

BYLAWS
OF
THE WEST RIVER IMPROVEMENT ASSOCIATION
OF GALESVILLE, MARYLAND

STATEMENT OF PURPOSE

The purpose of the West River Improvement Association is to protect and improve the quality of life in the Galesville community through the participation of the residents of Galesville.

ARTICLE I
OFFICES

The principal office of the Association in the State of Maryland shall be located in Galesville, County of Anne Arundel.

ARTICLE II
MEMBERSHIP

SECTION 1. Membership.

Membership is open to any individual 18 years old or older who:

- (1) owns real property in the area described below, OR
- (2) who resides in the area described below, OR
- (3) is a registered voter in Anne Arundel County AND who owns a boat AND lives aboard that boat located in the area described as follows:

From Cumberstone Road on the north to the shoreline of the Rhode and West Rivers on the east to Crandell Road on the south and following Muddy Creek Road to Owensville Road and the Pennbrooke Community on the west and continuing along Muddy Creek Road to Cumberstone Road to the point of beginning. Residential communities on either side of designated streets are included. This area is outlined on the attached map.

A copy of the ByLaws is posted on WRIA's website, www.galesville.info, and is available to members of the WRIA and the general public. Meetings of the Association are open to members as well as residents of Galesville who are not members. Thus, everyone in the community is invited to attend meetings, speak out on the issues and help run the affairs of the Association.

SECTION 2. Annual Meeting. The annual meeting of the membership shall be held on the first Monday in the month of October in each year, beginning with the year 2007 at the hour of 7:30 o'clock p.m. for the purpose of electing Officers and for the transaction of such other business as may come before the meeting. If the election of Officers shall not be held on the day designated herein for any annual meeting of the membership, or at any continuation thereof, the Board of Directors

shall cause the election to be held at a special meeting of the membership as soon thereafter as conveniently may be scheduled.

SECTION 3. Special Meeting. Special meetings of the membership, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President or by the Board of Directors, and shall be called by the President at the request of the membership totaling no less than thirty percent (30%) of all the paid up members of the Association entitled to vote at the meeting. Notice of each Special Meeting shall be given to all members not less than seven (7) days prior to the meeting with the purpose stated in the notice.

SECTION 4. Place of Meeting. The Board of Directors may designate any place, within Galesville, Anne Arundel County, State of Maryland, unless otherwise prescribed by statute, as the place of meeting for any annual meeting or for any special meeting. If no designation is made, the place of meeting shall be the Galesville Memorial Hall.

SECTION 5. Notice of Meeting. Posted notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be posted not less than seven (7) days before the date of the meeting on the door of Galesville Memorial Hall and in the Galesville Post Office. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail, addressed to the member at the address as it appears on the membership list of the Association, with postage thereon paid.

SECTION 6. Closing of Membership Lists or Fixing of Record. For the purpose of determining members entitled to notice of or to vote at any meeting of the membership or any continuation thereof, or in order to make a determination of members for any other proper purpose, the membership list may, by vote of the board of directors, be closed for a stated period, but not to exceed in any case seven (7) days.

SECTION 7. Voting Lists. The Officer or Director having charge of the membership lists of the association shall make a complete list of the members entitled to vote at each meeting of membership or any adjournment thereof, arranged in alphabetical order, with the address of each. Such list shall be produced and kept open at the time and place of the meeting and shall be subject to inspection of any member during the whole time of the meeting for the purposes thereof.

SECTION 8. Quorum. Twenty percent of the outstanding members of the Association entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the membership. If less than twenty percent of the outstanding membership is represented at a meeting, a majority of the membership so represented may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally noticed. The membership present at a duly organized meeting may continue to transact business until adjournment, notwithstanding

the withdrawal of enough members to leave less than a quorum.

SECTION 9. Proxies. At all meeting of members, a member may vote by proxy. A proxy executed in writing by the member or by the member's duly authorized attorney-in-fact will be accepted as a valid vote.

SECTION 10. Voting of Members. Members are entitled to vote if their membership dues are paid in full before the closing of membership lists or fixing of record as described in Section 6. Each current member entitled to vote shall be entitled to one vote upon each matter submitted to a vote at a meeting of members.

