

By-laws of
Snug Harbor Citizens Association

(As amended September 12, 1996)

BY-LAWS
OF
SNUG HARBOR CITIZENS ASSOCIATION

ARTICLE I - NAME AND LOCATION

Section 1. The name of the Association is SNUG HARBOR CITIZENS ASSOCIATION. INC.

Section 2. The principal office of the Association is located in Anne Arundel County, Maryland.

Section 3. The purpose of the Association shall be to advance and encourage such interests pertaining to the welfare of the community which it serves as may be deemed proper by it, and to conduct such lawful civic and social activities as it may from time to time determine.

Section 4. The Association shall be non-political and non-sectarian and no subject of a political or sectarian nature shall be brought before it.

Section 5. The Association shall oversee all Special Tax Districts pertaining to the Community.

ARTICLE II - DEFINITIONS

Section 1. "Owner" or "Co-Owner" means person, group of persons, corporation, partnership or any combination of them, to whom fee simple title to all or any part of the property is conveyed other than those holding title or any interest therein solely as security for the performance of an obligation.

Section 2. "Occupant" shall mean any person owning, leasing or otherwise occupying a dwelling unit situated on the property.

Section 3. "The Property" shall mean all that real property described as follows: A tract of land in the seventh Election District of Anne Arundel County, State of Maryland, known as Snug Harbor, as shown on the plat of said Snug Harbor duly recorded among the Plat Records of Anne Arundel County aforesaid in Liber F.S.R. No. 4 folio 30, where a copy of said plat is duly recorded. (Said tract of land is bounded on the north by azimuth 108 -52' and on the west by a line 100 feet west of West End Avenue, on the south by natural water barrier from 100 feet west of West End Avenue to the southeast corner of lot 37 in Block D thence southeast along the course of the dotted line shown on Plat of Snug Harbor extended to the shore line of the Chesapeake Bay, and on the east by the Chesapeake Bay.) Together with such additions thereto as may hereafter be made.

Section 4. "Unit" or "Dwelling Unit" shall refer to any building or portion of a building situated on the Property and designed and intended for use and occupancy as a residence by a single family.

Section 5. "Corporation" or "Association" shall mean the Snug Harbor Citizens Association, Inc. The Association is a non-profit corporation.

Section 6. "Member" shall mean and refer to every person, group of persons or entity who owns a lot in the community as further defined in Article III. Section 1.

Section 7. "Common Elements", "Common Areas", and "Community Facilities" shall mean any portion of the Property held by the Association for the use and benefit of the Members together with all improvements located thereon and all personal property and equipment incidental thereto which may be owned by the Association. Common Areas shall include, by way of illustration and not of limitation, parking areas, roadways, pathways, green areas, community pier, shoreline and the like.

Section 8. "person" shall mean any individual, firm, corporation, partnership, association, trust or other legal entity or any combination thereof.

Section 9. "Community" shall mean the development known as Snug Harbor situated on the Property

Section 10. "Dwelling" shall mean a combination of materials to form a construction adapted to permanent or continuous occupancy or use for residence purposes.

Section 11. "Inoperative Vehicle" shall mean any motor vehicle defined as inoperable under laws of the State of Maryland or Anne Arundel County.

Section 12. "Nuisance" shall mean any public or attractive nuisance under the statutes of the State of Maryland or found in Maryland common law or equity jurisprudence.

Section 13. "Structure" shall mean combination of any material whether fixed or portable, forming a construction, including but not limited to, dwellings, attached structures or fences.

Section 14. "Trustees" shall be those five (5) Trustees, and their successors, appointed and serving pursuant to the Deed, dated August 31, 1953, recorded among the Land Records of Anne Arundel County at Liber 829, folio 522.

Section 15. "Lot" shall mean and refer to any plot of ground shown upon the recorded subdivision for Snug Harbor, with the exception of the Common Areas.

Section 16. "Other Terms" used in these By-Laws shall have the same meaning as set forth in the Articles of Incorporation except where said meaning is clearly inappropriate.

ARTICLE III - MEMBERSHIP

Section 1. Members. Every person who owns a lot or occupies a unit within the Community shall be a member of the Association, provided, however, that any lessees of recorded owners shall not be members of the Association but shall, nevertheless, be bound by the provisions of these By-Laws.

