

BY-LAWS

OF

**MAGOTHY FORGE
IMPROVEMENT ASSOCIATION,
INC.**

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MAGOTHY FORGE IMPROVEMENT ASSOCIATION, INC.

ARTICLE I

NAME AND LOCATION

The name of the non-profit corporation is Magothy Forge Improvement Association, Inc., hereinafter referred to as the "Association". The principal office of the corporation shall be located at any address designed by the Board of Directors and meetings of members and directors may be held at such places within the state of Maryland as may be designated by the Board of Directors.

ARTICLE II

PURPOSE

The Magothy Forge Improvement Association, Inc. has been formed to further and promote the community welfare of the real property owners and residents of the Subdivision of Magothy Forge, Maryland. The By-laws of the Association provide the framework establishing the procedures and responsibilities to exercise the powers and functions of the Association granted by the laws of the State of Maryland and the Charter.

ARTICLE III

DEFINITIONS

Section 3.01 "Associate member" refers to a person entitled to use the facilities and amenities of the Association but who does not have the privilege of voting and may not serve on the Board of Directors.

Section 3.02 "Association" shall mean and refer to Magothy Forge Improvement Association, Inc., a Maryland non-profit, non-stock corporation, and its successors and assigns.

Section 3.03 "Board of Directors" or "Board" refers to the board established under Article V through Article IX of the By-laws to manage the affairs and business of the Association.

Section 3.04 "Common Area" shall mean all real and personal property now or hereafter owned or leased by the Association or otherwise held for the common use and enjoyment of the owners.

Section 3.05 "Common Expenses" shall mean and include the actual and estimated expenses incurred by the Association in connection with the use, maintenance, and operation of the Common Area and the Association. Common. Expenses shall include amounts necessary to establish and maintain any reserve fund determined to be necessary and appropriate by the Board of Directors.

Section 3.06 "Community Assessment" shall mean those assessments that are levied equally against all Lots and Residential Units within the Properties to cover the basic expenses for services and facilities that benefit all Members and all Lots.

Section 3.07 "Community standard" shall mean the standard of maintenance, condition, repair, appearance, cleanliness, or other activity generally prevailing on the Common Area. Such Standard may be specifically determined and set forth in Rules, Regulations and Policies adopted by the Board of Directors.

Section 3.08 "Dock master" shall mean the person charged or appointed with overseeing all aspects of the Common Area beach and docks.

Section 3.08 "Lots" shall mean and refer to any plot of land (with the exception of the Common Area), regardless of the size, shown upon any recorded subdivision plat of the Properties; on which is intended to be constructed a residential dwelling unit.

Section 3.09 "Member" refers to the owner and their immediate family of at least eighteen (18) years of age of a residential lot, condominium unit, single- family attached dwelling, or other real property in the Subdivision, which confers voting privileges on the owner. It does not include associate members.

Section 3.10 "Owner" shall mean and refer to one or more persons or entities who holds the record title to any Lot or Residential unit but shall not include any party holding an interest merely as security for the performance of an obligation.

Section 3.11 "Person" means a natural person, a corporation, a partnership, trustee, or other legal entity.

Section 3.12 "Property" or "Properties" shall mean, and refer to the real property comprising a dwelling constructed on a lot in the Association subdivision.

Section 3.13 "Subdivision" refers to the subdivision known as Magothy Forge, the plats of which are recorded in the land records of Anne Arundel County, Maryland.

ARTICLE IV

MEETING OF MEMBERS

Section 4.01 *Meeting Frequency.* There shall be at least an annual meeting of the Members of the Association to be held by December of each year at such date as determined by the Board of Directors and every three months thereafter unless changed as agreed by members present of the preceding meeting.

Section 4.02 *Special Meetings.* Special meetings of the Members may be called at any time by the President or by the Board of Directors, or upon written request of the 10 (ten) Members who are entitled to vote; except that no special meetings shall be called, except upon resolution of the Board of Directors, for or to consider any matter which is the same as a matter voted on at any regular or special meeting of the Members held during the preceding twelve (12) months.

