

BYLAWS OF
POINT PLEASANT AND SHORELAND IMPROVEMENT
ASSOCIATION INCORPORATED

ARTICLE I
NAME AND OFFICE

Section 1.01 Name. The Name of the Organization shall be Point Pleasant and Shoreland Improvement Association Incorporated (hereinafter the “Corporation”).

Section 1.02. Offices. The Corporation shall have its registered office in the State of Maryland, and may have such other offices and places of business within or without the State of Maryland as the Board of Directors may from time to time determine or the exempt purpose of the Corporation may require.

ARTICLE II
PURPOSE

Section 2.01 The purposes of Point Pleasant and Shoreland Improvement Association Incorporated are:

- (1) To promote and support community beautification, improvement and safety,
- (2) To promote and support environmental efforts to reduce sewage spills and water pollution in Marley Creek and the connected/surrounding waterways.
- (3) To work with the State of Maryland and Anne Arundel County to reduce noise, traffic and crime, and to promote safety in the Point Pleasant, Maryland environ, and
- (4) To perform other activities permitted corporations under the Laws of the State of Maryland to the extent such activities are permitted of organizations which are exempt from the Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (as amended) or the corresponding provisions of any future United States Internal Revenue Law.

Section 2.02 The Corporation is organized exclusively for charitable, educational and scientific purposes under Section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 2.03 No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other disqualified persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Paragraph 2.01 hereof. No substantial part of the activities of the

Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these By-Laws, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 2.04 Application for Exempt Status. The Corporation shall cause to be filed with the Internal Revenue Service of the United States an Application for Recognition of Exemption on Form 1023.

ARTICLE III MEMBERS

Section 3.01 Qualifications of Membership. Membership of the Corporation is open to all persons (i) who reside and/or own property in the Point Pleasant and Shoreland communities, and (ii) who wish to promote the mission and goals of the Corporation.

Section 3.02 Dues. Members shall pay dues in the amount of \$10.00 per household, annually, to defray administrative costs and support the goals of the Corporation.

Section 3.03 Meetings. Meetings of the membership shall be held on the second Wednesday of January, March, May, July, September and November of each year, at a time and place determined by the President. Notice of all meetings shall be advertised by the Secretary at least one week prior to the date of the meeting.

Section 3.04 Political Activity. The Corporation shall be non-sectarian and non-political, and no member shall engage in lobbying or political activity on behalf of the Corporation or in its name. Any political or religious activity done by any member shall be done in their own name and any member engaging in political or religious activity in any manner shall not use the name of the Corporation in any official documentation or advertising materials.

ARTICLE IV DIRECTORS

Section 4.01 Board of Directors. The Board is responsible for the overall policy and direction of the Corporation, and may delegate responsibility to officers. The Board shall have seven members elected from Point Pleasant and Shoreland community members.

Section 4.02 Meetings. Directors shall make every attempt to attend meetings of the Corporation. The President shall have the authority to call special Board meetings as

necessary. Notice of all Board meetings shall be given to the Board members at least three days prior to the date of the meeting.

Section 4.03 Term of Directors. Each Board member shall serve for a two year term, until such Board member resigns or is removed from the Board. A Board member can only be removed by a majority vote of the other members of the Board.

Section 4.04 Election of New Directors. Members of the Board shall be elected by a majority vote of the members of the Corporation.

Section 4.05 Quorum of Directors. A majority of the total number of directors shall constitute a quorum for the transaction of business.

Section 4.06 Action of the Board of Directors. The vote of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the question or action is one upon which a different vote is required by express provision of statute, the Certificate of Incorporation or these By-Laws, in which case such provision shall govern the vote on the decision of such question or action. Each director present shall have one vote.

Section 4.07 Action by Written Consent of Directors. Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting, if a written consent thereto is signed by all members of the Board of Directors or of such committee, and such written consent is filed with the minutes of proceedings of the Board of Directors or committee.

Section 4.08 Resignation. A director may resign at any time by giving written notice to the Board of Directors, the President or the Secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt by the Board of Directors or such officer, and acceptance of the resignation shall not be necessary.

Section 4.09 Compensation. No compensation shall be paid to directors or officers serving the Corporation.

ARTICLE V OFFICERS

Section 5.01 Offices, Election and Term. (a) The Board of Directors may elect or appoint at any time, a President, a Treasurer and a Secretary and may, in addition, elect or appoint at any time such other officers as it may determine. No Director shall hold more than one office at a time, except in the case of a vacancy on the Board, in which case a Director may hold no more than one additional office until such office/position can be filled.

(b) Unless otherwise specified by the Board of Directors, each officer shall be elected or appointed to hold office for two years or until his or her successor, if any, has been elected or appointed and qualified, or until his earlier resignation or removal.

(c) Any officer may resign at any time by giving written notice to the Board of Directors, the President or the Secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of the resignation shall not be necessary to make it effective.

(d) Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors with or without cause. Any vacancy occurring in any office by reason of death, resignation, removal or otherwise may be filled by the Board of Directors.

Section 5.02 Powers and Duties. The officers and agents of the corporation shall each have such powers and perform such duties in the management of the affairs, property and business of the Corporation, subject to the control of and limitation by the Board of Directors, as generally pertain to their respective offices, as well as such powers and duties as may be authorized from time to time by the Board of Directors.

ARTICLE VI DISSOLUTION OF THE CORPORATION

Section 6.01 Upon Dissolution of the Corporation, the directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation, in such manner, or to such organization or organizations organized and operated exclusively for religious, charitable, scientific, or educational purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, as the directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of Anne Arundel County or such other county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VII RECORDS

Section 7.01 Records. The Company shall keep at its principal place of business the following:

- (a) a current list in alphabetical order of the full name and the last known street address of each Director;
- (b) a copy of the Articles of Incorporation and the Corporation's By-Laws and all amendments;
- (c) copies of the Company's federal, state and local income tax returns and reports, if any, for the three most recent years;

(d) copies of any financial statements of the corporation for the three most recent years.

ARTICLE VIII AMENDMENTS

Section 8.01 **Amendments.** These By-Laws may be altered, amended or repealed from time to time by a majority vote of the members of the Corporation (one vote per household) present at any annual meeting, or special meeting called for the purpose of so altering, amending or repealing these By-laws, provided that the substance of the proposed change shall be submitted to the Secretary at least thirty (30) days prior to the meeting, and the substance thereof included in notice of the meeting.