



PONDER COVE BEACH CLUB
Edgewater, Maryland

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BY-LAWS

PONDER COVE BEACH CLUB, INC.

ARTICLE I - PURPOSE OF THE CORPORATION

Section 1. The name of this community corporation shall be “Ponder Cove Beach Club, Inc.” hereinafter also referred to as “PCBC.”

Section 2. The PCBC was incorporated under the laws of the State of Maryland, June 8, 1956, to take title to certain land in Ponder Cove, known as the beach, parking area, picnic area, and piers, given to it upon recommendation of Paul D. Crandall, President of Penwood Corporation, developers of Ponder Cove, and recorded by Deed dated August 21, 1951, subject to certain covenants and restrictions.

Section 3. The purpose of PCBC is to manage its property to maintain all rules, regulations, covenants, and restrictions contained in the Deed mentioned above, and also contained in the Deed of Restrictions recorded July 28, 1951, among the Land Records of Anne Arundel County, Maryland, as contained in APPLICATION FOR PURCHASE signed by all lot owners of Ponder Cove. To promote the general comfort, health, convenience, and well-being of its members and the community through and by its Board of Directors, it is generally understood that the covenants and restrictions mentioned above apply to all property owned or acquired by PCBC.

Section 4. Ponder Cove is a subdivision in Mayo, Maryland, on Whitemarsh Creek, consisting of approximately one hundred (100) acres of land, more or less, containing recorded lots and unrecorded parcels numbered from one (1) to twenty-six (26) as shown on the recorded plat. Parcels may be subdivided into lots or sold as parcels.

ARTICLE II - DEFINITIONS

- “The Club” means the Ponder Cove Beach Club, Inc., or PCBC.
- “Active Member” is a person who has timely paid all prescribed fees and dues and has in addition met all membership requirements. Such person is entitled to all rights and privileges of the Club.
- “Renter” is a person who rents or leases property in the Ponder Cove community from the property owner thereof.

- “Delinquent Member” is a member whose dues are not paid within eighteen (18) months of the due date. Such member is not entitled to any rights or privileges of the Club.
- “Inactive Member” is a member who has attained active member status and has not paid prescribed dues within three (3) months of the due date. Such person is not entitled to any rights or privileges of the Club.
- “Guest” is a person who is not a resident of the Ponder Cove community and does not own in aforesaid community.

ARTICLE III - MEMBERSHIP

Section 1. The membership of the PCBC shall consist of adult owners of property in the Ponder Cove Subdivision, but only after the prospective member’s application has been submitted to the Board of Directors. This shall apply to present lot owners and to all future lot owners of recorded lots.

Section 2. Any member who, for any reason, sells or transfers all of his/her property in Ponder Cove to others, automatically cancels his/her membership in the PCBC.

Section 3. Membership fees and annual dues in the PCBC shall be as prescribed in the standing rule applicable hereto.

Section 4. Any member whose dues are not paid within eighteen (18) months of due date will be considered delinquent. Such member will be given thirty (30) days’ written notice by certified mail to pay dues in full. If dues are not paid within said thirty (30) day period, his/her membership will be cancelled. If he/she desires to rejoin the Club, initial membership fees must be paid.

Section 5. Members who pay dues and assessments levied by the Board of Directors of PCBC and abide by all rules, regulations and by-laws of the organization, as herein set forth or shall later be adopted, have use of the beach facilities owned by PCBC.

Section 6. One active membership in the Club entitles that membership to one vote at all meetings of the PCBC. However, in the case of co-owners of property, whether co-ownership be husband and wife, or joint owners, each recorded property owner may obtain a separate, active membership allowing full voting privileges upon payment of prescribed membership dues for each such co-owner.

Section 7. Each active member is entitled to only one vote regardless of the number of properties such member may own in the Ponder Cove community.

ARTICLE IV - MEETINGS

Section 1. Meetings of the members of PCBC shall be held on the premises or area designated by the Board of Directors, upon written notice from the Board of Directors, stating the date and time, and distributed to each member in person or sent by United States mail, addressed to the member(s) at his/her mailing address as it appears on the books of the Club, at least fifteen (15) days prior to the date of the meeting.

Section 2. There shall be at least one (1) annual meeting of the members during the months of April through July. Other meetings, special or regular, may be called by the Board of Directors at their discretion. At the annual meeting, all officers and committee chairs shall submit their annual reports.

