

**Amended Tilghman-On-Chesapeake Community Association, Inc.
ByLaws
Filed and Effective as of January 30, 2017**

Table of Contents

ARTICLE I.....	4
NAME AND LOCATION	4
ARTICLE II	4
DEFINITIONS.....	4
Section 1. Association	4
Section 2. Common Area.....	4
Section 3. Covenants	4
Section 4. Lot.....	4
Section 5. Member or Members	4
Section 6. Owner	4
Section 7. Property	5
Section 8. Any other terms.....	5
ARTICLE III.....	5
MEETING OF MEMBERS	5
Section 1. Annual Meetings	5
Section 2. Special Meetings.....	5
Section 3. Notice of Meetings	5
Section 4. Quorum	5
Section 5. Proxies.....	6
ARTICLE IV.....	6
BOARD OF DIRECTORS, SELECTION, TERM OF OFFICE	6
Section 1. Number.....	6
Section 2. Term of Office	6
Section 3. Removal.....	6
Section 4. Compensation.....	6
Section 5. Action Taken Without a Meeting.....	7
ARTICLE V	7
NOMINATION AND ELECTION OF DIRECTORS	7
Section 1. Nomination	7
Section 2. Election	7

**Amended Tilghman-On-Chesapeake Community Association, Inc.
ByLaws
Filed and Effective as of January 30, 2017**

ARTICLE VI	7
MEETINGS OF DIRECTORS	7
Section 1. Regular Meetings	7
Section 2. Special Meetings.....	8
Section 3. Quorum	8
ARTICLE VII	8
POWERS AND DUTIES OF THE BOARD OF DIRECTORS	8
Section 1. Powers.....	8
Section 2. Duties	9
ARTICLE VIII	10
OFFICERS AND THEIR DUTIES	10
Section 1. Enumeration of Officers	10
Section 2. Election of Officers	10
Section 3. Term	10
Section 4. Special Appointments.....	10
Section 5. Resignation and Removal	10
Section 6. Vacancies	10
Section 7. Multiple Offices	10
Section 8. Duties of the Officers	11
President.....	11
Vice-President.....	11
Secretary	11
Treasurer	11
Officer at Large.....	11
ARTICLE IX	11
RELEASE AND INDEMNIFICATION OF OFFICERS AND DIRECTORS	11
ARTICLE X	12
COMMITTEES	12
ARTICLE XI	12
BOOKS AND RECORDS	12
ARTICLE XII	12

**Amended Tilghman-On-Chesapeake Community Association, Inc.
ByLaws
Filed and Effective as of January 30, 2017**

ASSESSMENTS	12
ARTICLE XIII	13
AMENDMENTS	13

Amended Tilghman-On-Chesapeake Community Association, Inc.
ByLaws
Filed and Effective as of January 30, 2017

ARTICLE I

NAME AND LOCATION

The name of the corporation is TILGHMAN-ON-CHESAPEAKE COMMUNITY ASSOCIATION, INC., hereinafter sometimes referred to as the "Association" or "TOCCA". The Mailing address of TOCCA is P. O. Box 432, Tilghman, Maryland 21671. Meetings of members and directors may be held at such places within the State of Maryland as may be designated by the Board of Directors.

ARTICLE II

DEFINITIONS

Section 1. Association

"Association" shall mean and refer to Tilghman-On-Chesapeake Community Association, Inc., a Maryland non-stock, not-for-profit corporation incorporated on 15 February, 1990.

Section 2. Common Area

"Common Area" shall mean all real property owned by the Association for the common use, benefit and enjoyment of the Owners.

Section 3. Covenants

"Covenants" shall mean and refer to the Covenants, Conditions and Restrictions, applicable to the Property and recorded or intended to be recorded among the Land Records of Talbot County, Maryland, and any additions, amendments or modifications thereto.

Section 4. Lot

"Lot" shall mean and refer to any plot of land subject to assessment by the Association, and shown upon any recorded subdivision map or plat of the Property, with the exception of the Common Area.

