

BYLAWS

COVE POINT CLUB, INC. A Nonprofit Pennsylvania Corporation

ARTICLE I. OFFICES

Section 1. PRINCIPAL EXECUTIVE OFFICE. The principle executive office of Cove Point Club, Inc. (hereinafter referred to as “the Club”) shall be located at such places as the Board of Directors may from time to time determine.

ARTICLE II. PURPOSE

Section 1. PURPOSE. The purpose or purposes of the Club are:

- (1) to expedite co-operation between the property owners in order to stimulate harmonious community life, protect all properties and their well being;
- (2) to ensure the present and future residential living conditions relating to health, safety, public morals, convenience, comfort and beauty on lots in a development of lands in Wayne County, Pennsylvania, known as Cove Point Club and more particularly described as recorded in Wayne County Deed Book 380, at Page 1094 and amendments;
- (3) to regulate, inspect, administer approve structures and plans for the structures and obtain compliance generally with the restrictions and conditions as to the use of said lots and of related facilities including roads, rights-of-way and parking areas;
- (4) to promote the welfare, social, and recreational interests of the members by providing for the administration, maintenance, and management of such beach facilities, waterfront, lands, trails, recreation areas, docks, buildings and facilities in connection therewith as may come into the control and management of the Club for community purposes;
- (5) to regulate and control recreational and related facilities and equipment in furtherance of the general plan of the community;
- (6) to levy or assess special fees and dues for the use of recreational facilities or other projects of the Club where deemed necessary and proper for its purposes;
- (7) to levy and assess special fees and dues for the use of boat-slips or docks to those members who use those facilities;
- (8) to engage in such other incidental and related activities so as to carry out the general purposes herein stated;
- (9) that all of said purposes shall be conducted upon the premises described in the deed referred to above in this section;

- (10) that this Club does not contemplate pecuniary gain or profit, incidental or otherwise, to its members;

ARTICLE III. MEMBERS

Section 1. MEMBERSHIP. Each record owner of a lot or villa, either may be referred to hereinafter as “property” or “lot”, in Cove Point Club shall be a member of the Club.

Section 2. VOTING RIGHTS. All members shall be entitled to one vote for each lot owned. When more than one person holds an interest in any lot, all such persons shall be members. The vote for such lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any lot owned.

Section 3. SUSPENSION OF VOTING RIGHTS. The voting rights of any member may be suspended, in addition to other reasons, for non-payment of club dues and assessments.

Section 4. ASSESSMENTS. All members shall pay annual club dues and such special assessments in such amounts and payable at such times as the Board of Directors may recommend, and as the membership of the Club may, by majority vote, approve. The annual club dues and assessments, together with interest, costs, and reasonable attorney’s fees shall be a charge on the land and shall be a continuing lien upon the property against which such assessment is made. Each such assessment, together with interest, costs, and reasonable attorney’s fees, shall be the personal obligation of the owner who was the record owner of such unit at the time when the assessment fell due. In the event there is a sale of a unit and it is thereafter determined that club dues or assessments are due for a period prior to the sale, it shall be the obligation of the new owner of the unit to pay the delinquent assessment or assessments, but the new owner shall have the right to collect said delinquent assessment or assessments from the former owner.

Section 5. PURPOSE OF ANNUAL ASSESSMENTS. The assessments levied by the Club shall be used exclusively to promote the recreation, health, safety and welfare of the residents in the properties, for the improvements and maintenance of the amenities for the use of residents and their guests, for real estate taxes on the same areas where they are located, and for any other purpose set forth in the Declaration of Restrictions and Covenants, or any use necessary to carry out any of the foregoing. Annual assessments may also be used to repair, maintain, or to restore the lot, exterior of the buildings, and any other improvements on the property of any owner who fails to maintain the premises and the improvements thereof in a manner satisfactory to the Board of Directors and/or the Club, and any and all costs incurred in connection therewith shall be added to and become part of the assessment to which such lot is subject.

Section 6. LATE PAYMENT OF DUES AND ASSESSMENTS. Late payment penalties of: \$50 after 60 days, \$100 after 60 days, and an additional \$250 plus legal proceedings after 90 days shall be assessed for all late payment of all Club dues and assessments. The count of late days shall commence from due date published with each invoice.

