

# BYLAWS

of

## THE PROVIDENCE CLUB, INC.

March 17, 1965

Revised: 12/1/65, 11/11/66, 11/10/67, 11/1/68, 11/10/75, 8/30/76, 8/9/77, 11/9/81,  
11/15/93, 11/15/94, and 11/19/09

Providence, Fifth District, Anne Arundel County, MD

### ARTICLE 1 – PURPOSE DEFINITIONS AND SOURCE OF AUTHORITY

Section 1. These Bylaws define the membership, organization, operation and governing regulations of the Providence Club, Inc.

Section 2. The Providence Club, Inc. is the non-profit community civic association of the owners of the Providence Subdivision of Anne Arundel Co., Maryland, incorporated in the State of Maryland as recorded in Liber 372, Folio 1, one of the Charter records of the State Department of Assessments of Taxation.

Section 3. The Providence Subdivision consists of the seventy-eight (78) lots as shown on Plats No. 1 and No. 2 of Providence as recorded in the Anne Arundel Land Records in Plat Book No. 32, pages 27 and 28. The recreational are referred to herein consists of Parcel D, Plan No. 2, of Providence.

Section 4. The authority of the Providence Club, Inc. to represent the owners of the Subdivision in the enforcement of the Declaration and Covenants relating to the Subdivision, as well as the administration and governing on behalf of the Subdivision owners of those parcels to which the Club holds title, derives from the declaration of Covenants, Conditions and Restrictions relating to the Subdivision as amended 20 November 1984.

## ARTICLE II – MEMBERSHIP, RIGHT, & OBLIGATIONS

Section 1. Membership in the providence Club and privilege to use Club property and facilities derives from ownership of a residence in Providence.

Section 2. In view of the direct and indirect benefits accruing from the property and facilities held by the Club for common use, each property owner is liable for a share of the cost of maintenance and operation of such property and facilities. All Members are subject to assessments levied by the Membership, as elsewhere provided. Separate assessments are made to defray the special costs incurred by individuals choosing to utilize the boating facilities. As provided in the Covenants, Conditions and Restrictions of the Providence Subdivision, assessments, if unpaid, shall become a lien on the property of the delinquent member. Annual assessments shall be in arrears after January 31 of each year. Any payments, or portions thereof, not received by January 31 will be subject to a late charge of 1.5% per month. All remittances shall be made to the Club Treasurer.

Section 3. When a residence is sold, the membership in the Club pertaining to it devolves upon the new owner(s). Sale or transfer of a residence shall result in no reimbursement of assessments by the Club. Any proration thereof shall be a matter of agreement between seller and buyer. Reimbursement of the special boating assessment shall be prorated to the date that the facilities are no longer required.

Section 4. Resident renters are entitled to use of the Club facilities by virtue of the membership of owners whose residences they rent. Whether the owner or the renter pays the Club assessments is a matter for agreement between them. The owner is responsible to insure that assessments are paid.

## ARTICLE III – VOTING RIGHTS

Section 1. Voting on matters relevant to the Providence Club, Inc. may occur either at Annual or Special Meetings. The Board may poll the community on any question. As specified below, however, certain budget and financial matters may be dealt with only at the Annual Meeting or at a Special Meeting.

Section 2. Each household is entitled to one vote. When written ballots are used, each must be signed by one owner.

Section 3. Voting by proxy shall be permitted only upon the signed proxy of a member.

Section 4. Resident renters shall not be entitled to vote except by proxy from an owner whose residence they rent.

#### ARTICLE IV – THE BOARD OF DIRECTORS

Section 1. The Club shall be governed by a Board of nine Directors, who shall be elected as provided in Section 4 of this Article and who shall constitute individually and collectively the Officers of The Providence Club, Incorporated.

Section 2. Eligibility: Any Member shall be eligible to serve as a Director. Only one Member of each household may serve at any one time. No Member may serve as a Director for more than three one-year terms in succession.

