

**BY-LAWS
OF THE
LONDON TOWNE PROPERTY OWNERS' ASSOCIATION , INC.**

**ARTICLE I
PURPOSE OF THE ASSOCIATION**

Section 1: The London Towne Property Owners' Association, Inc., hereinafter referred to as the Association, is an association of property owners of London Towne (a.k.a. Woodland Beach), Edgewater, County of Anne Arundel, State of Maryland, duly incorporated under the laws of the State of Maryland for the purpose of furthering the interests of said property owners, and of maintaining and administering the affairs and property of the Association, including, but not limited to, the property acquired by deed, dated May 24, 1933, from Frank I. Williams and Edith Williams, his wife, to the Woodland Beach Property Owners' Association, Inc. predecessor-in-interest to the London Towne Property Owners' Association, Inc.

**ARTICLE II
SEAL**

Section 1: The Association shall have a seal, which shall be in the form of a circle with the following words thereon: "LONDON TOWNE PROPERTY OWNERS' ASSOCIATION, INC., 1932, MARYLAND.'

**ARTICLE III
MEMBERSHIP**

Section 1: Any person or entity owning property in London Towne (a.k.a. Woodland Beach), Edgewater, Anne Arundel County, Maryland, is a member of the Association solely by virtue of his, her or its status as a property owner in said community.

Section 2: Voting – Property owners shall be entitled to one vote in any meeting of the Association. In the event of co-ownership of a property, the property shall be entitled to a maximum of two votes. Voting by proxy or absentee ballot is not allowed.

Section 3: Rights and privileges of membership – Members shall have all rights and privileges to all facilities controlled by the Association.

ARTICLE IV
CONDUCT OF MEETINGS

Section 1: Any questions of conduct of meetings, propriety of discussion, elections, etc., which are not specifically covered by these By-laws will be governed by "Robert's Rules of Order-Newly Revised".

ARTICLE V
ELECTED OFFICERS

Section 1: Elected Officers of the Association shall be a President, Vice President, Treasurer, and Secretary, all of whom shall be elected by secret ballot of the Association members.

Section 2: The President of the Association shall not at time of incumbency hold office in any Section.

Section 3: All elected Officers of the Association shall hold office for a term of one year or until their successors qualify.

Section 4: If any elected Officer fails to fulfill his or her duties or fails to attend three (3) consecutive Board of Directors meetings, without a valid excuse acceptable to the Board of Directors, or resigns before the end of his or her term, the Board of Directors by a majority vote shall have the power to declare a vacancy.

- A. If the office of Association President becomes vacant, the Vice President shall automatically succeed to such office without any further action of the Board of Directors or membership. The position of Vice President shall be filled by the Association President and Board of Directors as set forth in Subsection B below.
- B. In the event of a vacancy among Officers, the Association President will appoint and the Board of Directors will confirm (by majority vote) a new Officer who will serve until the next annual election.

ARTICLE VI
PROCEDURE FOR ELECTION OF OFFICERS

Section 1: The President of the Association shall appoint a Nominating Committee that shall consist of five (5) members of the Board of Directors, one (1) from each Section (Article IX Section 11), not less than sixty (60) days prior to the annual meeting of the Association. This committee shall present to the Board of Directors thirty (30) days prior to the annual meeting of the

Association a slate consisting of one or more candidates for each elective office.

Section 2: At the annual meeting, following the presentation of the slate by the Nominating Committee, the President shall call for nominations from the floor for each elective office, beginning with the office of President and then in the following order: the office of Vice President, Treasurer, and Secretary.

Section 3: To be eligible as a candidate for any elected office, the person shall be a member in good standing of the Association and a citizen of the United States.

A. In addition, any candidate for the office of President shall have served on the Board of Directors for at least one year during the past three.

B. Any nominee from the floor must be present to accept the nomination.

Section 4: Voting shall be by secret ballot. The President shall appoint a committee of five (5) tellers, one from each Section; the Secretary shall act as judge. No person shall be elected by absentee vote or vote by proxy. The outgoing officers shall continue the election meeting until all Officers are elected. At this time, all new Officers shall be introduced by the President. The new President shall adjourn the meeting.