Section 3. Special meetings may be called by the members by presenting to the President or Secretary of the Board of Directors a petition signed by not less than twenty-five (25) percent of the active members of the Club. The purpose and object shall be stated in the petition. No business, other than that stated in the petition, shall be transacted at a special meeting.

Section 4. A quorum at the annual, regular or special meetings of the PCBC shall consist of not less than twenty-five (25) percent of the active memberships of the Club.

Section 5. In the event a quorum is not present at the annual, regular or special meeting, the meeting shall be adjourned by the presiding officer. A new meeting, arranged in accordance with Section 1 above shall be held within thirty (30) days of the adjourned meeting.

Section 6. The order of business at the annual, regular or special meetings shall be as follows:

- (a) Roll call to establish a quorum is present
- (b) Reading notice of meeting.
- (c) Reading and approval of minutes of last meeting.
- (d) Reading of correspondence and bills.
- (e) Reports of directors, officers and committee chairs.
- (f) Unfinished business and new business.
- (g) Adjournment.

The above may be changed by the presiding officer provided no objections are voiced by a majority of the members present.

Section 7. Tellers may be appointed by the presiding officer to count hands or written ballots when this seems necessary in the opinion of the presiding officer or the majority present.

Section 8 - Renters. Rights as active members of PCBC will be extended to renters subject to the following provisions:

- (a) An application including the initial fee must be made by the property owner.

- (b) Upon approval of said application by the Board of Directors, the property owner will be so notified and further advised that the annual fee is then due.
- (c) The property owner next forwards to the Board the annual fee together with notification that his/her membership rights should be accorded his/her renter. Upon approval of said renter by the Board of Directors, both the owner and the renter are so notified.
- (d) Renters will not have voting rights; however, the property owner may reserve voting rights unto himself/herself in the letter to the Board requesting transfer of membership rights to the renter.
- (e) Only one party, either the property owner or the renter, may be an active member at a given time.
- (f) New renters may be substituted by the property owner without payment of an additional initiation fee as long as the membership does not lapse. In any event, all renters must be approved by the Board of Directors.

ARTICLE V - ELECTIONS

Section 1. All directors, officers and committee chairs must be active members at the time of their appointment and during their respective terms of office.

Section 2. At least six (6) weeks prior to the annual meeting, the Board of Directors may appoint from outside the Board of Directors a nominating committee consisting of one active member from each geographical quarter of the Ponder Cove community, if possible. A list of candidates shall be submitted by the nominating committee in time to include the list in the meeting notice at which elections will take place. It should be noted, the appointment of a member to the nominating committee does not preclude that member's candidacy for office. After the candidates have been placed before the members at the meeting, the presiding officer shall call for nominations from the floor.

Section 3. All elections shall be determined by plurality. Voting shall be by voice or secret ballot. No person shall be elected by absentee vote or vote by proxy.

Section 4. Procedure to be followed by election of the new Board of Directors:

- (1) At time of election of the new Board, said Board shall confer and set a date for a meeting to elect new Board officers. Such election meeting shall take place within two (2) weeks of the date of election of the new Board.
- (2) During the time span between the election of the new Board and the turnover of powers and duties to the new Board (as hereafter set forth), the outgoing officers shall serve in their duly designated roles to assure smooth operation of the Club.

- (3) At the election of new officers, the following offices should be filled:
 - (a) President
 - (b) Vice President
 - (c) Treasurer
 - (d) Vice Treasurer
 - (e) Secretary
- (4) Upon completion of the elections specified in paragraph (3), the incoming President shall contact the outgoing President within seven (7) days and make arrangements for transition of information, documents, etc., between incoming officers and their outgoing counterparts. Such transition must be completed within three (3) weeks of the new Board's election of officers.
- (5) The incoming President shall, within three (3) weeks of said transition, convene the first meeting of the incoming Board to proceed with the smooth operation of Club business.

ARTICLE VI - BOARD OF DIRECTORS

Section 1. There shall be elected five (5) directors of the Club elected by the active membership at the annual meetings who shall constitute the Board of Directors of the Club. The term of office for a Board member shall be two (2) years. Two Board members shall be elected one (1) year, and three (3) Board members elected the following year, and this procedure shall follow in sequence. Board members shall assume their respective offices in accordance with ARTICLE V, Section 4. Vacancies arising in the Board of Directors between the annual elections shall be filled by the Board of Directors within thirty (30) days of the time the vacancy occurs by appointment from the active membership of the Club. Time serve in filling such vacancies shall not be counted for election eligibility purposes unless in excess of six (6) months.

