



The Mil-Bur Club, Inc.

Accepted 02/03/2018

Mil-Bur, Third District, Anne Arundel County, Maryland

Article I – Establishment of the Club

Whereas, the Mil-Bur Club, Inc., was established as a body corporate by virtue of filing of Articles of Incorporation with the State of Maryland on June 14, 1966, as a recorded in Liber F546, Folio 222 of the charter records of the State Department of Assessments and Taxation of Maryland, these By-Laws are established in accordance with those Articles of Incorporation to regulate the operation of the Mil-Bur, Inc.

Article II – Membership

Section 1. – For the purpose of these By-Laws, the Mil-Bur Community, where referred to herein, shall consist of all of the sixty-nine (69) lots as shown on Plats A and B, Section 1 and Section 2 Mil-Bur, all of the six (6) lots in the annexed Mil-Bur II subdivision; as recorded in the land records of Anne Arundel County at Book 32, Folio 88-90, and Book 125, Folio 20 respectively; and all the five (5) lots in the subdivision; as recorded in the land Records of Anne Arundel County at Book 225, Folio 50, Plat No. 11826.

Section 2.

- (a) The membership shall be limited to a family group in residence in one of the homes in the Mil-Bur Community and who are accepted by a majority vote of the Board of Directors.
- (b) There shall be no more than eighty (80) family groups in membership in the Club at any time.
- (c) A membership man not be revoked, but may be reclassified as specified within these By-Laws.
- (d) A membership may be transferred from one family group which ceases to be in residence to another family group which takes its place in residence in the Mil-Bur Community.
- (e) There shall be two classes of family group membership, i.e.: Class “A” and Class “B”.

Section 3. Class “A” Membership

- (a) Shall be considered Active Membership.
- (b) Shall pay an initiation fee as set forth in Article VII, Section 1.
- (c) Shall pay yearly dues as prescribed by the Board of Directors pursuant to Article VII, Section 1.
- (d) Shall have full voting rights in the Club and may hold office.
- (e) Shall have the privilege to use the park (Recreation Area) and other grounds.
- (f) Shall have the privilege of pier access; and to have occasional “day guest’s” boat tie up at the pier, subject to prior approval by the Boating Committee Chairman.
- (g) Subject to agreement to pay appropriate additional fees, shall have the further privilege of clubhouse and pool use.
- (h) Subject to agreement to pay appropriate additional fees, shall have the further privilege of rental of an available boat slip(s) and/or racks(s) from the Club.

- (i) Shall agree to abide by the rules and regulations as required by the Club as a further condition of enjoying and privileges described in Section 3 (e) through (h) above. The Board of Directors may revoke such privilege(s) only for reasonable and sufficient cause, upon majority vote, and upon refunding the unused portion of any annual fee(s) associated with granting of the privilege(s).
- (j) Shall be automatically reclassified as a Class “B” member when the Class “A” dues remain delinquent for more than thirty (30) days.

Section 4 – Class “B” Membership

- (a) Shall be considered Inactive Membership.
- (b) The initiation fee paid as a Class “A” member will not be refunded.
- (c) Such membership shall have no club, pool, or pier privileges.
- (d) Shall have the privilege to change to class “A” member, without again having to pay an initiation fee, upon approval of application by a majority vote of the Board of Directors and upon agreement to pay the yearly dues chargeable to a Class “A” member, including the payment of any arrears fees or special assessments that have occurred during the time of Class “B” membership.
- (e) Shall have no voting rights.
- (f) Cannot hold office.

Section 5. – Reclassification of Membership

- (a) As provided in Article II, Section 3 (j).
- (b) As provided in Article II, Section 4 (d).
- (c) A Class “A” membership may be reclassified as a Class “B” membership at any time upon affirmative vote of 80% or more of the Board of Directors for non-payment of fees or for violation of the Club’s By-laws, Declaration of Restrictions or rules posted by any Standing Committee. A reclassified member may appeal such action by a demand for a vote of the general membership at which a simple majority vote will confirm or reject such reclassification.

Article III – Voting Rights

Section 1.

- (a) Each member in good standing in the Club shall be entitled to one vote.
- (b) A membership vote may be cast by one adult member of the family group.
- (c) Voting by proxy shall be permitted only upon the signed proxy of a member.
- (d) As stated in Article II, Section 4(e) Class “B” members shall have no voting rights.

Article IV – Directors

Section 1. The Board of Directors shall consist of the officers elected in Article V, and the five (5) elected directors as provided for in Sections 3 and 4 of this article. Board members shall serve as officers and/or committee chairpersons. The pronoun He/hi used in these by-laws refers to either the male or female gender and is not intended to indicate the sex of the individual.