ARTICLE VII BOARD OF DIRECTORS

Section 1: The Board of Directors shall consist of the Association President, Vice President, Treasurer, Secretary and no more than seven elected members from each of the five Sections. The seven members from each Section shall consist of one member of the Park and Planning committee, one member of the Budget and Legislative Committee, the Section President, and the number of additional members needed to provide each Section up to seven (7) members on the Board of Directors. The election of each Section's representatives to the Board shall be completed by the individual Section thirty (30) days prior to the Annual Meeting of the Association. Except as otherwise provided herein, the terms of office for Directors shall be the same as for the elected Officers.

Section 2: Monthly meetings of the Board of Directors shall be held at such time and place as the Board of Directors may determine. The Association President may call special meetings of the Board of Directors. In addition, the Association President shall, at the request of six (6) members of the Board of Directors, call a special meeting of the Board of Directors. The call for a special Board of Directors meeting shall state the purpose of the meeting and

no other business may be considered at that meeting. The members of the Board of Directors must be given five (5) days written notice of the meeting.

Section 3: If any Board member fails to attend three consecutive meetings without a valid excuse, acceptable to the Board, a vacancy shall be declared by the Board of Directors and a new member appointed within forty-five (45) days by the President of the Section in which the vacancy occurs.

Section 4: Any Board of Directors meeting shall require a minimum of-fifteen (15) members to constitute a quorum. Vacancies will be defined by Article VII, Section 3. Any question about whether a quorum of Board of Director members is present for any meeting of the Board of Directors shall be determined by the Secretary. In the absence of a quorum, the presiding officer shall adjourn the meeting to such time and place as may be determined by the members present, notice of which shall be given to the absent members.

Section 5: The Board reserves the right, after due opportunity for the elected member to be heard, and upon at least thirty (30) days notice, at either a regular or a special meeting, to suspend or expel an elected member by two-thirds majority vote of those present and voting for any act or conduct deemed detrimental to the best interests of the Association. The notice shall be sent by mail to the member at his or her address as it appears upon the records of the association.

Section 6: The Board of Directors shall have the power to remove or cause to be removed buildings, dilapidated, unsafe or unsightly piers or boats or other craft, which are attached to, or on Association property according to law or which have been erected or maintained without an approved Permissive Use Agreement.

Section 7: The Board of Directors shall set aside parkland to allow the Sections to expand their swimming beach areas.

Section 8: The Board of Directors must approve all action of the officers and committees.

ARTICLE VIII DUTIES OF OFFICERS

Section 1: Association President

A. Shall preside at all meetings of the Association and the Board of Directors.

- B. Shall have the power to limit debate on all motions; shall maintain order; shall insist that debate be on the same question at hand; and, shall not grant the floor to the same person twice to talk on the same issue until each member present has had an opportunity to voice his or her opinion.
- C. Shall, with the approval of the Board of Directors, appoint all committee members, except those as otherwise provided for in these By-laws. Committee chairpersons shall be appointed by the Association President from the current Board of Directors membership.
- D. Shall be equally responsible with the Treasurer and the Secretary for the care and custody of all important documents of the Association, which shall be kept in a safe place designated by the Board of Directors.
- E. Shall appoint, with the approval of the Board of Directors, such special committees as he or she might deem to be necessary.
- F. Shall make all contracts, employ and discharge all servants and employees of the Association, and have general supervision of its affairs, subject to the approval of the Board of Directors. A report of his or her acts shall be made to the members of the Association at least once a year. The Association President shall sign all Permissive Use Agreements on behalf of the Board of Directors.

Section 2: Vice President

- A. Shall, in the absence of the Association President, perform the duties of said President.
- B. Shall serve as the chairperson of the Executive Committee as defined in Article IX, Section 2.
- C. In the event of the absence of both the Association President and the Vice President, the Board of Directors shall elect a President pro-tem from the sitting Board of Directors, who shall preside.

Section 3: Treasurer

- A. Shall have the care and custody of the funds of the Association, and shall be equally responsible with the President for the care and custody of all important documents of the Association; have the power to sign checks and vouchers for the payment of monies, which shall be countersigned by the President or Vice President; keep correct books of the financial affairs of the Association and report the condition of same to the Board of Directors at every meeting of the Board of Directors, and at such other

times as the Board of Directors might direct; keep Association books open at all times for inspection by the Board of Directors or anyone it might designate; make a full report at least once a year at the Annual Meeting. The Treasurer shall be bonded for an amount equal to the sum of all funds held by the Association, immediately following his or her election to office, and such bond may be increased from time to time, at the discretion of the Board of Directors. The Association shall pay the expense of such bonding.

