

By-laws of
Meadowbrook Community Association, Inc.
(A Non-stock Coporation)

ARTICLE I

General Provisions

SECTION 1: Adoption of by-laws - These by-laws are adopted in conjunction with the Declarations of Covenants, Conditions, Restrictions and Easements dated 3 September 1997 and recorded among the Land Records of Carroll County in Liber 1951, Folio 328, etc., and any amendments subsequent thereto (hereinafter collectively referred to as “the Covenants”) and are intended to supplement and complete said Covenants. In any case where these by-laws conflict with the said Covenants, the provisions of the Covenants shall govern. These by-laws and the Covenants are intended to govern the administration of a homeowners association in a development known as “Meadowbrook” on the southeast side of Maryland Route 194 in the First (1st) Election District of Carroll County, Maryland. These by-laws shall be effective upon their adoption by the Board of Directors.

SECTION 2: The Council - Meadowbrook Community Association, Inc. (hereinafter “the Corporation”) has been incorporated as a Maryland non-stock corporation and has been organized to provide for the administration of a homeowners association in the development known as “Meadowbrook”. The mailing address of the principle office of the Corporation is 5025 Harmony Drive, Manchester, MD 21102.

The Corporation shall govern the affairs of the homeowners association and undertake and perform all acts and duties incident thereto in accordance with the provisions of the Covenants, these by-laws and any applicable laws of the state of Maryland.

SECTION 3: Application of by-laws - These by-laws shall be applicable to any member as defined in the Covenants.

SECTION 4: Fiscal Year - The fiscal year of the Corporation shall be the calendar year or other fiscal year as, from time to time, established by the Board of Directors.

SECTION 5: Roster of Members - For purpose of governing the affairs of the Corporation, the Corporation shall maintain a current roster of the names and addresses of members. Each member shall furnish the Corporation with his or her name and current mailing address. No member may vote as meetings of the Corporation until such information is furnished.

ARTICLE II

The Corporation

SECTION 1: Composition - The Corporation shall be comprised of the membership as defined in the Covenants.

SECTION 2: Voting - The membership shall be entitled to vote as provided in the Covenants. At all meetings of the Corporation, the proxies and ballots shall be received and counted by the Secretary of the meeting and all questions touching the qualifications of voters and the validity of proxies and the acceptance or rejection of votes shall be decided by the presiding officer of the meeting. Unless demanded or ordered by a majority of owners present, no vote need be by ballot and voting need not be conducted by inspectors.

SECTION 3: Votes - A majority of the votes cast at a meeting of the Corporation, duly called and which a quorum is present, shall be sufficient to take or authorize action upon any matter which may properly come before the meeting, unless more than a majority of votes cast is required by statute, by the Covenants, or by these by-laws.

ARTICLE III

The Corporation

SECTION 1: Administration - The Corporation shall have the responsibility of governing the affairs of the homeowners association for the development known as "Meadowbrook". Except as to those matters which the law specifically requires shall be performed by a vote of the members, the management of the Corporation shall be directed and administered by the Board of Directors.

SECTION 2: Annual Meetings - The annual meeting of the Corporation shall be held on a day duly designated by the Board of Directors during the thirty (30) day period immediately succeeding _____ of each year, for the purpose of electing directors to succeed those whose terms shall have expired as of the date of such annual meeting, adopting an annual budget and for the transaction of such other business as may come before the meeting.

SECTION 3: Special Meetings - Special meetings of the Corporation may be called at any time for any purpose or purposes by the President, by a Vice-President or by a majority of the Board of Directors and shall be called forthwith by the President, by a Vice-President, the Secretary or any director of the Corporation upon the request in writing of a majority of the members listed on the current roster and who are entitled to vote at such meetings. Such request shall state the purpose or purposes of the meeting. Business transacted at all Special Meetings of the Corporation shall be confined to the purpose or purposes stated in the notice or the meeting.

SECTION 4: Place of Holding Meetings - All meetings of the Corporation shall be held at the principle office of the Corporation or elsewhere in the state of Maryland as designated by the Board of Directors. Written notice of each meeting of the Corporation shall be mailed, postage prepaid, by the Secretary to each member on record entitled to vote thereat at his or her mailing address, as it appears on the roster of members of the Corporation, at least fifteen (15) days before the meeting. Each such notice shall state the place, day and hour at which the meeting is to be held and, in the case of any special meeting, shall state briefly the purpose or purposes thereof.

SECTION 5: Quorum - At any meeting of the Corporation, the presence in person or by proxy of members entitled to cast a majority of all the votes entitled to be cast thereat shall constitute a quorum, but this section shall not affect any requirement under statute or under the Covenants for the vote necessary for the adoption of any measure. In the absence of a quorum, the members present in person or by proxy, by majority vote and without notice other than by announcement, may adjourn the meeting from time to time until a quorum shall attend. At any such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted as the meeting as originally notified.