Section 2. Eligibility: Only Class "A" members in good standing shall be eligible to serve as Directors. Only one member of each family should may serve as a Director at any one time.

Section 3. Term of Office: The term of office for elected Directors shall be two years and will be overlapped such that 3 members are to be elected on even numbered years and 2 members are to the elected on odd numbered years. The president shall continue to serve in a consulting position to the Board 6 months after his elected term of office has expired.

Section 4. Election: Each elected director shall be elected by a simple majority of the members in good standing. A vote may be cast for each of the vacancies; those receiving the greatest plurality will be elected.

Section 5. Nominations:

- (a) Nominations for the office of Director shall be made by a Nominating Committee appointed by the President. The president shall advise the membership of the names of committee members at least five days prior to the first meeting of the Nominating Committee.
- (b) Nominations for the office of Director shall also be made by petition signed by three members entitled to vote and mailed to the Secretary not less than twenty days before the Annual Meeting.
- (c) Notices of Annual Meetings shall list nominees for the office of Director, indicating which are incumbents.
- (d) Nominations for the office of Director may also be made from the floor at the Annual Meeting.

Section 6. The Board of Directors shall hold regular meetings two times per year, and at such other times as they may deem necessary. Meetings shall also be held at the request of any two regularly elected Directors.

Section 7. Notice: At least ten days' notice of every regular meeting of the Board of Directors shall be given to each Director.

Section 8. A majority of the Board of Directors in office shall constitute a quorum for the transaction of business, and the acts of a majority of the Directors present at a meeting at which there is a quorum, by proxy or in person, shall be the acts of the Board of Directors except where a greater number of Board of Directors are otherwise required by these By-Laws or by any law of the State of Maryland provided such action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

Section 9. Vacancies occurring on the Board of Directors shall be filled by vote of a majority of the remaining members of the Board, and each person so elected shall serve until the next Annual Meeting, or until his successor is elected and qualified.

Section 10. Removal: A Director may be removed from office for cause after ten days notice to the Director concerned to attend a hearing before the Board, and then by voted of a majority of the Board, or by eighty percent majority of the membership.

Section 11. Presiding: The President, or in his absence, the Vice-President shall preside at all meetings of the Board of Directors. In the absence of both of these officers, the Directors present shall elect a Chairman of the meeting.

Section 12. The Secretary, or in his absence, a Director appointed by the presiding officer shall record minutes of all meeting of the Board of Directors.

Section 13. Duties: The Board of Directors shall:

- (a) Make or authorize all purchase and disbursements necessary or desirable for the operation of the Club.
- (b) Employment - Fix the classification and salary schedule of employees and authorize their employment
- (c) Rules - Prescribe rules for the government of members and the use of Club facilities.
- (d) Annual Report - Prepare an Annual Report showing the State of Membership and finances, setting for the transaction and summarizing important activities of the preceding calendar year and shall furnish a copy to any member upon request.
- (e) Committees - Supervise all Committees, with power to direct their activities and to alter or amend any rules or regulations prescribed by any committee.
- (f) Annual Budget - Adopt an Annual budget upon recommendation of the Finance Committee.
- (g) Fix dues and fees annually.
- (h) General - Do or cause to be done all other things necessary for the operation of the Club.

Section 14. Fidelity Bond: The Board of Directors is authorized, at Club expense to secure the fidelity of the Treasurer, and any other officers, assistant officers or employees they see fit, by bond in such amount as they deem necessary.

Section 15. Audit: The Board of Directors shall require an audit of all the accounts of the Club for each even numbered calendar year, or as requested by the Board of Directors. The report of the audit shall be submitted to the Annual Meeting.

Section 16. Debt:

- (a) Operating Debt: The Board of Directors may borrow money for a term of not more than one year for the operation and maintenance of existing Club facilities secured by mortgage or other encumbrance upon the club property, in an amount not to exceed fifty percent of the annual dues and associated fees for the year in which the money is borrowed.

- (b) Construction Debt: The Board of Directors shall not incur any indebtedness in excess of One Thousand Dollars (\$1,000) for major additions or for expansions of Club property or facilities unless authorized by a majority vote of the members entitled to vote.

Section 17. The Board of Directors shall secure for the protection of the Club such public liability, property damage, and other forms of insurance as they may deem necessary.

Article V – Officers

Section 1. The elected officers of the Club shall be a President, a Vice-President, a Secretary, a Treasurer.

Section 2. Eligibility for election to office shall be as prescribed for Directors (Article IV, Section 2).