Section 3. Nominations:

- a) Nominations of Directors shall be made by a Nominating Committee appointed by the President. Nominations shall specify the position on the Board for which the nomination is made. The list of nominees shall be presented to the President no less than fifteen days prior to the Annual Meeting.
- b) The positions to be filled are: President, Vice President, Secretary, Treasurer, and Chairpersons for the Committees on finance, Maintenance, Swimming Pool, Clubhouse and Boating. The report of the Nominating Committee shall be included in the Annual Report, indicating by asterisk which of the nominees are incumbent.
- c) Nominations for any or all of the Directorships may be made by petitions signed by at least ten Members and received by the Secretary not less than twenty days

before the Annual Meeting. The fact and details of such nominations shall be included in the report of the nominating committee.

Section 4. Election: The Directors shall be elected by a simple majority of Members present in person or by proxy at the Annual Meeting and shall serve during the calendar year following their election.

Section 5. Meetings of the Board of Directors:

- a) The Board of Directors shall hold regular meetings at the discretion of the President, not less than once every other month.
- b) At least ten days notice of every regular meeting of the Board of Directors shall be given to each Director.
- c) At any meeting, a majority of the Directors shall constitute a quorum for the transaction of business. In the presence of a quorum, their decisions shall be acts of the Board of Directors.
- d) The President, or in the President's absence the Vice President, shall preside at meeting of the Board of Directors. In the absence of both these officers, the Directors present shall elect a Chairman of the meeting.
- e) The Secretary, or in the Secretary's absence a Director designated by the presiding officer, shall record minutes of all meeting of the Board of Directors.

Section 6. Removal: A Director may be removed from office, when recommended by the Board of Directors, by a two-thirds vote of the Membership. The Director concerned shall be given a ten day notice before a Special Meeting of the Membership called for the purpose of such vote.

Section 7. General Responsibilities of the Board of Directors:

- a) Expenditures – Make or authorize all purchases and disbursements necessary or desirable for the operation of the Club.
- b) Employment – Employ contractors or personnel required for the safe and proper conduct of activities and functions of the Club. Establish appropriate payments to such contractors or personnel and assure proper supervision thereof.

- c) Rules – Approve all rules prepared for the safe and proper operation and use of the Club and its facilities.
- d) Committees – Supervise all committees, with power to direct their activities and to alter or amend any rules or regulations prescribed by any committee.
- e) Annual Budget – Adopt an annual budget for the year of their service, based upon the budget approved by the Membership in the Annual Meeting. The incoming Board shall not increase the approved budget or expenditures by more than 10% without the concurrence of the Membership at a Special Meeting. Funds budgeted for major projects but not expended shall become part of the reserve.
- f) Annual Report – Prepare an Annual Report showing the state of the Club’s finances and summarizing the important activities of the current year. This t shall include by not necessarily be limited to the following:
  - 1. A proposed budget and Annual Assessment for the forthcoming year.
  - 2. A recommended five year financial plan and program updated to include projected income; projected expenditures for operations, maintenance and repair; and out-year major projects.
  - 3. Committee Annual Reports.
  - 4. Report of the Nominating Committee.
  - 5. Audit Report.
  - 6. Annual Report of the President.
- g) Distribution of Annual Report – Copies of the Annual Report shall be made available to each Household at least two weeks prior to the Annual Meeting.  
Insurance – The Board of Directors shall secure for the protection of the Club such public liability, property damage and other forms of insurance as it may deem necessary.
- h) Covenant Matters – The Board of Directors shall act on behalf of the Community in respect to Covenant questions and violations.
- i) The Board shall exert due care to insure that the Corporation is current and in good standing, appropriately registered with and recognized by the State of Maryland.
- j) The Board shall insure that appropriate tax forms are filed annually in a timely fashion.

- k) General – The Board shall do or cause to be done all other things necessary for the operation of the Club.