Section 7. PENALTY ASSESSMENTS FOR VIOLATION OF CLUB RULES AND REGULATIONS. Upon Cove Point approval, notification of a violation will be sent via certified mail with a return receipt requested. Members have 7 days from receipt of the letter to correct the problem before the fine schedule starts. In paragraph a, b, and c the fine will be doubled every seven (7) days until the infraction has been corrected to a maximum of \$1,000.00. The following assessments will be imposed against violators of Club Rules and Regulations:

- a) Minor Infractions: Violations of any of the following rules will result in a fine of \$50.00. The fine will double every 7 days until the infraction has been corrected: Rules #1 Conduct, #3 Noise, #4 Speeding, #5 Boats & Trailers, #7 Clubhouse Usage, #8 Recreational Facilities, #9 Pets, #10 Parking #14 Trash, #15 Property, #20 Outdoor Drying, #24 For Sale Signs.
- b) Potential Endangerment or Damage: Violations of any of the following rules will result in a fine of \$100.00. The fine will be doubled every seven (7) days until the infraction has been corrected Rules #11 Livestock, #12 Boat Dock, #16 Beach Areas, #19 Litter
- c) Severe Endangerment or Danger: Violations of any of the following rules will result in a fine of \$200.00. The fine will be doubled every 7 days until the infraction has been corrected. Rules #2 Firearms, #18 Fireworks, #21 Trees
- d) All Other Violations of Rules or Covenants: Violations of rules #6 (Construction) and #17 (Vandalism) and others not listed above, and violations of covenants shall result in a fine of up to \$1,000 as determined by the Board of Directors. If any corrective action is indicated and not done within 60 days, the Board of Directors may levy additional fines.

ARTICLE IV. MEETINGS OF MEMBERS

Section 1. PLACE OF MEETINGS. All meetings of the members shall be held at the Club House or such other places within the Commonwealth of Pennsylvania as the Board of Directors may from time to time determine.

Section 2. ANNUAL MEETINGS. A meeting of the members shall be held during Memorial Day weekend of each calendar year for the election of directors at such place as the Board of Directors shall determine. Elections for directors shall be by written ballot.

Section 3. NOTICE OF MEETINGS. Written notice of the annual meeting specifying the place, date and hour of the annual meeting shall be given at least 21 days prior to the meeting.

Section 4. SPECIAL MEETINGS. Special meetings of the members, for any purpose or purposes, other than those regulated by statute or by the articles of incorporation, may be called at any time by the president, or the Board of Directors, or two-thirds of the membership, upon written request delivered to the secretary of the Club. Upon receipt of any such request, it shall be the duty of the secretary to fix the time of the meeting, which shall be held not less than ten nor more than sixty days thereafter, as the secretary may fix. If the secretary shall neglect or refuse to fix the date of the meeting, the person or persons calling the meeting may do so.

Written notice of any special meeting of the members, stating the place the date and hour and the general nature of the business to be transacted thereat, shall be given to each member entitled to vote thereat at such address as appears on the membership records of the Club, at least five days before such meeting, unless a greater period of notice is required by statute in a particular case.

Section 5. BUSINESS TRANSACTED. Business transacted at all special meetings shall be confined to the business stated in the call.

Section 6. QUORUM. A majority of the members entitled to vote, present in person or represented by proxy, shall be necessary to constitute a quorum at all meetings of the members for the transaction of business, except as otherwise provided by statute or by the articles of

incorporation or by these bylaws. If however, any meeting of members cannot be organized because a quorum has not attended, the members entitled to vote thereat, present in person or by proxy, shall have power, except as otherwise provided by statute, to adjourn the meeting to such time and place as they may determine, but in the case of any meeting called for the election of directors, such meeting may be adjourned only from day to day or for such longer periods not exceeding fifteen days each as a majority of the members present in person or by proxy shall direct, until such directors shall be elected. At any adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified.

Section 7. DETERMINATION OF ISSUES. When a quorum is present or represented at any meeting, the vote of a majority of the members having voting powers, present in person or represented by proxy, shall decide any question brought before such meeting, unless the question is one which, by express provision of the statutes or the articles of incorporation or of these bylaws, requires a different vote, in which case such express provision shall govern and control the decision of such question.

Section 8. PROXY. Each member entitled to vote at a meeting of members may authorize another person or persons to act for him by proxy, either to vote at a regular meeting or to sign a written consent. Every proxy shall be executed in writing by the member, or by his duly authorized attorney in fact, and filed with the secretary of the Club. No proxy shall be valid unless it specifies the original date of the meeting at which it is to be exercised, and will not be valid for any other meeting, except in the case of adjournment of the originally scheduled meeting in accordance with Section 6 of these bylaws.