SECTION 6: Conduct of Meetings - Meetings of the Corporation shall be presided over by the President of the Corporation or, if he or she is not present, by the Vice-President, or, if none of the said officers are present, by a chairman to be elected at the meeting. The Secretary of the Corporation, or if he or she is not present, any Assistant Secretary shall act as secretary of such meetings; in the absence of the Secretary and any Assistant Secretary, the presiding officer may appoint a person to act as secretary of the meeting.

SECTION 7: Voting - At all meetings of the Corporation, every member entitled to vote thereat may vote either in person or by proxy appointed by an instrument in writing subscribed by such member or his or her duly authorized attorney, bearing

a date not more than one hundred eight (180) days prior to said meeting (unless said instrument is granted to a mortgagee or lessee of the member). Such proxy shall be dated, but need not be sealed, witnessed or acknowledged. All elections shall be had and all questions shall be decided by a majority vote of the members at a duly constituted meeting, except as otherwise provided by law, by the Covenants or by these by-laws.

If the Chairman of the meeting shall so determine, a vote by ballot may be taken upon any election or matter and the vote shall be taken upon the request of members with ten percent (10%) of the votes entitled to vote for such election or matter. In either of such events, the proxies and ballots shall be received and be taken in charge and all questions touching the qualification of voters and the validity of proxies and the acceptance or rejection of votes, shall be decided by the tellers. Such tellers shall be appointed by the chairman of said meeting.

ARTICLE IV

Board of Directors

SECTION 1: General Power - The Corporation shall be managed under the direction of the Board of Directors of the Corporation, to which is delegated all of the rights, powers, duties, and privileges enjoyed by or belonging to the Corporation with respect to the management and operation of the home owners association, including but not limited to:

a) the maintenance, repair, care, upkeep and surveillance of the Corporation and the common areas and facilities thereof.

b) the collection of assessments from the members, and

c) the hiring, designation and dismissal of the personnel necessary for the maintenance and operation of the Corporation and the common elements and facilities thereof.

SECTION 2: Number and Term of Office - The number of directors shall be three (3) or such other number, but not less than three (3), as may be designated from time to time by resolution of the majority of the entire Board of Directors. Directors must be members. If a member is a corporation or partnership, it may designate an

individual to be a Director.

SECTION 3: Filling of Vacancies - In the case of any vacancy of the Board of Directors through death, resignation, disqualification, removal or other cause, the remaining directors, by affirmative vote of the majority thereof, may elect a successor to hold office for the unexpired portion of the term of the director whose place shall be vacant and until the election of his or her successor, or until he or she shall be removed prior thereto.

Similarly, and in the event of the number of directors being increased as provided in these by-laws, the additional directors so provided for shall be elected by a majority of the entire Board of Directors already in office, and shall hold office until the next annual meeting of the Corporation and thereafter until their successors shall be elected and qualified.

Any director may be removed from office with or without cause by a majority of all votes of members who are listed on the current roster and who are entitled to vote for the election of Directors under and in accordance with the Covenants.

SECTION 4: Place of Meeting - The Board of Directors shall hold their meetings and keep the books of the Corporation at the principal office of the Corporation or at such other locations within the State of Maryland as the Board of Directors shall determine. The Board of Directors may hold their meetings by conference, telephone or other similar electronic communication equipment in accordance with the provisions of the Corporations and Associations Article of the Code.

SECTION 5: Special Meetings - Special meetings of the Board of Directors shall be held whenever called by direction of the President and must be called by the President or the Secretary upon written request of a majority of the Board of Directors. The Secretary shall give notice of each special meeting of the Board of Directors by mailing the same at least three (3) days prior to the meeting or by telegraphing the same at least two (2) days before the meeting, to each director; but such notice may be waived by any director. Unless otherwise indicated in the notice thereof, any and all business may be transacted at any special meetings. At any meeting at which every director shall be present, even though without notice, any business may be transacted, and any director may in writing waive notice of the time, place, and objects of any special meeting.

SECTION 7: Quorum - A majority of the directors shall constitute a quorum for the transaction of business at all meetings of the Board of Directors but, if at any meeting, less than a quorum shall be present, a majority of those present may adjourn the meeting from time to time, and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by law, by the Covenants

or by these by-laws.

SECTION 8: Compensation of Directors - Directors shall not receive any stated salary for their services as such, but shall be entitled to reimbursement of such reasonable expenses as are incurred by them in the performance of their duties as directors and as are approved by action of the Board of Directors.

