

Bylaws

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BY-LAWS

ST. MARTIN'S BY THE BAY. HOMEOWNERS ASSOCIATION

ARTICLE I Members

SECTION 1.01. ANNUAL MEETINGS. The Association shall hold each year, commencing with the year 1986, an annual meeting of the members for election of directors to serve for three years, and the transaction of any business within the powers of the Association, at 1:00 o'clock P.M., on the second Saturday in February in each year, unless a holiday, and if a holiday, then on the next Saturday. Any business of the Association may be transacted at the annual meeting without being specially designated in the notice. Failure to hold an annual meeting at the designated time shall not, however, invalidate the corporate existence or effect otherwise valid corporate acts.

SECTION 1.02. SPECIAL MEETINGS. At any time in the interval between annual meetings, special meetings of the members may be called by the Chairman of the Board or by majority of the Board of Directors by vote at a meeting or in writing with or without a meeting.

SECTION 1.03. PLACE OF MEETINGS. All meetings of members shall be held at a place designated by the Board of Directors. All meetings shall be held within the State of Maryland.

SECTION 1.04. NOTICE OF MEETINGS. Not less than ten days nor more than ninety days before the date of every Association meeting, the Chairman shall give to each member entitled to vote at such meeting, written or printed notice stating the time and place of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, by mail. Such notice shall be deemed to be given when deposited in the mail, with postage prepaid, addressed to the member at his post office address as it appears on the records of the Association.

SECTION 1.05. QUORUM. At any meeting of members the presence in person of members entitled to cast 10% of the votes thereat shall constitute a quorum. In the absence of a quorum the members present in person, by majority vote and without notice other than by announcement, may adjourn the meeting from time to time until a quorum shall attend.

SECTION 1.06. VOTES REQUIRED. A majority of the votes cast at a meeting of members, duly called and at which a quorum is present shall be sufficient to take or authorize action upon any matter which may properly come before the meeting. Each member, regardless of class, shall be entitled to one vote on each matter submitted at a meeting of members; but no member shall be entitled to any vote:

- (i) if any dues established by the Board of Directors and payable by such member are due and unpaid at the time of

such meeting;

- (ii) if any special assessment established by the Board of Directors and payable by such member is due and unpaid at the time of such meeting; or
- (iii) if such member, as determined by the Board of Directors, shall be, at the time of such meeting, in violation of any of the ST. MARTIN'S BY THE BAY Restrictions contained in the Declaration of Covenants, Conditions, Restrictions, Reservations, Easements, Charges, and ASSESSMENTS, DATED THE 6TH DAY OF March, 1984, and filed for recording among the Land Records of Worcester County, Maryland.

SECTION 1.07A. VOTES TO BE CAST IN PERSON. Except as specified in this Section 1.07A and in the next succeeding Section 1.07B, no member shall be entitled to assign his right to vote, by power of attorney, by proxy or otherwise, and no vote shall be valid unless cast in person by the individual member, provided however, that members unable to attend a meeting at which Directors of the Association are to be elected, shall be entitled to file a written vote under procedures set forth in this Section 1.07A. Any member unable to attend a meeting of the type specified in the preceding sentence may vote for the election of Directors of the Association by sending a written letter addressed to the Chairman of the Board stating (i) that the member will be unable to attend the meeting in question and (ii) that he casts his vote for the individual or individuals listed in the letter. If such a letter is received by the Board of Directors of the Association on or before the day of the meeting, the ballot embodied in the letter shall have the same force and effect as if the party sending the same had voted in person.

SECTION 1.07B. PROXY. On any matter submitted to the members for vote, other than elected of Directors, or as restricted in the Declaration of Covenants, Conditions, Restrictions, Reservations, Easements, Charges and Assessments, dated the 6th day of March 1984, and filed among the land records of Worcester County, Maryland, any member entitled to vote may cast a vote without attending the meeting in question by either of the following procedures, may at his election:

(i) sign a written proxy designating a particular individual to cast the member's vote on any issue coming before a particular meeting (other than the aforesaid excluded matters), which proxy shall be valid only with respect to the meeting specified therein; or

(ii) file a written statement with the Board of Directors prior o the meeting in question, specifying the issue on which the member intends to vote (other than the aforesaid excluded matters) and that the member votes for or against the same.

