

BY-LAWS

PROPERTY OWNERS OF WICOMICO SHORES ASSOCIATION

ARTICLE I

Name

The name of the corporation shall be the Property Owners of Wicomico Shores Association, hereinafter referred to as the Association. The principal office of the corporation shall be located, and meetings of members and directors may be held, at such places within the State of Maryland, County of St. Mary's, as be designated by the Board of Directors .

ARTICLE II

Objectives of the Association

The Association shall be a Maryland corporation not for profit. The purpose of this Association shall be to promote, protect, and foster the general welfare of the property owners of Wicomico Shores Yacht and Country Club. No part of the net earnings of the Association shall inure to the benefit of any private individual or member.

Specific objectives are as follows:

- 6/24/84 a. To promote common good and look after the general welfare of the people of the WSYCC community .
- b. To provide for liaison and communication between the property owners and management of WSYCC.
- 6/24/84 c. To cooperate with management of WSYCC in advancing: the social welfare and common good. of WSYCC .
- 6/24/84 d. Cancel.

ARTICLE III

Definitions

Section 1. "Association" shall mean and refer to the corporation, its successors and assigns.

Section. 2, "Member" shall mean and refer to every property owner who holds a membership in the Association.

Section 3. "Lot" shall mean and refer to any plot of land shown upon any recorded subdivision map, now or hereafter, of the WSYCC.

Section 4. "Owner" shall mean and refer to the record owner of the lot or one who has an executed contract with WSYCC or predecessors for the purchase of a lot, and will exclude lots owned by a developer or builder for the purpose of commercial sale.

Section 5. "Covenants" shall mean and refer to the Covenants, Conditions, and Restrictions applicable to the properties recorded in the office of the Clerk of the Circuit Court of St. Mary' County Maryland.

ARTICLE IV

Membership

Section 1. Membership is limited to owners as defined in Section 4 above. No member, as defined in Section 2 above, shall have more than one vote. In no event shall there be more than one vote per lot regardless of the number of joint owners.

28/76 Section 2. Annual membership dues shall be determined by a majority vote of members represented at the Annual Meeting in person, by proxy or absentee ballot.

27/78 Section 3. In the event any member shall be in default of his/her annual dues for a period of sixty (60) days or longer, his/her voting rights shall be suspended until such dues have been paid. After payment of annual dues voting rights in POWSA, will be reinstated, but the privilege of election to any office or committee of POWSA will be withheld for the period of one year. Annual dues are due and payable January 1 of each year.

ARTICLE V

Board of Directors

Section 1. Number. The affairs of this Association shall be managed by a Board of seven (7) Directors, who must be bonafide member of the Association. In addition, the immediate past-Chairman of the Association shall be an ex officio member of the Board of Directors for advisory purposes.

Section 2. 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. At least seven (7) members in good standing will be nominated from the floor at the regular general membership meeting immediately prior to designated annual meeting. The five (5) members having the highest number of votes will comprise the Nominating Committee. The person receiving the highest number of votes shall be designated chairman of the Nominating Committee.

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Section 3. Slate. The Nominating Committee shall present a slate of one (1) nominee for each office to be filled at the designated annual meeting. Other nominations from the floor will be accepted during the annual meeting. In either event the Nominating Committee and/or the individual member placing names in nomination must have obtained prior approval from the member being nominated for office.

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Section 4. Election. Election to the Board of Directors shall be by secret ballot. At each election the members or proxies may cast their vote. The candidates receiving the highest number of recorded votes for the offices to be filled shall assume office immediately upon election. At annual meetings the number or directors to be elected shall alternate between three

(3) in even-numbered years and four (4) in odd-numbered years except for additional vacancies to be filled. Officers will be chosen by a majority vote of the Board of Directors at their first regular meeting after the election.

In elections the incumbent Board of Directors shall appoint a committee of three (3) judges to supervise the election and tabulate votes. Candidates for office and members of the Board of Directors are not eligible to serve as election judges.

The treasurer shall present a list of those members eligible to vote in the election. A copy of the eligible voters shall be provided to the three (3) election judges.

Each member in good standing may cast one vote for each elective office. Candidates shall have the right to supervise the vote tabulations.

Section 5. Term of Office. Members of the Board of Directors shall hold office for two (2) year terms or until their successors have been duly elected unless they shall sooner resign or shall be removed or otherwise disqualified to serve. No Director shall serve for more than two (2) consecutive terms.

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Section 6. Removal. Any Director may be removed from the

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Board, for cause, by a two-thirds vote of the members of the Association present or represented by proxy. 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 un-expired term of his predecessor.

Section 7. Compensation. No director shall receive compensation for any service he may render to the Association. However any director may be reimbursed for his bonafide actual and necessary expenses incurred in the performance of his duties.

