

BEACH MANAGEMENT CORPORATION OF GOLDEN BEACH, MARYLAND, INC.
P.O. BOX 142
CHARLOTTE HALL, MARYLAND 20622

Bemanco (Shoreline Beach, Inc.)
By-Laws Effective August 27, 1972
Amended March 15, 1973
Amended December 9, 1973
Amended December 12, 1974
Amended December 11, 1975
Petyped 12/4/78
Retyped 1/1/89
Amended 11/16/89
Article I Title and Purposes

1. The title of this corporation shall be "Beach Management Corporation of Golden Beach, Maryland". The abbreviated title shall be called "Bemanco".
2. The purposes for which this nonprofit corporation are formed and the business, or objects, to be carried on and promoted by it are as follows:
 - a. To organize exclusively for pleasure and recreational activities and no part of the net earnings of the Corporation will inure to the benefit of any member or other private person.
 - b. To acquire ownership of the stock of the Corporation known as Shore Line Beach Incorporated, thereby acquiring all of the latter corporation's assets, liabilities, responsibilities and privileges, in order to assure and control the continued performance of those functions which Shore Line Beach Incorporated is obligated to perform in connection with the ownership, operation, and maintenance of the: (i) two community bathing beaches, (ii) that beach area extending out to Long Point, (iii) two community piers and ramps, all of which are situated in the subdivision known as Golden Beach in St. Mary's County, Maryland.
 - c. To collect the annual membership fee of Twenty-Eight Dollars (\$28.00) per lot from all lot owners in the subdivision known as Golden Beach, and use said funds for the ownership, operation, maintenance and improvement of the five areas of beaches, piers, docks, and land as set forth in paragraph one hereinabove; and
 - d. To devote all the income over and above the expenditures for operation, improvement and maintenance of said lands (after setting aside a prudent reserve for same) to projects and improvements, determined by the Board of Directors of the Corporation to be beneficial to the health, welfare and better living conditions for the residents of the community of Golden Beach, including but not limited to, the construction, maintenance and improvement of additional facilities for use of the Golden Beach Community as a whole provided such additional facilities are on shoreline beaches, ramps and piers owned or acquired by the Corporation.
 - e. To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

Article II

Organization

1. The management of the corporation shall be vested in the officers and directors, hereinafter referred to collectively as the board.
2. Officers shall be a President, a Vice-President, a Secretary, and a treasurer; all to be elected annually.
3. There shall be seven (7) Directors elected to two-year terms, except that in the initial election three (3) of the Directors shall be elected to serve one-year terms.
4. Except for the Secretary and the Treasurer (or the Secretary-Treasurer) no officer or director shall be eligible for the election to the same office for more than two (2) full consecutive terms. Additionally, the immediate past-president shall be automatically appointed to serve a two-year term as a Director or until he is replaced by a succeeding past-president, whichever is the shorter period.
5. The Golden Beach Citizens Association shall be entitled to name a delegate to serve as a liaison representative with the corporation. This delegate shall be entitled to participate in the proceedings of the board, but shall not be entitled to a vote.
6. Five (5) members of the board shall constitute a quorum.
7. Vacancies in Office of Director positions shall be filled for the unexpired term by majority vote of the remaining members of the Board.
8. Directors shall serve without compensation, but the board may authorize reimbursement for appropriate expenses.
9. Directors may serve the corporation in any other capacity and receive compensation therefore, as may be authorized by the board.
10. No person shall simultaneously hold more than one office, except that one person may hold both the office of Secretary and Treasurer.
11. Any officer or director of the corporation may be suspended by a two-thirds vote of the board at any meeting of the board, provided notice of such meeting advises in writing that such action is to be considered.
12. The board may, by majority vote, appoint a replacement to serve during the suspension of an officer or director.
13. An officer or director may request his own suspension and replacement for a period to coincide with his extended absence or disability.
14. The board may authorize an officer, director, or agent to select and employ, and this delegate authority shall include the right to terminate the persons selected and employed thereunder.

