

RIVIERA COMMUNITY IMPROVEMENT ASSOCIATION

BYLAWS

ARTICLE I — NAME AND LOCATION

The name of the Association shall be Riviera Community Improvement Association, Inc., hereinafter referred to as the Association. The mailing address for the Association is P. O. Box 474, Pasadena, Maryland 21123.

ARTICLE II — OBJECTIVES

The objectives of the Association shall be to improve the community and to protect the property values and rights of the area and such other objectives as stated in the Certificate of Incorporation. It shall be the policy of the Association to cooperate with and assist such other organizations in the vicinity in work consistent with these bylaws in projects of major interest to the community.

ARTICLE III — MEMBERSHIP/DUES

Section 1 Qualifications — Any property owner or resident, 18 years of age or older, residing within the boundaries of the area known as Riviera Beach as shown on the official plats of Anne Arundel county and known as Riviera Beach, School Gardens, Lakeview Manor, and Lake Riviera shall be eligible for membership

Section 2 Application/Due Date — Any person who meets the criteria in Section 1 shall attain membership for his/her household upon payment of yearly dues. Each household membership is entitled to one vote.

Section 3 Yearly Dues — a. Annual dues are payable on January 1 of each year. Dues may be mailed or paid by check at the January regular membership meeting. b. The board shall be able to recommend to the general membership an increase or decrease in dues according to the financial needs of the Association. This proposed amount would be brought to the next regular meeting for ratification from the membership.

ARTICLE IV — OFFICERS

Section 1 General — a. The Officers of the Association shall be President, Vice President, Secretary, Treasurer, President of RiverBea and any other that may be deemed necessary in the future. To be eligible, the candidate shall be a member in good standing for at least six months. b. Elections shall be held at the November general meeting. All officers shall be elected for a single term of 3 years. Officers shall assume their positions at the next January meeting. c. Since all officers were elected in November, 2002 for January, 2003, the Association's next regular election will be November 2005 for January 2006.

Section 2 President — The President shall be the chief executive officer of the association. He/she shall, when present, preside at all meetings unless, on a point of order he/she may be

requested to step down in favor of the Vice President if present or a temporary chairman appointed by the president or presiding Officer. He/she shall be responsible for the general management of the Association and the direction of its own business and operation. He/she shall at the end of his/her term in office and for presentation at the annual meeting, prepare a full and complete report of the affairs of the Association and shall submit it to the members prior to the installation of officers. The President's term of office shall be limited to one 3-year term. He/she shall be eligible for any other elective office on the completion of his/her term and eligible for election to President after one year lapse.

Section 3 Vice President — The Vice President shall be first assistant to the President. In the absence of the President, the Vice President shall assume the duties as may be properly assigned to him/her by the President. In the absence, of both the President and the Vice President at any meeting of the members of the Board, the Board members present shall select from among their number an Acting chairman who shall have the power to direct the business of that meeting.

Section 4 Secretary — The Secretary shall keep and report the minutes of the meetings of the Association and the Board. He/she shall be the custodian of all records EXCEPT financial, and of the corporate seal of the Association. He/she shall see that the seal is affixed to all documents authorized by the Association and requiring the seal and shall attest the same and shall administer all correspondence with the President's review.

Section 5 Treasurer — The Treasurer shall have charge of all cash and shall be responsible for all funds, securities, receipts, and disbursements of the Association, all monies or other valuables or effects in banks, trust companies, or other depositories as approved by the Board and the membership at regular meetings, an account of the financial condition of the Association and in general shall perform all duties. Two (2) officers must sign all checks; one signing officer must be the Treasurer or the President. The Treasurer will have an audit of the books in November and audit completed for review at the January General Meeting.

Section 6 President of RiverBea — The President of the Rivera Beach Corporation or his/her representative shall sit on the Board of Governors. He/she will also sit on the EROSION COMMITTEE.

ARTICLE V — BOARD OF GOVERNORS

Section 1 General — the Board of Governors shall manage the business and the affairs of the Association. The Board shall consist of the Officers and 9 others of the Association plus the immediate past President. The Board shall assume office at the regular scheduled meeting in January, and shall continue in office for a 3-year term.

Section 2 Election — The Board of Governors is elected to a 3-year term following the election of Officers in November. All nominees shall be voted on one (1) ballot, the eligible voters writing the names of their nominees on the ballot. Those receiving the highest number of votes shall be declared elected. In the event of a vacancy in the board membership, the President shall request a replacement at the next general meeting to fill the full balance of the unexpired term. If more than one (1) volunteer comes forward to fill the vacancy, an immediate vote of the membership will determine the member to fill the vacancy.

Section 3 Meetings — a. The Board of Governors shall meet on the first Tuesday of each

month. The President may call a special meeting of the Board at any time if petitioned by members of the Board or Association. The minutes of the Board meeting shall be read and approved at the next general meeting. b. Non-members of the Board may be asked to leave a meeting if the discussion is felt to be of a personnel nature. c. Meetings of Standing Committees shall be documented by submittal of official minutes to the Board.

Section 4 Quorum — A quorum shall consist of seven (7) members of the Board present, in person, at any regular or special meeting of the Board for the conduct of business. No proxy shall be permitted. On all questions, a majority vote of those present, shall be sufficient to decide the question.