Section 3. Nominations: Nomination for officers shall be as prescribed for Directors (Article IV, Section 5).

Section 4. The officers shall be elected at the Annual Meeting and serve for a term of one year or until their successors are elected and qualified.

Section 5. Vacancies: The Board of Directors shall by vote of the majority of the remaining members of the Board fill any vacancies in any office, and officers so appointed serve until the next Annual Meeting, or until their successors are elected and qualified.

Section 6. The President shall:

- (a) Preside at all meetings of the Board of Directors and members.
- (b) With the Secretary or Treasurer, sign all contracts and papers relating to the affairs of the Club.
- (c) Make all committee appointments.
- (d) Be ex-officio member of all standing committees.
- (e) Serve for a six-month period on a consultant basis to the incumbent President and the Board of Directors.
- (f) Perform all other acts properly belonging to his office, including executive supervision of all activities of the Corporation and its employees.

Section 7. Vice-President: The Vice President shall assist the President and perform his functions in his absence and in addition, shall as a liaison with County and State governments on matters of importance to the community such as law enforcement, fire protection, zoning and municipal services.

Section 8. Secretary: The Secretary (either personally or by delegation) shall:

- (a) Make and keep, minutes of all meetings of the Board of Directors and of the members.



- (b) Maintain a membership record, including names and addresses, and such other data concerning admission to maintenance and termination of membership as he may deem appropriate, or as may be required by the Board of Directors.
- (c) Keep all other corporate records.
- (d) Conduct all official correspondence.
- (e) Issue call for meetings.
- (f) Attest the signature of the corporate officers when required.

Section 9. Treasurer: The Treasurer shall:

- (a) Make and keep records of all financial transactions of the Corporation.
- (b) Be responsible for the receipts of all monies due the corporation and deposit the same in bank accounts of other places of deposit approved by the Board of Directors, paying any service charges on such accounts as he may deem proper.
- (c) With the President, or in his absence, the Vice-President, sign all checks and make all disbursements except as provided in Article VI, Section 8 (f) (8).
- (d) With the approval of one other elected office, advance sums not to exceed one hundred dollars (\$100.00) to any remaining officer, director or committee chairperson who is required to expend cash for the corporate purposes, on receipt of a signed voucher therefor. An accounting from the person receiving such cash shall be required by the Treasurer.
- (e) Have custody of the Corporate Seal.

Article VI – Standing Committees

Section 1. Standing Committees

- (a) Boating
- (b) Operating/Pool
- (c) Architectural
- (d) Membership/Welcoming

Section 2. Chairman

- (a) Only Directors shall be Chairman of Standing Committees.
- (b) All powers, rights and duties prescribed to other committees shall not affect or pertain to the Boating Committee.

Section 3. Boating Committee-

The Boating Committee shall consist of a chairman and four members and shall:

- (a) Be responsible for the control, operation, maintenance, care, upkeep, etc. of the boat docking facilities, including slips, piers, piles, parking, boat storage, utilities, etc., built and maintained on the waterfront area designated on Plat B. Section 1 of Mil-Bur, as well as the small boat launching ramp.

- (b) Recommend to the Board of Directors rental fees and charges for the use of the boating facilities. Slips, dockage, and boat storage space shall not be rented to other than members in good standing for their own use.
- (c) Provide for and maintain sufficient "day guest" boat docking for members in good standing.
- (d) Fees established shall in general not exceed those charged by commercial marina in the vicinity for similar facilities.
- (e) The Committee shall:
 - (1) Make and keep minutes of all Boating Committee Meetings.
 - (2) Forward copies of said minutes to the Club Board of Directors.
 - (3) Make and keep records of all financial transactions of the committee including income and expense report.
 - (4) See that all rules and regulations of the Committee are posted at the boating area.
 - (5) Keep all boating committee records.
 - (6) Conduct all committee correspondence.

Section 4. The Operating/Pool Committee shall consist of a chairman and two members and shall,

- (a) Employ and supervise attendants and other personnel required for the safe and proper conduct of activities and functions.
- (b) Recommend to the Board of Directors fees and charges for the use of the pool facilities. Make expenditures for the normal operations as authorized in the annual budget.
- (c) Make and enforce rules and regulations governing the use and operation of the pool, and any other club equipment and/or facilities, including date and time of opening and closing and the conduct of members, guests and employees.
- (d) Post a list of members eligible to use the pool facilities in the pool area.
- (e) Do all necessary things for the safe and proper maintenance and operation of corporation property, facilities and equipment, including appropriate inventory records.