15. Agents or employees appointed directly by the board may be removed only by two-thirds vote at any meeting of the board, provided that the notice of such meeting advises in writing that such action is to be considered.
16. The President shall be the chief executive of the corporation, shall preside at all meetings of the members and the board, shall have general active management of the business of the corporation, and shall see that orders and resolutions of the board are carried into effect. He shall execute bonds, mortgages, and other contracts requiring a seal, under the seal of the corporation, except where such papers are required or permitted by the law to be otherwise signed and executed, and except where the board shall expressly delegate to some other officer or agent of the corporation the signing and execution of such papers. He shall perform such other duties as are incident to his office.
17. The Vice-President shall, in the absence or disability of the president perform the duties and exercise the power of the president. He shall perform such other duties and have such other powers as the board may prescribe.
18. The Secretary shall attend all meetings of the board and of the members and shall record the proceedings of the meetings in a book to be kept for that purpose. The secretary shall perform like duties for the standing committees when required. The secretary shall keep in safe custody the seal of the corporation, and when authorized by the board, shall affix the same to any instrument requiring it, and when so affixed it shall be attested by the signature of the secretary. The secretary shall be in charge of the membership records. The secretary shall serve under the supervision of the board and of the president, and shall perform such duties as they may prescribe.
19. The Treasurer shall have custody of the corporate funds and securities and shall keep full and accurate account of receipts and disbursements in books belonging to the corporation, and shall deposit all monies and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the board. The treasurer shall make disbursements as authorized by the Board of Directors and take vouchers for same. The treasurer shall report to the president and the board whenever required an account of all transactions performed as treasurer, and of the financial condition of the corporation.
20. In the absence or disability of the secretary or treasurer, the president, with approval of the board, may designate a director to perform the duties of either, provided that the board shall have sole determination of the circumstances under which a substitute for the treasurer may perform duties for which a bond would be appropriate.
21. The treasurer shall give the corporation a bond in such sum and with such surety or sureties as shall be satisfactory to the board for the faithful performance of the duties of his office. Bond premiums shall be paid for by the corporation.

ARTICLE III

Meetings of the board

1. Regular meetings of the board shall be held at least quarterly upon at least five days notice, at such time and at such place as shall from time to time be determined by the board.
2. Special meetings of the board may be called by the President, or shall be called on the written request of five members of the board. Members of the board shall be given at least two days notice of any special meeting of the board..

ARTICLE IV

Elections

1. Officers and directors shall be elected at the annual meeting of members.
2. The president shall appoint a nominating committee which shall nominate at least one available candidate for each position of officer or director to be filled at the annual election.
3. Notices of the annual meeting shall include the names of the candidates offered by the nominating committee.
4. Nominations will be accepted from the floor at the annual meeting.
5. Members unable to attend the annual meeting may designate, in writing to the secretary, any member of Bemaco to serve as his proxy and the authorized proxy shall be entitled to act and to vote on behalf of the authorizing member.
6. When there is more than one candidate for the same vacancy, the candidate receiving the most votes will be elected.

ARTICLE V

Committees

1. The board shall determine the classes and tenure of committees and their method of appointment.
2. Committee chairmen and members shall serve without compensation, but the board may authorize payment of appropriate expenses.

ARTICLE VI

Membership

1. There shall be one class of membership in the corporation.
2. Membership is open to each lot owner in Golden Beach upon payment of an annual membership fee of Twenty-Eight Dollars (\$28.00) provided that no

3. Written notice of a meeting of the members shall be mailed or delivered to each member of the corporation not less than 10 nor more than thirty days before the date of the meeting. Such notice shall specify the place, day and hour of the meeting. The notice of a special meeting shall specify the purpose or purposes for which the meeting is called.
4. Notices of meetings shall be deemed to have been given when deposited in the mail addressed to the member at his address as shown on the membership records of the corporation.
5. A proxy form shall be distributed with all notices of meetings.
6. Business transacted at any special meeting shall be confined to the purposes stated in the notices thereof.
7. Twenty-five (25) members of the Corporation, whether present or represented by proxy, shall constitute a quorum at meetings of members.
8. The board may submit questions to the membership for voting by mail, and the results will be binding if at least ten percent of the membership return valid ballots.
9. Each member, whether present or not, shall at the time of the annual membership meeting be furnished, a financial statement showing in reasonable detail the assets and liabilities of the corporation, and a report of its operations for the preceding year.
10. In order to vote at any membership meeting, a voting member's dues must be paid in full by the date of any meeting requiring a vote on any issue involving the Corporation or the community of Golden Beach.

ARTICLE VIII

Finances

1. The corporation may issue bonds and borrow money to further the purposes of the corporation as set forth in Article I.
2. An annual audit shall be conducted and the result of such audit shall be reported to the membership.
3. The accounting period shall be the calendar year.