Any vote cast under either of the procedures set forth in this Section 1.07B shall have the same force and effect as if the member in question had appeared at the meeting and cast his vote in person.

SECTION 1.08. LIST OF MEMBERS. At each meeting of members a full, true and complete list in alphabetical order of all members entitled to vote at such meeting, certifying the number of votes to which each such member is entitled, shall be furnished by the Chairman of the Board of Directors.

SECTION 1.09. MEMBERS. The qualification for membership shall be as stated in the Declaration of Covenants, Conditions, Restrictions, Reservations, Easements, Charges and Assessments, dated 6th day of March 1984, and filed among the land records of Worcester County, Maryland . The Association shall have as members only Owners of real property shown upon any recorded subdivision map of the St. Martin 's by the Bay except any part of the common element.

SECTION 1.10. VOTING RIGHTS. Each member of the Association shall have one vote, subject to the following exceptions and conditions:

- (i) If any member owns or holds more than one "Unit" (in

accordance with the terms of Section 1.09 hereof) such member, subject to the provision of this article, shall be entitled to one vote for each such Unit.

(ii) When any such Unit is owned or held by more than one member as tenants by the entireties, or in joint tenancy or tenancy in common or any other manner of joint or common ownership or interest, such members shall collectively be entitled to only one vote relative to such Unit, and if such members cannot jointly agree as to how that vote should be cast, no vote shall be allowed with respect to such Unit.

(iii) Except as specified in this Section, no member shall be entitled to assign his or her right to vote, by power of attorney, by proxy or otherwise.

SECTION 2.01. POWERS. The business and affairs of the Association shall be managed by its Board of Directors. The Board of Directors may exercise all powers of the Association, except such as are by statute or by character conferred upon or reserved to the members. The Board of Directors shall keep full and fair accounts of its transactions.

SECTION 2.02. NUMBER OF DIRECTORS. The number of directors of the Association shall be five. By vote of the majority of the entire Board of Directors, the number of directors may be increased or decreased, from time to time, to not exceeding fifteen nor less than five directors, but the tenure of office of directors shall not be affected by any decrease in the number of directors so made by the Board.

SECTION 2.03. ELECTION OF DIRECTORS. Until the first annual meeting of members or until successors are duly elected and qualified, the Board shall consist of the persons named as such by the Declarant of the declaration of Covenants, Conditions, Restrictions, Reservations, Easements, Charges and Assessments, dated 6th day of March 1984, and filed among the land records of Worcester County, Maryland. At the first annual meeting of members and at each annual meeting thereafter, the members shall elect directors to hold office for three-year terms or until their successors are elected and qualified. At any meeting of members, duly called and at which quorum is present, the members entitled to vote thereon;

remove any director or directors from office and may elect a successor or successors to fill any resulting vacancies for the unexpired term(s) of the removed director(s).

SECTION 2.04. VACANCIES. Any vacancy occurring in the Board of Directors for any cause other than by reason of an increase in the number of directors may be filled by the majority of the remaining members of the Board of Directors, even though such majority may be less than a quorum. Any vacancy occurring by reason of an increase in the number of directors may be filled by action of a majority of the entire Board of Directors. A director elected by the Board of Directors to fill a vacancy shall be elected to hold office until the next annual meeting of members or until his successor is elected and qualified.

SECTION 2.05. REGULAR MEETINGS. After each meeting of members at which the Board of Directors shall have been elected, the Board of Directors so selected shall meet as soon as practicable for the purpose of organization and the transaction of other business, at such time as may be designated by the members at such meeting. Regular meetings of the Board of Directors shall be held on such dates and places within the State of Maryland as may be designated from time to time by the Board of Directors.

SECTION 2.06. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called at any time by the Chairman of the Board or by a majority of the Board of Directors by vote at a meeting, or in writing with or without a meeting. Such special meeting shall be held at such place or places within the State of Maryland as may be designated from time to time by the Board of Directors. In the absence of such designation such meeting shall be held at such places as may be designated in the calls.