ARTICLE III BOARD OF DIRECTORS

SECTION 1. General Powers. The Officers and Board of Directors shall conduct the business of the West River Improvement Association and shall report their decisions to the membership of the West River Improvement Association. The Officers and Board of Directors have the discretion to make improvements to the Galesville Memorial Hall to conform to zoning, health and safety regulations without the approval of the general membership providing that the balance in the treasury net of scheduled obligations provides reasonable reserve for contingencies. Any bills or projects costing more than five thousand (\$5,000.00) shall be voted on by the membership.

SECTION 2. Number, Tenure and Qualifications. The number of Directors, in addition to the Officers, of the Association shall be fixed by the Officers and Board of Directors, but in no event shall be less than five (5). Each Officer and Director shall be elected by the membership and shall hold office for a term of one year until the next annual meeting of the membership and until his or her successor shall have been elected.

SECTION 3. Regular Meetings. Regular meetings of the Officers and Board of Directors shall be held without other notice than these ByLaws. The Officers and Board of Directors may provide, by resolution, the time and place for the holding of additional regular meetings without notice other than such resolution.

SECTION 4. Special Meetings. Special meetings of the Officers and Board of Directors may be called by or at the request of the President or any two directors. The person or persons authorized to call special meetings of the Officers and Board of Directors may fix the place for holding any special meeting of the Officers and Board of Directors called by them.

SECTION 5. Notice. Notice of any special meeting shall be given at least seven (7) days previous thereto by written notice, telephone notice or email notice delivered personally, mailed or emailed to each Officer and Director at their business address, residence or email address.

SECTION 6. Quorum. A majority of the number of Officers and Directors fixed by

Section 2 of this Article III shall constitute a quorum for the transaction of business at any meeting of the Officers and Board of Directors, but if less than such majority is present at a meeting, a majority of the Officers and Directors present may reschedule the meeting without further notice.

SECTION 7. Manner of Acting. The act of the majority at the Officers and Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. Officers and Directors may not vote by proxy on matters before the Board of Directors.

SECTION 8. Action Without a Meeting. Any action that may be taken by the Officers and Board of Directors at a meeting may be taken without a meeting by polling each Officer and Director, setting forth the action so to be taken subject to ratification at the next regularly scheduled meeting and recorded in the minutes of that meeting.

SECTION 9. Vacancies. Any vacancy occurring in the Officers and Board of Directors may be filled by the affirmative vote of a majority of the remaining Officers and Directors though less than a quorum of the Officers and Board of Directors. An Officer or Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

SECTION 10. Revenues. Fees, membership dues, and other scheduled revenues shall be determined by the Officers and Board of Directors, and approved by the Membership.

SECTION 11. Presumption of Assent. An Officer or Director of the Association who is present at a meeting of the Board of Directors at which action on any association matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless the Officer or Director shall file a written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof, or shall forward such dissent by registered mail to the Secretary of the Association immediately after the adjournment of the meeting. Such right to dissent shall not apply to an Officer or Director who voted in favor of such action.

ARTICLE IV OFFICERS

SECTION 1. Number. The Officers of the Association shall be a President, a Vice President, a Secretary and a Treasurer, each of whom shall be elected by the Membership. Officers and Directors shall be members of the Association. Officers shall be ex-officio members of the Board. In its discretion, the Board of Directors may leave unfilled for any such period as it may determine any office except those of President, Treasurer, and Secretary. The Offices of Secretary and Treasurer may be held by the same person.

SECTION 2. Election and Term of Office. The Officers of the Association shall be

elected annually by the Membership at the first annual meeting of the Association held each year. If the election of Officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be scheduled. Each Officer shall hold office until a successor shall have been duly elected and shall have qualified, or until the Officer's death, resignation or removal in the manner hereinafter provided.

SECTION 3. Removal. Any Officer may be removed by the Officers and Board of Directors, whenever, in its judgment, the best interests of the Association will be served thereby, but such removal shall be without prejudice to the membership rights of the person removed. A vote by the Officers and Board of Directors to remove an Officer must be by a 2/3rds majority.

SECTION 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Officers and Board of Directors for the unexpired portion of the term.