- B. Shall be an ex-officio member of the Budget & Legislative Committee.
- C. Shall be responsible for submitting the proposed annual budget to the proper Anne Arundel County officials.
- D. Shall be responsible for furnishing all necessary information to County officials to sustain annual budget requests.

Section 4: Secretary

- A. Shall keep minutes of all meetings; shall be equally responsible with the President for the care and custody of all important documents of the Association; keep the seal of the Association; send out all notices, bills, etc.; carry on all correspondence; and perform such other duties as the Board of Directors might prescribe.
- B. Shall arrange for meetings of the Board of Directors to be audio-recorded and the recorded media shall be retained for a period of no less than one (1) year.
- C. Shall keep an accurate, up-to-date listing of all Association members and report to the Board of Directors regularly on the number of Association members.

ARTICLE IX COMPOSITION AND AUTHORITIES OF COMMITTEES

Section 1:

- A. The Association President shall be an ex-officio member of each committee with the exception of the Nominating Committee.
- B. Each Section shall elect a representative to committees as stated in sections below. The representative must then be approved by the Association President.

- C. The Association President shall appoint a chairperson from the committee members. He or she will consider the recommendation of the committee in naming the chairperson.
- D. If any committee member cannot fulfill his or her duties or resigns, the committee chairperson shall declare a vacancy and the President from the Section with the vacancy shall fill the vacancy.
- E. If any committee chairperson cannot fulfill his or her duties or resigns, the Association President shall appoint a replacement.
- F. All committees have the authority to recommend action to the Board of Directors but the committees do not have the authority to make binding decisions on matters of policy, rules, or expenditures.

Section 2: Executive Committee

- A. There shall be an Executive Committee composed of the five (5) Section Presidents and the elected Officers of the Board of Directors.
- B. The Vice President shall serve as chairperson.

Section 3: Park and Planning Committee

- A. Shall consist of five (5) members, each Section to elect one (1) member for a term of five (5) years.
- B. Members of this committee shall automatically become members of the Board of Directors.

Section 4: Budget and Legislative Committee

- A. Shall consist of five (5) members, each Section to elect one (1) member for a term of five (5) years.
- B. Members of this committee shall automatically become members of the Board of Directors.

Section 5: Clubhouse and Grounds Committee

Shall consist of at least five (5) members, one (1) from each Section.

Section 6: Events Ways and Means Committee

Shall consist of at least five (5) members, one (1) from each Section.

Section 7: Police Committee

Shall consist of the Presidents of the five (5) Sections or their designated representatives.

Section 8: Credentials and Ramps Committee

Shall consist of at least five (5) members, one (1) from each Section.

Section 9: Erosion Committee

Shall consist of at least five (5) members, one (1) from each Section.

Section 10: Auditing Committee

Shall be appointed by the Association President and shall consist of five (5) members of the Board of Directors, one (1) from each Section.

Section 11: Nominating Committee

Shall be appointed by the Association President and shall consist of five (5) members of the Board of Directors, one (1) from each Section.

ARTICLE X
DUTIES OF COMMITTEES

Section 1: Standing Committee shall meet once a month prior to the Board of Directors meeting. Special committees shall meet at the call of the chairperson. All committee members shall be notified of the time and place of said meetings. Each committee shall make a report at the regular Board of Directors meeting. All committees shall perform whatever additional duties may be appropriately assigned by the Board of Directors or Association President.

Section 2: Executive Committee

The committee shall be responsible for giving sound advice and counsel to the Association President.