ARTICLE IV - MEETINGS OF THE MEMBERSHIP

Section 1. Place of Meeting. Meetings of the membership shall be held at the principal office or place of business of the Association or at such other suitable place convenient to the membership as may be designated by the Board of Directors.

Section 2. Regular Meetings. There shall be regular meetings of the membership on the Second (2) Thursday of the months of March, June, September, and November of each year: commencing at 8:00 p.m. Elections shall take place at the June meeting each year.

Section 3. Special Meetings. It shall be the duty of the President or Vice President in the absence of the President to call a special meeting of the members as directed by resolution of the Board of Directors or upon a petition signed by members representing at least twenty percent (20%) of the total votes having been presented to the Secretary. Special meetings of the members may also be called at any time for any purpose or purposes by the President, or a majority of the board of Directors. The notice of any special meeting shall state the time and place of such meeting and the purpose thereof. No business shall be transacted at a special meeting except as stated in the notice.

Section 4. Notice of Meeting. It shall be the duty of the Secretary to mail a notice of regular or special meetings, stating the purpose thereof as well as the time and place where it is to be held, to each member of record, at his address as it appears on the membership books of the Association, or if no address appears, at his last known place of address at least fifteen (15) days prior to such meeting.

Service may also be accomplished by the delivery of any such notice to the member at the address appearing in the Association's records or last known address. Attendance by a member at any meeting of the members shall be a waiver of notice by him of the time, place and purpose thereof.

Section 5. Quorum. The presence, either in person or by proxy, of persons entitled to cast ten percent (10%) of the total votes shall be requisite for and shall constitute a quorum for the transaction of business at all meetings of members.

Section 6. Adjourned Meetings. If any meeting of members cannot be organized because a quorum has not attended, the members who are present either in person or by proxy may, except as otherwise provided by law, adjourn the meeting to a time not less than forty-eight (48) hours from the time the original meeting was scheduled to occur. No notice, other than an announcement at the meeting, is required.

Section 7. Voting. At every meeting of the members, each of the members shall have the right to cast votes as follows: for purposes of all voting, each residential dwelling shall be entitled to two (2) votes and each unimproved lot shall be entitled to one (1) vote, but no person or household shall have more than a total of two (2) votes, notwithstanding the actual ownership by any person or household of more than one (1) improved or unimproved lot: except, that if any improved lot is owned and resided in by a person or persons, with a person who does not reside in that household and owns and votes as the owner of other improved or unimproved property, then, in that event, the occupant owner or owners may have and exercise the votes for that household. Fifty-one percent (51%) of the votes eligible to be cast by the members present at the meeting, shall be necessary to decide any question brought before such meeting, unless the question is one upon which by express provision of statute or of the Articles of Incorporation or of these By-Laws, a different vote is required, in which case such express provision shall govern and control. The vote for any membership which is owned by more than one person may be exercised by any of them present at any meeting unless any objection or protest by any other owner of such membership is noted at such meeting. In the event all of the co-owners of any membership who are present cannot agree on the manner in which the vote for such membership shall be cast on any question, then such vote shall not be counted for purposes of deciding that question. In the event that the membership is owned by a corporation, then the vote for any such membership shall be cast by a person designated in a certificate signed by the president or any vice president of such corporation and attested by the secretary or an assistant secretary of such corporation and filed with the Secretary of the Association prior to the meeting. The vote for any partner thereof as the case may be, and, unless any objection or protest by any other such trustee or partner is noted at such meeting, the Chairman of such meeting shall have the duty to inquire as to the authority of the person casting such vote or votes. No vote may be divided into fractional votes on any question.

Section 8. Presiding over Meetings. Meetings of members shall be presided over by the President of the Association or, if he is not present by the Vice President, or, if none of the said officers is present, by a chairman to be elected at the meeting. The Secretary of the Association shall act as secretary of such meetings; in the Secretary's absence, the presiding officer may appoint a person to act as Secretary of the meeting.

Section 9. Order of Business. The order of business at all regularly scheduled meetings of the regular members shall be as follows:

- a) Roll call and certification of proxies. The Secretary shall then announce the total number of votes present and eligible to be cast.

- b) Proof of notice *of* meeting or waiver *of* notice.
- c) Reading of minutes *of* preceding meeting.
- d) Reports of officers, **if** any.
- e) Election or appointment of inspectors of election.
- f) Election of Directors.
- g) Unfinished Business.
- h) New Business.