SECTION 2.06. NOTICE OF MEETING. Except as provided in Section 2.05, notice of place, day and hour of every regular and special meeting shall be given to each director at least two days before the meeting, delivering the same to him personally, or by sending the same to him by telegraph, or by mailing such notice at least ten days before the meeting, postage prepaid, and addressed to him at his last known post office address, according to the records of the Association. 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 thereat. Any meeting of the Board of Directors, regular or special, may adjourn from time to time to reconvene at the same or some other place, and no notice need be given of any such adjourned meeting other than by announcement.

SECTION 2.07. QUORUM. At all meetings of the Board of Directors, a majority of the entire Board of Directors shall constitute a quorum for the transaction of business. In the absence of a quorum, the directors present by majority vote and without notice other than by announcement may adjourn the meeting from time to time until a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified.

SECTION 2.08. COMPENSATION. Directors as such shall not receive any compensation for their services.

ARTICLE III Committees

SECTION 3.01. COMMITTEES. The Board of Directors may by resolution provide for an Executive Committee and for such standing or special committees as it deems desirable, and discontinue the same at pleasure. Each such committee shall have such powers and perform such duties, not inconsistent with law, as may be assigned to it by the Board of Directors.

ARTICLE III Officers

SECTION 4.01. CHAIRMAN. The Board of Directors shall in each year elect a Chairman of the Board from among the directors. The Chairman shall be present and shall and may exercise such additional powers and duties as are from time to time assigned to him by the Board of Directors.

SECTION 4.02. SECRETARY. The Secretary shall keep the minutes of the meetings of the members, and the Board of Directors, he shall see that all notices are duly given in accordance with the provisions of the by-laws or as required by law; he shall be custodian of the records of the Association; and in general, he shall perform all duties incident to the office of Secretary of a corporation.

SECTION 4.03. TREASURER. The treasurer shall have charge of and be responsible for all funds, receipts and disbursements of the Association, and shall deposit, or cause to be deposited, in the name of the Association, all monies or other valuable effects in such banks, trust companies or other depositories as shall, from time to time, be selected by the Board of Directors; he shall render to the Board of Directors whenever requested, an account of the financial condition of the Association, and, in general, he shall perform all duties incidental to the office of the Treasurer of a corporation.

ARTICLE V. Finance

SECTION 5.01. ASSESSMENT. The Board of Directors shall establish and collect an annual assessment from the members as specified in ARTICLE VI of the Declaration of Covenants, Conditions, Restrictions, Reservations, Easements, Charges and Assessments, dated the 6th day of March, 1984, and filed among the land records of Worcester County, Maryland.

SECTION 5.02. CHECKS, DRAFTS, ETC. All checks, drafts and orders for payment of monies, notes, and other evidence of indebtedness, issued in the name of the Association, shall unless otherwise provided by resolution of the Board of Directors, be signed by the Treasurer and counter signed by the Chairman of the Board.

SECTION 5.03. ANNUAL REPORT. There shall be prepared annually by the Treasurer, a full and correct statement of the affairs of the Association, including a balance sheet and a financial statement of operations for the preceding year, which shall be submitted at the annual meeting of the members and filed within twenty days thereafter at the Association principal office in this state.

SECTION 5.04. FISCAL YEAR. The fiscal year of the Association shall be the twelve calendar months period ending December 31st of each year, unless otherwise provided by the Board of Directors.

ARTICLE VI Property Rights

SECTION 6.01. RIGHTS. Every member shall have a right and easement of enjoyment in and to Association Land. All such rights and easements are subject to the right of the Association By-Laws:

- (i) to limit the number of guests of members in or upon any Association Land or any facilities situated upon Association Land;

- (ii) to charge reasonable admission and other fees for the use of any recreational facilities situated upon Association Land;

- (iii) to suspend the voting rights and rights to use of any such recreational facilities by a member for any period during which any dues or assessment remain unpaid or during which a violation of the Restrictions exists; and for a period not exceeding 30 days for any infraction of rules and regulations adopted and promulgated by the Association.