ARTICLE IX

Limits of Responsibility

1. No officer or director of the corporation, acting as such within the scope of authority vested in him by the Articles of Incorporation or by these by-laws, shall be held personally liable for the consequences of such action in the absence of personal misconduct or breach of fiduciary duty in the exercise of such duties. For the purposes of this section, the term "authority" shall include those duties and responsibilities which are either

one may acquire more than one membership for each lot owned. Members of the Corporation who have paid a One Hundred Dollars (\$100.00) fee previously, shall become charter members and shall be eligible to hold any office immediately so long as they continue to pay the annual membership fee. Upon payment of the annual membership fee and fees for any previous years for which the Twenty-Eight Dollars (\$28.00) was not paid, a lot owner shall become a member of BEMANCO and shall have full voting rights. Members who are not charter members must be residents of Golden Beach for at least three (3) years before being eligible to hold the offices of President, Vice President, Secretary or Treasurer.

3. If property is owned by more than one person jointly, any membership based on such property shall be the membership of one of the owners, as they may elect. A member in such case may designate in writing a co-owner to exercise his prerogatives in his absence, including voting, and such designee shall have the right to participate in meetings, but shall not vote if the member is present.

4. Each membership shall entitle the owner thereof to one vote.

5. A certificate of membership shall be issued to each member. Any challenge to the validity of such a certificate shall be resolved by reference to the records of the corporation.

6. Membership certificates are not transferable. Certificates of membership shall be issued by the corporation to the recipients of transferred memberships upon satisfactory proof of such transfer in accordance with section 7, below.

7. Membership transfers. A member may transfer his/her membership to any person or persons eligible for such membership under one or more of the following provisions:

(a) upon sale or transfer of the lot concerned to the new owner, provided the member gives written and signed notice to the corporation of the transfer, new owner, lot identification and effective date.

(b) upon sale or transfer of the membership by the member to an owner of a lot eligible for membership, provided the member gives written and signed notice to the corporation of the transfer, the transferee lot owner, lot identification and effective date.

ARTICLE VII

Meetings of Members

1. The President shall convene the annual meeting of the members not earlier than January 1 nor later than January 31, unless the board determines by a two-thirds vote that circumstances require a different date

2. Special meetings of the members may be called by the President and shall be called by the Secretary upon determination of the majority of the members of the Board present at a duly convened Board Meeting, or at the request of the majority of all members of the Board, or upon receipt of a petition signed by not less than ten percent (10%) of the members of the Corporation.

express or reasonably implied as necessary to the effective discharge of the duty in question.

ARTICLE X

Miscellaneous

1. Unless otherwise provided, all formal proceedings of the corporation shall be conducted in accordance with Robert's Rules of Order (revised).
2. For the purposes of the corporation and of these by-laws, the term "Golden Beach" shall mean those parcels of ground, situated in the 5th Election District of St. Mary's County, State of Maryland, which are included in the subdivision plat entitled "Golden Beach", prepared by J. R. McCrone, Jr., Inc., and filed among the plat records of said county, which parcels have heretofore or may hereafter be sold by Golden Beach Inc. under covenants granting purchasers recreational use of community beaches and piers, and requiring the payment of an annual fee for the maintenance of such facilities.
3. These Bylaws may be amended by a two-thirds vote of those present at any regular or special meeting of the members of the Corporation at which a quorum is present, provided that notice of such meeting includes notice of the proposed amendment and provided further that, if such notice fails to provide a quorum, the Bylaws may be amended by a two-thirds majority of those voting by mail under the provisions of Article VII, Section 8 of these Bylaws.

ARTICLE XI

Indemnification

1. General. Upon approval of the Board of Directors, the Corporation may indemnify (i) any individual who is a present or former director or officer of the Corporation; or (ii) any individual who serves or has served in another corporation, partnership, joint venture, trust, employee benefit plan or any other enterprise as a director or officer, or as a partner or trustee of such partnership or employee benefit plan, at the request of the Corporation and who by reason of service in that capacity was, is or is threatened to be made a part to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative to the full extent permitted under the Maryland General Corporation Law. The Corporation may, with the approval of its Board of Directors, provide such indemnification for a person who formerly served a predecessor of the Corporation in any of the capacities described in (i) or (ii) above and for any employee or agent of the Corporation or a predecessor of the Corporation.
2. Advancement of Expenses. Upon approval of the Board of Directors, reasonable expenses incurred by a director or officer who is or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, may be paid or reimbursed by the Corporation in advance of the final disposition of the proceeding upon receipt by the Corporation