SECTION 5. President. The President shall be the principal executive officer of the Association and shall in general supervise and control all of the business and affairs of the Association. That person shall, when present, preside at all meetings of the membership and of the Officers and Board of Directors.

SECTION 6. Vice President. In the absence of the President or in event of his or her death, inability or refusal to act, the Vice President shall perform the duties of President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned by the President or by the Officers and Board of Directors.

SECTION 7. Secretary. The Secretary shall: (a) keep the minutes of the proceedings of the membership and of the Board of Directors in one or more minute books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the association records; (d) keep a register of the post office address of each member which shall be furnished to the Secretary by such member; and (e) in general perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

SECTION 8. Treasurer. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the Association; (b) receive and give receipts for moneys due and payable to the Association from any source whatsoever, and deposit all such moneys in the name of the Association in banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VI of these Bylaws; and (c) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such sureties as the Board of

Directors shall determine. Treasurer shall be responsible for the payment of funds in the normal day to day activities of the Association.

ARTICLE V INDEMNITY

The Association shall indemnify its directors, officers, employees and volunteers as follows:

(a) Every Director, Officer, employee or volunteer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon such person in connection with any proceeding to which the person may be made a party, or in which he or she may become involved, by reason of being or having been a Director, Officer, employee, volunteer or agent of the Association or is or was serving at the request of the Association as Director, Officer, employee, volunteer or agent of the Association, or any settlement thereof, whether or not he or she is a Director, Officer, employee, volunteer or agent at the time such expenses are incurred, except in such cases wherein the Director, Officer, employee or volunteer is adjudged guilty of willful misfeasance or malfeasance in the performance of the person's duties; provided that in the event of a settlement the indemnification herein shall apply only when the Officers and Board of Directors approves such settlement and reimbursement as being for the best interests of the Association.

(b) The Association shall provide to any person who is or was a Director, Officer, employee, volunteer or agent of the Association or is or was serving at the request of the Association as a Director, Officer, employee, volunteer or agent of the association, the indemnity against expenses of suit, litigation or other proceedings which is specifically permissible under applicable law.

(c) The Officers and Board of Directors may, in their discretion, direct the purchase of liability insurance by way of implementing the provisions of Article V.

ARTICLE VI CONTRACTS, LOANS, CHECKS AND DEPOSITS

SECTION 1. Contracts. The Officers and Board of Directors may authorize any officer or officers, to enter into any contract or execute and deliver such instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

SECTION 2. Loans. No loans shall be contracted on behalf of the Association and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Officers and Board of Directors. Such authority may be general or confined to specific instances.

SECTION 3. Checks, Drafts and etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association, shall be signed by such Officer or Officers, of the Association and as shall from time to time be determined by resolution of the Officers and Board of Directors. All checks,

drafts or other orders for payment in excess of five thousand (\$5,000.00) dollars shall be approved by majority vote of the general membership.

SECTION 4. Deposits. All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Officers and Board of Directors may select.

SECTION 5. Signing Authority. The President may sign, with the Secretary or any other proper Officer of the Association thereunto authorized by the Board of Directors, certificates for membership in the Association, any deeds, mortgages, bonds, contracts, or other instruments which the Officers and Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Membership or by these Bylaws to some other Officer or agent of the Association. or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Officers and Board of Directors from time to time.

ARTICLE VII FISCAL YEAR

The fiscal year of the Association shall begin on the 1st day of January and end on the 31st day of December each year.

ARTICLE VIII WAIVER OF NOTICE

Unless otherwise provided by law, whenever any notice is required to be given to any member, Officer or Director of the Association under the provisions of these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE IX AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the Membership at any regular or special meeting of the Membership of the West River Improvement Association, with the approval of a majority of the membership present. Proposed amendments shall be circulated no less than seven (7) days prior to the meeting of the general membership.

ARTICLE X
PARLIAMENTARY RULES

Any parliamentary procedure not covered by these Bylaws shall be governed by Roberts Rules of Order. The above Bylaws are certified to have been adopted by the Membership of The West River Improvement Association of Galesville, Maryland on the 2nd day of April, 2007.

John Cox, President

Edna Wynne Raley, Secretary