Section 3: Park and Planning Committee

A. The committee shall be responsible for:

1. Working with the Sections and the Board of Directors in planning for a better understanding of the community's needs.

2. Managing the Association's real property – waterfront, streets, parks, piers, moorings, docks and buildings; as well as working with Sections to further expand and improve swimming areas and to beautify shorelines
3. Performing an annual inspection of all Association property, including the shoreline. This inspection will ensure there are no encroachments or structures built without an approved Permissive Use Agreement. This inspection will also ensure there is no other prohibited use of Association property. The committee findings will be recorded at the December Board of Directors meeting.
4. Sending a written notice and a Permissive Use Agreement to any person(s) or entity who is in the process of erecting, or has already erected, any building, fence, wall, bulkhead, pier, or other structure on, or encroaching upon, Association property but who has not yet signed, dated and returned a Permissive Use Agreement for consideration and action.
5. Reporting to the Board of Directors the name of any person(s) or entity who does not sign, date and return the Permissive Use Agreement within thirty (30) days of receipt of the written notice as stated in Subsection 5 above.
6. Investigating complaints pertaining to the roads owned by the Association (e.g. Shore Drive) and acting as a liaison between the Association and Anne Arundel County.

Section 4: Budget and Legislative Committee

- A. Shall meet at least once a month, at a time and place as set by the chairman, in addition to the regular meeting of the Board, and at any other time as might be deemed necessary.
- B. Shall be responsible for:
 1. Working closely with the Sections and the Board of Directors to determine community financial and legislative needs.
 2. Preparing and submitting to the Board proposed annual budget requests.
 3. Staying informed on pending legislation, which might affect the Association.

4. Recommending legislative changes to accomplish community goals.
- C. Shall submit requests, recommendations and plans to the Board of Directors who shall make all decisions.
 - D. Taxation will be regulated by a special meeting as defined in Article XI, Section 2.

Section 5: Clubhouse and Grounds Committee

- A. The committee shall be responsible for:
 1. Custody of the clubhouse and grounds and allow use of same in keeping with the rules and policies of the Association.
 2. Keeping a calendar of pending events.
 3. Ordering minor repairs.
 4. Purchasing necessary sanitary supplies and overseeing janitorial services.
 5. Performing any other correlative relative duties as directed by the Association President, with the approval of the Board of Directors.

Section 6: Events Committee

- A. The committee shall be responsible for:
 - 1) Planning and organizing community events with the approval of the Board of Directors.
 - 2) Devising and implementing ways of raising funds for the Association with the approval of the Board of Directors.

Section 7: Police Committee

- A. The committee shall be responsible for:
 1. Addressing issues of safety and security of the community and Association property.
 2. Hiring and scheduling security officers; outlining responsibilities for the officers.

3. Serving as the liaison between the Association and the Anne Arundel County Police and Sheriff Departments.
4. Performing other duties as assigned by the Board of Directors.

Section 8: Credentials and Ramps Committee

A. The committee shall be responsible for:

1. Distributing of various credentials as directed by the Board of Directors. The Board of Directors will set all associated fees for these credentials.
2. Certifying each member of the Association at any meeting of the Association; distributing the ballots at the Annual Meeting; and, shall certify any individual's qualifications for membership in the Association.
3. Maintaining Association boat ramps and ramp piers.
4. Distributing keys to ramp gates.
5. Proposing regulations to the Board of Directors concerning ramps and ramp piers.

Section 9: Erosion Committee

A. The committee shall be responsible for:

1. Protecting the shoreline from erosion.
2. Making an annual onsite inspection of all shoreline areas and identifying and addressing new erosion problems.

Section 10: Auditing Committee

A. The committee shall be responsible for:

Thoroughly examining and auditing the financial records of the Association and all committees once a year.

Section 11: Nominating Committee

A. The committee shall be responsible for:

Presenting to the Board of Directors thirty (30) days prior to the Annual Meeting of the Association, a slate consisting of one or more candidates for each elective office.

Section 12: Special Committees

A. The committee shall be responsible for:

Performing such duties as directed by the Association President.

ARTICLE XI ASSOCIATION MEETINGS

Section 1: Annual Meetings

A. An Annual Meeting of the Association shall be held on the first Saturday in October at 8:00 p.m. at the Clubhouse in London Towne, Anne Arundel County, Maryland or at a location designated by the Board of Directors. The membership shall be notified by mail. No quorum is required at the Annual Meeting.

B. Order of Business: The order of business at all annual Association meetings shall be as follows:

1. Reading of minutes of preceding meeting
2. Reports of officers
3. Reports of committees
4. Unfinished business
5. Election of officers
 - a. Oath of office
6. New business

Section 2: Special Meetings

A. A special meeting of the members of the Association may be called by the Association President, the Board of Directors, or by a petition signed by ten (10) percent of the Association membership. The meeting shall be held at the Clubhouse or at a location designated by the Board of Directors. The call for the meeting shall state the purpose of the meeting. No other business than that stated in the notice shall be transacted.