Section 9. VOTING LIST. The secretary of the Club shall make, at least five days before each meeting of the membership, a complete list of the members entitled to vote at the meeting, arranged in alphabetical order, with the address of each, which list shall be kept on file at the principle executive office of the Club and shall be subject to inspection by any member during usual business hours. Such list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any member during the whole time of the meeting.

Section 10. JUDGES OF ELECTION. In advance of any meeting of membership, the Board of Directors may appoint judges of election, who need not be members, to act at such meeting or any adjournment thereof. If judges of election be not so appointed, the presiding officer of any such meeting may, and on the request of any member or his proxy shall, make such appointment at the meeting. The number of judges shall be one or three. If appointed at a meeting on the request of one or more members or proxies, a majority of the members present and entitled to vote shall determine whether one or three judges are to be appointed. No person who is a candidate for office shall act as a judge. The judges of election shall do such acts as may be proper to conduct the election or vote with fairness to all members, and shall make a written report of any challenge or question or matter determined by them and execute a certificate of any fact found by them, if requested by the presiding officer of the meeting or any member or his proxy. Any report or certificate made by them shall be prima facie evidence of the facts stated therein. If there be three judges of election, the decision, act, or certificate of a majority shall be effective in all respects as the decision, act, or certificate of all.

Section 11. ORDER OF BUSINESS.

- (a) Ascertainment of a quorum being present.

- (b) Minutes of previous meeting.
- (c) Reports of officers.
- (d) Reports of committees.
- (e) Unfinished business.
- (f) Fixing number of directors to be elected.
- (g) Election of directors.
- (h) Other new business
- (i) Adjournment.

Section 12. TERMINATION AND TRANSFER OF MEMBERSHIP. The right of any member to vote, and his right, title, and interest in or to the Club or its property, shall cease on the termination of his membership. No member may transfer his membership or any right arising therefrom.

ARTICLE V. DIRECTORS

Section 1. BOARD OF DIRECTORS. The management of the Club shall be vested in a Board of Directors composed of property owners within Cove Point Club.

Section 2. NUMBER AND QUALIFICATION. The number of directors which shall constitute the whole Board shall be such number as the Board of Directors may determine but not less than three, but always an uneven count. Directors shall be natural persons of full age and must be members of the Club and dwelling owners. Except as hereinafter provided in the case of vacancies; directors, shall be nominated by the Nominating Committee, elected by the members, and each director, except one as detailed below, shall be elected to serve for a term of two years, and until his successor is elected by the members.

The Board will be balanced between Villa and Parcel owners with the additional seat, being a one year term, afforded to that candidate with closest ballot count to a full term elected director, whether that candidate be a Villa or Parcel owner.

Section 3. ELECTION AND TERMS. The Board of Directors shall be elected at the annual membership meeting. Following the cycle implemented with the original appointed Board, half of the directors will be elected each year to serve a two year term, except the one single year term as set forth in Section 2 above.

Section 4(a). VACANCIES. Vacancies in the Board of Directors, including vacancies resulting from an increase in the number of Directors shall be filled by appointment as determined by the vote of the majority of the remaining directors then in office; provided that immediately preceding such appointment at least half of the directors holding office shall have been elected to such office by a majority of the membership. In the event of a vacancy arising by resignation or death of an elected Board member, then the Board of Directors will appoint a successor, preferably from the same class of ownership (parcel or villa), to temporarily serve in the Board position until the next annual membership meeting or a meeting called specifically for the purpose of electing a person to fill the unexpired term of the vacated Board seat. The appointee or any other member from the same class of ownership can run for that unexpired Board position.

Section 4(b). In the special circumstance of greater than half of the Board seats being vacated by resignation or death, a special election will be called within 60 days so that the membership will select, by majority vote, replacements (by class of ownership) for the vacated Board seats to fill the unexpired terms.