SECTION 6.02. GUESTS. A member's right of enjoyment in Association Land

shall be automatically extended to all members of his immediate family residing on any part of the property. No guests shall be entitled to exercise such right of enjoyment or to any use of Association Land except as provided in, and subject to, such regulations as may be promulgated by the Association Board.

ARTICLE VII Covenants for Maintenance

SECTION 7.01. MAINTENANCE. Each Owner shall keep all Lots owned by him, and all improvements therein or thereon, in good order and repair, including but not limited to, the seeding, watering and mowing of all lawns, the pruning and cutting of all trees and shrubbery and the painting (or other appropriate external care) of all buildings and other improvements, all in a manner and with such frequency as is consistent with good property management. If, in the opinion of the Board of Directors any owner fails to perform the duties imposed by the preceding sentence, the Board of Directors, after approval by two-thirds (2/3) of the members of the Board of Directors, and after fifteen (15) days' written notice to the owner to remedy the condition in question, the Board of Directors shall have the right, through its agents and employees, to enter upon the Lot in question and repair, maintain, repaint, and restore the lot or such improvements and the cost thereof shall be a binding, personal obligation of such owner as well as a lien (enforceable in the same manner as a mortgage) upon the Lot in question.

SECTION 7.02. LIEN. The lien provided in Section 7.01 hereof shall not be valid as against a bona fide purchaser (or bona fide mortgage) of the Lot in question unless a suit to enforce said lien shall have been filed in court of record in Worcester County prior to the recordation among the Land Records of the deed (or mortgage) conveying the Lot in question to such purchaser (or subjecting the same to such mortgage).

ARTICLE VIII. Architectural Control

SECTION 8.01. APPROVALS. The affirmative vote of the majority of the Board of Directors shall be required in order to adopt or promulgate any rules or regulations, or to make any findings, determinations, ruling or order, or to issue any permit, authorizing or approval pursuant to directives or authorizations contained herein. Any approval by the Board of Directors of any plans and specifications submitted under this Article, or the granting of any approval, permit or authorization in accordance with the terms of hereof, shall be final and binding.

SECTION 8.02. RESTRICTIONS. No structure shall be commenced, erected, placed on to or permitted to remain on any Lot, nor shall any existing Structure upon any Lot, nor shall any existing Structure upon any Lot be altered in any way which materially changes the exterior appearance thereof, nor shall any new use be commenced on any Lot, unless plans and specifications (including a description of any proposed new use) therefore shall have been submitted to and approved in writing by the Board of Directors. Such plans and specifications shall be in such form, and shall contain such information, as may be required by the Board of Directors, but in any event shall include (i) a site plan of the Lot showing the nature, exterior color scheme, kind of shape, height, materials and locations with respect to the particular Lot (including proposed front, rear and side set backs and free spaces, if any are proposed) of all Structures, the location thereof with reference to Structures on adjoining portions of the property, and the number and locations of all parking spaces and driveways on the Lot; and (ii) grading plan for the particular Lot.

SECTION 8.03 DISAPPROVAL. The Board of Directors shall have the right to disapprove any plans and specifications submitted hereunder because of any of the following:

- (i) the failure of such plans or specifications to comply with any of the Restrictions;
- (ii) failure to include information in such plans and specifications as may have been reasonably requested;
- (iii) objection to the exterior design, appearance or materials of any proposed Structure;
- (iv) incompatibility of any proposed Structure or use with existing Structures or uses upon other Lots in the vicinity;
- (v) objection to the grading plan for any Lot;

- (vi) objection to the color scheme, finish, proportions, style of architecture, height, bulk or appropriateness of any Structure;

- (vii) any other matter which, in the judgment of the Board of Directors, would render the proposed Structure, Structures or uses inharmonious with the general plan of improvement of the property or with Structures or uses located upon other Lots in the vicinity.

In any case where the Board of Directors shall disapprove of any plans and

specifications submitted hereunder, or shall approve the same only as modified, the applicant shall be notified, in writing, by the Board of Directors of the reasons upon which such action was based. In any such case the Board of Directors shall, if requested, make reasonable efforts to assist and advise the applicant in order that an acceptable proposal can be prepared and submitted for approval

SECTION 8.04 APPROVED ARCHITECTURAL CHANGES. Upon approval by the Board of Directors of any plans and specifications submitted hereunder, one copy of such plans and specifications, as approved, shall be deposited for permanent record with the Board of Directors, and a copy of such plans and specifications bearing such approval, in writing, shall be returned to the applicant submitting the same.

