

**AMENDED AND RESTATED BY-LAWS FOR  
ULMSTEAD CLUB, INC.  
FEBRUARY 2020**

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**AMENDED AND RESTATED BY-LAWS FOR  
ULMSTEAD CLUB, INC.  
FEBRUARY 2020**

*On or about January 7, 1994, the first revision of the By-Laws of Ulmstead Club Inc. was recorded among the Land Records for Anne Arundel County, Maryland in Liber 6537, Folio 772 et seq.. The membership of Ulmstead Club, Inc., by the affirmative vote of a majority of Members present in person or by proxy at a meeting duly called for such purpose (as specified by Article IX, Section 1 of the Bylaws and Article II, Section 4 of the Bylaws), hereby amends and restates in its entirety the By-Laws of Ulmstead Club, Inc. as hereinafter provided.*

*NOW THEREFORE as of the date of the membership meeting (February 29, 2020), the said By-Laws for Ulmstead Club, Inc. are amended as follows:*

**ARTICLE I. MEMBERSHIP**

**Section 1. Qualifications**

- a. Each voting member of Ulmstead Club, Inc. shall meet the following requirements:
  - 1. Be a resident homeowner or joint homeowner in Ulmstead Estates or a homeowner who was previously a resident and is now away temporarily from Ulmstead Estates. Ulmstead Estates is defined in Article IX of these by-laws;
  - 2. Have made application for membership on a form provided by Ulmstead Club, and shall have paid the membership initiation fee and any other fees required for membership;
  - 3. Be in good standing with Ulmstead Club and current in all dues, assessments, and fees;
  - 4. Comply with the provisions of these by-laws and all rules and regulations adopted pursuant to these by-laws.
- b. The duration of a voting member's rights and privileges shall be limited to the period of residence and home ownership in Ulmstead Estates or as otherwise specified in these by-laws.

**Section 2. Use of Ulmstead Club Facilities**

The facilities and property of Ulmstead Club shall be for the exclusive use and enjoyment of qualified resident members of Ulmstead Club and the immediate families of such members who reside with the member, and for the following:

- a. Guests of a member when accompanied by that member or one of his/her immediate family;
- b. Lessees of a member previously a resident, provided that all dues, fees, user charges, and assessments are current, and provided that the original lease had a term of at least three months;

- c. Mr. William E. Dixon and Mr. Joseph M. Schwartz as provided for in Section 4 of Article IX of these by-laws.

Individuals occupying a dwelling or lot for hotel or transient purposes, including, but not limited to, room-letting services such as Airbnb and Vacation Rentals by Owner (“VRBO”), shall not be permitted to use the facilities and property of Ulmstead Club except when accompanied by a member or one of his/her immediate family.

### **Section 3. Suspension of Membership Privileges or Revocation of Membership**

Membership privileges shall be suspended by the Board of Directors after a hearing and written notification for nonpayment of dues, fees, and assessments owing to Ulmstead Club and being due for a period in excess of sixty (60) days. Membership privileges may be suspended by the Board of Directors after a hearing and written notification for failure to conform to the provisions of these by-laws and the rules and regulations adopted pursuant to these by-laws.

The hearing and written notification should occur within 60 days of the Board of Directors receiving notice of the deficiency. The Board of Directors may suspend all or some membership privileges. Membership privileges include voting rights and use of the facilities and property of Ulmstead Club, such as the barn, beach, shore areas, ballfield, tennis courts, boat ramp, docks, slips, and dinghy racks. Suspended membership privileges will be restored upon payment of all dues, fees, and assessments owing to Ulmstead Club. For other deficiencies, suspended membership privileges may be restored by decision of the Board of Directors after the deficiency is corrected.

Following suspension, if a deficiency remains uncorrected for 120 days, membership may be revoked by the Board of Directors after written notification. A resident whose membership has been revoked must submit a new application for membership, be current in all dues, fees, and assessments, and meet all other requirements for membership.

### **Section 4. Leave of Absence**

A member may request on or before January 31, a one-year leave of absence by a written petition to the Board of Directors. The leave of absence may be granted on grounds of financial hardship, e.g., loss of job, major medical expenses. No more than two consecutive leaves of absence will be granted. The member may not use club facilities during the leave of absence. When a leave of absence is terminated, the member may be reinstated upon immediate payment of all applicable back dues, fees, and assessments. Otherwise, membership will be revoked.

### **Section 5. Residents as Guest**

No person whose membership has been suspended or revoked or who is a resident of Ulmstead Estates but not a member of Ulmstead Club shall be permitted to use the facilities or the property as a guest of another member.

## **ARTICLE II. MEETINGS**

### **Section 1. Annual Meeting**

The annual meeting of Ulmstead Club shall be held in the recreation room(s) of the community, or in such location as the Board of Directors shall approve, during the month of February of each year.

The annual meetings shall be general meetings and open for the transaction of any business within the powers of the corporation without special notice of such business being given prior to the annual meeting.

### **Section 2. Special Meetings**

A special meeting of Ulmstead Club may be called at any time by the President; or upon request in writing, delivered to the President, by ten percent of the members entitled to one vote each. Upon receipt of such a request, the President shall call a special meeting. The request shall state the purpose of the meeting and notice shall be given as provided in Section 3. No other business other than that stated in the notice of the meeting shall be transacted at any special meeting, however called.

### **Section 3. Notice of Meetings**

Not less than ten (10) days and not more than thirty (30) days written notice of every annual meeting or special meeting shall be given to each member having voting rights whose name appears as a member of Ulmstead Club on the date when the notice is given. The notices of annual or special meetings shall state the day, place and hour of the meeting and in the case of the annual meeting shall state the business proposed to be transacted to the extent such business is known by the Board of Directors and in the case of special meetings, shall also state the business proposed to be transacted. The notice shall state the approximate number of members required for a quorum. The notices shall be given to each member or left at the member's residence or usual place of business, or mailed to the member at the member's address as it appears on the records of Ulmstead Club.

