

# **BY-LAWS**

## **QUEEN ANNE ESTATES HOMEOWNERS ASSOCIATION, INC.**

### **Article I**

The name of the Corporation QUEEN ANNE ESTATES HOMEOWNERS ASSOCIATION, INC., is hereinafter referred to as the "Association". The principal mailing address of the corporation shall be P.O. Box 6, Davidsonville MD 21035-2327. Meetings of members and directors may be held at such places within the State of Maryland and will be designated by the Board of Directors.

### **Article II**

#### **Definitions**

Section 1. "Association" shall mean and refer to QUEEN ANNE ESTATES HOMEOWNERS ASSOCIATION, INC., its successors and assigns.

Section 2. "Properties" shall mean and refer to that certain real property described in the Declaration of Covenants, Conditions and Restrictions, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

Section 3. "Common Area" shall mean and refer to all real property and improvements thereon owned or leased by the Association or over which the Association has an easement for maintenance, for the use and enjoyment of its members.

Section 4. "Lot" shall mean and refer to any plot of land shown upon any recorded subdivision map of the Properties with the exception of the Common Area.

Section 5. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any lot situated on the property, which is subjected to this Declaration from time to time, including contract sellers, other than Declarant, but excluding those having such interest solely as security for the performance of an obligation.

Section 6. "Declarant" shall mean and refer to the "Developer", Four Thirty Seven Land Company Inc., its successors and assigns; provided, however, that no successor or assign of the developer shall have any rights or obligations of the developer hereunder unless such rights and obligations are specifically set forth in the instrument of succession or assignment or unless such rights and obligations pass by operation of the law, as specified in Article I of the Declaration.

Section 7. "Declaration" shall mean and refer to the Declaration on Covenants, Conditions, and Restrictions applicable to the Properties recorded in the Office of Clerk of the Circuit Court for Prince George's County, Maryland.

Section 8. "Members" shall mean and refer to the members of the Association, which shall consist of all owners and to every person or entity who holds a Class A membership in the Association.

Section 9. "Duly called meeting" shall mean and refer to those meetings fulfilling the requirements set out in Article III section 4, Article VI, and Article XIV of these By-Laws.

Section 10. "Voting Member": one representative per lot.

### **Article III** **Meeting of Members**

Section 1. Voting Rights of Members. The Association consists of Class members in accordance with the provisions of Article III of the Articles of Covenants. The rights, privileges and qualifications of Class A members shall be as set out in the Declaration and these By-Laws.

Section 2. Annual Meetings. Regular annual meeting of the members shall be held each Spring at a time and place to be specified by the Board of Directors, which is not a legal holiday, and may be conducted and attended by telephone conference, video conference, or similar electronic means. Failure to hold an annual meeting at the designated time shall not, however, invalidate the corporate existence, terminate the tenure of any director before his successor is elected and qualified, or otherwise affect valid corporate acts. Any business of the Association may be transacted at an annual meeting without being specially designated in the notice of such meeting, except business which is specifically required by statute or the Declaration to be stated in the notice.

Section 3. Special Meetings. Special meetings of the members may be called at any time by the President, the Board of Directors, or upon written request of the members who are entitled to vote one-fourth of all the votes of the Class A membership.

Section 4. 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, by delivering said notice personally, posted on the homeowners association website, or by electronic transmission, or by mailing a copy of such notice, postage prepaid, not less than 15 days nor more than 90 days before the date of such meeting to each member entitled to vote thereat. If mailed, notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his last known address as it appears on the records of the Association, with postage prepaid. Such notice shall specify, the place, day and hour of the meeting, and, in the case of special meeting, the purpose of the meeting.

Notwithstanding the above, a waiver of notice in writing, signed by a member entitled to such notice, whether prior to, at or after the holding of the meeting, shall be equivalent to the giving of such notice to that member. A member who attends a meeting shall be deemed to have waived notice of the meeting unless he attends for the express purpose of objecting because the meeting is not lawfully called or convened.