SECTION 9: Committees - The Board of Directors may, by resolution passed by a majority of the whole Board, designate one or more committees. Each committee to consist of two (2) or more of the directors, which, to the extent provided in the resolution, shall have and may exercise the powers of the Board of Directors. Such committee or committees shall have such names as may be determined from time to time by resolution adopted by the Board of Directors.

SECTION 10: Manager or Management Agent, Employees etc. - The Board of Directors may employ, for the Corporation, a management agent or manager (the "Manager"), at a compensation established by the Board of Directors, to perform such duties and services as the Board of Directors shall authorize or direct including, but not limited to, the duties listed in Section 1 of this Article IV. The Board of Directors may employ any other employees or agent to perform such duties and at such salaries as the Board of Directors may establish.

ARTICLE V

Officers

SECTION 1: Election, Tenure and Compensation - The officers of the Corporation shall be a President, a Secretary, a Treasurer and also such other officers including one or more Vice-Presidents and one or more assistants to the foregoing officers as the Board of Directors, from time to time, may consider necessary for the proper conduct of the business of the Corporation. The officers shall be elected annually by the Board of Directors at its first meeting following the annual meeting of the Corporation. The officers may, but need not be directors. Any two (2) or more of the above offices, except those of President and Vice-President, may be held by the same person but no officer shall execute, seal, acknowledge, verify or deliver any instrument in more than one capacity if such instrument is required by law, by the Covenants or by these by-laws to be executed, sealed, acknowledged, verified or delivered by any two (2) or more officers. Officers shall not be compensated in their capacities as such but shall be entitled to reimbursement of such reasonable expenses as are incurred by them in the performance of their duties as officers and

as are approved by action of the Board of Directors.

In the event that any office, other than an office required by law, shall not be filled by the Board of Directors or, once filled, subsequently becomes vacant, then such office and all references thereto in these by-laws shall be deemed inoperative unless and until such office is filled in accordance with the provisions of these by-laws.

Except where otherwise expressly provided in a contract duly authorized by the Board of Directors, all officers, employees and agents of the Corporation shall be subject to removal at any time by the affirmative vote of a majority of the whole Board of Directors, and all officers, agents, employees and other officers appointed by the Board of Directors shall hold office at the discretion of the Board of Directors or of the officers appointing them.

SECTION 2: Powers and Duties of the President - The President shall be the chief executive officer of the Corporation and shall have general charge and control of all of the business affairs and properties of the Corporation. He or she shall preside at all meetings of the Corporation.

The President may sign, execute, seal, acknowledge and deliver all authorized bonds, contracts or other obligations in the name of the Corporation. He or she shall have the general powers and duties of supervision and management usually vested in the office of president of a corporation. The President shall be ~~ex-officio~~ a member of all the standing committees of the Board of Directors. He or she shall do and perform such other duties as may, from time to time, be assigned to him by the Board of Directors.

SECTION 3: Powers and Duties of Vice-Presidents - The Board of Directors may appoint one (1) or more Vice-Presidents. Any Vice President (unless otherwise provided by resolution of the Board of Directors) may sign, execute, seal, acknowledge and deliver all authorized bonds, contracts or other obligations in the name of the Corporation. Each Vice-President shall have such other powers and shall perform such other duties as may be assigned to him by the Board of Directors or by the President. In case of the absence or disability of the President, the duties of that office shall be performed by any Vice-President and the taking of any action by any such Vice-President in place of the President shall be conclusive evidence of the absence or disability of the President.

SECTION 4: Secretary - The Secretary shall keep and maintain the roster of members containing the name and current mailing address of each member. The Secretary shall give, or cause to be given, notice of all meetings of the Corporation and of the Board of Directors and all other notices required by law, by the Covenants or by these by-laws, and in case of his or her absence, refusal or neglect

to do so, any such notice may be given by a person thereunto directed by the President, or by the directors or members upon whose written request the meeting is called as provided in these by-laws. The Secretary shall record all the proceedings of the meetings of the Corporation and of the Board of Directors in books provided for that purpose and shall perform such other duties as may be assigned to him or her by the Board of Directors or the President. In general, the Secretary shall perform all the duties generally established to the office of the Secretary, subject to the control of the Board of Directors and the President.

SECTION 5: Treasurer - The Treasurer shall have custody of all the funds and securities of the Corporation and shall keep full and accurate account of receipts and disbursements in books belonging to the Corporation. He or she shall deposit all moneys and other valuables in the name, and to the credit, of the Corporation in such depository or depositories as may be designated by the Board of Directors.

The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements. He or she shall render to the President and the Board of Directors, whenever either of them so requests, an account of all his or her transactions as Treasurer and of the financial condition of the Corporation.