Section 4.03. *Notice of Meetings.* Written notice of each meeting of the Members shall be given by, or at the direction of, the Secretary or person authorized to call the meeting, by at least two (2) of the following methods; US Mail, Electronic Mail, posting on the Association website, posting on the Association social media web page, Association auto-robotic call, and signage posted in at least two entrances to the community at least seventy-two (72) hours (but not more than sixty (60) days) before such meeting to each the Membership. If by Mail addressed to the Member's address last appearing on the books of the Association, or supplied by such Member to the Association for the purpose of notice. If by electronic mail addressed to the Member's electronic mail address last appearing on the books of the Association, or supplied by such Member to the Association for the purpose of notice. Such notice may be waived upon the declaration of an emergency by the person calling the meeting. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

Section 4.04 *Quorum.* The presence at the meeting of Members entitled to cast, fifteen (15) total votes shall constitute a quorum for any action except as otherwise provided in the these By-Laws. If, however, such quorum shall not be present or represented at any meeting, the Board of Directors shall be then authorized to execute all duties necessary and be considered a Quorum for the purposes of voting for any action except changes to these By-Laws which shall require a Quorum of fifteen (15) total votes.

Section 4.05 *Voting.* At every meeting of the Members, each Member shall have the right to cast one (1) vote for each Lot or Residential unit which he or she owns. The vote of the Members representing fifty-one percent (51%) of the total of the votes of all of the memberships at the meeting, in person, calculated as aforesaid shall be necessary to decide any question brought before such meeting, unless the question is one upon which, by the express provision of law or of the Articles of Incorporation, or of the Declaration or of these By-Laws, a different vote is required, in which case express provision shall govern and control. The vote for any membership which is owned by more than one person may be exercised by any of the co-owners present at any meeting unless any objection or protest by any other owner of such membership is noted at such meeting. In the event all of the co-owners of any membership who are present at any meeting of the Members are unable to agree on the manner in which the votes for such membership shall be cast on any particular question, then such vote shall not be counted for purposes of deciding that question. In the event any membership is owned by a corporation, then the vote for any such membership shall be cast by a person designated in a certificate' signed by the President or any Vice President of such corporation and attested by the secretary or an Assistant Secretary of such corporation and filed with the Secretary of the Association, prior to or during the meeting. Any such certificate shall remain valid until revoked or superseded in writing. The vote for any membership which is owned by a, trust or partnership may be exercised by any trustee or partner thereof, as the case may be, and, unless any objection or protest by any other such trustee or

partner is noted at such meeting, the Chairman of such meeting shall have no duty to inquire as to the authority of the person casting such vote or votes.

Section 4.06 *Absentee Ballots.* Absentee ballots are not valid and not allowed at any time for the purposes of voting on any matter. Members must be present to vote.

Section 4.07 *Proxies.* Proxy votes are not valid and not allowed at any time for the purposes of voting on any matter. Members must be present to vote.

Section 4.08 *Open Meeting*

(a) All meetings of the Association shall be open to all Owners or Occupants of Lots and Residential Units of the Association, their guests and any representative of the news media, except that such meetings may be held in closed session for the following purposes:

(i) Discussion of the employment, assignment, appointment, promotion, demotion, compensation, discipline, removal or resignation of employees over whom it has jurisdiction, or any other personnel matter affecting one or more particular individual(s);

(ii) Protection of the privacy or reputation of individuals in matters not related to Association business;

(iii) Consultation with legal counsel; Consultation with staff personnel, consultants, attorneys or other persons in connection with pending or potential litigation;

(v) Investigative proceedings concerning possible or actual criminal misconduct;

(vi) complying with a specific constitutional, statutory or judicially imposed requirement protecting particular proceedings or matters from public disclosure;

(vii) On an individual recorded affirmative vote of two-thirds (2/3) of the Members present, for some other exceptional reason so compelling as to override the general public policy in favor of open meetings;

(viii) Acquisition of capital items previously specifically approved as part of a published budget adopted in an open meeting;

(ix) Short-term investments of funds of the Association in liquid assets if authorized by an investment policy previously adopted in an open meeting; (x) conducting collective bargaining negotiations or considering matters and- issues in conjunction therewith; or

(xi) Discussions concerning public security, including the deployment of personnel in connection therewith and the development and implementation of emergency plans.