### **Section 4. Quorum**

The presence, in person or by proxy, of at least 20% of members having voting rights constitutes a quorum for the transaction of general business. However, for occasions of voting on by-laws changes, the presence, in person or by proxy, of a majority of members having voting rights constitutes a quorum. In the absence of a quorum the meeting shall not be held and Section 3 shall be applicable to any subsequent meeting.

### **Section 5. Proxies**

Members may vote either in person or by proxy, but no proxy which is dated more than ninety (90) days before the meeting at which it is offered shall be accepted. Every proxy shall be

submitted in writing or electronically, and include the member name, property address (street number and name) and date.

### **Section 6. Right to Vote**

- a. Every resident member shall have the right to vote unless this right has been revoked or suspended or unless the Treasurer shall certify prior to the meeting that the member is delinquent in dues, assessments, or fees.
- b. Lessees shall not be entitled to vote except as the owner's proxy. A nonresident owner, without a lessee, shall not be entitled to vote.
- c. No one shall be entitled to cast more than one vote regardless of the number of Ulmstead Estates properties owned. Joint homeowner resident members in good standing are entitled to only one vote for the membership.

### **Section 7. Voting Inspectors**

Two voting inspectors shall be appointed by the President at any meeting and shall receive and take charge of the proxies and ballots and decide all questions as to qualifications of voting members, the validity of proxies and the tabulation, acceptance or rejection of votes.

### **Section 8. Order of Business**

All meetings shall be conducted in accordance with Roberts Rules of Order. The order of business shall generally be as follows:

- a. Call to order, introduction and reading of notice by the Secretary;
- b. Appointment of voting inspectors;
- c. Proof of notice of meeting. A statement by the person responsible for distribution of the notices shall be acceptance as proof of service of notice;
- d. Submission of list of members entitled to vote;
- e. Reading of minutes of preceding meeting and action thereon;
- f. Report by Board of Directors;
- g. Report of committees and/or departments, as appropriate;
- h. Election of directors, if any;
- i. Unfinished business;
- j. New business;
- k. Adjournment

## **ARTICLE III. BOARD OF DIRECTORS**

### **Section 1. Election**

The business and property of Ulmstead Club shall be conducted and managed by a Board of Directors consisting of six members. Each director shall be elected for a term of three years and shall hold office until a successor has been elected and qualified. The terms of the Directors shall be arranged so that two are chosen at each annual meeting of the Club.

### **Section 2. Qualification for Director**

To be eligible for election or appointment as a director, a member of Ulmstead Club shall have the following qualifications:

- a. Be a voting member;
- b. Be a resident of Ulmstead Estates and a member of Ulmstead Club for at least two consecutive years immediately prior to the date of election or appointment;
- c. Not have served as an elected director for at least one year.

### **Section 3. Compensation**

No director shall receive compensation from Ulmstead Club for service as a member of the Board of Directors. Directors may be reimbursed for actual expenses incurred on behalf of Ulmstead Club.

### **Section 4. Vacancies**

If any director shall die, resign, or move from Ulmstead Estates, a majority of the remaining Directors (even though such majority is less than a quorum) shall appoint a successor to hold office for the unexpired portion of the term of the director and until a successor has been elected and qualified.

### **Section 5. Removal of Director**

At any regular meeting of Ulmstead Club or at a special meeting called for that purpose, a director may be removed from office by the vote of at least a majority of the total membership of Ulmstead Club entitled to vote at such meeting. A successor for the remainder of the unexpired term shall be appointed in accordance with Section 4 above.

### **Section 6. Limitation on Director**

A director may not serve as an officer (other than President or Vice-President). However, a director may serve as a department manager, committee chairman, representative, or member of a committee or department.

## **Section 7. Organizational Meeting of Board**

After each annual meeting of Ulmstead Club, the Board of Directors, including the newly elected members, shall meet for the purposes of organization and the transaction of other business. The board shall select from among its members the President who shall serve as Chairman and who shall be responsible for conducting the meetings of the Board, and a Vice-President who shall act in the place and stead of the President in the event of his or her absence, inability, or refusal to act.

## **Section 8. Meetings of the Board**

The Board of Directors shall meet at such times as necessary to conduct the business of Ulmstead Club and shall meet with the officers, department managers, and committee chairmen as required.

Meetings of the Board shall be called by the chairman of the board or by a majority of the Directors.

## **Section 9. Notice and Place of Meetings**

Notice as to the place, date and hour of a meeting of the Board of Directors shall be given to each director in writing or in person or by telephone directly to the Director or spouse at least two days prior to the date of the meeting. Unless otherwise agreed to by the Board, all meetings shall be in the recreation room(s) of the Ulmstead barn.

## **Section 10. Quorum**

Except as provided for in Section 4 above, four members of the Board of Directors shall constitute a quorum for the transaction of business, and the votes of at least four members of the Board shall be required for action on behalf of the Board of Directors. Proxies shall not be permitted.

## **Section 11. Minutes and Records**

The minutes and records of the Board of Directors meetings shall be available for review by any member of Ulmstead Club. The Board from time to time shall inform the community of its decisions and actions.

## **Section 12. Operation of the Board**

The Board of Directors shall function and operate as a board and the individual directors shall act on behalf of the board with respect to the officers, department managers, committee chairmen, or representatives only in accordance with instructions or policies of the Board.