Section 5. Architectural Committee: The Architectural Committee shall consist of a Chairman and 2 members and shall:

- (a) Review plans and specifications for proposed changes in architectural appearance to any property according to the Declaration Restrictions.
- (b) Approve changes or submit questions on proposed changes to the Board of Directors.
- (c) Maintain Records of all plans and committee decisions pertaining to architectural changes.
- (d) Notify the Board of Directors of an architectural infractions.

Section 6. The Membership/Welcoming Committee shall consist of a Chairman and two members and shall,

- (a) Welcome prospective members.
- (b) Inform them of the membership requirement and all other matter pertaining thereto.
- (c) Give copy of By Laws and Restrictions to new members.

Section 7. Other committees: There shall be such other committees as the President may appoint.

Article VII –Finances

Section 1. Initiation Fee, Dues and Fees (Definition). Initiation Fee will be set by the Board of Directors from time-to-time and shall be consistent with the last Initiation Fee received by the Club as adjusted for each year since that receipt using the Consumer Price Index. Dues are a charge for membership which include the costs of: operating, maintaining and improving the pool and club-house; maintaining and improving the common grounds; preserving, rebuilding, reconditioning and improving the Community's real and capital facilities such that they are ready for operation and/or use at the appropriate time and in the appropriate manner; administering the Club's business matters; insurance associated with asset preservation and general indemnification of the Club; and other such costs as necessarily and reasonably benefit the entire Mil Bur Community by being incurred. Fees are the annual charge for the use of the marina which include the cost of maintaining and improving those facilities.

- (a) Membership dues and Marina fees shall be payable by April 30th each year, unless the payment deadline for Dues is modified by the creation of the Mil-Bur Club Special Community Benefit District (SCBD) and then the Dues shall be paid in accordance with the SCBD requirements.

Section 2. Capital Improvements Fund: The Capital Improvements Fund shall be established and maintained as a separate account with its own account system, the proceeds of said account to be applied to those budgeted expenditures approved by a majority of members present at a scheduled Community meeting of the Club.

Section 3. Special Assessments: Special Assessments shall be levied equally upon all members for the purpose of satisfying extraordinary financial needs which are both necessary and not reasonably satisfied by other sources of funds. The Board of Directors, by a two-thirds majority vote of all Officers and Directors, shall authorize each Special Assessment.

Section 4. Delinquents: No member who is delinquent in payment of dues or other membership obligations shall be entitled to privileges of membership during delinquency.

Article VIII- 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 October of each year, and newly elected officers will serve on the basis of the calendar year beginning the first of November through the thirty-first of October.

Section 2. Special Meetings: Special Meetings of the members may be called by the President or Board of Directors.

Section 3. Place: Meetings of the Corporation shall be held on the Club premises or in a readily accessible place.

Section 4. Notice of Meetings: Notice of every meeting of the Corporation shall be given to each member of record entitled to vote at the meeting at least 10 days prior to the day named for the meeting.

Section 5. Quorum: A meeting of the Corporation shall not be duly organized for the transaction of business unless a quorum is present. A quorum of any meeting shall consist of 30% of the members entitled to vote, except that a quorum of fifty percent of the members entitled to vote shall apply to any transaction related to the definition of a quorum as provided in this Article and transaction related to amendment of By-Laws. Business requiring a 50% quorum can be conducted at a meeting with fewer than 50%, but not less than 30% of the members present, except that any vote called for under such circumstances shall be conducted by subsequent letter ballot to all members entitled to vote. Such balloting shall close ten days after the mailing of ballots and a count shall be conducted by the Board of Directors. The results of the letter ballot shall be binding, regardless of the percentage of executed ballots returned.

Section 6. Records: Upon request of a member entitled to vote, the books and records of membership shall be produced at any regular or special meeting of the Corporation. Said records shall be used in determining the status of members, and their right to vote.

Article IX- Guests

Section 1. Guests may be admitted to the recreational facilities of the Club in accordance with established rules. The member shall pay a fee for each guest as fixed by the Board of Directors. Members shall enter the guests' name in the register. The Board of Directors shall establish regulation governing the allowable number of guests. Such regulation shall be established to apply to: Day-today guest activities and pre-arranged parties. The Board of Directors may make regulations as they deem appropriate to govern the grant and exercise of guest privileges, including fees, number of guests, frequency or admission and geographical limitation. A bona fide house guest may be registered as a member of a family group for the period of residence with a member. The Board of Directors in fixing an equitable fee for such registration, shall give consideration to the length of visit.