(b) If a meeting is held in closed session pursuant to the procedures established above:

(i) No action may be taken and no matter may be discussed other than those permitted above; and

(ii) A statement of the time, place and purpose of any closed meeting, the record of the vote of each Member by which any meeting was closed, and the authority under this section for closing any meeting shall be made available so as to reasonably notify Members of the Association within fourteen (14) days after the meeting.

Section 4.09 *Meeting format.* The general Member meetings shall be in accordance with Robert's Rules of Order and in the following sequence:

- (a) Call to order
- (b) Reading and approval of the previous minutes
- (c) Treasurer's report
- (d) Report of standing committees
- (e) Report of special committees
- (f) Old business
- (g) New business

The Board of Directors may adopt Resolutions governing the conduct of particular meetings provided they are in accordance with the Charter and By-laws and the principles of Robert's Rules of Order.

ARTICLE V

BOARD OF DIRECTORS: SELECTION: TERM OF OFFICE

Section 5.01 *Number.* The affairs of the Association shall be managed by a Board of Directors consisting of seven (7) persons.

Section 5.02 *Term of Office.* At the annual meeting, the members shall elect the Board of Directors and the term of office shall be one (1) year.

All terms of office shall commence on January 1 and end on December 31.

Section 5.03 *Removal.* Any at large Director may be removed from the Board, with or without cause, by a majority vote of the Members of the Association. In the event of death, resignation or removal of an at large Director,

his or her successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his predecessor.

Section 5.04 *Compensation.* No Director shall receive compensation for any service he may render to the Association. However, any Director may be reimbursed for his actual expenses incurred in the performance of his duties.

ARTICLE VI

NOMINATION AND ELECTION OF DIRECTORS

Section 6.01 *Nomination..* Nomination for election to the Board of Directors may be made from the floor at the annual meeting.

Section 6.02 *Election.* Election to the Board of Directors may be by secret written ballot or public call vote, at the discretion of the President. All members are entitled to vote to fill any at-large vacancies on the Board of Directors. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

ARTICLE VII

MEETING OF DIRECTORS

Section 7.01 *Regular and Special Meetings.* All meetings of the Board of Directors or any committee created by the Board of Directors shall be held only upon scheduled and established dates or periods at such time and place as shall have been made known to all Members in accordance with the procedures established in Article IV, section 3, of these By-Laws. All such

meetings shall be open to all Owners of the Association, their lessees, guests and any representative of the news media and be held within Anne Arundel County at such a place determined by the President. Meetings of the Board of Directors may be held in closed session only in accordance with Article IV, section 8, of these By-laws.

Section 7.02 *Quorum.* A majority of the number of Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

Section 7.03 *Meeting format.* The Board of Directors meetings shall be in accordance with Robert's Rules of Order and in the following sequence:

- (a) Call to order
- (b) Reading and approval of the previous minutes
- (c) Treasurer's report
- (d) Report of standing committees
- (e) Report of special committees
- (f) Old business
- (g) New business

The Board of Directors may adopt Resolutions governing the conduct of particular meetings provided they are in accordance with the Charter and By-laws and the principles of Robert's Rules of Order.

ARTICLE VIII

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 8.01

Powers. The Board of Directors shall have power to:

(a) Adopt and publish rules and regulations governing the use of the Common Area and facilities and the personal conduct of the members and their guests thereon and to establish penalties for infraction thereof.

(b) Suspend the voting rights and right to use of the recreational facilities located, within the Common Areas of a member during any period- in which such member shall be in default in the payment of any assessment levied by the Association. The right to use of the recreational facilities and Common Areas may also be suspended for each infraction of published rules and regulations.