SECTION 8.10. ARCHITECTURAL RULES. The Board of Directors may promulgate rules governing the form and content of plans to be submitting for approval or requiring specific improvements on Lots, including, without limitation, exterior lighting and planting, and may issue statements of policy with respect to approval or disapproval of the architectural style or details, or other matters which may be presented for approval. Such rules and such statements of policy may be amended or revoked by the Board of Directors at any time, no inclusion in, omission from or amendment of such rule or statement shall be deemed to bind the Board of Directors to approve or disapprove any feature or matter subject to approval, or to waive the exercise of the Board of Directors' discretion as to any such matter, but no change of policy shall affect the finality of any approval granted prior to such change. Approval for use on any Lot of any plans or specifications shall not be deemed a waiver of the Board of Directors' right, at its discretion, to disapprove such plans or specifications or any of the features or elements included therein if such plans, specifications, features or elements are subsequently submitted for use on any Lot or Lots. Approval of any such plans and specifications relating to any Lot, however, shall be final as to that Lot and such approval may not be revoked or rescinded thereafter, provided.

- (i) that the Structure or uses shown or described on or in such plans and specifications do not violate any specific prohibition contained in the Declaration of Covenants, Conditions, Restrictions, Easements, Charges and Assessment, and
- (ii) that the plans and specifications, as approved, and any conditions attached to any approval, have been adhered to and complied with in regard to all Structures on uses of the Lot in question.

In the event that the Board of Directors fails to approve or disapprove any plans and specifications as herein provided within one hundred twenty (120) days after submission thereof, the same shall be deemed to have been approved, as submitted, and no further action shall be required.

SECTION 8.11. NONCOMPLIANCE. If any structures shall be altered, erected, placed, or maintained upon any Lot, or any new use commenced on any Lot, otherwise than in accordance with plans and specifications approved by the Board of Directors pursuant to the provision of this Article VIII, such alteration, erection,

maintenance or use shall be deemed to have been undertaken in violation of this Article VIII and without the approval required herein, and, upon written notice from the Board of Directors, any such Structure so altered, erected, placed or maintained upon any Lot in violation hereof shall be removed or realtered, and any such use shall be terminated, so as to extinguish violation.

If fifteen (15) days after the notice of such violation the Owner of the Lot upon which such violation exists shall not have taken reasonable steps toward the removal or termination of the same, the Board of Directors shall have the right, through its agents and employees, to enter upon such Lot and to take such steps as may be necessary to extinguish such violation and the cost thereof shall be binding, personal obligation of such Owner as well as a lien (enforceable in the same manner as mortgage) upon the Lot in question. The lien specified in this section shall be enforced in the same manner as stated in Article VII, Section 7.01 and in Section 7.02.

SECTION 8.12.COMPLIANCE. Upon completion of the construction or alteration of any structure in accordance with the plans and specifications approved by the Board of Directors, The Board of Directors shall issue a certificate of compliance in form suitable for recordation, identifying such structure and the Lot on which such structure is placed, and stating that the plans and specifications, the location of such structure and the use or uses to be conducted thereon have been approved and such structure complies therewith. Any certificate of compliance issued in accordance with the provision of this Section 9.12 shall be prima facie evidence of the facts therein and for value, or as to any title insurer, such certificate shall be conclusive evidence that all Structures on the Lot, and the use or uses described therein comply with all requirements of this Article IX, and with other requirements as to which the Board of Directors exercises any discretionary or interpretive powers.

SECTION 8.13 APPLICATION FEES. The Board of Directors may charge and collect a reasonable fee for the examination of any plans and specifications submitted for approval pursuant to this Article VIII, payable at the time such plans and specifications are submitted, provided, that such fee shall not exceed fifty per cent (50%) of the amount chargeable by the appropriate governmental authority for the application for processing of building permits for structures on the Lot with regard to which such plans and specifications are submitted.

