

LIBER 53 PAGE 0073

ARTICLE 7 - POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 7.1. **Powers.** The Board of Directors shall have the power to:

- ISSUE #1
- a. Adopt and publish rules and regulations governing the use of the Common Area and facilities, and the personal conduct of the Members, their families, tenants and guests, and to establish penalties for the infraction thereof.

b. Suspend the voting rights and right to use of the Common Area and recreational facilities of a Member, their families, tenants and guests 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 the Association and not reserved to the Members by other provisions of the Bylaws, the Articles of Incorporation, the Declaration, or the Act.

d. Declare the office of a director to be vacant in the event such director shall be absent from three (3) consecutive regular meetings of the Board of Directors.

e. Employ a manager, an independent contractor, or such other employees and contractors as deemed necessary, and to prescribe their duties.

f. Designate temporary parking spaces upon the Common Area parking lots for use by one or more owners. Any such designation, unless for handicap use, shall result in designation of not less than one space for each Lot.

g. Regulate the parking of vehicles upon the Common Area parking lots, including use of towing procedures to have cars parked in violation of published rules and regulations, the Declaration, or the Bylaws, towed from the Association's property.

h. Appoint an Architectural Control Committee, as provided in the Declaration, and a Nominating Committee, as provided in these By-Laws. In addition, the Board of Directors may appoint other committees as deemed appropriate in carrying out its purpose. All committee members shall be approved by the Board of Directors. Each committee chairman is responsible for reporting the actions of the committee to the Board of Directors personally, or in writing, in a timely manner. The President and the Vice President are considered a members of all committees.

Section 7.2. **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 in the form of corporate minutes.
- b. Supervise all officers, agents, and employees of the Association, and oversee the proper performance of their duties.
- c. as more fully provided in the Declaration, to:

MARKUP #1 ->

MARKUP #1 · CONFLICTS WITH MANDATORY STATE STATUTE BOARD & COUNSEL REVIEW

Sec. 7.2. (p. 7): Voting rights suspension clause lacks Maryland statutory notice, hearing due process, or delinquency safeguards (Md. Code, Real Prop. §§ 11-113, 11B-111.10 (Dispute Settlement Notice & Hearing)).

Statutory / Legal Reference: Md. Code, Real Prop. §§ 11-113, 11B-111.10 (Dispute Settlement Notice & Hearing); Md. Code, Real Prop. Title 11B (Maryland Homeowners Association Act); Md. Code, Corps. & Ass'ns Title 5, Subt. 2

Statutory Comparison: Under Maryland community association and nonprofit corporation statutes (Md. Code, Real Prop. §§ 11-113, 11B-111.10 (Dispute Settlement Notice & Hearing); Md. Code, Corps. & Ass'ns Title 5, Subt. 2), member voting rights are a fundamental corporate governance right and may not be summarily suspended without strict compliance with statutory delinquency thresholds, prior written notice, and an opportunity to be heard.

CURRENT WORDING IN DOCUMENT:
Suspend the voting rights and right to use of the Common Area and recreational facilities of a Member, their families, tenants and guest.; during any period in which such Member shall be in default in the payment of any assessment levied by the Association.

SAMPLE DISCUSSION WORDING (FOR HOA ATTORNEY REVIEW):
Provided that any suspension of voting or membership privileges (to the extent permitted by Maryland law) shall require prior written notice to the Owner, a reasonable opportunity to be heard, and strict compliance with Md. Code, Real Prop. §§ 11-113, 11B-111.10 (Dispute Settlement Notice & Hearing) and Md. Code, Corps. & Ass'ns Title 5, Subt. 2.