Section 5. Official Meeting. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, twenty-five percent (25%) of the votes of Class A membership shall constitute an official meeting for any action except as otherwise provided in, the Declaration or these By-Laws. If, however, such official meeting shall not be present or represented at any meeting, the members entitled to vote there at shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a official meeting as aforesaid shall be present or be represented.

Section 6. 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 and may be submitted by electronic transmission. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his lot.

Section 7. Votes Required. On each matter submitted to the members for a vote, a two-thirds (2/3) majority of the votes cast by all class A members at a meeting at which a meeting quorum is present shall be sufficient for passage or approval, unless otherwise provided in the Declaration, Maryland law, or these By-Laws.

Section 8. Number of Votes. The number of votes to which each member is entitled shall be computed as provided in the Articles of Declaration. The Board of Directors may by resolution adopt regulations for any or all meetings of the members, consistent with the Declaration and these By-Laws, in regard to proof of membership in the Association, evidence of right to vote, determination of the number of votes to which each member is entitled, appointment and duties of inspectors of votes, registration of members for voting purposes, and other matters concerning the conduct of meetings and voting. Such regulations and any amendments of them shall (a) be distributed to members with the notice of the first meeting of members following their adoption and (b) be available for inspection by any member (i) at the principal office of the association during regular business hours and (ii) at each meeting of the members.

Section 9. Rules of Procedure. The rules of order and all other matters of procedure at any meeting of members shall be determined by the chairman of the meeting.

Section 10. Recording Policy. No member may make an audio or video recording of any association meeting without the express consent of all members present at the meeting, with the exception of the Secretary, with Board approval, who may record the meeting for the sole purpose to aid in the keeping of minutes, with the recording to be erased in its entirety after the minutes have been approved.

## Article IV Board of Directors: Election: Term of Office:

Section 1. Number. The affairs of the Association shall be managed by a Board of three or more directors, who need to be members of the Association.

Section 2. Term of Office. At the annual meeting, members shall elect three directors. The officers of this Association shall hold office for one year until his successor is elected and qualified unless he shall sooner resign, or shall be removed, or otherwise disqualified to serve.

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. In the event of death, resignation, or removal of a director, his successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his predecessor.

Section 4. Compensation. No director shall receive compensation for any service he may render to the Association. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties.

Section 5. Action Taken without a Meeting. The directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of two-thirds (2/3) of the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

## **Article V Nomination And Election of Directors**

Section 1. Nomination. Nomination for election to the Board of Directors shall be at the Spring bi-annual meeting. Such nominations may be made from among members or non-members.

Section 2. Election. Election to the Board of Directors shall be by show of hands. At such election the voting 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 Declaration. The persons receiving two-thirds (2/3) of the voting members' votes will be elected.

## **Article VI Meeting of Directors**

Section 1. Regular Meetings. Regular meetings of the Board of Directors may be called by the President or by a majority of the directors at such place and hour as the person or persons calling the meeting may designate within the State of Maryland as may be agreed upon by two-thirds (2/3) of the directors.

Section 2. Telephone/Video Conference. The Board of Directors or any of its committees may meet by means of telephone conference or video conference or similar communication equipment by means of which all persons participating in the meeting can hear and speak to each other and participation by such means shall constitute presence in person at the meeting. Such meetings may be called by the President of the Association or by a two-thirds (2/3) majority of the directors. One or more persons may also participate in a regular or special meeting of the Board of Directors or any of its committees by such means.

Section 3. Written Action Without a Meeting. Any action, required or permitted to be taken at a meeting of the Board of Directors or one of its committees may be taken without a meeting, if a two-thirds (2/3) written consent which sets forth the action is signed by two-thirds (2/3) of the directors, or, in the case of committee action, by two-thirds (2/3) of the members of the committee, and is filed with the minutes of proceedings of the Board of Directors or the committee.