Section 5. POWERS. The business and affairs of the Club shall be governed and administered by the Board of Directors. They shall have full power and it shall be their duty to carry out then purpose of the Club, according to its articles of incorporation, bylaws, and rules. In addition to and not in limitation of the powers granted the Board of Directors by law, they shall have the following powers:

- (a) to sue or defend suit in the Club name;
- (b) to have a seal, which may be altered at pleasure, and to use the same in any proper manner;

- (c) to purchase, take, receive, lease as lessee, take by gift or bequest, or by devise, or otherwise acquire and to own, hold, use and otherwise deal with any real or personal property or any interest therein, situated in or out of this Commonwealth, which may be necessary and proper; and which is consistent with the budget(s) approved by a majority of the membership at a meeting called for that purpose. Non emergency expenditures not incorporated in approved budgets may not be permitted if they exceed \$5,000 for any budget category, without prior membership approval;
- (d) to borrow money, enter into long term contracts, issue its notes, bonds or other evidences of debt, for money or labor done, or money or property actually received, and to secure any of its obligations by mortgage, pledge, security agreement, or deed of trust of any of its property franchises and income;
- (e) to elect or appoint and remove officers and agents of the Club and to define their duties and fix their compensation;
- (f) to purchase, take by gift or bequest or otherwise acquire and hold marketable, investment grade shares, bonds, securities or other evidences of debt of any other person or corporation and to exercise all rights and privileges of such ownership, subject to limitations imposed by law;
- (g) to make transfers, in trust of its property and assets, make contributions and donations for the public welfare, charity, religious, scientific or educational purposes;
- (h) to determine whether the conduct of any member violates any rules or bylaws of the Club and, if so, to fix the penalty for such violation;
- (i) to appoint committees and define their duties;
- (j) to promulgate rules and regulations for the conduct of the affairs of the Board and of the Club within its purpose, subject to ratification by majority vote of the Club membership;
- (k) to fix the time and place of all meetings of the membership;
- (l) to establish and enforce rates for community services; and to make levies and assessments upon the members for maintenance of roads and water systems, and for any other purpose, upon approval of the membership obtained at a meeting thereof, of which notice of the substance of the proposed levy or assessment was stated in the notice of the meeting;
- (m) to stop the services of any member who fails to pay the proper rates or the proper levy or assessment and to revoke the membership of such member.
- (n) To determine and set the cost of dock purchase consistent with the current cost of material, construction, and installation of docks, based on a recommendation by the Marina Committee.

Section 6. PLACE OF MEETINGS. The meetings of the Board of Directors may be held at such place within the Commonwealth of Pennsylvania or elsewhere as a majority of the

directors may from time to time appoint, or as may be designated in the notice calling the meeting.

Except as otherwise provided by statute for the organizational meeting of initial directors named in articles of incorporation, the first meeting of each newly elected Board may be held at the same place and immediately after the meeting at which such directors were elected and no notice need be given to the newly elected directors in order legally to constitute the meeting.

Section 7. **REGULAR MEETINGS.** Regular meetings of the Board of Directors may be held at such time and places as shall be determined from time to time, by resolution of at least a majority of the Board of Directors at a duly convened meeting, or by unanimous written consent. Notice of each regular meeting of the Board of Directors shall specify the date, place and hour of the meeting and shall be given to each director at least 24 hours before the meeting, either personally or by mail or telegram.

Section 8. **SPECIAL MEETINGS.** Special meetings of the Board of Directors may be called by the president on 24 hours notice to each director, either personally or by mail or by telegram; special meetings shall be called by the president or secretary in like manner and on like notice on the written request of two directors. Notice of each special meeting of the Board of Directors shall specify the date, place and hour of the meeting. The notice need not state the general nature of the business to be conducted at such special meeting.

Section 9(a). **QUORUM.** At all meetings of the Board of Directors, a majority of the directors in office shall be necessary to constitute a quorum for the transaction of business, and the acts of a majority of the directors present at a meeting, at which a quorum is present shall be the acts of the Board of Directors, except as otherwise specifically provided by statute or by the articles of incorporation or by these bylaws. It shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted thereat other than by announcement at the meeting at which such adjournment is taken.

Section 9(b). Under the special conditions outlined in Article 5 Section 4(b) the remaining Board will be required to conduct its limited business by having a quorum physically assembled at a regularly announced meeting of greater than half of the remaining Board members.