In the case of special meetings, items a) and b) shall be applicable and thereafter the agenda shall consist of the items specified in the notice of the meeting.

ARTICLE V - DIRECTORS

Section 1. Number and qualification. The affairs *of* the Association shall be governed by the Board of Directors composed of at least three (3) natural persons and not more than seven (7) natural persons. Only members of the Association with a duly constituted quorum may increase the number of the Directors serving on the Board of Directors.

Section 2. Powers and Duties. The business of the Association shall be managed by its Board of Directors which shall exercise all the powers and duties necessary for the administration *of* the affairs of the Association and in so doing may do all such acts and things as are not by law or by these By-Laws prohibited. The powers and duties of the Board of Directors shall include, but not be limited to, the following:

- a) To provide for the care, upkeep, and surveillance of the Common Areas and Community Facilities in a manner consistent with the law, the provisions of these By-Laws, and the Declaration.
- b) To provide for the establishment and collection of assessments and/or carrying charges from the members and for the assessment and/or enforcement of liens therefore in a manner consistent with law and the provisions of these By-Laws and Declaration.
- c) To provide for the designation, hiring and/or dismissal of the personnel necessary for the good working order of the Community and for the proper care of the common areas and to provide services for the Community in a manner consistent with law and the provisions of these By-Laws and the Declaration.
- d) To provide for the promulgation, and enforcement of such rules and regulations and such restrictions on or requirements as may be deemed proper respecting the use, occupancy and maintenance of the common Areas and Community Facilities as are designated to prevent unreasonable interference with the use and occupancy of the Community by the members, all of which shall be consistent with law and the provisions of these By-Laws and the Declaration.
- e) At the Association's discretion, to pay for any property or rights acquired by the Association
- f) To appoint any person or corporation to accept and hold in trust for the Association, any property belonging to the Association. and in which it is interested, or for any other purpose, and to execute and do all such deeds and things as may be requisite in relation to any such trust.
- g) To determine who shall be authorized on the Association's behalf to sign bills. notes. receipts, acceptances. endorsements. checks, releases, contracts and documents.
- h) To the extent permitted by statute, law, the Articles of incorporation or By-Laws, to delegate any of the powers of the Board in the course of the current business of the Association to any standing or special committee or to any officer or agent to appoint any person to be the agent of the

Association with such powers (including the power to sub- delegate) and upon such terms as they think fit.

Section 3. Budget. The Board of Directors, with the assistance of the membership, shall prepare a budget for each annual period which shall include estimates of the funds required by the Association to meet its annual expenses for that period and shall include reasonable reserves for repair and replacement. The budget herein required to be prepared and adopted by the Board of Directors shall be in a format consistent with the classification of the accounts of the Association and shall provide sufficient information to allow the members to understand how the money budgeted is intended to be expended and the amount of increase or decrease for each budget item from the prior budget, all in accordance with generally accepted accounting practices, consistently applied.

Section 4. Election and Term of Office. There shall be Seven (7) Directors. consisting of the President, Vice President, Secretary, Treasurer, Past President as well as the Chairman of the Trustees and Chairman of the Snug Harbor Waterway Tax District (the latter two are not elected by the membership). If the Chairmen of either the Trustees or Snug Harbor Waterway Tax District shall be serving as one of the elected officers, then in that event, his or her deputy chairman shall serve as Director.

Section 5. Vacancies. Vacancies on the Board of Directors other than the chairman of the Trustees and chairman of the Snug Harbor Waterway Tax District, caused by any reason other than the removal of a Director by a vote of the membership shall be filled by vote of the majority of the remaining Directors. even though they may constitute less than a quorum: and each individual so elected shall be a Director until a successor is elected by the members at the next annual meeting. Except in the event of death, resignation, or removal by the membership vote, each Director shall hold office until his or her successor is elected and qualified.

Section 6. Removal of Directors. At a regular meeting, or special meeting duly called for such purpose, any Director may be removed with or without cause by the affirmative vote of the majority of the entire regular membership of record and a successor may then and there be elected to fill the vacancy thus created: Any Director whose removal has been proposed by the members shall be given an opportunity to be heard at the meeting.