B. Fifteen (15) days notice must be given; the notice to be sent by mail and addressed to the Association member at his, her, or its mailing address as it appears upon the books of the Association. The purpose of the meeting shall be stated in the notice.

Section 3: Quorum

- A. Sixty (60) members of the Association shall constitute a quorum at a special meeting and, in the absence therefore, the Association President shall adjourn the meeting. For the purposes of taxation, amending the By-laws and disposing of community property, a thirty (30) day written notice must be mailed to Association members.

Section 4: Elections

- A. At the Annual Meeting, the members shall by secret ballot elect an Association President, Vice President, Treasurer and Secretary.

ARTICLE XII SECTIONS

Section 1: Sections

- A. Sections exist namely: Numbers 1, 2, 3, 4, and 5, within mutually agreed defined areas solely for management and improvement of their designated beaches, parklands, and marinas.
- B. The individual Sections may establish Standing Rules that may be more restrictive than the currently adopted Association By-laws.
- C. Each parkland and beach area will be posted with approved signs providing for the application of a uniform set of rules of rights and conduct. These rules will restrict the use of parkland and beach areas to property owners, other eligible community members (tenants, renters, and lessees), and their accompanied guests only. These areas will be open only from 6:00 a.m. to 11:00 p.m. each day, or from sunrise if earlier, except as otherwise approved by the Board of Directors.
 - 1. There will be no disrobing nor changing of clothes.
 - 2. There will be no alcoholic beverages unless there has been prior permission granted by the Board of Directors.
 - 3. Pets are prohibited on all beaches or in posted areas. On other community property they are permitted only in accordance with the established community regulations.
 - 4. There will be no picnicking except in designated areas.
 - 5. There will be no glass containers permitted.
 - 6. Shore Drive will be posted according to Anne Arundel County standards.

- D. Each Section, with the approval of the Board of Directors, shall be empowered to designate parking areas for the use of community parkland and beach areas. These designated parking areas will be for vehicles with current community stickers or guest parking permits as may be approved by the Board of Directors. On all Sections of Shore Drive adjacent to the parkland, parking will be prohibited as posted.

Section 2: All Sections, person(s) or entity(ies) shall make application to the Board of Directors in writing for the Clubhouse and/or other Association facilities, indicating type of function to be held, date and length of time desired. Such applications must be submitted thirty (30) days prior to the date requested. The decision of the Board of Directors relative thereto shall be final. Persons or entities granted permission to use the Clubhouse or other facilities for any function or activity shall be assessed an amount of money determined by the Board of Directors.

ARTICLE XIII USE OF ASSOCIATION PROPERTY

Section 1: Property of the Association and Boundary lines:

- A. Any eligible Association member shall be entitled to use platted Association property to include beaches, parks, piers, docking areas, open space, etc. Any eligible community members (tenants, renters, lessees) shall be allowed to use the same Association property with the appropriate credentials. Docking areas are under the supervision of the individual Sections. Individual Sections may impose additional restrictions for use with the approval from the Board of Directors.
- B. Individuals who are not eligible members of the Association or community or who are not accompanied guests of an eligible Association or community member may not use Association property. Such individuals can be charged with trespassing and be subject to all applicable County and State laws. Eligible Association or community members who violate the By-laws of the Association or any other Association rules on use of Association property may have their privileges revoked and/or be subject to other punitive action.
- C. All vehicles, boats and boat trailers using Association facilities are required to display a valid Association identification sticker at all times. Those without stickers will be towed at the owner's expense. Stickers can be obtained at a place designated by the Board of Directors.
- D. Eligible members and their accompanied guests may be required to possess an identifier (card, wristband, etc.) if so designated by the Board of Directors.

- E. The use of Association property is at the individual's own risk.