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RESTRICTIVE COVENANTS, EASEMENTS AND CHARGES

1. The land hereby conveyed shall be used only for the purposes of family residence and appropriate uses accessory thereto. No building shall be erected thereon except a single family dwelling house and garage appurtenant thereto and no such garage may be erected except simultaneously with or subsequent to erection of the residence. No building, fence or other structure shall be erected or altered unless the plans, specifications, including color scheme, and plot plan therefor, are submitted to and formally approved in writing by the Grantor, its successors or assigns, and a copy of such plans, specifications and plot plan, as so approved shall be permanently filed with the Grantor, its successors or assigns, before any work is begun. No privies or outside toilet facilities shall be constructed or maintained on any lot, and any sewage disposal system shall be of a type approved or recommended by the State and Local Departments of Health. No sign of any description may be erected or placed on any portion of the land without the express written approval of Grantor, its successors or assigns. No tent, trailer or out building shall ever be erected or maintained on the tract, and no garage or basement shall at any time be used as a temporary or permanent residence.

2. No business or occupation of any kind, other than home practice of physician, may at any time be carried on or permitted upon the said land, except in those areas which may be designated for such purposes on the subdivision Plats of Golden Beach, filed among the Plat Records of St. Mary's County.

3. No animals, except household pets, shall be kept or maintained on any part of said property. The term "household pets," as herein used, shall include only dogs, cats and caged birds kept within the residence. No pigeons or other fowl and no kennelled or caged animals of any kind shall be permitted.

4. The Grantor reserves to itself, its successors, licenses and assigns, an easement or right of way over a strip of ground 10 feet in width along the side, front and rear outlines of the lot or lots hereby conveyed, for the purpose of installation and maintenance of public utilities, including but not limited to gas, water, electricity, telephone, sewerage and drainage and any appurtenance to the supply lines therefor, including guy wires, transformers, meters, etc. by overhead transmission lines or underground installation, including the right to remove and/or trim trees, shrubs or plants. This reservation is for the purpose of providing for the practical installation of such utilities as and when any public authority or utility company may desire to serve said lots, with no obligation to Grantor to supply such services. The Grantor reserves to itself, its successors and assigns, the beds of roads, drains, alleys and ways shown on the Plat of Golden Beach aforesaid, and reserves the right, without compensation to Grantees or anyone claiming through or under them at any time, to dedicate all roads, ways or alleys and drainage systems, ditches, outfalls and lines laid out or shown upon said Plat to public use and/or to convey the same to the State or County or any agency or instrumentality thereof. No dedication to public use of roads, alleys, ways or beaches is intended by this deed.

5. All of the residential lots shown upon the subdivision Plat of Golden Beach hereinbefore referred to, shall be subject to an annual charge of Twenty-eight Dollars (\$28.00) per lot, payable on the first day of January of each year hereafter which shall be paid to Golden Beach, Inc., which shall be collection agent for Shoreline Beach, Incorporated, or to Shoreline Beach, Incorporated, if billed by it, which latter corporation shall be the owner of said charge, for the use of the beaches shown on said plat of Golden Beach, which privileges for use are not assignable except with

conveyance of the lot charged with said payment, and then only upon written approval of Shoreline Beach, Incorporated, its or their successors or assigns. It is expressly agreed that said charge shall constitute a lien or encumbrance on the land with respect to which said charge is made which shall bind the land and by virtue of taking title to any of the land included in said tract, the owner or owners thereof from the time of acquiring title thereto, shall be held to have covenanted and agreed to pay Grantors, its or their successors or assigns aforesaid, all charges provided for in this paragraph.

Shoreline Beach, Incorporated, shall maintain the beaches in its own discretion, or as it shall undertake by contract with the Grantor herein, and Grantees shall have no rights to dictate or require maintenance of such beaches or have any rights therein other than the reasonable use thereof in accordance with the rules and regulations of such corporation. Grantees, for themselves, their heirs and assigns, covenant to use said beaches only in accordance with the rules and regulations which may from time to time be promulgated with reference thereto, and vest Grantor and Shoreline Beach, Incorporated, its or their successors or assigns, with the power to deprive any persons, including Grantees, members of their families, their heirs and assigns, of the use of such beaches, temporarily or permanently, for infraction of such rules and regulations, without impairing the aforesaid obligation to pay such charges, or the lien therefor.

6. Failure to enforce any restriction, condition, covenant or agreement herein contained, shall in no event be deemed a waiver of a right to do so thereafter, as to the same breach or as to one occurring prior or subsequently thereto.

#Deleted Feb. 1971 - See Liber 165, Folio 370