Section 7. Compensation. No compensation shall be paid to Directors for their services as Directors. No remuneration shall be paid to any Director for services performed by him for the Association in any capacity unless a resolution authorizing such remuneration shall have been adopted by the Board of Directors before the services are undertaken.

ARTICII VI - MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors may be held at such time and place as shall be determined from time to time by a majority of the Directors, but at least four (4) such meetings shall be held during each fiscal year.

Notice of regular meetings of the Board of Directors shall be given to each Director, personally or by mail, telephone or telegraph, at least four (4) days prior to the day named for such meeting.

Section 2. Special Meetings. Special meetings of the Board of Directors may be called by the President or Vice President in the absence of lite President on three (3) days notice to each Director. given personally or by mail, telephone or telegraph, which notice shall state the time. place (as herein above provided) and purpose of the meeting.

Section 3. Waiver of Notice. Before or at any meeting of the Board of Directors, any Director may, in writing, waive notice of such meeting and such waiver shall be deemed equivalent to the giving of

such notice. Attendance by a Director at any meeting of the Board of Directors shall be a waiver of notice by him of the time, place and purpose thereof.

Section 4. Quorum. At all meetings of the Board of Directors a majority of the Directors shall constitute a quorum for the transaction of business, and the acts of the majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors

Section 5. Action Without Meeting. Any action by the Board of Directors required or permitted to be taken at any meeting may be taken without a meeting of all the members if the Board of Directors shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors.

Section 6. Order of Business. The order of the business at any regular meeting of the Board of Directors shall be:

- a) A quorum being present, the President shall call the Board to order.
- b) Introduction(s) - for the record - of guests or others, including an identification of their affiliations, etc. and reason(s) for attendance.
- c) The minutes of the last meeting shall be distributed in advance of the meeting and shall be considered as approved, if there are no amendments offered, following the call for corrections or amendments by the President.
- d) Reports of officers.
- e) Unfinished business.
- f) Report of the Trustees.
- g) New business.
- h) Adjournment.

ARTICLE VII - OFFICERS

Section 1. Designation. The principal officers of the Association shall be a President, a Vice President, a Secretary, and a Treasurer, all of whom shall be elected by the Board of Directors, and who shall be members of the Association.

Section 2. Election of Officers. The officers of the Association shall be elected annually by the membership and shall hold office at the pleasure of the membership.

Section 3. Removal of Officers. Upon an affirmative vote of a majority of the members, any officer may be removed either with or without cause, and his successor elected at any regular meeting, or any special meeting called for such purpose.

Section 4. President The President shall be the chief executive officer of the Association. He shall preside at all meetings of the members and of the Board of Directors. He shall have all of the general powers and duties which are usually vested in the office of president of an association, including but not limited to the power to appoint committees from among the membership from time to time as he may, in his discretion, decide is appropriate to assist in the conduct of the affairs of the Association. He shall see all orders and resolutions of the Board are carried into effect, subject, however, to the

right of the Directors to delegate any specific powers, except such as may be by statute, the Articles of Incorporation or the By-Laws exclusively conferred on the President to any other officer or officers of the Association.

He shall execute bonds, mortgages, and other contracts requiring a seal, under the seal, to any instrument requiring the same. He shall be an ex-officio member of all committees, with vote, and shall have the general powers and duties of supervision, and management usually vested in the *office of* President of an Association.

Section 5. Vice President. The Vice President shall take the place of the President and perform his duties whenever the President is unable to act. The Vice President shall also perform such other duties as shall from time to time be delegated to him by the Board of Directors.

Section 6. The Secretary shall attend all sessions of the Board and all meetings of the members and shall keep the minutes of all meetings of the members of the Association; he shall perform like duties for standing committees of the Board, when required; he shall have custody of the seal of the Association; he shall have charge of the membership transfer books and of such other books and papers as the Board of Directors may direct; he shall give or cause to be given, notice of all meetings of the members and of the Board of Directors; and he shall, in general, perform all the duties incident to the office of Secretary.

Section 7. Treasurer. The Treasurer shall have the responsibility for Association funds and securities and shall be responsible for keeping full and accurate accounts of all receipts and disbursements in books belonging to the Association. He shall be responsible for the deposit of all monies and other valuable effects in the name, and to the credit of, the Association, in such depositories as may from time to time be designated by the Board of Directors.