The Treasurer shall give the Corporation a bond, if required by the Board of Directors, in a sum and with one (1) or more sureties, satisfactory to the Board of Directors, for the faithful performance of the duties of his or her office and for the restoration to the Corporation in case of his or her death, resignation, retirement or removal from office of all books, papers, vouchers, moneys and other properties of whatever kind in his or her possession or under his or her control belonging to the Corporation.

The Treasurer shall perform all duties generally established to the office of the Treasurer, subject to the control of the Board of Directors and the President. Notwithstanding anything herein to the contrary, the provisions of this Article V, Section 5, shall be subject to the terms of any agreement entered into on behalf of the Corporation with the manager.

SECTION 6: Assistant Secretary - The Board of Directors may appoint an Assistant Secretary or more than one (1) Assistant Secretary. Each Assistant Secretary shall (except as otherwise provided by resolution of the Board of Directors) have power to perform all duties of the Secretary in the absence or disability of the Secretary and shall have such other powers and shall perform such other duties as may be assigned to him or her by the Board of Directors or the President. In case of the absence or disability of the Secretary, the duties of the office shall be performed by any Assistant Secretary and the taking of any action by any such Assistant Secretary in place of the Secretary shall be conclusive evidence of the absence or disability of

the Secretary.

SECTION 7: Assistant Treasurer - The Board of Directors may appoint an Assistant Treasurer or more than one (1) Assistant Treasurer. Each Assistant Treasurer shall (except as otherwise provided by resolution of the Board of Directors) have power to perform all duties the Treasurer in the absence or disability of the Treasurer and shall have such other powers and shall perform such other duties as may be assigned to him by the Board of Directors or the President. In case of the absence or disability of the Treasurer, the duties of the office shall be performed by any Assistant Treasurer, and the taking of any action by any such Assistant Treasurer in place of the Treasurer shall be conclusive evidence of the absence of disability or the Treasurer.

ARTICLE VI

Indemnification

SECTION 1: Definitions - As used in this Article VI, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time (the “Indemnification Section”), shall have the same meaning as provided in the Indemnification Section.

SECTION 2: Indemnification of Directors and Officers - The Corporation shall indemnify and advance expenses to a director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

SECTION 3: Indemnification of Employees and Agents - With respect to an employee or agent, other than a director or officer of the Corporation, the Corporation may, as determined by the Board of Directors of the Corporation, indemnify and advance expenses to such employee or agent in connection with a proceeding to the extent permitted by and in accordance with the Indemnification Section.

ARTICLE VII

Execution of Instruments

SECTION 1: Instruments Generally - All checks, drafts, notes, bonds, acceptances, contract and all other instruments, except conveyances, shall be signed by such person or persons as shall be provided by resolution of the Board of Directors applicable thereto. Unless otherwise provided by resolution of the Board of Directors, such instruments shall be signed by the President or the Vice-President and by the Treasurer or Secretary or Assistance Treasurer or Assistant Secretary.

ARTICLE VIII

By-Laws

SECTION 1: Amendments - These by-laws may be amended, modified or revoked in any respect from time to time by the affirmative vote of the members with seventy-five percent (75%) or more of the votes entitled to be cast therefor at a meeting duly called for such purpose. Provided, however, that the Department of Housing and Urban Development and/or the Veterans Administration has the right to vote amendments for as long as there exists a Class B Membership and amendments shall be submitted to the Department of Housing and Urban Development and/or the Veterans Administration prior to being adopted and shall not be adopted until written consent is obtained. This veto provision shall automatically cease to exist at such time as the Class B Membership ceases to exist.

SECTION 2: Conflict - In the event of any conflict between these by-laws and the provisions of the Covenants, the latter shall govern and apply.

ARTICLE IX

Miscellaneous

SECTION 1: Captions - The captions herein are inserted only as a matter of convenience and for reference, and in no way define, limit or describe the scope of these by-laws or the intent of any provision thereof.

SECTION 2: Gender - The use of the masculine gender in these by-laws shall be deemed to include the feminine and neuter genders and the use of the singular shall be deemed to include the plural and vice versa, whenever the context so requires.

SECTION 3: Waiver - No restrictions, conditions, obligations or provisions

contained in these by-laws shall be deemed to have been abrogated or waived by reason of any failure to enforce the same irrespective of the number of violations or breaches thereof which may occur.

SECTION 4: Notices - All notices hereunder shall be sent by registered or certified mail to the Board of Directors, % of the Manager, or, if there be no Manager, to the office of the Board of Directors at the principal office of the Corporation or to such other address as the Board of Directors may hereinafter designate from time to time by notice in writing to all members and to all mortgagees of members. All notices to any member shall be sent by United States first class mail to the address shown on the roster of the members. All notices shall be deemed to have been given when mailed.