Section 5. Member or Members

"Member or Members" shall mean and refer to those persons entitled to membership in the Association, as provided in the Covenants. Members "in good standing" shall refer to those Members whose financial obligations to the Association are current in all respects.

Section 6. Owner

"Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple or leasehold title to any Lot which is a part of the Property,

Amended Tilghman-On-Chesapeake Community Association, Inc.
ByLaws
Filed and Effective as of January 30, 2017

including contract sellers, but excluding ground rent owners and those having such interest merely as security for the performance of an obligation or payment of a debt.

Section 7. Property

“**Property**” shall mean and refer to that certain real property as described in the Covenants, Conditions and Restrictions, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

Section 8. Any other terms

Used herein shall have the meanings given to them in the Articles of Incorporation of the Association, as the same may be amended from time to time, or in the Covenants.

ARTICLE III

MEETING OF MEMBERS

Section 1. Annual Meetings

Each regular annual meeting of the Members shall be held during the month of May each year, at a date, time and place within the State of Maryland selected by the Board of Directors of the Association.

Section 2. Special Meetings

Special meetings of the Members may be called at any time by the President or by the Board of Directors, or upon written request of the Members who are entitled to vote one-fourth (1/4) of all of the votes of the membership,

Section 3. Notice of Meetings

Written notice of each meeting of the Members shall be given by, or at the direction of, the Secretary or person authorized to call the meeting at least fifteen (15) days but not more than sixty (60) days before each meeting to each Member entitled to vote thereat, addressed to the Member’s address last appearing on the books of the Association, or supplied by such Member to the Association for the purpose of notice. Electronic and regular mail both shall be proper forms of notice. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

Section 4. Quorum

The presence at the meeting of Members or of proxies entitled to cast one quarter (1/4) of the votes of the membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Covenants, or these ByLaws. If, however, such quorum shall not be present or represented at any meeting, the Members entitled to vote at the meeting shall have power to (1) adjourn

Amended Tilghman-On-Chesapeake Community Association, Inc.
ByLaws
Filed and Effective as of January 30, 2017

the meeting from time to time without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented, or (2) to place the agenda of the meeting in the hands of the Board of Directors for decision(s) on behalf of the Members.

Section 5. Proxies

At all meetings of Members, each Member may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary.

ARTICLE IV

BOARD OF DIRECTORS, SELECTION, TERM OF OFFICE

Section 1. Number

The affairs of this Association shall be managed by a Board of not less than five (5) directors, who must be members in good standing of the Association. A majority of the entire Board of Directors is authorized to increase the number of Directors to a maximum of nine (9).

Section 2. Term of Office

The terms of office of the directors shall be staggered. At each annual meeting the Members shall elect one-third (1/3) of the total number of directors for a term of three (3) years. Expiring or vacated terms, or a total number of directors not evenly divisible by three (3) may result in fewer but not more than one third (1/3) of the directors being elected at any single annual meeting. The Nominating Committee may propose, and the Members may elect, directors to less than a full term in order to maintain a full Board and a rotation that is as even as possible.

Section 3. Removal

Any director may be removed from the Board, with or without cause, by a majority vote of the Members of the Association. Absent permission by unanimous vote of the Board in advance, a director who misses three (3) consecutive regular meetings may be removed from the Board by a majority vote of the Board. In the event of death, resignation or removal of a director, his or her successor shall be selected by the remaining Members of the Board and shall serve for the unexpired term of his or her predecessor.

Section 4. Compensation

No director shall receive compensation for any service he or she may render to the Association. A director may be reimbursed for actual expenses incurred in the performance of his or her duties as approved by the Board.

Amended Tilghman-On-Chesapeake Community Association, Inc.
ByLaws
Filed and Effective as of January 30, 2017

Section 5. Action Taken Without a Meeting

The directors shall have the right to take action in the absence of a regular meeting of the Members, which they could take at a regular meeting, due to reasonable emergency, time-sensitivity, or confidentiality, by obtaining the written approval of all the directors. Any action so approved shall be fully reported for the minutes of the next regular meeting of the Members and made a part of the minutes thereof, thereafter having the same effect as though taken at a regular meeting of the Members.