Section 10. **COMMITTEES.** The Board of Directors may, by resolution adopted by majority of the whole Board, designate one or more committees, each committee to consist of one or more of the directors of the Club. The Board of Directors may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. Any such committee to the extent provided in such resolution or in the bylaws, shall have and may exercise all of the powers and authority of the Board of Directors, except that no such committee shall have any power or authority as to the following: (i) the submission to the members of any action requiring approval of members under these bylaws; (ii) the filling of vacancies in the Board of Directors; (iii) the adoption, amendment or repeal of the bylaws; (iv) the amendment or repeal of any resolution of the Board of Directors; (v) action on matters committed by the bylaws or resolution of the Board of Directors to another committee of the Board of Directors. In the absence or disqualification of any member of such committee or committees, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another director to act at the meeting in the place of any such absent or disqualified member.

Section 11. ACTION WITHOUT MEETING. Any action which may be taken at a meeting of the directors or of the members of a committee of the Board may be taken without a meeting if a consent or consents in writing setting forth the action so taken shall be signed by all of the directors or members of the committee, as the case may be, and shall be filed with the secretary of the Club.

ARTICLE VI. OFFICERS

Section 1. OFFICERS. The officers of the Club shall be chosen by the directors and shall be a president, a vice-president, a secretary, a treasurer, a chairperson of Villa Owners Committee, and Treasurer of Villa Owners Committee, all of whom must be members of the Board of Directors. Any number of offices may be held by the same person, except the offices of president and secretary.

Section 2. ELECTIONS. The Board of Directors, immediately after each annual meeting of members, shall elect the officers as in Section 1 above.

Section 3. SUBORDINATE OFFICERS. The Board of Directors may also choose such other officers and assistant officers and agents as the needs of the Club may require who shall hold their offices for such terms and shall have such authority and shall perform such duties as from time to time shall be determined by resolution of the Board of Directors.

Section 4. VACANCIES. If the office of president, vice-president, secretary, treasurer or any assistant officer becomes vacant by reason of death, resignation, removal, or otherwise, the Board of Directors shall appoint a successor who shall hold office for the unexpired term, and until his successor is elected.

Section 5. RELATION OF OFFICERS, DIRECTORS AND CLUB. Officers and directors shall be deemed to stand in a fiduciary relation to the Club, and shall discharge the duties of their respective positions in good faith and with that diligence, care and skill which ordinary prudent persons would exercise under similar circumstances in their personal business affairs.

Transactions engaged upon the Club, its officers, and members of its Board of Directors, as individuals or as representatives of other corporations, shall be valid and binding in the absence of fraud.

Section 6. PRESIDENT. The president shall be the chief executive officer of the Club; shall preside at all meetings of the members and directors, shall have general and active management of the business of the Club and shall see that all orders and resolutions of the Board of Directors are carried into effect. The president shall execute bonds, mortgages and other contracts requiring a seal, under the seal of corporation, except where required or permitted by law to be otherwise signed and executed and except where the signing, and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Club.

Section 7. VICE-PRESIDENT. The vice-president shall, in the absence or disability of the president, perform the duties and exercise the powers of the president, and shall perform such other duties as the Board of Directors or executive committee may prescribe or the president may delegate to the vice-president.

Section 8. SECRETARY. The secretary shall attend all sessions of the Board and all meetings of the members and record all the votes of the Club and the minutes of all the transactions in a book to be kept for that purpose, and shall perform like duties for the executive and other committees of the Board of Directors when required. The secretary shall give, or cause to be given, notice of all meetings of the members and of special meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or president, under whose supervision the secretary shall be. The secretary shall keep in safe custody the corporate seal of the Club and, when authorized by the Board of Directors, affix the same to any instrument requiring it, and, when so affixed, it shall be attested by the secretary's signature or by the signature of the treasurer or an assistant treasurer.

Section 9. TREASURER. The treasurer shall have the custody of the Club's funds and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Club, and shall deposit all monies and other valuable effects in the name and to the credit of the Club in such depositories as shall be designated by the Board of Directors. The treasurer shall disburse the funds of the Club as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the president and directors, at the regular meetings of the Board of Directors, or whenever they may require it, an account of all transactions as treasurer and of the financial condition of the Club. The treasurer shall not disburse funds exceeding \$1000 without Board approval.