### **Section 13. Duties and Responsibilities of the Board**

The Board of Directors is responsible for conducting the business and property of Ulmstead Club. The board's duties shall include, but not be limited to the following:

- a. Manage the corporation with responsibility for the organization and the compliance with the provisions of the Articles of Incorporation, covenants, and by-laws;
- b. Appoint all officers, department managers, committee chairmen, and representatives;
- c. Remove any officer, department manager, committee chairman, or representative, provided that notice of removal be given in writing to the person affected;
- d. Delegate responsibility and authority, as appropriate, for the ongoing operation of Ulmstead Club to the officers, department managers, committee chairmen, and representatives, consistent with the provisions of these by-laws;
- e. Comply with federal, state and local laws, ordinances and regulations and pay federal, state, and local taxes and fees as appropriate;
- f. Provide for the maintenance and improvement of facilities assigned to or owned by the corporation;
- g. Provide for the bonding of appropriate officers and other managers or committee chairmen as required. The cost of any surety bond shall be paid by Ulmstead Club;
- h. Provide adequate insurance coverage on the property of Ulmstead Club, including but not limited to:
  1. Fire, theft, extended coverage, and public liability on any real and personal property in which Ulmstead Club has an insurable interest;
  2. Liability and other coverage as appropriate to protect marine and marine related interests of Ulmstead Club, including reserve funds to cover storm and water losses as appropriate;
  3. Liability and other coverage as appropriate to protect sporting, social and other related interests and activities of Ulmstead Club.
- i. Withdraw the rights to and privileges of Ulmstead Club facilities or membership in Ulmstead Club to those members delinquent in the payment of dues, assessments, or other fees or those members who fail to comply with the provisions of these By-laws or rules or regulations of Ulmstead Club;
- j. Review the budget of Ulmstead Club and submit the budget to the membership for approval;
- k. Plan and execute a Capital Improvement Plan for Ulmstead Club;
- l. Establish a Financial Policy that sets up internal controls to prevent deliberate or misguided use of funds for unauthorized purposes;
- m. Review and approve all fees or charges except those fees or charges established in the budget;
- n. Ensure the collection of all annual assessments, dues, user charges, and fees in accordance with the provisions of these By-laws;
- o. Issue evidence of special rights and privileges established in the by-laws;
- p. Review and approve all rules and regulations adopted by the department managers and committee chairmen;
- q. Review the By-laws of Ulmstead Club and submit recommendations for changes to the membership;

- r. Employ attorneys, accountants, and other persons as required, except that any compensation or fee paid to a resident of Ulmstead Estates (except for reimbursement of expenses) shall be permitted only when approved at a previous meeting of Ulmstead Club;
- s. Review and authorize all contracts and other agreements on behalf of Ulmstead Club;
- t. Provide interface and liaison with Anne Arundel County organizations on community matters;
- u. On a case by case basis, grant exception to specific limitations on the recreation rooms and beach and shore facilities as is appropriate to the good of the community and its members.

#### **Section 14. Limitations on Actions of the Board of Directors**

Unless prior approval has been obtained at a meeting of Ulmstead Club, the Board of Directors shall not authorize or execute any contract or other agreement calling for:

- a. The sale or purchase of any real property;
- b. The mortgaging of any property;
- c. The loaning or investing of funds;
- d. The borrowing of any funds.

#### **Section 15. Advisory Committees**

The Board of Directors may appoint from among its members and/or from the membership such committees as necessary to study or review specific issues, but any findings and recommendations of such committees shall be advisory only.

#### **Section 16. Appeals to the Board of Directors**

Any member of Ulmstead Club or resident of Ulmstead Estates may submit to the Board of Directors a matter or grievance concerning the operation of Ulmstead Club or activity within Ulmstead Estates. The matter or grievance shall be submitted in writing and shall set forth the facts or problem involved, and the action being requested. The Board may hold hearings on the issue or grievance or may meet in executive session to consider the issue or grievance. Whenever the issue or grievance involves another member of Ulmstead Club or resident of Ulmstead Estates, the member or resident shall be afforded the right to make an appearance before the Board or to file a written statement presenting their point of view. The Board shall issue its decision on the matter or grievance in writing with copies to the appropriate parties.

## **ARTICLE IV. OFFICERS**

### **Section 1. Officers**

The officers of Ulmstead Club, in addition to the President and Vice-President, shall be a Secretary, Treasurer, and Assistant Treasurer.

### **Section 2. Prerequisite**

Each officer must be a voting member in good standing.

### **Section 3. Responsibilities of the President**

The responsibilities of the President include, but are not necessarily limited to the following:

- a. Actively represent the best interest of the club on a continuing basis;
- b. Serve as the chief executive officer of the club, responsible for day-to-day operation and administration of the club;
- c. Represent the club either in person or by associations as appropriate;
- d. Keep all club members informed of items affecting community interests;
- e. Sign and execute, in the name of the club, all authorized deeds, mortgages, bonds, contracts, or other instruments authorized by the Board;
- f. Write and deliver to club members an annual message. The message shall report the status of finances, programs, and plans as well as include a report from each committee and department. The message shall include a balance sheet and operating statement and be submitted at the annual meeting of the members;
- g. Maintain a list of the names of the active committee chairmen and department managers;
- h. Prepare and present information to the Board of Directors in cases of nonpayment of dues, fees, assessments or other violations of corporate rules, regulations and restrictions;

### **Section 4. Reserved**

### **Section 5. Responsibilities of the Secretary**

The responsibilities of the Secretary are as follows:

- a. Take, maintain and publish minutes of club business meetings, and as otherwise requested by the President;
- b. Serve as recorder and keep the required records of the Board;
- c. Provide notice to appropriate residents of impending meetings;
- d. Prepare correspondence as directed and to distribute or mail same when approved;
- e. Keep suitable records and files of all correspondence and other materials as appropriate;
- f. Keep the club seal and affix it as appropriate;
- g. Perform all duties ordinarily incident to the office of the Secretary.

## **Section 6. Responsibilities of the Treasurer**

The responsibilities of the Treasurer are as follows:

- a. Collect and maintain all Club funds;
- b. Authorize disbursement of funds in accordance with the budget and following procedures outlined in the established UCI Financial Policy;
- c. Maintain books and records and accounts for all monies received and disbursed;
- d. Present books for audit by the Board of Directors, President and auditors upon request;
- e. Prepare an annual financial report;
- f. Perform all duties ordinarily incident to the office of the Treasurer.