Section 8. Action Taken Without a Meeting of the Board of Directors. The directors shall have the right to take any action in the absence of a meeting of the Board of Directors which they could take at a meeting by obtaining the written approval of all the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

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Section 9. No member of POWSA Board of Directors may be a paid employee of Wicomico Shores Yacht and Country Club management, except upon approval of the Board of Directors and reported at the next general membership meeting.

ARTICLE VI

Meeting of Directors

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held at least quarterly at such place and hour as may be fixed from time to time by resolution of the Board.

Section 2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the Chairman of the Association, or by any four (4) directors, after not less than three (3) days notice to each director.

Section 3. Quorum. A majority of 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 power to:

(a) 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 By-Laws, the Articles of Incorporation, or the Covenants.

(b) 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.

(c) act in the best interests of the Association subject to the approval of a majority of the general membership.

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 of the members.

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

(c) as more fully provided herein, and in the covenants, to:

(1) send, at least thirty (30) days in advance of the due date, written notice of the annual dues as determined by a majority of the membership; and,

(2) issue, or to cause an appropriate officer to issue, upon demand by any member, a certificate setting forth whether or not dues have been paid.

ARTICLE VIII

Committees

Section 1. Committees standing or ad hoc, shall be authorized by either the members at a general or special meeting or by the Board of Directors from time to time as deemed necessary to carry out the work of the Association.

Section 2. Members of these committees shall consist of appointees of the Board of Directors. The number of committee members shall be determined by the Chairman of the Board of Directors. Any member of the Association is eligible to serve on a committee.

Section 3. The committee members shall elect one of the number to serve as chairman. The committee chairman is responsible for the submission of periodic reports to the Board of Directors.

ARTICLE IX

Meeting of Members

Section 1. Annual Meeting. The annual meeting shall be held in September of each year.

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Section 2. Regular Meetings. There shall be two(2) regular meetings per year, one of which will be the annual meeting.

Section 3. Special Meetings. Special meetings of the members may be called at any time by the Chairman or by the Board of Directors, or upon written request of twenty (20) members.

Section 4. Notice of Meetings. Written notice of each meeting shall be given at least fifteen (15) days before such meeting to each member. 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 5. Quorum. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, 20% of the membership shall constitute a quorum for any action. If, however such quorum shall not be present or represented at any meeting the majority members present shall have power to adjourn the meeting.

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 and validated by the secretary no later than the time of voting. Members of the Board of Directors shall be the recipients of all proxy votes.

Section 7. Order of Business. At every meeting of the members, the order of business shall be, so far as is practicable, as follows:

1. Call to order
2. Proof of due notice of meeting or of waivers thereof
3. Determination of a quorum of membership and Board of Directors
4. Reading and disposal of any unapproved minutes of preceding meetings
5. Reports of officers
6. Reports of committees
7. Election of directors, if annual meeting
8. Unfinished business
9. New business
10. Adjournment

ARTICLE X Officers and Their Duties

Section 1. Enumeration of Offices. The officers of this association shall be chairman, vice-chairman, secretary, treasurer, and three (3) members-at-large who shall at all times be members of the Board of Directors. The past-chairman shall serve in an ex officio capacity to provide continuity to each new Board of Directors.

Section 2. Term. The officers of this Association shall hold office for two (2) years unless they resign sooner, or shall be removed, or otherwise disqualified to serve.

Section 3. Resignation and Removal. Any officer may be removed from office for cause by a two-thirds majority of the membership present or represented by proxy. Any officer may resign at any time by giving written notice to the Board, the chairman 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 4. Vacancies. A vacancy in any *office* shall be filled by selection by the members of the Board. The officer shall serve for the remainder of the term of the officer he replaces.

Section 5. Duties. The duties of the officers are as follows:

Chairman

(a) The chairman shall preside at all meetings of the Board of Directors and shall see that the requirements of the By-Laws and orders and resolutions of the Board are carried out.

Vice-Chairman

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

Secretary

(c) The secretary shall record the votes and keep the 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 meetings of the Board of Directors 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

(d) The treasurer shall be responsible for all financial activities of the Association. The treasurer may be bonded by an amount determined by the Board of Directors, the cost of same to be paid by the Association. The treasurer shall receive and promptly deposit all funds in a designated bank and keep proper records of account. The treasurer or chairman shall sign all checks. The treasurer shall submit a treasurer's report at each regular meeting and an independent financial statement at the annual meeting.

(e) The Board of Directors are limited to any single expenditure of \$500 per month; with the exception of mailing and printing costs. Sums in excess of this amount are subject to approval by the general membership.

(f) The members-at-large shall fulfill duties as assigned by a majority of the Board.

ARTICLE XI
Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these By-Laws and any special rules of order the Association may adopt.