ARTICLE V

NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination

Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a chairman, who shall be a Member of the Board of Directors, and two (2) or more Members of the Association in good standing. The Nominating Committee shall be appointed by the President of the Association prior to each annual meeting and shall serve until the close of the following annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies.

Section 2. Election

Election to the Board of Directors shall be by secret written ballot. At such election the Members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Covenants. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

ARTICLE VI

MEETINGS OF DIRECTORS

Section 1. Regular Meetings

Regular meetings of the Board of Directors shall be held monthly at such place, date, and hour as may be set from time to time by resolution of the Board. Regular meetings shall be open to Members for observation and notice of the date, time, and place together with the agenda shall be published to the Members no later than 14 days prior to each meeting. Electronic mail and regular mail both shall be proper forms of notification.

Amended Tilghman-On-Chesapeake Community Association, Inc.
ByLaws
Filed and Effective as of January 30, 2017

Section 2. Special Meetings

Special meetings of the Board of Directors shall be held when called by the President of the Association, or by any two (2) directors, after not less than three (3) days' notice to each director. All decisions made at special meetings shall be fully reported for the minutes of the next regular meeting and made a part of the minutes thereof, thereafter having the same effect as though taken at a regular meeting of the directors. Special meetings may be closed to the general membership of the Association.

Section 3. Quorum

A majority of the directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

ARTICLE VII

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers

The Board of Directors shall have the power to:

- (a) Adopt and publish rules and regulations governing the use of the Common Area, including any improvements and amenities located thereon, and the personal conduct of the Members and their guests thereon, and to establish penalties for the infraction thereof.

- (b) Suspend the voting rights and right to use any recreational facilities located in the Common Area of a Member during any period in which such Member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended, after notice and hearing, for infraction of published rules and regulations.

- (c) Exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these ByLaws, the Articles of Incorporation, or the Covenants.

- (d) Employ a manager, independent contractor, or such other individuals, entities or employees as they deem necessary and to prescribe their duties.

- (e) Enforce Covenants, ByLaws and other lawful rules when any Owner fails to perform his, her or its obligations as determined by the Architectural Review Committee.

Amended Tilghman-On-Chesapeake Community Association, Inc.
ByLaws
Filed and Effective as of January 30, 2017

Section 2. Duties

Duties of the officers are as follows:

(a) Cause to be kept a complete record of all its meetings, actions and corporate affairs and to present a statement thereof to the Members at the annual meeting of the Members, or at any special meeting when such a statement is requested in writing by one-fourth (1/4) of the Members of the Association who are entitled to vote.

(b) Supervise all officers, agents and employees of this Association, and to see that their duties are properly performed.

As more fully provided in the Covenants, to:

(a) Fix the amount of the annual assessment against each Lot at least thirty (30) days in advance of each annual assessment period.

(b) Send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period.

(c) Notify any Owner whose dues or assessments are in arrears by more than 30 days of the Board's obligation to file a lien against any Lot for which assessments are not paid within thirty (30) days after notification to the Member or Owner or to bring a legal action against the Member or Owner personally obligated to pay the same.

(d) Issue, or cause an appropriate officer to issue, upon request by any Member or Owner, a certificate setting forth whether or not assessments have been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment.

(e) Procure and maintain adequate liability and hazard insurance on property owned by the Association and directors and officers insurance.

(f) Cause all officers or employees having fiscal responsibilities to be bonded as it may deem appropriate.

(g) Cause the Common Area to be maintained.

(h) Assure timely compliance with and implementation of all Covenants, ByLaws and other lawful rules as put into effect by the Board and the Members from time to time.

Amended Tilghman-On-Chesapeake Community Association, Inc.
ByLaws
Filed and Effective as of January 30, 2017

ARTICLE VIII
OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Officers

The officers of the Association shall be a President, Vice-President, Secretary, Treasurer and Officer at Large, and such other officers as the Board may from time to time create, who shall at all times be members of the Board of Directors.

Section 2. Election of Officers

The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the Members.

Section 3. Term

The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year, or until their successor(s) have been elected, unless any officer shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 4. Special Appointments

The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may determine.