## **Section 6a. Responsibilities of the Assistant Treasurer**

The responsibilities of the Assistant Treasurer are as follows:

- a. To assist in overall Treasurer's responsibilities as outlined above;
- b. Authorize disbursement of funds when the transaction involves payments to the Treasurer, in accordance with the budget and following procedures outlined in the established UCI Financial Policy;
- c. Perform such other duties as may be assigned by the Board of Directors.

## **Section 7. Compensation**

Officers shall not receive compensation for their services except with full knowledge and written approval of the entire Board of Directors or with prior approval of the membership.

## **Section 8. More Than One Office**

No officer shall hold another office, or serve as a director (except as President or Vice-President), a committee chairman, or a department manager.

## **Section 9. Removal**

The Board shall have the power to remove an Officer with or without cause, and such action shall be conclusive on the Officer so removed. Notice of removal shall be given in writing.

## **ARTICLE V. DEPARTMENTS AND REPRESENTATIVES**

### **Section 1. Formation of Departments, Committees and Representatives**

There shall be standing department representatives whose duties and responsibilities are described below in these by-laws. In addition, the Board of Directors may appoint special committees for the purpose of accomplishing specific tasks. The term of special committees and representatives and duties and responsibilities of such shall be specified in writing. The appointment of special committees and representatives shall terminate upon completion of the specified task, or upon the expiration of the time allotted, whichever comes sooner.

### **Section 2. Managers and Representatives**

All departments shall be headed by a manager; committees by a chairman. Authority and responsibility shall be vested in the manager, including the appointment of subordinate committee chairmen. All managers, chairmen and representatives will perform their appointed duties as specified by these by-laws and all are accountable to the Board of Directors.

### **Section 3. Prerequisites, Terms of Office, and Compensation**

Department managers, committee chairmen, and representatives shall generally be voting members in good standing and appointed by the Board of Directors. However, in the absence of voting members willing to accept these duties and responsibilities, the Board of Directors may hire a property management company or other outside professionals as required for the ongoing operation of Ulmstead Club.

The term of office of department managers, committee chairmen, and representatives shall be no greater than three years. Appointments may be renewed. Voting members serving as department managers, committee chairmen, and representatives shall not receive compensation for their services. However, if the Board of Directors resolves to engage the services of a property management company or other outside professional as required, compensation for their services will be provided as determined by the Board. No compensation will be provided except with unanimous approval of the Board of Directors or with prior approval of the membership.

### **Section 4. Department Managers - General Responsibilities**

General responsibilities of the managers include, but are not necessarily limited to, the following items. The department managers shall:

- a. Perform the functions specified for the department in the by-laws;
- b. Appoint and discharge assistants and department members as appropriate;
- c. Be fully responsible for the actions of the department;
- d. Prepare such rules and procedures as may be necessary for department operation and submit such rules to the Board of Directors for review and approval;
- e. Communicate such rules to the residents as appropriate upon approval of the Board of Directors;

- f. Make provisions for the continuity of the department's work from year to year as appropriate;
- g. Establish and submit to the Board of Directors such items as are within its purview, such fees and charges as appropriate for rental, maintenance and improvement of facilities and participation in activities;
- h. Prepare an annual budget;
- i. Maintain records of activities, facilities and equipment and report same to the Board of Directors upon request;
- j. Cooperate with other departments to serve the best interests of the community.
- k. Not create any obligation on behalf of the department or corporation or any resident outside the scope of their authority, interest, or approved budget without the prior written approval of the Board of Directors.

## **Section 5. Departments**

The departments of Ulmstead Club are listed below:

- a. Barn
- b. Beach and Shore
- c. Scenic
- d. Nautical
- e. Membership
- f. Social Activities
- g. Tennis
- h. Security

## **Section 6. Barn Department**

- a. Except as otherwise provided in these by-laws, this department is responsible for:
  - 1. All of the land and facilities associated with the Barn, including the grounds and facilities once used by horses and equestrians.
  - 2. The exterior of the barn, the parking area, and the storage rooms and furnaces located in the middle of the barn.
  - 3. The Community recreation rooms located on the second floor of the barn and their associated rest rooms, hallways, and storeroom located off the foyer of the barn.
- b. The department is empowered to and shall exercise exclusive control over said areas and is exclusively responsible for all facets of operation and use of said facilities, unless as expressly stated in these by-laws.
- c. The recreation rooms shall be made available for Ulmstead Club sponsored events that are open to the entire membership or to a class of members (e.g., all Ulmstead women, all Ulmstead teens). In addition, the recreation rooms may also be reserved for exclusive use under the following conditions:
  - 1. When at least 51% of the attendees of the planned function are members, or;

2. When the Ulmstead member or members requesting exclusive use are hosting a family event, wedding, birthday, etc., will bear the expense of that event, and will neither charge admission nor share expenses among attendees;
  3. When the Ulmstead Club member reserves the Recreation Rooms for social events for the benefit of direct business associates, church groups, athletic groups and other professional groups providing expenses are shared on a pro rata basis, admission is not charged and the event enhances the image of the Ulmstead Club as a progressive community organization;
  4. When the Ulmstead Club or an Ulmstead Club member agrees to sponsor a youth group such as Boy Scouts, Girl Scouts, etc.
- d. The Department Manager shall perform those general duties as are listed in Article V, Section 4, for all Department Managers.