Article X- Amendments

Section 1. Amendments to these By-Laws or any Article thereof may be initiated by action of the Board of Directors or by the petition to the Board of Directors signed by ten members. Amendments may be adopted by an affirmative vote of eighty percent or more members present at a duly organized meeting and who are otherwise entitled to vote, provided the proposed amendments have been sent to all members of record at least five days prior to meeting.

Section 2. Members shall be given appropriate notice of the adoption of all By-Laws amendments.

Article XI- Corporate Seal

The Corporate Seal of the Corporation shall have inscribed thereon the name of the Corporation the words, "Maryland, June 14, 1966".

Change Record

ORIGINAL BY LAWS: Issued by the Mil-Bur Company, Inc. developer.

Revised 12 Oct. 1974 Modified and accepted by the Mil Bur Club, Inc. Membership

Revised October 1988 Authorized by written ballot to add the proposed 6-lot subdivision know as MilBur II, subject to successful Annexation negotiations with the Developer, Seaboard Builders, Inc. (Article II, Section 1 and Section 2 (b))

Revised October 1989 Authorized by written ballot to make certain changes to the classes of membership. Article II, Section 3 (b)- (j), Sect. 5 (a); Article IV, Section 13 (g), Sect, 16 (a); Article IV, Sect. 4 (b); Article VII Sect. 2 Sect. 5, Sect. 6

Revised October 1997 Authorized by written ballot to make changes to Article IV Directors, Article V Officers Section 6, Article VI Committee, Article VII Finances

AMENDED AS FOLLOWS: Voted on and approved 10/13/1997

1. Article IV Directors
Amend to read 5 elected directors instead of 7 elected directors
2. Article IV. Section 16 b . Increase indebtedness in excess of \$1, 000 instead of \$200/
3. Article V Elected Officers Section 6 (e)
Amend to read President shall serve a six month period on a consultant basis to the incumbent President.
4. Article VI Committees
Standing committees Finance, Operating, Membership, Planning and Improvement, Boating
change to read Boating, Operating/Pool, Architectural, Membership/Welcoming
5. Article VIII Finances
Dues and fees payable annually instead of January 31 and April 30 to read due April 30th.
6. Add Article IX, Previous By-Laws go from VIII to X
7. Article VI Section 3. Boating modified (d) (f) (g) (h) (i) (j)

AMENDED AS FOLLOWS: Voted on and approved 10/11/2001

1. Article II Section 1. Membership

Amended to read and all of the (4) lots in the subdivision; as recorded in the land Records of Anne Arundel County at Book 225, Page 50, Plat No. 11826

2. Article II Section 2. Membership

Amend to read There shall be no more than seventy-eight (78) family groups

AMENDED AS FOLLOWS: Voted on and approved 08/21/2014 General Meeting

1. Article II Section 1. Membership

Amended to read and all of the five (5) lots in the subdivision; as recorded in the land Records of Anne Arundel County at Book 225, Folio 50, Plat No. 11826 *(please note: see Bk 27715 Pg. 20b for copy of 25 Milburn annexation records)*

2. Article II Section 2. Membership

Amend to read There shall be no more than seventy-nine (79) family groups

AMENDED AS FOLLOWS: Voted on and approved 01/23/2018 General Meeting:

1. Article II Section 2. Membership

Amend to read: eighty (80)

2. Article II Section 3. (c) Class "A" Membership

Amend to read: Section 1

3. Article II Section 4 Class "B" Membership

Amend to delete existing subsection " (c) There are no yearly dues" and renumber remaining subsections (d) becomes (c) and so forth for the remainder of the section

4. Article II Section 5 Reclassification of Membership

Amend subsection (b) as follows: As provided in Article II, Section 4 (d)

Amend subsection (c) as follows: "...Board of Directors for non-payment of fees or for violation of the Club's By-Laws, Declaration of Restrictions or rules posted by any Standing Committee." A reclassified member...

5. Article III –Section 1 (d) –Voting Rights

Amend to read: Section (e)

6. Article VII Section 1. Finances

Amend to read: Initiation Fee, Dues and Fees (Definition). Initiation Fee will be set by the Board of Directors from time-to-time and shall be consistent with the last Initiation Fee received by the Club as adjusted for each year since that receipt using the Consumer Price Index. ...cost of: operating, maintaining and improving the pool and club-houses;...Fees are the annual charge for the use of the marina which include the cost of maintain and improving those facilities.

(a) Amend to read: Membership dues and Marina fees shall be payable by April 30th each year, unless the payment deadline for Dues is modified by the creation of the Mil-Bur Club Special Community Benefit District (SCBD) and then the Dues shall be paid in accordance with the SCBD requirements.