(c) Declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors, and

(d) Employ a manager, an independent contractor, or such other employees as they deem necessary to prescribe their duties, and

(e) To seek to borrow funds for purposes as set forth in these By-Laws which would then require approval by a majority vote of the members present at a meeting of the Association when a quorum is present, and

(g) Grant all necessary easements and rights of way over the Common Areas; and

(h) Exercise for the Association all powers duties, and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these Bylaws or the Declaration or Articles of Incorporation.

Section 8.02

Duties. It shall be the duty of the Board of Directors to:

(a) Cause-to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the

members, or at any special meeting when such statement is requested in writing by at least fifteen (15) members, and

(b) Supervise all officers, agents, and employees of this Association and to see that their duties are properly performed.

(c) Cause an annual operating budget to be prepared based on estimated or actual expenses so as to maintain a contingency each year and to fund a capital asset replacement fund in an amount established by the Board; to set an annual assessment sufficient to satisfy the approved budget requirements, and

(d) Present the annual operating budget to be voted on at the annual membership meeting for approval, and

(e) Procure and maintain adequate liability and hazard insurance on property owned by the Association, and

(f) Cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate, and

(g) Cause the Common Areas to be maintained, and

(h) Grant necessary easements across the Common Areas, and

(i) Retain any person, firm, entity or organization necessary to assist the Board in fulfilling its obligations and duties, and

(j) Cause the books and records of the Association to be reviewed annually by each member of the board for accuracy, and

(k) Cause the books and records of the Association to be reviewed by a third party in accordance with all requirements of the Special Community Benefit District regulations, and

(l) Otherwise perform or cause to be performed the functions and obligations of the Board' and the Association as provided for in the Articles of Incorporation and these By-Laws.

ARTICLE IX

OFFICERS AND THEIR DUTIES

Section 9.01 *Enumeration of Officers.* The officers of this, Association shall be a President and Vice President, a Secretary and a Treasurer, who shall at all times be Members of the Board of Directors and such other officers as the Board may from time to time by resolution create, all of which officers are to be members of the Board of Directors.

Section 9.02 *Election of Officers.* The election of officers shall take place at the first meeting of the Board of Directors following each annual-meeting of the Members.

Section 9.03 *Term.* The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year or until his/her successor is duly elected and qualified, unless he shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 9.04 *Special Appointments.* The Board may elect other such officers as the affairs of the Association may require, each of whom shall hold office for such period as the board designates not to exceed the first meeting of the Board after the first annual meeting. Such officers do not need to be members of the Board of Directors.

Section 9.05 *Resignation and Removal.* Any officer may be removed from office with or without cause by the Board. Any officer may resign

at any time giving written notice to the Board. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 9.06 *Vacancies.* A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 9.07 *Multiple Offices.* No person shall simultaneously hold more than one (1) of any of the other offices except in the case of special offices created pursuant to section 4 of this Article.

Section 9.08 *Duties.* The duties of the officers are as follows:

(a) President. The President, or his/her designee shall preside at all meetings of the Board of Directors; shall see that the orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments and may sign checks and promissory notes.

(b) Vice President. The Vice President shall act in the place and stead of the President in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board.

(c) Secretary. The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the Association together with their addresses, and shall perform such other duties as required by the Board.

(d) Treasurer. The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall sign checks and promissory notes of the Association; keep proper books of account, cause an annual review of the

Association books to be made by an all members of the Board at the completion of each fiscal year, cause a third party review of the Association books to be made in accordance to any Special Community Benefit District guideline, and shall prepare an annual budget and statement of income and - expenditures to be represented to the membership at its regular annual meeting, and deliver a copy for the annual meeting. The Treasurer may pay normal expenditures of less than one thousand dollars (\$1,000.00) without pre-approval from the Board of Directors. Checks of the Association shall be signed by the Treasurer and countersigned by the President or Vice President.