### **Section 7. Beach and Shore Department**

- a. Except as otherwise provided in these by-laws, this department is responsible for all of the beach and shore areas allocated for outdoor recreational and sporting activities, including:
  1. The park, shoreline, and parking area at Ulmstead Point, commonly known as the Beach.
  2. The recreation area shown on Plat entitled ULMSTEAD POINT II and commonly known as the Spit, extending into Forked Creek, except for the existing pier facility extending from the recreation area and the designated beach slips, which are assigned to the Nautical Department.
  3. The undeveloped recreation area between the Swim Club and the Dock Area shown on Plat entitled PLAT THREE – SECTION FIVE, Ulmstead Estates, except for that portion of the shore assigned to the Nautical Department.
- b. The department is empowered to and shall exercise exclusive control over said areas and is exclusively responsible for all facets of operation and use of said facilities, unless as expressly stated in these by-laws.
- c. The Beach shall be open to all members on a first-come, first-served basis. No person shall reserve the Beach for his/her private use except through his/her presence thereon. The only exception to this rule shall be reservations for Ulmstead Club sponsored community wide social events.
- d. The Department Manager shall perform those general duties as are listed in Article V, Section 4, for all Department Managers.

### **Section 8. Scenic Department**

- a. Except as otherwise provided in these by-laws, this department is responsible for the care and maintenance of the ballfield, the community entrances, and other community-owned or community-managed property not expressly stated to be within the purview of another department.
- b. The department is empowered to and shall exercise exclusive control over said areas and is exclusively responsible for all facets of operation and use of said facilities, unless as expressly stated in these by-laws.

- c. The ballfield shall be open to all members on a first-come, first-served basis. No person shall reserve the ballfield for his/her private use except through his/her presence thereon. The only exception to this rule shall be reservations for Ulmstead Club sponsored community wide social events.
- d. The department will oversee the appearance of all Ulmstead property including grounds and facilities maintained by other departments, private homes of members, and property under development by builders. The department will monitor the scenic aspects of these properties for conformance to standards established by these by-laws, county law, and covenants which apply to the geographic boundaries of Ulmstead Estates. Violations pertaining to scenic appearances will be reported to the responsible person. If the deficiency is not corrected, the Department Manager will submit a written report to the Board of Directors for resolution of the problem.
- e. The department will conduct a program of scenic beautification for community-owned facilities and grounds not within the scope of any other department.
- f. The Department Manager shall perform those general duties as are listed in Article V, Section 4, for all Department Managers.

### **Section 9. Nautical Department**

- a. Facilities shall be assigned as specified in ARTICLE VIII.
- b. The total number of boats allowed docking space shall be determined by the department manager based on available facilities. All nautical facilities (slips, dinghy racks, etc.) are assigned in accordance with the member's nautical priority number--one slip per priority number. After all members have exercised their nautical department priority number, additional slips may be assigned to members owning more than one boat on an as-available basis in accordance with the member's nautical priority number.
- c. The department manager shall develop and submit for review to the Board of Directors rules and procedures for the governance of nautical department activity. The rules should be developed, as much as possible, with the participation and consent of members using nautical department facilities. However, the manager is charged for the formulation of department rules and, on approval and promulgation, is vested with full authority for enforcing them.
- d. The department manager shall develop and submit to the Board of Directors a schedule of fees to be charged to members using nautical facilities. The fees shall be adequate to pay a pro rata share of operating and maintenance expenses and to maintain a reserve fund for contingencies. The fees will be payable at time of slip selection.
- e. Proof of vessel ownership and current vessel insurance must be presented to the department manager on request. Use of the assigned slip by other than the indicated members shall not be allowed unless the member is physically present. It is here emphasized that these department facilities are for the use of members' pleasure craft and that commercial activities will not be conducted by members from these facilities. The department manager has the right to grant temporary visiting privileges.
- f. Nothing herein shall preclude the department manager from denying dock privileges to a boat which presents a hazard to others or to a person who repeatedly violates published nautical department rules.



## **Section 10. Membership Department**

The department manager is responsible for the following:

- a. To welcome all new residents on behalf of Ulmstead Club, to explain the purpose and function of the club, to notify club members of the new arrivals and to stimulate further contact between the new arrivals and club officials and members;
- b. To publish and distribute, not less than six times yearly, the "Weathervane." The "Weathervane" is intended to be a convenient means of extra community communication in which space will be made available for messages and news;
- c. To publish, not less than biennially, a roster of member's names, addresses and telephone numbers.

## **Section 11. Social Activities Department**

- a. The department manager shall be responsible for the conduct of a program of social activities exclusively for Ulmstead Club members. This program should be varied enough to provide social and recreational opportunities to members of all ages and interests.
- b. The manager shall develop an annual plan for social functions which shall, as a minimum, outline the program of planned events for adult members, teen-agers and children through elementary school age. This plan shall be submitted to the board for review not later than March 15 of each year.
- c. The purpose of the departments' activities is to promote the enjoyment of the membership, to foster a spirit of neighborliness and friendship among the members, and to provide wholesome outlets for the enthusiasm and high spirits of younger residents. Accordingly, the development of a vigorous social activities program that will appeal to the many and varied groups of residents is required of the manager.

## **Section 12. Tennis Department**

- a. Except as otherwise provided in these by-laws, this department is responsible for the care and maintenance of the Tennis Department facilities. The Tennis Department facilities include four courts, court lighting system and such immediately contiguous grounds to provide adequate landscaping, entry and egress of members, and such equipment as may be necessary for court operation and the comfort of members and observers.
- b. The department is empowered to and shall exercise exclusive control over said areas and is exclusively responsible for all facets of operation and use of said facilities, unless as expressly stated in these by-laws.
- c. The department will perform the functions necessary or advisable to provide:
  1. Equitable playing schedules and special events;
  2. Court playing rules and general administration;
  3. Maintenance and repair of facilities and equipment;
  4. Facility physical security;
  5. Promotion and regulation of membership;
  6. Establishment of membership fees that maintain department financial solvency.

- d. The Department Manager shall perform those general duties as are listed in Article V, Section 4, for all Department Managers.