Section 5 Removal — Any member of the board, including the Officers, may be removed from office for just cause at any regular meeting of the Association by an affirmative vote of three-fourths (3/4) of the members present. A member of the Board, or Officers, who shall fail to attend three (3) consecutive meetings of the Board shall be considered as having given just cause for removal from office except, that such absence shall be for a cause acceptable to the Board, (i.e. family or medical emergency).

Section 8 Powers — The Board shall oversee and have the Authority to make such regulations as it deems necessary for management and operation of the Association. The Board shall report and apply for acceptance from membership at the next regular meeting.

ARTICLE VI — MEETINGS

Section 1 Regular — Regular meetings of the Association shall be held on the third Tuesday of each month, EXCEPT July, August and December, at 7:30 pm. at a place in or nearby the area of limitation of membership.

Section 2 Quorum — The presence of fifteen (15) members of the Association at any regular meeting shall be necessary and sufficient to constitute a quorum for the transaction of any and all business or otherwise restricted in these bylaws.

Section 3 Proxies — No member shall be entitled to vote on any question unless present at the meeting at the time the vote is taken.

Section 4 Voting — Voting for election of Officers and Board of Governors shall be by secret ballot. Talliers shall be appointed by the President. The talliers shall be voting members. The Chairman of Membership shall certify the membership of all persons entitled to vote. After ballots are cast, collected, and counted by the talliers, the President shall announce the result of the ballot, except that the distribution of the vote shall not be announced or recorded. On protest of any member present and entitled to vote and prior to adjournment of the meeting, that member shall be permitted to select another member and, with the talliers, re-examine the ballots. If any significant error is found, the new result shall be announced or a new ballot taken. No vote may be challenged after adjournment of the meeting at which they are cast.

Section 5 Order of Business — The Order of Business at any meeting of the Association or Board shall be as follows:

- Roll Call of Officers
- Reading of all Board, and Approval of General, Meeting Minutes
- Correspondence

- Treasurer's Report
- Reports of Officers and Committees
- Unfinished Business
- New Business
- Announcement
- Adjournment of Meeting

ARTICLE VII — NOMINATIONS AND AMENDMENTS

Section 1 Nomination~ — A nominating committee consists of three (3) Association members in good standing and shall be appointed by the President at the beginning of his/her term. The nominating committee shall submit a complete slate of officers and board members at the September meeting in the year of elections. These candidates are to be considered and voted on at the time of election in November. Any member in good standing may nominate a candidate for any elective office at the September or October meetings. No nominations will be accepted from the floor, by petition or in any other manner, at the November meeting. The general meeting in October shall be the closing date for receiving nominations for elective offices.

Section 2 Elections — The Board of Governors shall be elected as provided in Article V, The Officers shall be elected singly in the order of President, Vice President, Secretary, Treasurer, and Directors.

Section 3 Amendments — Any member may, at any time, propose a change in these bylaws provided the change shall be presented in writing to the Secretary. The Secretary shall read the amendment to the members present at the earliest opportunity under the item of new business, which reading shall constitute presentation to the membership. At the next regular meeting of the Association, the proposed amendment shall again be read by the Secretary and acted upon at the first item of business. To become effective, it must receive a majority vote of the members present and voting. After five (5) amendments to these bylaws, a committee will be formed to revise and report to membership. A copy of current bylaws will be sent to Anne Arundel County.

ARTICLE VIII — FINANCE COMMITTEE

Section 1 Finance Committee — The Finance Committee shall consist of a chairman, and three (3) members. They shall be elected with the Treasurer of the Association as chairman.

Section 2 Election — Election shall be held every third (3'~) year at the first membership meeting in January with the election from the floor.

Section 3 Duties — The duties of the Finance Committee shall be to approve all expenditures of the Association except routine operating expenditures not exceeding \$50.00 at any one time and report to membership at the next regular meeting.

Section 4 Expenditures — All expenditures over \$500.00 must have three (3) written estimates. All expenditures must be presented to the Board of Directors ~t the general Membership to be voted on.

ARTICLE IX — EROSION ADVISORY COMMITTEE

Section 1 Duties — The Erosion Advisory Committee shall review and prepare recommendations to the membership on issues related to the Erosion Control budget, including but not limited to: (1) soliciting and evaluating input from Erosion District property owners in the months of June, July and August, (2) preparing the annual Erosion budget. (3) identifying and prioritizing projects, (4) obtaining bids and recommending appropriate contractors by September 15th, (5) administering related activities such as cash-flow, permits, projects acceptance, etc., and (6) the approved budget is to be voted on at the November general meeting. The approved budget must be mailed to all property owners by no later than December 31 and submitted to Anne Arundel County by no later than January 31.

Section 2 Eligibility — All property owners in the Riviera Erosion District are eligible for election to this Committee. Association membership is not a requirement.

Section 3 Membership — The Committee shall consist of the following:

- President RCIA (Chair)
- President, RiverBea
- President, Surfside/Rock Creek I and II or their representatives
- And 4 to 6 other members of the communities.

Interim vacancies shall be filled by a majority vote of the membership. It shall be a goal of the Association to have at least seven (7) committee members at all times.

Section 4 Chairperson — The chairperson shall be the president of RCIA or his/her representative. He/she will be responsible for directing the activities of each member.

Section 5 Meeting — The meetings shall be open to all property owners in the Riviera Erosion District.

ARTICLE X — DISSOLUTION

In the event of the dissolution of the Association, all assets of any nature, after payment of any debts, shall be the property of the RiverBea Corporation, to be used only for the maintenance of community properties.

Any disputes that are not covered by these bylaws shall revert to Robert's Rules of Order.