Section 5. Resignation and Removal

Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time by giving written notice to the Board, the President or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies

A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he or she replaced.

Section 7. Multiple Offices

No person simultaneously shall hold more than one (1) office except in the case of offices created pursuant to **ARTICLE VIII, OFFICERS AND THEIR DUTIES, Special Appointments, Section 4, above.**

Amended Tilghman-On-Chesapeake Community Association, Inc.
ByLaws
Filed and Effective as of January 30, 2017

Section 8. Duties of the Officers

President

The President shall preside at all meetings of the Members and of the Board of Directors and shall see that orders and resolutions of the Board are carried out. The President shall have the authority to sign all leases, mortgages, deeds and other written instruments after approval of the Board of Directors and shall co-sign all checks and promissory notes.

Vice-President

The Vice-President shall act in the place and stead of the President, in the event of his or her absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him or her by the Board. The Vice-President shall likewise have the authority to sign all leases, mortgages, deeds and other written in instruments after approval of the Board of Directors.

Secretary

The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and the Members; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the Board and of the Members; keep appropriate current records showing the Members of the Association together with their addresses, and shall perform such other duties as required by the Board.

Treasurer

The Treasurer shall receive and deposit in appropriate bank accounts all monies; sign all books of account; cause an annual audit of the Association's books to be made by one or two Association Members, without routine access to the accounts, unless some other form of independent review is unanimously agreed upon and reported at the Annual Meeting, at the completion of each fiscal year; and prepare or cause to be prepared an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy of each to the Members.

Officer at Large

The Officer at Large fulfills duties as signed by the President or by the Board.

ARTICLE IX

RELEASE AND INDEMNIFICATION OF OFFICERS AND DIRECTORS

Each officer and director of the Association, in consideration of his or her services, shall be released and indemnified by the Association and the Members to the

Amended Tilghman-On-Chesapeake Community Association, Inc.

ByLaws

Filed and Effective as of January 30, 2017

maximum extent permitted by law from and against expenses and liabilities incurred by him or her arising from his or her services as a director or officer of the Association. The foregoing right to release and indemnification shall be in addition to any other rights to which the director or officer or person may be entitled by law or agreement or vote of the Members or otherwise.

ARTICLE X

COMMITTEES

The Association shall appoint an Architectural Review Committee, as provided in the Covenants and a Nominating Committee, as provided in these ByLaws. In addition, the Board of Directors shall appoint such other committees as they may deem appropriate.

ARTICLE XI

BOOKS AND RECORDS

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any Member. The Covenants, the Articles of Incorporation and the ByLaws of the Association shall be available for inspection by any Member. Copies may be purchased at a reasonable cost. Digital copies of the amendments to these documents shall be sent electronically to each Member no later than ninety (90) days following their amendment but in any event thirty (30) days before any action is taken to enforce any such amendment.

ARTICLE XII

ASSESSMENTS

As provided in the Covenants, each member is obligated to pay to the Association annual and special assessments which are secured by a continuing lien upon the Lot against which the assessment is made. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest from the date of delinquency at the rate of ten percent (10%) per annum, and shall be subject to a late charge of Ten Dollars (\$10.00) per month until paid or ten percent (10%) of the Assessment, whichever is greater, and the Association may bring an action at law against the Owner personally obligated to pay the same or foreclose a lien against the Lot, and interest, costs and reasonable attorney's fees of any such action shall be added to the amount of such assessment. No Owner may waive or otherwise escape liability for the assessment provided for herein by non-use of the Common Area or abandonment of his or her Lot.

**Amended Tilghman-On-Chesapeake Community Association, Inc.
ByLaws
Filed and Effective as of January 30, 2017**

**ARTICLE XIII
AMENDMENTS**

These ByLaws may be amended, at a regular or special meeting of the Members, by a vote of two-thirds (2/3) of the Members present in person or by proxy.

In the case of any conflict between the Articles of Incorporation and these ByLaws, the Articles shall control; and in the case of any conflict between the Covenants and these ByLaws, the Covenants shall control.