### **Section 13. Security Department**

- a. The purpose of the Security Department is to promote the security of members' property and club property and to establish an atmosphere in the community in which members and their families may enjoy the community facilities as set forth under Article I, Section 2 of these By-laws.
- b. The manager shall submit a comprehensive plan designed to achieve the purpose set forth above.
- c. The manager shall submit, for approval of the Board of Directors, rules and procedures designed to achieve the purpose of the department. The rules shall be developed, as much as possible, with the participation and consent of the members of the club. However, the manager is charged with the formulation of department rules and, on approval and declaration, is vested with full authority to enforce them. Members contesting a ruling by the manager may appeal to the Board of Directors for redress.
- d. The manager shall maintain liaison with other departments on the security efforts peculiar to that department and work to the mutual benefit of both.
- e. The manager shall perform those general duties as are listed in Article V, Section 4 for all department managers.
- f. The manager will enlist the help of community members as necessary to act as coordinators. The manager shall hold meetings with the members of the department to explain the community security policy, and to review problem areas and possible solutions. The manager must inform all coordinators and members about their responsibility to avoid any acts that could lead to legal action against the community.
- g. It is the responsibility of the manager and the department to:
  - 1. Provide a yearly newsletter by March 31st informing members of security policies;
  - 2. Provide security budget for annual meeting;
  - 3. Hire outside agencies as required with approval of the Board of Directors;
  - 4. Order all supplies, signs, etc. and approve all bills for payment;
  - 5. Coordinate community vehicle identification program.
- h. The manager has the authority to order vehicles towed from community facilities after ensuring that all Anne Arundel County laws have been adhered to.
- i. At the termination of the manager's term, all policies rules and regulations must be thoroughly reviewed with the new security manager to ensure continuity of the Security Department programs.

### **Section 14. Representatives**

- a. There should be representations of Ulmstead Club to organizations or for purposes of special interest to the community.
- b. Representatives are expected to act freely, exercising their own good judgment. However, they shall not have the power to obligate the club financially unless they have expressly

written authority from the corporate officers and/or the Board of Directors, as appropriate.

- c. Representatives shall meet the prerequisites and comply with the general responsibilities set out for department managers.

## **ARTICLE VI. FINANCES**

### **Section 1. General**

Except where specific member approval is required, or as elsewhere specified in these by-laws, the Club's finances shall be managed by and be the responsibility of the Board of Directors.

### **Section 2. Sources of Funds**

In general, sources of Ulmstead Club funds shall be:

- a. From an annual assessment on each member for operating and maintenance expenses.
- b. From an assessment on each member for capital improvements.
- c. From an annual user fee for use of specific facilities. These fees shall be used by the department for maintenance and operating expenses of the particular facility or service offered.
- d. From special fundraising activities.
- e. From a membership initiation fee.
- f. From accumulated back dues.

### **Section 3. Budget**

A financial budget for the next fiscal year's operation shall be prepared annually for review by the Board and submitted for member approval prior to the first of December. The fiscal year shall be January first to December thirty-first, and payment of assessments shall be required prior to the first of February each year. The technique for preparing the budget shall be as follows:

- a. Maintenance, operating and capital improvement expenses are estimated for all areas and activities of Ulmstead Club, Inc.
- b. User fees are established to cover the maintenance and operating expenses of the specified facilities. A share of the expenses can be levied on the general member assessment if common interest to all members can reasonably be presented.
- c. Annual special improvement assessments determined.

The budget submitted by the Board of Directors to the members for approval shall be in writing and shall delineate specific items and categories arranged so the general assessment items are separate from items for each user operational function. The submitted budget shall clearly indicate the total general assessment proposed for each member, the proposed user fees and any

other fees or charges that the club may uniformly impose. The basis for estimates shall be indicated.

The budget shall be approved by a majority of the members present at a properly called and conducted meeting. The Board of Directors may authorize the transfer of funds between items in the budget financed by general assessments, but the total amount of this budget shall not be exceeded without member approval.

Nothing herein contained shall preclude department managers from raising funds for capital improvements or other items for their respective department; however, once such capital improvements or other items are acquired, title shall pass to the club. Special assessments levied by a department without approval shall be deemed voluntary and failure to pay any such assessment shall not appear among club records or create a liability at time of membership transfer.

#### **Section 4. Funds for New Facilities**

Generally, the capital for new facilities may be funded in any of several methods, such as:

- a. The club taking on the full financial responsibility or;
- b. From creation of a special taxing district.

However, once the property or facility is acquired, it shall become an Ulmstead Club asset for the benefit of all resident members in conformity with these by-laws as amended. All such agreements shall be in writing and approved by parties thereto.

#### **Section 5. Membership Revocation, Reinstatement, Transfer and Initiation Fees**

- a. Membership Revocation and Reinstatement - Use of Ulmstead Club facilities by a member, his/her family or guests, shall be contingent on the member being current with all dues, fees, charges and assessments owing to the Club. A person delinquent in payment of monies due to the Club for sixty (60) days shall have his/her privileges to use the Club facilities suspended or membership revoked. No person delinquent in payment of monies due shall have his/her privileges to use club facilities reinstated unless and until such delinquent monies shall have been paid. Dues, fees, charges and assessments shall be levied against the person even though the privileges shall have been revoked or suspended for any reason. Article I, Section 4, provides an exception for a member on approved leave of absence.
- b. Member Transfer - Mere ownership of property in Ulmstead Estates is not sufficient to entitle one to be a member in good standing as specified in Article I, Section 1. The right of any resident to transfer membership to a new owner is contingent upon all dues, fees, charges and assessments being paid before ownership is transferred. Irrespective of whether one is a current property owner and a current member, or a current property owner and not a member, or a future property owner, the cumulative annual dues, fees, and assessments beginning January 1, 1995 shall be paid in order to become a member in good standing.

- c. Membership Initiation - An initiation fee shall be shall be levied against all new residents as well as current residents who join. The amount of the membership initiation fee shall be as approved from time to time at the annual budget meeting. The proceeds from the membership initiation fees shall be used solely for capital improvements.