Section 2. No Board member or officer of the Club shall receive compensation for his/her duties as such except the Secretary, who may be paid a salary designated by the Board of Directors.

Section 3. Board members shall serve until their successors are elected and qualified. See ARTICLE V, Section 4.

Section 4. Regular meeting of the Board of Directors may be set by the Board members, and written notice of such regular meetings shall not be necessary unless otherwise provided by action of the Board of Directors.

Section 5. Special meetings of the Board of Directors may be held upon call by the President or upon the call of any three (3) members of the Board of Directors by prior notice to each Board member.

Section 6. A majority of the Board members in office shall constitute a quorum at regular and special meetings of the Board of Directors.

Section 7. Any three (3) members of the Board of Directors, or forty (40) percent of the active members of the Club may petition for the removal of any Board member from his office. Such petition shall be submitted in writing to the President or to the Secretary, and shall specify the charges which can only be for malfeasance of office or dishonesty. Upon receipt of such petition, the President and Secretary shall deliver a true copy of the charges to the Board member sought to be removed. Within not less than ten (10) days after the delivery of the petition to the Board member sought to be removed, the President or Secretary shall convene a special meeting of the members of the Club for the purpose of acting on the petition for removal of the Board member. At such meeting, the Board member sought to be removed shall be given an opportunity to answer the charge brought against him or her, and to question all persons who shall make oral or written statements against him or her.

If following a full and fair hearing, two-thirds of the voting members of the Club present at such special meeting shall vote in favor of the removal of the Board member, he or she shall immediately forfeit his/her position as a Board member and his or her successor shall be appointed forthwith as theretofore provided in these By-Laws. A quorum must be present at this meeting in accordance with ARTICLE IV, Section 4.

ARTICLE VII - DUTIES OF OFFICERS

Section 1(a). The President shall preside at all meetings of the Board of Directors, shall have the power to limit debate on all questions or motions, shall maintain order at all times, shall insist that all debates be on the question at hand, shall not grant the floor to the same person twice on the same question until each director has had an opportunity to voice views or opinions.

(b). The President, with the approval of the Board of Directors, shall appoint all standing committees and shall appoint a committee to audit the books of the Treasurer upon completion of the Treasurer's term of office. All committees shall meet at least once prior to the annual meeting. The chair of each committee shall make a report to the Board of Directors at the regular Board of Director's meeting.

(c). The President shall be equally responsible with the Treasurer, Vice Treasurer, and Secretary for the care and custody of all important documents of the Club. Said documents to be kept in such place as shall be designated by the Board of Directors.

(d). The President shall make all contracts subject to the approval of the Board of Directors, and have general supervision of all affairs. A report of the President's acts shall be made to the membership at the annual meeting.

Section 2. The Vice President shall, in the absence of the President or in the event of his or her inability to act, perform the duties of said President. In the event of absence or inability of both the President and the Vice President to act, the Board of Directors shall elect a President *pro tern*, who shall preside and act on behalf of the President.

Section 3. The Secretary shall attend all meetings of the Board of Directors and shall preserve in books of the Club, true minutes of the proceedings of each meeting, shall keep the seal of the organization (if any), shall maintain the roster of members, shall send out all notices, bills, etc., shall carry on all correspondence, shall perform such other duties as the Board of Directors may prescribe, and shall be compensated as designated and approved by the Board of Directors.

Section 4. The Treasurer shall have custody of all corporate funds, securities and other valuable effects in the name of Ponder Cove Beach Club, Inc. The Treasurer shall deposit all monies, securities and other valuable effects in the name of Ponder Cove Beach Club, Inc., in such depositories as may be designated by the Board of Directors. The Treasurer shall have the power to sign checks and vouchers for the payment of monies which shall be counter-signed by the President, Vice President and/or Treasurer. The Treasurer shall keep correct books of the financial affairs of PCBC and shall report the condition of said finances to the Board of Directors at every meeting of the said Board, and at such other times as the Board may direct. The Treasurer shall at all times keep the Club books open for inspection by said Board of Directors or by anyone whom the Board may designate. The Treasurer shall at least, one a year, at the annual meeting, make a fully written report to the members of PCBC. The Treasurer may be bonded for an amount to be determined by the Board of Directors. Such bond may be increased from time to time at the discretion of the Board of Directors. The PCBC shall defray the expense of such bonding.