ARTICLE VII. FIXING RECORD DATE

Section 1. **FIXING RECORD DATE.** The Board of Directors may fix a time, not more than seventy days prior to the date of any meeting of the members or any adjournment thereof, as a record date for the determination of the members entitled to notice of, and to vote at such meeting, notwithstanding any increase or other change in membership on the books of the Club after any record date fixed as aforesaid. If no such record date is fixed, the record date for determining members entitled to notice of or vote at a meeting of members shall be at the close of business on the day next preceding the day on which notice is given, or, if notice is waived, at the close of business on the day next preceding the day on which the meeting is held. The record date for determining members entitled to express consent or dissent to corporate action in writing without a meeting, where no prior action by the Board of Directors is necessary, shall be the day on which the first written consent or dissent is expressed. The record date for determining members for any other purpose shall be the close of business on the day on which the Board of Directors adopts the resolution relating thereto.

ARTICLE VIII. SUBVENTION

Section 1. **SUBVENTION.** The Club shall be authorized by resolution of the Board of Directors to accept subventions from members or non-members on terms and conditions not inconsistent with statute, and to issue certificates therefore.

ARTICLE IX. GENERAL PROVISIONS

Section 1. **FINANCIAL REPORT TO MEMBERS.** The directors of the Club shall cause an annual report to be sent to the members no later than 120 days after the close of the fiscal year. The annual report shall include the following financial statements prepared so as to represent fairly the corporation's financial condition and the results of its operations: (i) a balance sheet as of such closing date; (ii) statement of income and surplus for each year ended on such closing date; and (iii) such other information as the Board of Directors may determine. The financial statements shall have been examined in accordance with generally accepted auditing standards by an independent public accountant of any state or territory of the United States or by a firm thereof, and shall be accompanied by such accountant's or firm's opinion as to the fairness of the presentation of the financial statements. They shall be prepared in form sanctioned by generally accepted accounting principles for the particular kind of business carried on by the Club.

Section 2. **CHECKS AND NOTES.** All checks or demands for money and notes of the Club shall be signed by such officer or officers as the Board of Directors may from time to time designate.

Section 3. **FISCAL YEAR.** The fiscal year of the Club shall be July 1st to June 30th.

Section 4. **BUDGET.** The annual budget shall be approved by the membership at the Memorial weekend membership meeting.

Section 5. **SEAL.** The corporate seal shall have inscribed thereon the name of the Club, the year of its organization, and the words, "Corporate Seal, Pennsylvania." Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced.

Section 6. NOTICES. Whenever, under the provisions of the statutes or of the articles of incorporation or of these bylaws, notice is required to be given to any person, it may be given to such person either personally or by sending a copy thereof by first class mail, postage prepaid, or by telegram, charges prepaid, to that person's address appearing on the books of the Club, or, in the case of directors, supplied by the director to the Club for the purpose of the notice. If the notice is sent by mail or by telegram, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or with the telegraph office for transmission to such person. A notice of meeting shall specify the place, day and hour of the meeting, and any other information required by the Pennsylvania Nonprofit Corporation Law.

Section 7. WAIVER OF NOTICE. Whenever any written is required to be given by statute or by the articles of incorporation or by these bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed the equivalent of the giving of such notice. Except in the case of a special meeting of members, neither the business to be transacted nor the purpose of the meeting need be specified in the waiver of notice of such meeting. Attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

Section 8. INDEMNIFICATION. Unless otherwise provided in the articles of incorporation, the Club shall indemnify its current and former directors and officers against expenses reasonably incurred by them in connection with the defense of any action to which they are made parties by reason of being or having been directors or officers, except in relation to matters as to which they shall be adjudged in such action liable for negligence or misconduct in the performance of duty. Such indemnification shall not be exclusive of any other rights to which they may be entitled under any bylaw, agreement, vote of members or otherwise.

Section 9. LIABILITY INSURANCE. The Club shall provide directors and officers with liability insurance. In addition, the Club may, at the discretion of the Board of Directors, purchase a Fidelity Bond, in such amount as it may deem appropriate to cover loss from misappropriation of funds or other Club assets by any director, officer, or employee of the Club.

ARTICLE X. AMENDMENT OF BYLAWS

Section 1. ALTERATION, AMENDMENT, REPEAL OF BYLAWS. The bylaws may be altered, amended or repealed by a majority vote of the members entitled to vote thereon, either in person or represented by proxy, at any regular or special meeting duly convened after notice to the members of that purpose.

SIGNATURE AND CERTIFICATION

I certify that the foregoing are the true and correct bylaws of COVE POINT CLUB, INC., a nonprofit Pennsylvania corporation, as last amended by majority vote of the members of Cove Point Club at the annual membership meeting of May 24, 2008.

Secretary