(e) Dock Master. The special office of Dock Master shall have charge of the Common Areas that include any beach or docks. The Dock Master shall keep a log and issue all gate keys, collect all monies to present to Treasurer for deposit for extra fees for the beach and dock areas, keep a log of any wait list for dock slip rentals, collect and verify all registration for boat slip rentals, keep a log and calendar of facility use for events, enforce all rules and regulations as set forth by the Board of Directors and generally oversee the maintenance and welfare of the dock and beach areas. The Dock Master may be, but is not required to be a Board member and may hold multiple offices.

ARTICLE X

LIABILITY AND INDEMNIFICATION OF OFFICERS AND DIRECTORS

The Association shall indemnify every officer and director of the Association against any and all expenses, including counsel fees, reasonably incurred by or imposed upon an officer or director in connection with any action, suit or other proceeding (including the settlement of any such suit or proceeding if approved by the then Board of Directors of the Association) to which he or she may be

made a party by reason of being or having been an officer or director of the Association, whether or not such person is an officer or director at the time such expenses are incurred. The officers and directors of the Association shall not be liable to the members of the Association for any mistake of judgment, negligence, or otherwise, except for their own individual willful misconduct or bad faith. The officers and directors of the Association shall have no personal liability. with respect to any contract or other commitment made by them, in good faith, on behalf of the Association and the Association shall indemnify and forever hold each such officer and director free and harmless against any and all liability to others on account of any such contract or commitment. Any right to indemnification provided for herein shall not be exclusive of any other rights to which any officer or director of the Association or former officer or director of the Association may be entitled.

ARTICLE XI

COMMUNICATION

Section 11.01 *Membership rolls.* Members are responsible to communicate to the Association Secretary their contact information including full name, address, electronic mail address, home telephone and cellular telephone.

Section 11.02 *Default communication.* The default methods of communication for the Association shall be electronic mail and the Association web page. It is the responsibility of the Member to communicate in writing to the Secretary of the Board of Directors any other required form of communication.

Section 11.03 *Change of information.* It is incumbent on the Member to timely communicate in writing any changes to their contact information.

ARTICLE XII
COMMITTEES

Section 12.01 *Easter Egg Hunt Committee.* The Board of Directors may appoint an annual Easter Egg Hunt Committee chair to facilitate the annual Easter egg hunt.

Section 12.02 *Halloween Parade Committee.* The Board of Directors may appoint an annual Halloween Parade Committee chair to facilitate the annual Halloween parade.

Section 12.03 *General.* In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purposes. All committees shall provide reasonable notice of meetings.

ARTICLE XIII
INSURANCE

Section 13.01 *Insurance.* The Board of Directors of the Association may obtain and maintain, to the extent reasonably available, the following:

(a) A "Legal Expense Indemnity Endorsement", or its equivalent, affording protection for the officers and Directors of the Association for expenses and fees incurred by any of them in defending any suit or settling any claim, judgment or

cause of action to which any such officer or Director shall have been made a party by reason of his or her services as such; and

(b) Such other policies of insurance, including director and officer liability insurance and insurance for other risks of a similar or dissimilar nature and fidelity coverage as required by these By-Laws, as are or shall hereafter be considered appropriate by the Board of Directors.

Section 13.02 *Limitations.* Any insurance obtained pursuant to the requirements of this Article shall be subject to the following provisions to the extent reasonably available:

(a) Exclusive authority to negotiate losses under said policies shall be vested in the Board of Directors of the Association, or its authorized representative.

(b) In no event shall the insurance coverage obtained and maintained pursuant to the requirements of this Article be brought into contribution with insurance purchased by the owners of the Lots or Residential units or their mortgagees, as herein permitted, and any "no other insurance" or similar clause in any policy obtained by the Association pursuant to the requirements of this Article shall exclude such policies from consideration.

(c) All policies shall provide that such policies may not be cancelled or substantially modified (including cancellation for non-payment of premium) without at least thirty (30) days' prior written notice to any and all insureds named thereon, including any mortgagee of any Lot or Residential unit who requests such notice in writing.

(d) All policies shall contain a waiver of subrogation by the insurer as to any and all claims against the Association, the Board of Directors, the Members of the Association and their respective agents, employees or tenants, and of any defenses based upon co-insurance or invalidity arising from the acts of the insured.