#### Section 4. Notice of Meetings to Directors.

(a) Written Notice. Written notice of the place, day and hour of every regular and special meeting of the Board of Directors shall be delivered to each director at least two (2) days before the meeting, five (5) days in the case of notice given by mail, either personally or by mail. If mailed, notice shall be deemed to be delivered when deposited in the United States mail addressed to the director at his address as it appears on the records of the Association, with postage prepaid. Unless required by these By-Laws or by resolution of the Board of Directors, no notice of any meeting of the Board of Directors need state the business to be transacted at the meeting.

(b) Waiver By Attendance. No notice of any meeting of the Board of Directors need be given to any director who, either before, during or after the holding of the meeting, waives such notice in writing.

(c) Written Waiver. Attendance of a director at any meeting shall constitute waiver of notice of the meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

(d) Adjournment. Any meeting of the Board of Directors may be adjourned from time to time and reconvened at the same or some other place, and no notice need be given of any such adjourned meeting other than by announcement.

Section 5, Quorum. Two-thirds (2/3) of the directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a two-thirds (2/3) majority of the directors present at a duly constituted 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 and facilities, and the personal conduct of the members and their guests thereof, and to establish penalties for the infractions thereof;

(b) suspend the voting rights and right to use of the recreational facilities 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 a period not to exceed 60 days 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 the By-Laws or the Declaration;

(d) declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors; and

(e) employ a manager, an independent contractor, lawyer, or such other employees as they deem necessary, and to prescribe their duties.

**Section 2. Duties.** It shall be the duty of the Board of Directors to:

(a) cause to be kept a complete record of all its acts 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 statement is requested in writing by one-fourth of the members who are entitled to vote;

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

(c) as more fully provided in the Declaration, to:

(1) fix the amount of the annual assessment against each lot at least thirty (30) days in advance of each annual assessment period; and

(2) send written notice of each assessment to every owner subject thereto at least thirty (30) days in advance of each annual assessment period; and

(3) foreclose the lien against any property for which assessments are not paid within thirty (30) days after the due date or to bring an action of law against the owner personally obligated to pay the same.

d) issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has 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 bonding and liability, hazard and other hazard insurance on property owned by the Association;

(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) draft, revise, adopt and amend rules and regulations relating to the government of the Association:

(i) perform all other duties assigned to it by the Declaration and the By-Laws.

## Article VIII Officers and Their Duties

Section 1. Enumeration of Officers. The officers of this Association shall be a President and Vice President, and Treasurer, who shall at all times be members of the Board of Directors, and a Secretary and such other officers as the Board may from time to time by resolution create.

Section 2. Election of Officers. The election of officers shall take place at the Spring annual meeting of the members.

Section 3. Term. The officers of this Association shall hold office for one year or until his successor is elected and qualified unless he shall sooner resign, or shall he 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 duties as the Board may, from time to time, 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 upon 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 of the Board of Directors. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 7. Multiple Offices. The offices of Secretary and Treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

Section 8. Duties. The duties of the officers are as follows:

### President

(a) The President shall be the chief operating officer of the Association, and preside at all meetings of the members and of the Board of Directors, shall have general and active operating management of the business of the Association and shall see that all orders and resolutions of the Board of Directors are carried into effect. The President shall execute bonds, mortgages, and other contracts requiring a seal, under the seal of the Association, and shall co-sign all checks and promissory notes in excess of five hundred dollars (\$500.00) except where required or permitted by law to be otherwise aligned and executed and except where the signing and execution is expressly delegated by the Board of Directors to some other officer or agent.

### **Vice-President**

(b) The Vice-President shall act in the place and stead of the President in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of the Vice-President by the Board of Directors.

### **Treasurer**

(c) the Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the Association; keep proper books of account, cause an annual audit of the Association books to be made at the completion of the fiscal year; and shall prepare 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.

### **Secretary**

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

### **Immediate Past President**

(e) The Immediate Past President shall perform such duties as required by the Board.