### **Section 6. Prorating**

All operating and maintenance fees and assessments shall be prorated when membership is issued or terminated on the records of Ulmstead Club. Refunds of operating and maintenance fees shall be granted to members in good standing and prorated as of the date of the settlement of their residence or permanent departure from the community, whichever occurs first.

### **Section 7. Approval of Capital Improvements**

No expenditure of membership funds for capital improvements shall be made without express approval of the members.

## **ARTICLE VII. SPECIAL CONDITIONS**

### **Section 1. Conditions Applicable to Ulmstead Estates**

Ulmstead Club has a continuing interest and general responsibility in the overall management of the community and in the appearance and general well being of the community of Ulmstead Estates. The following special conditions are set forth with respect to the community:

- a. No obnoxious animals shall be kept or bred in Ulmstead Estates. This restriction does not apply to the ownership of domestic dogs, cats, or birds which are not kept for breeding purposes or sales and which are confined to the members' property and are of a limited number;
- b. The leash law for dogs, as adopted by Anne Arundel County, is applicable within Ulmstead Estates. This law requires that dogs, when off the owner's property, shall be kept on a leash. The enforcement of this law shall rest with the appropriate Anne Arundel County officials;
- c. Horses shall not be permitted on the docks, beach, swimming pool property, or residential property except that of the owner;
- d. No obnoxious or offensive trade or activity shall be carried on within the community nor shall anything be done within the community which may be or may become a nuisance to the neighborhood;
- e. No air rifle, air pistol, BB Gun, bow and arrow, rifle, hand gun, live ammunition, explosives, firecrackers or any such similar item shall be discharged or fired within the community;
- f. No sign of any kind shall be displayed to public view on any lot, residence, or mailbox except for one professional sign not more than one square foot in area, one sign advertising the property for sale or for rent not more than five square feet in area, signs

advertising property during construction and sales of new homes, or signs of a temporary nature announcing a community activity. Nothing in this paragraph shall prohibit the display of a political campaign sign not more than six square feet in area during a thirty day period immediately prior to a general, special, or primary election;

- g. Television antennas and radio antennas attached to residences shall be limited to a height of ten feet above the topmost roof line of the residence. Satellite dishes exceeding 3 feet in diameter are prohibited. Solar panels may be installed on exterior of residences if approved by the Board of Directors;
- h. No fence, storage shed, other separate structure, or exterior structural modifications to existing properties shall be constructed except when approved by the Board of Directors. Request for approval shall be submitted in writing and shall include the type of structure, size, and the location on the property. Property owners intending to make exterior structural changes to their properties must be aware of and conform to county building codes and platted building set back requirements. Requests for approval of new or expanded exterior structural modifications to existing properties must be submitted in writing to the Board of Directors for approval before commencement of building activity. The written general concurrence of adjacent neighbors shall be solicited in all the above instances and submitted to the Board of Directors with the written request for approval;
- i. Boats, trailers, campers and other such items shall be stored in garages or may be stored on residential lots in back of the residence and to the degree possible consistent with the topography of the lot, not generally to be visible from the street;
- j. Garden equipment, including machines, garbage and trash receptacles, ladders, outside clothes lines and poles shall be maintained and stored so as to be out of public view when not in use. This provision does not apply to garbage and trash receptacles on days when trash and garbage are scheduled for collection;
- k. No air conditioning unit external to the residence shall be installed or maintained on the front or street side of the house;
- l. No storm windows other than metal and glass or wood and glass shall be installed or maintained;
- m. Unlicensed motor bikes and mini bikes shall not be permitted within the community except as authorized by applicable State and County laws. The enforcement of these laws shall rest with the appropriate Anne Arundel County officials;
- n. All numbered lots of Ulmstead Estates shall be used for single family residential purposes and shall be designated "residential lots."

## **Section 2. Enforcement of Conditions**

Violations of the provisions of Section 1 of this Article can be considered by the Board of Directors as reason for suspension of membership privileges or for denial or revocation of membership.

## **ARTICLE VIII. SELECTION OF SLIP SPACE AT DOCKS**

### **Section 1. Privileged Residents for Selection of Slips**

Because of special agreements and representations made by the developer of Ulmstead Estates and because of certain action on the part of certain residents of Ulmstead Estates, the following privileges have accrued to certain persons as indicated in this article.

### **Section 2. Priority for Slip Selection**

The priority for selection of boat slips at docks owned, leased or otherwise dedicated for Ulmstead Club shall be as follows:

- a. Class I - Named Individual Users:
  1. William E. Dixon;
  2. Joseph Schwartz.
- b. Class II - Privileged Members of Ulmstead Club  
Those members of Ulmstead Club who are entitled, as of November 16, 1974, to a Class II priority because of having paid the sum of \$150.00 and having received an appropriate certificate or because of having received the Class II priority from a previous member shall be considered Class II privileged users and shall have priority for selection and use of slips over Class III users.
- c. Class III - Members of Ulmstead Club  
All those members of Ulmstead Club who are not Class I or Class II members and who have made application for Class III priority as provided for in this article. Those members who are entitled, as of November 16, 1974, to a Class III priority shall retain this priority without any further action on their part.

### **Section 3. Priority Order Within Class II**

Within Class II, the members' priority shall be determined by the recorded deed date of the original Class II member's residence, with the oldest recorded deed having priority over the more recently recorded deed.

### **Section 4. Transfer of Class II Priority**

- a. A member of Ulmstead Club who is entitled to a Class II priority shall have the right to transfer the Class II priority, including the order of selection based on the deed date of the original Class II member's residence, to the immediate subsequent purchaser of the member's residence, provided however, said subsequent purchaser shall have no right to transfer the Class II priority upon selling his/her residence and such Class II priority shall automatically terminate upon such sale. If a member of Ulmstead Club who is entitled to a Class II priority does not elect to transfer the Class II priority to said subsequent purchaser, or if said subsequent purchaser does not make application for, or is not approved for membership in Ulmstead Club, that Class II priority shall automatically terminate as of the date of transfer of the member's residence.

