications as referred to in ARTICLE III shall admit such new members into the Association.

ARTICLE IV

MEMBERSHIP PRIVILEGES & RESPONSIBILITIES

1. Privileges of Members: Membership in good standing shall entitle members and their guests to the ordinary use of all Association facilities, subject to the Rules established by the appropriate committees of this Association.
2. Any guest using Association facilities must be accompanied by a member. No resident of Shipley's Choice may qualify as a guest.
3. All persons who use Association facilities do so at their own risk.
4. Any facilities erected or purchased and improved by the Shipley's Choice Community Association shall only be enjoyed by members of the Association in good standing, and their guests.

ARTICLE V

MEETINGS OF THE ASSOCIATION

1. There shall be at least four regular meetings of the Association in each year; the annual meeting, which shall be held in October of each year on such day as the Board of Directors shall select; and the three remaining meetings shall be held in January, April and July of each year on such day as the Board of Directors or membership shall select.
2. A special meeting may be called at any time by the President, by a majority vote of the Board of Directors, or must be called upon written signed petition stating reasons therefore by 25% of the members in good standing.
3. Notice of all meetings of the Association, both regular and special, shall be given to all members of the Association by written notice at least seven (7) days before such date set for the meeting, except such notice shall be given at least fourteen (14) days before any meeting at which amendments to the By-Laws may be voted on. This notice in cases of special meetings shall include a general statement of the matters to be discussed, and the issues to be presented to the members for decision. The agenda of special meetings shall be restricted thereto.
4. Twenty-five percent of the voting members shall constitute a quorum, except as qualified in ARTICLE VI, provided that notification to all members as to time, place and purpose of such meeting shall have been sent as provided in this ARTICLE.
5. All meetings shall be conducted by the chair in accordance with established Roberts Rules of Parliamentary procedures.

ARTICLE VI

VOTING

Provided a quorum is present, as defined in ARTICLE V, majority voice of members present at any meeting of the Association shall be sufficient to carry any motion or decide any issue except:

1. Amendments to By-Laws: Such amendments shall require a two-thirds vote of the voting members present, provided a quorum is present.
2. Election of Officers and Directors: Such election shall be held at the October meeting of the Association, at which time Officers and Directors shall be elected for a two-year term to fill the vacancies which occur at that time. At the July meeting the President shall appoint a representative Nominating Committee who shall select nominees for office. No later than two weeks prior to the October meeting the Secretary shall notify the membership of the selections of the Nominating Committee, enclosing absentee ballots to be returned to the Secretary by those who are not able to vote in person. The results of such absentee ballots shall be kept secret until the written votes of those present at the October meeting are counted. Voting shall be by written ballot by those present at the October meeting and all official absentee ballots returned to the Secretary and vacancies shall be filled by the individuals receiving the highest number of votes cast. Absentee ballots shall be considered in determining the presence of a quorum. Nominations for vacancies may also be made from the floor prior to election. The newly elected Officers and Directors shall meet with the retiring Officers and Directors not later than two weeks following the election, at which time they will take office. The retiring President shall preside for the election of officers and shall execute the changes in responsibilities from the retiring officers to the incoming officers.
3. Membership assessments in excess of five (\$5.00) dollars per year shall require the same procedure as amending the By-Laws.

ARTICLE VII

DUES

The amount of dues for membership shall be recommended for each year by the Officers and Board of Directors at the meeting so designated. The recommendation must be voted upon and if the motion is lost, the dues will revert to the amount of the previous year. Dues shall be due and payable October first and shall be deemed to be in arrears on and after January first of the next year.

ARTICLE VII

DUTIES OF OFFICERS AND DIRECTORS

1. The executive power of the Association shall be vested in the Officers and Directors all of whom must be members in good standing. Upon taking office the Officers and Directors shall prepare an operating budget for the year, submitting this budget for approval by the membership at the January meeting. If any additions, deletions, or revisions are voted on by the membership, such changes shall be instituted by the Board of Directors provided the total budget presented is not in excess of funds available as determined by the Board of Directors.
2. The number of members on the Board of Directors shall be established each year by the Board within the limitations of the following criteria:
 - (a) The elected positions of President, Vice President, Secretary and Treasurer shall be members of the Board of Directors.
 - (b) In addition there shall be at least four (4) elected Directors, initially with two (2) elected for a one year term and the others elected for a two (2) year term. Thereafter, all Directors to serve a term of two (2) years. The immediate past President shall become a member of the Board.
 - (c) As the size of the community increases the Board, may at its discretion, increase the number of elected Directors for the following year to a total not to exceed fifteen (15).
 - (d) The determination of the size for the following year shall be done at a Board meeting in advance of the appointment of the Nominating Committee to select candidates for the coming year.
3. The President, Vice President, Secretary and Treasurer shall be elected by general membership during the annual meeting in October. Terms of office shall be two (2) years.
4. Vacancies which occur in the Board of Directors, including Directors and officers, otherwise than by expiration of term of office, shall be filled by majority vote of the Board and the individual so selected shall serve until the next annual election.
5. The Board of Directors shall hold meetings at least quarterly with such rules as they may prescribe. A quorum for the conduct of any business shall consist of five (5) members. The President may, with concurrence of five (5) members of the Board, cancel any quarterly meeting.