## **Article IX Committees**

The Association shall appoint a Maintenance Committee as provided in the Declaration, and Nominating Committee, as provided in the By-Laws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

## **Article X**

### **Voting By Proxy**

#### **Section 1. Applications & Ballots**

(a) Applications for proxy ballots may be obtained from the QAEHA Secretary. Requests must be made in writing and may be submitted by electronic transmission if said transmission contains information that the proxy authorized by the voting member. The QAEHA Secretary will keep copies of applications on file.

- (b) The QAEHA Secretary, upon receiving written requests for proxy ballots, shall enter the date and time of receipt of such applications on the upper right-hand corner of the application together with the initials of the person submitting the request.
- (c) Proxy ballots may be requested up to 48 hours prior to the scheduled vote.
- (d) No more than one proxy ballot shall be issued per lot. An owner must pick up and return a paper proxy ballot in person, or submit an electronic proxy ballot by electronic transmission.
- (e) Owners must be in good standing.

## Section 2. Processing Proxy Ballots

- (a) Paper proxy ballots shall be submitted in a sealed envelope labeled PROXY BALLOT and signed on the exterior by the voting member. Electronic proxy ballots shall be submitted by electronic transmission.
- (b) Proxy ballots shall be returned up to 24 hours prior to the scheduled vote to the Secretary of the QAEHA who will issue a receipt for the ballot denoting the date and time received.
- (c) The QAEHA Secretary receiving a paper proxy ballot shall note the date and time of receipt and initial on the left front of the envelope. The envelope shall not be opened prior to the actual vote. The Secretary will print electronic proxy ballots, note the date and time of receipt, and initial in the upper left hand corner of the printed ballot.
- (d) On the day of the vote, the QAEHA Secretary will bring all proxy ballots to the QAEHA meeting.
- (e) The Secretary will maintain a register of the application for proxies. A separate line entry will be made for each proxy, and will be noted to show a final proxy vote.

### Section 3. Proxy

(a) The paper proxy shall include the QAEHA lot owners' name(s), lot number, street address, signature and the ballot question(s)\* to be voted on at the meeting with clearly denoted (yes no abstain) portion for marking. The electronic proxy shall include the lot owner(s)' name(s), lot number(s), street address, and ballot question(s)\* to be voted on at the meeting with clearly denoted (yes no abstain) portion for marking.

## **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 Declaration and the By-Laws of the Association shall be available for inspection by any member. Copies may be purchased at a reasonable cost. Any member shall also be entitled to a copy of the financial statements of the Association for any one or more fiscal years of the Association upon payment of a reasonable charge to defray the cost of reproduction.

## **Article XII Assessments**

As more fully provided in the Declaration, each member is obligated to pay the Association annual and special assessments which are secured by a continuing lien upon the property against which the assessment is made. Any assessment which is not paid when due shall be delinquent. Any assessment is not paid within fifteen (15) days after the due date, shall be subject to a \$15 late charge or one-tenth of the total amount of the assessment or installment, whichever is greater. The Association may bring an action at law against the owner personally obligated to pay the same or foreclose the lien against the property, 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 assessments provided for herein by non-use of the Common Area or abandonment of his lot.

## **Article XIII Corporate Seal**

The Association shall have a seal in circular form having within its circumference the words: Queen Anne Estates Homeowners Association, Inc.

## **Article XIV Finance**

**Section 1. Checks, Drafts, Etc.** All checks, drafts, and orders for the payment of money, notes and other evidences of indebtedness in excess of five hundred dollars (\$500.00), issued in the name of the Association, shall, unless otherwise provided by resolution of the Board of Directors, be signed by two officers of the Association. All checks, drafts, and orders for the payment of money, notes and other evidences of indebtedness less than five hundred dollars (\$500.00), issued in the name of the Association, shall, unless otherwise provided by resolution of the Board of Directors, be signed by the Treasurer.