Section 2: Agreements

- A. Property lines of streets, beaches, etc. owned and acquired by the Association shall be in accordance with the recorded plat of London Towne (a.k.a. Woodland Beach) as set out in the deed of acquisition.
- B. No person(s) or entity may erect structures on or make use of Association property for personal use such as including, but not limited to, easements, buildings, wharves, piers, moorings, docks, fences, driveways, parking areas, walkways, structures of any kind, lawns, and landscaping without the approval of the Board of Directors as only evidenced by a Permissive Use Agreement, or other Agreement related to use of Association property issued by the Association, that is signed and dated by the Association President on behalf of the Association. No property used under any Agreement may be represented to the public as being owned by the Association member.
- C. The Board of Directors may delegate the administration of the Permissive Use Agreements, or other Agreements related to use of Association property, to one or more of its Committees established under Article IX of the Association's By-Laws. Any delegation by the Board of Directors to one or more of its Committees shall not include the authority to enter into on behalf of the Association a Permissive Use Agreement or other Agreement related to use of Association property, which authority is reserved exclusively for the Board of Directors and shall not be delegated.
- D. The Board of Directors may enter into new Agreements upon the request from an eligible Association member (a.k.a. property owner) and with the approval of the Board of Directors. The Permissive Use Agreement, or other Agreement related to use of Association property issued by the Association, is not transferable to any person(s) or entity unless specifically stated in the Agreement and in accordance with the Association By-Laws.
- E. The Board of Directors, or its designated Committee(s), may recommend that a new or renewal application for a Permissive Use Agreement, or other Agreement related to use of Association property be denied for cause. Likewise, existing Permissive Use Agreements, or other Agreement related to use of Association property issued by the Association, may be revoked by the Board of Directors for cause. In each instance of denial of an application or of revocation a Permissive Use Agreement or other Agreement related to use of Association property the

person(s) or entity shall be advised in writing of the appeal provisions set forth below in Paragraph F of this Section.

- F. Any person(s) or entity served with notice of denial, repeal, or decision to remove an encroachment or structure from Association property may file an appeal to the Board of Directors for review of such decision, provided that such an appeal is communicated in writing to the Association President within thirty (30) days of receipt of said notice. In the event of a request for appeal, the Association President will notify the person(s) or entity in writing of the fixed date and time for him/her/it to appear before a special committee of the Board of Directors.
- G. The Board of Directors is empowered to take any other action it deems appropriate to protect and preserve Association property, and to prevent Association property from being used in a manner that is adverse to the interests of the Association.

Section 3: Other Use of Association Property

Any and all use or maintenance of Association property not otherwise addressed in Section 1 and Section 2 of this Article XIII must be approved in advance by the Board of Directors in writing.

ARTICLE XIV DISPOSAL OF ASSOCIATION REAL PROPERTY

Except as otherwise provided in this Article XIV and Article XIII of these By-laws the general membership of the London Towne Property Owners' Association, Inc., reserves unto itself the authority to approve or disapprove the disposition of all Association property of whatever kind in nature, or wherever situated, now or hereafter belonging to the Association. The board of Directors, any Officer, committee, or agent thereof, shall not have any right to sell, assign, convey, grant, deed, or otherwise dispose of any real property vested in the Association unless such action shall first have been approved by a majority of the members of the Association present and voting at a special meeting, duly held in accordance with the provisions of Article XI, Section 2 of these By-laws, except that the Board of Directors may, by majority vote, and at its discretion and without consulting the general membership, grant leases and grant easements of any kind, including but not limited to grant rights of way or limited easements for sewer, water, electric, storm drainage, or other utility-type services.

ARTICLE XVI

AMENDMENTS TO BY-LAWS

Section1: Any amendment to the By-laws submitted to a meeting of the Association shall first be referred to the Budget & Legislative Committee by the Board for study. The committee shall then bring back its recommendation to the Board of Directors for approval. After approval by the Board of Directors, a special meeting or general meeting of the membership shall be called, and a notice of at least thirty (30) days shall be given. Said notice shall include a copy of said proposed amendment(s) and the date and place of the Association meeting at which the amendment(s) will be considered. At such meeting, when an amendment has been introduced, in conformity with the above, a majority vote of the members present and voting shall be required for adoption of the amendment(s). A separate vote shall be taken for each proposed amendment.

Section 2: Any change to a proposed amendment offered at the time an amendment is presented at a general or special meeting, if adopted, will constitute and be construed as a new amendment which then must be presented in full conformity with Section I herewith.

ARTICLE XVII AUTHORITY OF THESE BY-LAWS

Section1: These By-laws supersede all previous By-Laws of the Association.

Section 2: These By-laws were last amended on October 2, 2010.