Section 8. Fidelity Bond: The Board of Directors is authorized at Club expense to secure the fidelity of the Treasurer and any other officers or employees as they see fit, by bond in such amount as they deem necessary.

Section 9. Audit: The Audit of the Corporation's financial records required by the Board of Directors for presentation to the Annual Meeting shall cover the annual period subsequent to the previous annual audit. The audit shall be performed by an Audit Committee appointed by the President consisting of Members not currently on the Board of Directors.

Section 10. Vacancies: The Board of Directors shall have the power to fill any vacancies among their number by majority vote. Directors so selected shall serve during the remainder of the year for which the Board has been elected.

Section 11. Financial Policy:

- a) The budgets proposed and adopted by the Board of Directors should insure that the Corporation's cash assets (assessments plus funds carried forward from prior years) suffice for the following: routine Club operations; fixed expenses; routine annual maintenance; major items of repair, maintenance or improvements anticipated and planned for; and reserve funds. An appropriate reserve for the purpose of these Bylaws is deemed to be approximately 25% of the most recent annual budget approved by the Membership. When the Board determines the existence of an emergency funding requirement or wishes to improve total expenditures in excess of 10% above the budget approved by the last Annual Meeting, the Board shall prepare a detailed plan together with recommendations for the financing of proposed action, and submit these to a Special Meeting of the Membership for disposition.
- b) Approved methods of financing any actions arising under b) above may include use of reserve funds, special assessments, borrowing from commercial banking sources, or a combination of these. It is anticipated the method of financing selected may vary from case to case.

## ARTICLE V – DUTIES OF THE INDIVIDUAL DIRECTORS

### Section 1. The President shall:

- a) Preside at meetings of the Board or the Membership.
- b) With the Treasurer, sign all contracts and papers relating to the affairs of the Corporation.
- c) Appoint Special Committees as appropriate.
- d) Perform all other acts properly belonging to the office, including executive supervision of all activities of the Club and its employees.

### Section 2. The Vice President shall:

- a) Assist the President and perform the President's functions in the absence of the President.
- b) Succeed the President during the remainder of the President's term, should the President be unable or unwilling to continue in office.
- c) Perform such other functions as the President may assign. These have in the past included the welcoming of new Members and providing them with information concerning the Community such as the Bylaws, Covenants, other regulations and similar assistance. The Vice President has also been assigned to become cognizant of and report to the Board concerning significant developments of a civic nature bearing upon the well-being of the Community. Examples of such subjects include fire and police protection, condition of streets, school bus and public transportation, water and sewage service, water pollution, zoning, etc. The Vice President may also be assigned to maintain liaison with other civic associations.

### Section 3. The Secretary shall:

- a) Make and keep minutes of all meetings of the Board of Directors and the Membership.

- b) Maintain all corporate records other than financial.
- c) Prepare official correspondence as directed.
- d) Issue calls for meetings.
- e) Have custody of the corporate seal.
- f) Attest the signature of corporate officers when required.
- g) Perform such other functions as may be appropriate to the office or required by the Board of Directors.

Section 4. The Treasurer shall:

- a) Make and keep records of all financial transactions of the Corporation, including separate accounting for Boating Committee Finances.
- b) Be responsible for the receipt of all monies due the Corporation and deposit same in bank accounts or other places of deposit approved by the Board of Directors, paying service charges on such accounts as may be required.
- c) With the President, or one other elected officer designated by the President, sign all checks and make all disbursements in payments of materials and services duly and properly received or performed on behalf of the Corporation. Where such materials and services shall have been contracted by the Chairperson of a Committee, that Chairperson shall certify the invoice before presenting it to the Treasurer for payment. All certified invoices shall be retained for the annual audit, as well as utility bills.
- d) Advance sums not to exceed \$100 to any other Director who is required to expend cash for corporate purposes, upon receipt of a signed voucher therefore. An accounting from the person receiving such cash shall be required by the Treasurer.
- e) File all tax forms in a timely manner.
- f) Perform such other functions as may be appropriate to the office of Treasurer and required by the Board of Directors.