SECTION 8.14 INSPECTIONS. Any agent of the Board of Directors may at any reasonable time or times enter upon and inspect any Lot and any improvements thereon for the purpose of ascertaining whether the maintenance of such Lot and maintenance, construction, or alteration of structures thereon are in compliance with the provision hereof; and neither the Association, nor the Board of Directors nor any such agent shall be deemed to have committed a trespass or other wrongful act by reason of such entry or inspection.

ARTICLE IX General Restrictions

SECTION 9.01. RESTRICTIONS. Without the prior approval of the Board of Directors:

- (a) No previously approved Structure shall be used for any purpose other than that for which it was originally designed;

- (b) No Lot shall be spilt, divided, or subdivided for sale, resale, gift, transfer, or otherwise;

- (c) No facilities, including poles and wires, for the transmission of electricity, telephone message and the like shall be placed or

maintained above the surface of the ground on any Lot, and no external or outside antennas of any kind shall be maintained; and

- (d) No boat, boat trailer, house trailer or any similar items shall be stored in the open on any Lot.

SECTION 9.02. ANIMALS. No birds, animals, or insects shall be kept or maintained on any Lot except for domestic purposes. Under no circumstances shall any commercial or business enterprise involving the use of animals be conducted on the Property without the express written consent of the Board of Directors.

SECTION 9.03. TEMPORARY STRUCTURES. No temporary building, trailer, garage, building (or other structure) under construction shall be used, temporarily or permanently, as a residence on any Lot.

SECTION 9.04. STORAGE. No lumber, metals, materials, refuse or trash shall be kept, stored, or allowed to accumulate on any Lot, except building materials during the course of construction of any approved structure.

SECTION 9.05. MINING. No water pipe, gas pipe, sewer pipe or drainage pipe shall be installed or maintained above the surface of the ground on any Lot, except hoses and moveable pipes used for irrigation purposes. No Lot shall be used for the purpose of boring, mining, quarrying, exploring for or removing oil or other hydrocarbons, earth, gravel, or minerals.

SECTION 9.06. WATERFRONT AREAS AND WATERWAYS. Any Lot which shall abut upon any lake, stream, river, canal or other waterways (hereinafter collectively referred to as "waterways") shall be subject to the following additional restrictions:

- (a) No wharf, pier, bulkhead, or other structure or obstruction shall be built or maintained upon any waterfront site or into or upon any waterways on the Property or adjacent thereto except with the specific written approval of the Board of Directors. In no event shall any such structure or obstruction be permitted if it is deemed to offer any threat whatsoever to the safe and convenient use of such Waterways as a recreation facility.

- (b) No boat canal shall be constructed upon any Lot nor shall any facility or device be constructed or installed upon any Lot which shall in any way alter the course of or natural boundaries of any waterway or which shall involve or result in the removal of water from any waterways.
- (c) No boats, boat railways, hoists, launching facilities or any similar type of structures or equipment shall be installed, constructed or maintained upon any Lot, nor shall any boat or boat trailer be stored on any Lot in such manner as to be visible from surrounding properties, streets, or from the abutting Waterways.
- (d) No garbage, trash, or other refuse shall be dumped into any Waterway on the Property.

- (e) All boats, boat trailers shall be stored and maintained at the Marina, or in areas designated by the Board of Directors.

ARTICLE X General

SECTION 10.01. INTENT. No Restriction herein is intended to be, or shall be constructed as, a condition subsequent or as creating a possibility of reverter.

SECTION 10.02. LEGAL DETERMINATION. The determination by a court that any provision hereof is invalid for any reason shall not affect the validity of any other provision hereof.

SECTION 10.03. THE HEADINGS. The heading of the Articles and Sections herein are for convenience only and shall not affect the meanings or interpretation of the

contents thereof.

ARTICLE XI
Sundry Provisions

SECTION 11.01. SEAL. The Board of Directors shall provide a suitable seal, bearing the name of the Association, which shall be in charge of the Secretary.

SECTION 11.02. AMENDMENTS. Any and all provisions of these by-laws may be altered or replaced and new by-laws may be adopted by any annual meeting of the members, or at any special meeting called for hat purpose.