ARTICLE XI!

Amendments to these By-Laws may be proposed at any regular or special meeting of the Association. The membership shall be notified of the proposed amendment at least thirty (30) days in advance of the next meeting, and the amendment shall be discussed and voted upon at that meeting. If passed by a two-thirds majority of the quorum of eligible voters and proxies present at said meeting, the amendment shall become a part of these By-Laws.

ARTICLES OF INCORPORATION
OF
PROPERTY OWNERS OF WICOMICO SHORES ASSOCIATION, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland December 29, 1975 at 8:30 o'clock A.M. as in conformity
with law and ordered recorded.

A 46843

2241

Recorded in Liber folio , one of the *262* Charter Records of the State Department of Assessments and
Taxation of Maryland.

Bonus tax paid \$20.00-----Recording fee paid , \$15.00-----

To the clerk of the Circuit Court of St. Mary's County

IT IS HEREBY CERTIFIED, that the within instrument, together with all Endorsements thereon, has been received, approved and recorded by the
State Department of Assessments and Taxation of
Maryland.

AS WITNESS my hand and seal of *Richard H Keller* the said Department
at Baltimore.



ARTICLES OF INCORPORATION
OF
PROPERTY OWNERS OF WICOMICO SHORES ASSOCIATION, INC.

ARTICLE ONE

Incorporators

The subscribers, Peter T. Castello, whose post office address is Route 1, Box 337, Waldorf, Maryland 20601, Melvin S. Reed, whose post office address is Route 3, Box 2 06-E , Mechanicsville, Maryland 20659, and June Goldberg, whose post office address is 6309 -94th Avenue, Seabrook, Maryland 20801, being at least 21 years of age, do hereby form a corporation under the general laws of the State of Maryland.

ARTICLE TWO

Name

The name of the corporation is **PROPERTY OWNERS OF WICOMICO SHORES ASSOCIATION, INC.**

ARTICLE THREE

Purpose

The purposes for which the corporation is formed is to promote, protect and foster the general welfare of the property owners of Wicomico Shores Yacht and Country Club , and specifically to work toward the goal of complete development of the said Club in order that the members may enjoy full utilization of their property and of the Club facilities.

This Corporation is not organized for a pecuniary profit. It shall not have any power to issue certificates of stock or declare dividends, and no part of its net earnings shall inure to the benefit of any member, director or individual.

ARTICLE FOUR

Principle office and Resident Agent

The post office address of the principle office of the Corporation in Maryland is Route 3, Box 206-E, Mechanicsville, Maryland 20659. The

resident agent of the Corporation is Peter T. Castello, whose post office address is Route 1, Box 337, Waldorf, Maryland 20601. Said resident agent is a citizen of the State of Maryland and actually resides therein.

ARTICLE FIVE

Stock

The Corporation shall be nonstock , and no dividends or pecuniary profits shall be declared or paid to the members thereof.

ARTICLE SIX

Directors

The number of directors of the Corporation shall be seven which number may be increased or decreased pursuant to the bylaws of the Corporation but shall never be less than three. The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and take office are:

Peter T. Castello
Melvin S. Reed
Leo R. King
June Goldberg
Bertram R. Wilson
Arthur Mielke
John J. White

ARTICLE SEVEN

Powers

The Directors shall have all the powers now or hereafter conferred by the laws of the State of Maryland upon corporations organized pursuant to the laws under which the Corporation is organized and any and all acts amendatory thereof and supplemental thereto.

ARTICLE EIGHT

Membership

The conditions and regulations of membership and the rights and other privileges of membership shall be determined and fixed by the bylaws.

ARTICLE NINE

Duration

The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation

on the 16th day of December, 1975.

Peter T. Castello
Peter T. Castello

Melvin S. Reed
Melvin S. Reed

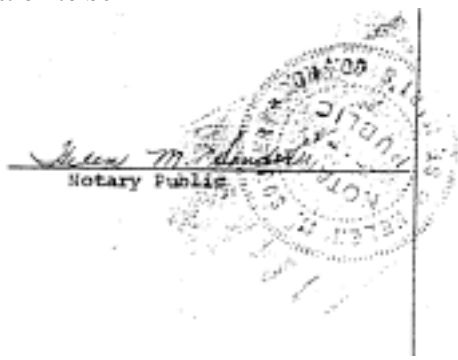
June C. Goldberg
June C. Goldberg

STATE OF MARYLAND, COUNTY OF St. Mary's to wit:

I HEREBY CERTIFY, that on this 16th day of December, 1975, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared PETER T. CASTELLO, MELVIN S. REED and JUNE GOLDBERG,

and severally acknowledged the forgoing Articles of Incorporation to be their respective acts.

WITNESS my hand and Notarial Seal.



My Commission Expires: 7/1/78