Section 5. The Chairperson, Finance Committee

- a) Shall constitute a Finance Committee consisting of the Chairperson and no less than three Members other than members of the Board of Directors.



- b) Prepare and submit to the Board of Directors before May first each year an Annual Budget providing for all anticipated expenditures of the Corporation for the year.
- c) With the advice and assistance of the Committee, support the President and the Board with appropriate financial planning, reporting, guidance and proposals relating to all Corporate fiscal matters, consistent with the financial planning policies and requirements contained in these Bylaws, and particularly with respect to the long range planning prescribed above.

Section 6. The Chairperson, Maintenance Committee

- a) Shall constitute a Maintenance Committee consisting of the Chairperson and no less than three Members other than members of the Board of Director.
- b) Be responsible for the maintenance and repair of all Club property except the inside of the Clubhouse, the Swimming pool with its related equipment and the docks and other facilities of the Marina.
- c) Submit budgets as required by the budget process of the Club.
- d) In particular the Chairperson's duties include:
  - 1. Supervision and maintenance of the physical integrity of the Clubhouse and necessary maintenance of the exterior of the Building, insuring the functioning of the streetlights owned by the Club.
  - 2. Arranging and overseeing the cutting of lawns (including those inside the pool enclosure) and the maintenance of trees and shrubs on Club property.
  - 4. Arranging and supervising the care of the flower beds around the clubhouse and at the entrance to the subdivision.
  - 5. Undertaking such other maintenance tasks related to Club property as may be assigned by the Board of Directors. Consonant with his task of insuring the physical integrity of the Clubhouse, these may include larger projects within the Clubhouse.

Section 7. The Chairperson, Swimming Pool Committee shall:

- a) Constitute a Swimming Pool Committee consisting of the Chairperson and at least three Members other than members of the Board.
- b) Submit budgets as required in the budget process of the Club.
- c) Provide for the operation, upkeep and maintenance of the pool and its associated equipment, contracting with a qualified Pool Maintenance company for this purpose.
- d) Establish procedures and regulations designed to insure the safe and orderly operation of the pool, and to comply with applicable County health rules. Publish these regulations and distribute them to members.
- e) Organize and supervise the winterization of pool appurtenances such as chairs and awnings; clean, maintain and put such equipment in place for the pool season, storing them at the end of the season.
- f) Insure the maintenance of pool discipline and safety among swimmers.
- g) Keep and maintain pool records, including accurate details of pool utilization.

Section 8. The Chairperson, Clubhouse Committee shall:

- a) Constitute a Clubhouse Committee consisting of the Chairperson and at least three Members other than members of the Board. Submit budgets as required in the budget process of the Club.
- b) Establish and enforce rules and regulations governing the use and operation of the Clubhouse. Insure that users leave the Clubhouse clean and in good order, disposing of their trash and garbage in a prescribed manner.
- c) Provide for the operation, cleaning and routine maintenance of the Clubhouse, including the heating and plumbing systems, taking due care to protect the same against freezing. Organize the appropriate seasonal deployment of window air conditioners as well as glass or screens in storm windows and doors.
- d) Supervise and coordinate use of the Clubhouse, making available and monitoring the use of keys as appropriate to the support of approved activities.

Section 9. The Chairperson, Boating Committee, shall:

- a) Constitute a Boating Committee consisting of the Chairperson and no less than three other members who are not Directors.