- b. The Class II user's privileges are nontransferable, except as hereinafter provided; however, a Class II user may apply to the club, and the club in its discretion may, but shall not be required to, repurchase the "privilege" for \$150.00. Upon such repurchase by the club, the Class II priority as to that particular residence or lot shall automatically terminate.
- c. A member of Ulmstead Club who is entitled to a Class II priority shall retain this Class II priority and the order of selection, even if the member moves to another residence within Ulmstead Estates, effective as of the date originally issued.

### **Section 5. Rights of Tenant to Class II Priority**

A person who leases the residence of a member with a Class II priority who has moved from the community shall be entitled to the use of the Class II priority in the same manner as the member. If the residence is sold, the provisions of Section 4 of this Article shall be applicable.

### **Section 6. List of Class II Priority**

A list of the members of Ulmstead Club entitled to a Class II priority is maintained by the Nautical Department manager and is distributed prior to slip selection each year.

### **Section 7. Priority Order Within Class III**

Within Class III, the member's priority shall be determined by the date a written request for a slip priority is received by the manager of the Nautical Department as evidenced by a date notation made by the Manager.

### **Section 8. Transfer of Class III Priority**

A Class III priority may not be transferred to a subsequent purchaser of a residence.

A member of Ulmstead Club may retain the Class III priority if the member moves to another residence within Ulmstead Estates.

### **Section 9. Rights of Tenant to Class III Priority**

A person who leases the residence of a member with a Class III priority who has moved from the community shall be entitled to the use of the Class III priority; but the order of selection shall be the date the Tenant moved into Ulmstead Estates. If the member subsequently returns to Ulmstead Estates, his/her Class III priority shall be reinstated. If the member sells the residence to another person, the provisions of Section 8 of this article shall be applicable.

### **Section 10. Selection of Slips**

The Class I users and the members of Ulmstead Club with Class II and Class III priorities shall be given reasonable notice of and the opportunity to appear at the slip selection meeting.



The Class I users and the members with Class II and Class III priorities shall pay the appropriate fee for the slip selected and once a slip is selected, no changes or transfers shall be made except with the approval of the manager of the Nautical Department.

The Class I user or a member with Class II or Class III priority may not rent or give the use of any slip acquired by virtue or priority to any other person, whether or not a resident of Ulmstead Estates.

The Class I user or a member with Class II or Class III priority shall be entitled to only one slip, except to the extent that unused slips may be available and not selected by any other member with a Class II or Class III priority.

### **Section 11. Launching and Storage Facilities**

A member of Ulmstead Club may use the launch facilities and common boat storage facilities, as available, subject to the approved rules of the Nautical Department and prescribed fees, if any.

### **Section 12. Riparian Rights**

The provisions of this article shall in no manner deny any riparian right to any riparian lot owner.

### **Section 13. Amendment**

- a. Notwithstanding anything hereinafter provided in Article IX permitting modification and amendment of these by-laws, Section 1 through Section 10 of Article VIII or any parts or portions thereof shall not be modified, amended, or repealed without the express written consent and approval of all members of the class or classes to be affected by such modification, amendment or repeal.
- b. Notwithstanding anything hereinafter provided in Article IX permitting modification and amendment of these By-laws, no part or portion of this Section 13 of Article VIII shall be modified, amended or repealed without the express written consent and approval of all the members with Class I, Class II and Class III priorities.

## **ARTICLE IX. MISCELLANEOUS**

### **Section 1. Amendment to By-Laws**

The provisions of these by-laws may be amended or repealed at a meeting of Ulmstead Club by a majority vote of the members present at such meeting, either in person or by proxy, provided that notice of the proposed change, including the exact wording thereof, shall be contained in the notice of the meeting or distributed to the membership at least ten days prior to the meeting. As set forth in Article II, Section 4, the presence, in person or by proxy, of a majority of members having voting rights constitutes a quorum.

## **Section 2. Seal**

The seal of the corporation shall be circular in form, with the name of the corporation and "Maryland" inscribed around the outer edge, and in the center shall be inscribed the words "Incorporated" and the year of the incorporation.

## **Section 3. Description of Ulmstead Estates**

Ulmstead Estates shall include that land conveyed by Lillian M. Lynch to the Ulmstead Holding Company and Ulmstead Estates, Inc. by deeds dated in May 1963 and recorded at Liber 1955, Folio 73 and Folio 83 in the land records of Anne Arundel County and shall also include the land retained by Lillian M. Lynch within Ulmstead Estates and the land owned within Ulmstead Estates by Mr. and Mrs. Wallace Perry and Mrs. Carolyn Lynch.

Any expansion of the area of Ulmstead Estates shall require approval of Ulmstead Club, Inc. and shall be ratified by the membership. Approval shall be obtained at a regular or special meeting of the corporation at which at least eighty-five percent of the membership, by vote either in person or by proxy, approves the expansion.

## **Section 4. Developer**

In accordance with provisions of the deed which transferred to Ulmstead Club, Inc. the title to the recreational property within Ulmstead Estates, Mr. William E. Dixon and Mr. Joseph M. Schwartz shall retain the right to use the property of Ulmstead Club in the same manner and subject to the same fees and user charges as any other member of Ulmstead Club, Inc.

## **Section 5. Definition**

As used in these By-Laws the term "Ulmstead Club," "Corporation," "Club" shall mean "Ulmstead Club, Inc."

## **Section 6. Effect of By-Laws on Existing By-Laws and Action Thereunder**

These By-Laws shall replace the existing By-Laws of Ulmstead Club, Inc. as previously amended and shall take effect on the date of adoption.