**Section 2. Fiscal Year.** The fiscal year of the Association shall be the twelve-month period ending December 31 of each year, unless otherwise provided by resolution of the Board of Directors.

**Section 3. Manager.** The Association may employ a management agent or manager at a rate of compensation established by the Board of Directors to perform such duties and services as the

Board of Directors shall from time to time determine. Any management agreement entered into by the Association (a) shall provide that such agreement may be terminated by either party upon 30 days' written notice to the other party and (b) shall be for a term not to exceed one year, but renewable by mutual agreement of the parties for successive one-year terms,

Section 4. Bonding and Insurance. The Association may purchase such errors and omissions insurance for its officers, directors, and employees; may purchase such hazard insurance for the Community facilities; and may arrange for such bonding of any or all of its employees, as the Declaration requires. The Association may purchase such additional bonding or insurance, not required by the Declaration, as the Board of Directors considers appropriate. So long as the Federal National Mortgage Association, Government National Mortgage Association, or Federal Home Loan Mortgage Corporation is a mortgagee of any Lot, the Association may purchase whatever additional insurance and bonding that agency requires.

## **Article XV Amendments**

Section 1. These By-Laws may be amended, at a regular or special meeting of the members, by a vote of a three-fifths (3/5) majority of twenty-five (25%) of the voting members present in person or by proxy.

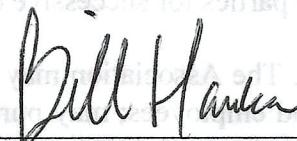
## **Article XVI Miscellaneous**

Section 1. Consistency of Declaration and By-Laws. In the case of any conflict between the Declaration and these By-Laws, the Declaration shall control.

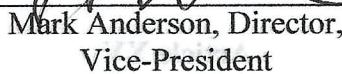
Section 2. Captions and Cross References. The captions of articles, sections, and subsections of these By-Laws are for reference only and shall be disregarded in construing these By-Laws. Any reference in these By-Laws to a specified "Article," "Section," or "Subsection" shall be construed, unless otherwise explicitly stated, as referring, respectively, to an article of these By-Laws, a section of these By-Laws, or a subsection of the section of these By-Laws in which the reference appears.

Section 3. Gender. The masculine gender, where used in these By-Laws, shall include the feminine and the neuter.

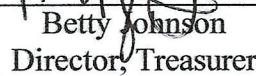
IN WITNESS WHEREOF, we being the Directors of the QUEEN ANNE ESTATES  
HOMEOWNERS ASSOCIATION, INC., have hereto set our hands this \_\_\_\_\_ day of  
\_\_\_\_\_, 2025.



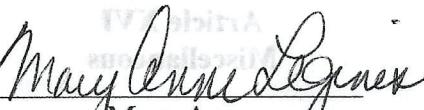
Bill Hanka, Director,  
President



Mark Anderson, Director,  
Vice-President



Betty Johnson  
Director, Treasurer

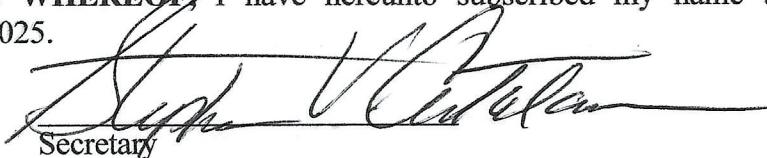


Mary Anne  
Leginus Director,  
Immediate Past  
President

**Certification**

I, the undersigned, do hereby certify that I am the duly elected Secretary of Queen Anne Estates Homeowners Association, Inc., a Maryland Corporation, and that the foregoing By-Laws constitute the original By-Laws, as amended, of said Association, as duly adopted at a meeting of the Board of Directors thereof, held on the \_\_\_\_\_ day of \_\_\_\_\_, 2025

IN WITNESS WHEREOF, I have hereunto subscribed my name this \_\_\_\_\_ day of  
\_\_\_\_\_, 2025.



Stephen V. Cetola  
Secretary