- b) Be responsible for the control, operation, maintenance, repair and upkeep of the boating facilities, including slips, piers, piles, launching ramp, parking, boat storage, utilities, etc., located in the Marina area.
- c) Establish annually special boating assessments for users of the boating facility. The purpose of these assessments shall be to provide a fund for use in financing the execution of responsibility contained in paragraph b) above, including an adequate reserve for anticipated future requirements.
- d) Submit budgets in support of the Marina as required in the budget process of the Club. Budgets of the Boating Committee shall include funds to reimburse the Club treasury for a proportion of any expenses incurred by the Club for general improvements in the Marina area.
- e) Make slip and dry storage assignments. No slip shall be assigned to a Member unless that Member is the sole owner of the boat for which space is required and is prepared to produce evidence to prove the same. The only exception to this rule is that boats owned in common by more than one Member, but not including any non-member, are entitled to space. Distribute annually in April to each boat owner his notice of special boating assessment which shall become due and payable within 30 days to the Club Treasurer. Prorata assessments or return of assessments owing to the assignment or vacating of slips during a year shall be on a calendar year basis.
- f) Provide for and maintain one guest slip which shall not otherwise be assigned and accommodate any additional guest boats when feasible. Arrangements for guest slip space when required by any Member of the Community shall be made with the Chairperson of the Boating Committee or a representative designated by the Chairperson.
- g) Members shall be provided slips and dry storage space to the extent of availability on a first-come, first-served basis. A Member who desires space when no space is available shall submit a written request to the Chairperson of the Boating Committee, who shall satisfy such requests as soon as possible on the basis of priority of receipt and suitability of space to specific requests.
- h) Collection and expenditure of funds by the Boating Committee from a voluntary segment of the community for the purpose of operating and maintaining the Marina does not alter the fact that the boating facilities constitute an inseparable

portion of the total club assets to which all Members have access, from which they derive benefits and incur responsibility. The Boating Committee may not make additions or alterations to the facilities or undertake obligations outside the scope of their defined functions without approval of plans and proposed expenditures by the Board of Directors or the general Membership, as appropriate.

## ARTICLE VI – MEETINGS OF MEMBERS

Section 1: Annual Meeting: The Annual Meeting of the Corporation shall be held on a day during the first fifteen days of November of each year.

Section 2: Special Meetings: Special Meetings of the Membership may be called by the President and are obligatory in connection with certain financial matters as prescribed above. A Special Meeting will also be called when a written request is made to the President by at least ten Members.

Section 3. Place: Meetings of the Corporation shall be held on the Club premises at 260 Providence Road.

Section 4. Notice of Meeting: Notice of every Meeting of the Corporation shall be given to each Member at least ten days prior to the day named for the meeting.

Section 5. Quorum: A meeting of the Membership shall be duly organized for the transaction of business only in the presence of a quorum consisting of thirty percent of the Members.

Section 6. Records: Any Member is entitled upon request to access to the minutes of any Meeting of the Membership or the Board of Directors as well as to all books and records of the Corporation.

## ARTICLE VII – GUESTS

Section 1:

- a) Guests may be admitted to the recreational facilities of the Club only when accompanied by an adult Member.
- b) Private use of the Clubhouse and Swimming Pool by a Member or Members and their Guests is authorized, but shall not take precedence over normal Clubhouse and Pool utilization open to the Membership as a whole, and shall be subject to fees specified by regulation.
- c) Persons aboard visiting boats in compliance with Boating Committee regulations may use the Clubhouse bathroom facilities as well as the Pool.

Section 2:

The Board of Directors may make specific regulations governing Guest privileges.

#### ARTICLES VIII – AMENDMENTS

Section 1: Amendments to these Bylaws may be initiated by action of the Board of Directors or by petition to the Board of Directors signed by at least ten Members. Proposed amendments must be distributed to the Community at least ten days before a Meeting of the Membership at which such Amendment(s) are to be considered. To be adopted, Amendments must be approved by at least eighty percent of Members present.

Section 2: Members shall be given appropriate notice of the adoption of all Bylaw amendments.

#### ARTICLE IX – OFFICE AND SEAL

Section 1: The principal office of the Providence Club, Incorporated, shall be 260 Providence Road, Annapolis, Maryland 21401.

Section 2. The Corporate Seal of this Corporation shall have inscribed thereon the name of this Corporation, “The Providence Club, Inc.”, and the words, “Maryland, 1963”.

End

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**APRIL, 2005**