Section 8. Appointment of other officers and Agents. The Board may appoint such other officers and agents as it shall deem necessary, who shall have such authority and shall perform such duties as may from time to time be prescribed by the Board.

Section 9. Delegation of Authority. In case of the absence of any officer of the Association, or for any other reason that the Board may deem sufficient, the Board may delegate the powers or duties of such officer to any other officers or to any Directors for the time being, provided a majority in number of the entire Board concur therein.

Section 10. Vacancies. If the office of any Director, or of the President, Vice President, Secretary or Treasurer, or other officer or agent, one or more, becomes vacant by reason of death, resignation, retirement, disqualification, removal from office or otherwise, the office thus vacated shall be immediately filled by a successor at a meeting of the Directors.

Section 11. Term of office. The Officers of the Association shall be elected for one (1) year and shall hold office until their successors are chosen and qualified in their stead. Elections will be held during the regular quarterly meeting in June and the term of office will be from July 1 until June 30 of the following year so as to coincide with the Association budget fiscal year. All records and documents pertaining to each officer's position shall be turned over to the newly elected officer prior to the assumption of duties. Any officer elected or appointed by the Board of Directors may be removed at any time by the affirmative vote of a majority of the Board of Directors.

Section 12. Binding Acts. No act of the Association shall be valid, nor shall any contract be considered binding, unless and until the same shall have been signed by the President or the Vice President on behalf of said Association.

Section 13. Banking Authorizations. All banking instruments, including but not limited to, checks or demands for money and notes for the Association shall be signed by such officer, officers, or agent, as the Board of Directors may from time to time designate.

ARTICLE VIII · INDEMNIFICATION

Section 1. Liability and Indemnification of Officers and Directors. The Association shall indemnify every officer and director of the Association against any and all expenses, including counsel fees, reasonably incurred by or imposed upon any officer or director in connection with any action, suit or other proceeding (including the settlement of any such suit or proceeding if approved by the then board of Directors of the Association) to which he may be made a party by reason of being or having been an officer or director of the Association whether or not such person is an officer or director at the time such expenses are incurred. The officers and directors of the Association shall not be liable to the members of the Association for any mistake of judgment, negligence, or otherwise, except for their own individual willful misconduct or bad faith. The officers and directors of the Association shall have no personal liability with respect to any contract or other commitment made by them, in good faith, on behalf of the Association (except to the extent that such officers or directors may also be owners of units) and the Association shall indemnify and forever hold each such officer and director free and harmless against any and all liability to others on account of any such contract or commitment. Any right to indemnification provided for herein shall not be exclusive of any other rights to which any officer or director of the Association or former officer or director of the Association may be entitled.

ARTICLE IX - COMMITTEES

Section 1. Establishment and Powers. The Board of Directors may, by resolution, designate one or more committees, each committee to consist of at least two (2) members and from the membership of the Association or from the membership of the Board of Directors of the Association. The Board may designate one or more members or Directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. Each committee chairperson is responsible for reporting the actions of the committee to a member of the Board of Directors, personally or in writing.

ARTICLE X - EXTERIOR MAINTENANCE AND ENFORCEMENT

Section 1. Exterior Maintenance. Each Owner shall at all times maintain each Lot owned by that Unit Owner and all improvements located thereon, in good order and repair. Unsafe conditions shall be prevented and eliminated.

Section 2. Infestation. Every Owner shall be responsible for the elimination of any infestation on the Owner's lot. Garbage or refuse shall not be dumped or allowed to accumulate or remain on any lot.

Section 3. Violations.

(a) The Board of Directors shall enforce the provisions of these By-Laws. Prior to any formal action in this connection, the Board is required to inform property owners in violation of the provisions of this Article that they are in violation. The Board is further authorized to file complaints on behalf of the community or individual members when any member is thought to be in violation of county ordinances or state laws.

(b) The failure of the Board of Directors to enforce a provision of this Article or By-Laws on any occasion is not a waiver of the right to enforce the provisions on any other occasion.

ARTICLE XI - RESTRICTIONS AND USES OF COMMUNITY PROPERTY

Section 1. The Association is required by law according to the Deed Uber 829, Page 525, of Anne Arundel County land records, May 7, 1954, to enforce the following restrictions and uses of Community Property:

(a) That the land and waterways be used only for the enjoyment and protection of property owners within the development known as Snug Harbor, the members of their families, their guests. and their tenants

(b) No building or structure of any kind may be erected on the land conveyed, except such bridges, piers, and bulkheads as may be necessary or desirable for the use of the property owners in Snug Harbor.