6. Duties of Officers:

- (a) President - The President shall preside at all meetings of the Association and of the Board of Directors. The President shall be an ex-officio member of all Standing and Special Committees. The President shall forward reports of the activities of the Association to all members.
- (b) Vice President - The Vice President shall have all duties and responsibilities of the President when absent or when such duties are assigned by the President. The Vice President shall be Chairman of the Membership Committee, whose duties are hereinafter defined.
- (c) Secretary - The Secretary shall keep the minutes of all meetings of the Association and of the Board of Directors. At all membership meetings the Secretary shall present a summary report of all action taken by the Board of Directors in the interim period between meetings. The Secretary shall be responsible for written communications with individuals or organizations outside the Association, subject to the approval of the Board of Directors. The Secretary shall be custodian of all correspondence of the Association.
- (d) Treasurer - The Treasurer shall have care and custody of and be responsible for all funds and finances of the Association subject to the direction and supervision of the Board of Directors. The Treasurer shall give bond to be paid for by the Association. The Treasurer shall make all disbursements for the Association by check, all checks being countersigned by one (1) of the following:
 - (1) President
 - (2) Vice-President
 - (3) Secretary

The Treasurer shall prepare statements for presentation to the Board of Directors and to general meetings. The Treasurer shall submit all records to the Special Auditing Committee appointed by the President at least thirty (30) days prior to the annual meeting in October, this committee presenting an audit to the President before the transfer of responsibility at the Board of Directors meeting following the annual meeting.

ARTICLE IX

COMMITTEES

- 1. Standing Committees - Definition: There shall be such Standing Committees as enumerated below, the Chairman being appointed by the President and announced to the membership at the October meeting. There shall be no less than three (3) members to a Standing Committee. One member of each Standing Committee shall

shall be a member of the Board of Directors, designated by the President, who will report Committee activities to the Board. Members of Standing Committees are to be appointed by the committee Chairman immediately following his appointment. The President shall be an ex-officio member of all Standing Committees and as such shall be notified of all committee meetings.

Each Standing Committee shall prepare an operating budget, submitting it no later than December 15, to the Board of Directors for their approval and/or revision. The budgets of all committees as approved by the Board of Directors shall be included in the General Budget to be submitted to the membership at the January meeting.

The Chairman of all Standing Committees shall submit interim reports at all general membership meetings, and at the October meeting, they shall submit a comprehensive written report of activities during the preceding year.

The Standing Committees shall be as follows:

- (a) Membership
- (b) Recreational
- (c) Social
- (d) Beautification
- (e) Architectural

2. Standing Committees - Duties

- (a) **Membership:** The Vice President of the Association shall be Chairman of the Membership Committee. This committee shall promote membership in the Association; maintain a current directory of members and residents including addresses and telephone numbers; assist the Treasurer in preparing statements of dues; co-ordinate promotional activities with Social Committee; and in general control all activities pertaining to promoting and maintaining a substantial roster of members to residents. A sub-committee, known as the Welcome Committee, shall be established to call on all new residents of Shipley's Choice within thirty (30) days of their establishment of residence, present a copy of the By-Laws and explain the activities of the Association.
- (b) **Recreational:** This Committee shall plan and execute the development of recreational areas, prepare an annual budget of operating and construction expenditures, establish Rules of Conduct and fees, and in general exercise control of all recreational activities, subject to approval by the Board of Directors.
- (c) **Social:** This Committee shall plan and administer all social functions and shall prepare an operating budget for presentation to the Board of Directors.

- (d) **Beautification:** This Committee shall generally promote the beautification of Shipley's Choice, maintain all entrance properties, sponsor cleanliness campaigns, and encourage residents to maintain high standards in the landscaping of individual lots. The Committee shall prepare an annual budget of operating expenses.
- (e) **Architectural:** This Committee shall generally promote the safety in Shipley's Choice by making residents and persons using Shipley's Choice facilities aware of unsafe activities and correcting unsafe activities as deemed necessary. The members of this Committee should include officers and residents interested in safety. The Committee shall prepare reports of its activities as required by the President and shall also prepare an annual budget of operating expenses.

3. **Special Committees** - The President shall appoint such other Special Committees as deemed necessary. The President shall be an ex-officio member of all Special Committees and shall be notified of all meetings. The Chairman of all Special Committees shall submit a written report of the Committee's activities upon completion of duties, said final report to be included in the minutes by the Secretary.
4. Subsequent to their appointment and prior to budget approval by the membership, Committee Chairman can commit expenditures up to \$100.00 by securing approval of the President and Treasurer. Any expenditure in excess of this amount will require the approval of the Board of Directors.

ARTICLE X

ORDER OF BUSINESS

At Regular Meetings the Order of Business shall be as follows:

1. Reading of the Minutes of the previous regular meeting.
2. Report of the Board of Directors.
3. Report of the Treasurer.
4. Correspondence.
5. Special Committees Election of Officers.
6. Report of Special Committees.
7. Report of Standing Committees.
8. Unfinished Business.
9. New Business.
10. Adjournment.