Section 5. The Vice Treasurer shall perform the Treasurer's duties in the Treasurer's absence, or in the event the Treasurer is unable to act.

ARTICLE V - USE OF CLUB PROPERTY

Section 1. Any property owner who is not a member of the PCBC shall not be entitled to use any improved areas, such as protected beaches, docking areas, etc., that have been improved and paid for by members of the Club.

Section 2. Any and all destruction of property belonging to PCBC shall be reported to the Board of Directors, and the Board of Directors shall be empowered to take appropriate action in connection therewith.

Section 3. Any and all encroachments shall be reported to the Board of Directors, and the Board of Directors shall be empowered to serve notice, in writing, on any persons encroaching on said property.

Section 4. The Board of Directors, at its discretion, is authorized to remove any structure, piers or boats, and to close any and all pathways made use of by persons not so licensed to person use.

Section 5. Persons not members of PCBC may be denied use of the pier, beach improvements, and boating facilities erected and maintained by authority of PCBC.

Section 6. Only members in good standing in PCBC are allowed the use of the community beach facilities.

Section 7. The same privileges extended to members are extended to their guests; however, members are responsible and answerable for the actions of their guests. For definition of "guest," refer to ARTICLE II.

ARTICLE IX - RIGHT OF WAY

The Board of Directors may grant rights of way for electric utility-type service, by majority vote, at its discretion and without consulting the members.

ARTICLE X - DISPOSAL OF REAL PROPERTY

Section 1. The membership of PCBC reserves unto itself the authority to approve or disapprove the disposition of all property, real or otherwise, now or hereafter belonging to PCBC. The Board of Directors, any officer, committee, or agent thereof, shall not have any right to sell, assign, convey, grant deed, or otherwise dispose of any real property vested in PCBC unless such action shall first have been approved by seventy-five (75) percent of the active membership at the time of a regular or special meeting held for such purpose and in accordance with ARTICLE IV, Section 1, of these By-Laws. If the active members present at the meeting are not sufficient to pass or defeat such action, then it shall be the duty of the Board of Directors to poll and obtain votes of active members not present at the meeting until the proposed action is either passed or defeated. All of the votes, both at the meeting and those polled by the Board of Directors, must be in writing. The polling of active members not present at the meeting shall be completed within ten (10) days of the date of such meeting. The Board shall notify all members of the results of the voting within ten (10) days of the completion thereof.

ARTICLE XI - ENFORCEMENT

Section 1. These By-Laws shall constitute the sole and complete authority for any and all actions to be taken in behalf of and/or for the PCBC. Any action to the contrary shall be a direct violation of these By-Laws and shall render the violator(s) personally liable for the consequences thereof to the Club, and to any other third parties involved.

ARTICLE XII - AMENDMENT TO BY-LAWS

Section 1 - These By-Laws may be amended, altered, changed, added to, or repealed by the affirmative vote of seventy-five (75%) percent of the active members of the Club. The written notice to the membership concerning the proposed amendment, alteration or change to the By-Laws shall contain a brief summary of the report of the special committee appointed by the Board of Directors Notice of the proposed amendments, alterations, changes, additions, or repeals must

be contained in the notice of the meeting; provided, however, that any proposed amendments, alterations, changes, additions or repeals to the By-Laws are first submitted in writing to a special or regular meeting of the Board of Directors, and are immediately referred by the Board of Directors to a special committee appointed by the President of the Board of Directors for consideration and report. All amendments, etc., to the By-Laws must comply with federal, state or county statutes and with all rules, regulations, covenants, and restrictions contained in "Application for Purchase" and Deed recorded to Ponder Cove Beach Club, Inc., August 21, 1951.

If the active members present at the meeting are not sufficient to pass or defeat such action, the voting procedure set forth in ARTICLE X, Section 1, shall be followed.

ARTICLE XIII - AUTHORITY OF THESE BY-LAWS

These By-Laws superseded and replace all previous By-Laws of the PCBC.