(c) No privilege, right, license or concession to sell any kind of merchandise, or to operate games or sports of any character, shall be given or rented to anyone except at the discretion of the Trustees and be supervised by the Trustees or their successors in Trust.

(d) All matters pertaining to operation and maintenance of the harbor will be relinquished by the Trustees and the Association to the Snug Harbor Waterway Improvement District (SHWID), subject to a successful negotiated agreement with the Trustees.

Section 2. The members of SHWID shall elect a chairman from their membership who serves as a Director of this Association.

Section 3. Usage of Common Areas for Parking. Usage of the graveled area shall be restricted to, temporary parking for cars. vans. pickup trucks, and motorcycles owned and operated by Association members and their guests. Vehicles such as trailers. motorhomes. buses, or any vehicle having more than two axles are not to be parked in common areas.

ARTICLE XII - GENERAL PROVISIONS

Section 1. Applicability. These By-Laws and each provision thereof shall be applicable to all Units, Members and lessors or occupants of Units, within the community.

Section 2. Corporate Seal. The Board of Directors may provide a suitable corporate seal containing the name of the Association, which seal shall be in the charge of the Secretary.

Section 3. Notices. Whenever, under the provisions of the statutes or of the certificate of incorporation or of these By-Laws, notice is required to be given to any Director or member of the Association, it shall not be construed to mean personal notice, but such notice may be given in writing, by first class mail, addressed to such Director or Member, at his address as it appears on the records of the Association, with postage thereon prepaid, and such notice shall be deemed to be given at the time when the same mail be deposited in the United States mail. Notice to Directors may also be given by telegram, whenever any notice is required to be given under the provisions of the statutes or of the certificate of incorporation or of these By-Laws, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated within, shall be deemed equivalent thereto.

Section 4. Use Restrictions.

(a) Residential Use. All units shall be used for private, single household, residential purposes exclusively, except for such non-residential uses as may be permitted by the Zoning Ordinances of Anne Arundel County.

(b) Leasing. No unit within the community shall be rented for transient or hotel purposes. Every lease shall contain a provision to the effect that the rights of the tenant to use and occupy the unit shall be subject and subordinate in all respects to the provisions of the Declaration and these By-Laws and to such rules and regulations relating to the use of the Common Areas or other rules of the community as the Board of Directors may from time to time promulgate. The provisions of this subsection shall not apply to any institutional mortgagee of any unit who comes into possession of the unit as a result of a foreclosure sale or as a result of any proceeding in lieu of foreclosure.

(c) No illegal trade or activity shall be carried on within any Unit. No nuisances shall be permitted within the Community.

Section 5. Amendments. The Members, by a vote of the Members representing Sixty-Six and Two-Thirds Percent (66- 2/3%) or more of the votes at any meeting of the Members duly called for such purpose, or unless hereafter otherwise provided may, at any regular or at any special meeting, alter or amend these By-Laws, provided that proper notice is given in accordance with these By-Laws.

Section 6. Conflict with Articles of Incorporation. These By-Laws are subordinate and subject in all respects to the provisions of the Articles of incorporation. In the event of any conflict between these By-Laws, the provisions of the Articles of incorporation shall control.

Section 7. Severability. In the event any provision or provisions of these By-Laws shall be determined to be invalid, void or unenforceable, such determination shall not render invalid, void or unenforceable any other provisions hereof which can be given effect,

Section 8. Waiver. No restriction, condition, obligation or provision of these By-Laws shall be deemed to have been abrogated or waived by reason of any failure or failures to enforce the same.

Section 9. Captions. The captions and headings contained in these By-Laws are for convenience only and are not a part of these By-Laws and are not intended in any way to limit or enlarge the terms and provisions of these By-Laws.

Section 10. Gender. etc. Whenever in these By-Laws the context so requires, the singular number shall include the plural and the converse; and the use of any gender shall be deemed to include all genders.

Section II. Participation by Telephone. Any member of the Board of Directors or of a Board Committee may participate in any duly called meeting by means of telephone or other electronic means of communication provided that all participants in the meeting can hear and speak with all other participants.