(e) All policies shall be written or reinsured with a company or companies licensed to do business in the state where the project is located and holding a general policyholder's rating of Class B or better and a current financial rating of Class VI or better in the current edition of Best's Insurance Reports.

ARTICLE XIV

BOOKS AND RECORDS/FISCAL MANAGEMENT

Section 14.01 *Fiscal Year.* The fiscal year of the Association shall begin on the first day of July every year. The commencement date of the fiscal year herein established shall be subject to change by the Board of Directors should the practice of the Association subsequently dictate.

Section 14.02 *Principal Office - Change of Same.* The principal office of the Association shall be as set forth in Article I of the Articles of Incorporation of the Association. The Board of Directors, by an appropriate resolution, shall have the authority to change the location of the principal office of the Association from time to time.

Section 14.03 *Books and Accounts.* Books and accounts of the Association shall be kept under, the direction of the Treasurer in accordance with generally accepted accounting practices, consistently applied. The same shall include books with detailed accounts, in chronological order, of receipts and of the expenditures and other transactions of the Association and its administration and shall specify the maintenance and repair expenses of the Common Area and community facilities, services required or provided with respect to the same and any other expenses incurred by the Association. The amount of any assessment or portion of any assessment, required by payment of any capital expenditure or

reserves of the Association shall be credited upon the books of the Association to the "Paid-in-Surplus" account as a capital contribution by the members.

Section 14.04 *Review.* At the close of each fiscal year, the books and records of the Association shall be reviewed by the Board of Directors within ninety (90) days following the end of each fiscal year.

Section 14.05 *Inspection of Books.* The books and accounts of the Association, vouchers accrediting the entries made thereupon and all other records maintained by the Association' shall be available for examination by the members and their duly authorized agents or attorneys during normal business hours and for purposes reasonably related to their respective interests and after reasonable notice. The Articles of Incorporation and the By-Laws of the Association shall be available for inspection by any member at the principal office of the Association, where copies may be purchased at reasonable cost.

ARTICLE XV

ASSESSMENTS

Assessments are paid along with property taxes in accordance with the Special Community Benefit District (SCBD) for Magothy Forge Improvement Association, Inc. by and through Anne Arundel County, Maryland. No owner may waive or otherwise escape liability for the assessments provided for herein by non-use of the Common Area or abandonment of his Lot or Residential unit.

ARTICLE XVI

CORPORATE SEAL

The Association may have a seal in circular form having within its circumference the words: Magothy Forge Improvement Association, Inc., a Maryland corporation. The Association may use

ARTICLE XVII

AMENDMENTS

These By-Laws may be amended, at a regular or special meeting of the members, by a super majority vote of sixty seven percent (67%) of a quorum of members present in person. This vote must be a quorum of at least fifteen (15) members.

ARTICLE XVIII

INTERPRETATION MISCELLANEOUS

Section 18.01 *Conflict.* These By-Laws are subordinate and subject to the provisions of the Articles of Incorporation of the Association. In the event of any conflict between these By-Laws and the Articles of Incorporation of the Association, the provisions of the Articles of Incorporation shall control.

Section 18.02 *Notices.* Unless another type of notice is herein elsewhere specifically provided for, any and all notices called for in these By-Laws shall be given through electronic mail.

Section 18.03 *Severability.* In the event any provision or provisions of these By-Laws shall be determined to be invalid void or unenforceable, such determination shall not render invalid, void or unenforceable any other provisions hereof which can be given effect.

Section 18.04 *Waiver.* No restriction, condition, obligation or provision of these By-Laws shall be deemed to have been abrogated or waived by reason of any failure or failures to enforce the same.

Section 18.05 *Captions.* The captions contained in these By-Laws are for convenience only and are not a part of these By-Laws and are not intended in any way to limit or enlarge the terms and provisions of these By-Laws or to aid in the construction thereof.

Section 18.06 *Gender. etc.* Whenever in these By-Laws the context so requires, the singular number shall include the plural and the converse, and the use of any gender shall be deemed to include all genders.