



March 6, 2015

To: Members of the Columbia Association
Village Board Chairs
Village Managers
Members of the Press
CA Management

The Members of the Columbia Association will hold a special meeting on Thursday, March 12, 2015 at the Columbia Association Building, 10221 Wincopin Circle, Columbia, MD 21044 at 7:00 PM.

AGENDA

1. Call to Order
2. Approval of Agenda
3. Resident Speakout
4. Approval of the following:
 - (a) Amendments to the Charter Reflected in the attached marked document
 - (b) A further amendment of the Charter in September 2015 for the sole purpose of changing the Columbia Association's address
 - (c) Amendments to the Bylaws reflected in the attached marked document
5. Adjournment

ARRANGEMENTS FOR AN INTERPRETER FOR THE HEARING IMPAIRED CAN BE MADE BY CALLING 410-715-3111 AT LEAST THREE DAYS IN ADVANCE OF THE MEETING.

AMENDED AND RESTATED CHARTER

of

COLUMBIA ASSOCIATION, INC.

(~~AKA~~FORMERLY COLUMBIA PARK AND RECREATION ASSOCIATION, INC.)

FIRST: WE, THE UNDERSIGNED, John Martin Jones, Jr., Andre W. Brewster, and David E. Belcher, the post office address of all of whom is No. 900 First National Bank Building, Light and Redwood Streets, Baltimore, Maryland 21202, each being at least twenty-one years of age, do hereby associate ourselves as incorporators with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: Effective May 1, 1991 the name of the Corporation (which is hereinafter called the Corporation) is the COLUMBIA ASSOCIATION, INC.

THIRD: The purposes for which the Corporation is formed are as follows:

To organize and operate a civic organization which shall not be organized or operated for profit, but which shall be organized and operated exclusively for the promotion of the common good and social welfare of the people of the community of Columbia and its environs ("Columbia" being defined as the community developed and to be developed on that tract of land in Howard County, Maryland (the "County")), presently consisting of 14,744.382 acres of land, more or less, the fee of which, or the leasehold interest in which is presently subjected to the "Declaration," as hereinafter defined. Said tract of land, together with any additional land in the County which may hereafter be subjected to the Declaration by any amendment or supplement thereto filed among the Land Records of Howard County, Maryland, being sometimes hereinafter referred to as ("the Property").

The Corporation shall have no members other than the Columbia Council Representatives, as hereinafter defined, and no part of the net earnings of the Corporation shall at any time in any manner inure to the benefit of any member, director or individual. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, provided that the Corporation may elect to have its allowable expenditures for such purpose determined in accordance with the provisions of section 501(h) of the Internal Revenue Code of 1954, as amended; nor shall it in any manner or to any extent participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office; nor shall the Corporation engage in any activities that are unlawful under applicable Federal, state or local laws.

For the general purpose aforesaid, and limited to that purpose (hereinafter sometimes referred to as the "Purpose"), the Corporation shall have the following specific purposes:

(1) To aid, promote, and provide for the establishment, advancement and perpetuation of any and all utilities, systems, services and facilities within Columbia which tend to promote the general welfare of its people with regard to health, safety, education, culture, recreation, comfort or convenience to the extent and in the manner deemed desirable by the Board of Directors;

(2) To exercise all the rights, powers and privileges and to perform all of the duties and obligations of the Corporation as set forth and undertaken in the Deed, Agreement and Declaration of Covenants, Easements, Charges and Liens (the "Declaration") dated December 13, 1966 between the Corporation as grantor and C. Aileen Ames as grantee and filed among the Land Records of Howard County, Maryland, at Liber 463, Folio 158, as heretofore modified and supplemented or as may be modified or supplemented from time to time as therein provided;

(3) To operate and maintain, or provide for the operation and maintenance of, any properties which may from time to time be designated or conveyed to the Corporation for operation and maintenance as areas serving the general welfare of Columbia and the people thereof with regard to health, safety, education, culture, recreation, comfort and convenience, all pursuant to the Declaration and subject to the provisions thereof;

(4) To enforce all covenants, restrictions, reservations, servitudes, profits, licenses, conditions, agreements, easements, and liens provided in the Declaration, and to assess, collect, and disburse the charges created under such Declaration and to use the proceeds of such charges for the promotion of any and all of the purposes heretofore mentioned in any lawful manner determined by the Board of Directors, pursuant to and subject to the provisions of the Declaration; and

(5) To do any and all lawful things and acts that the Corporation may from time to time, in its discretion, deem to be for the benefit of Columbia and the inhabitants thereof or advisable, proper or convenient for the promotion of the interests of said inhabitants with regard to health, safety, education, culture, recreation, comfort or convenience.

Except as provided in the Declaration, the Corporation will take action to accomplish the foregoing only when and if such action appears to the Board of Directors to be desirable and feasible, and the Corporation shall be under no obligation to, and no representation is made that it will, take any action

to accomplish all or any of the foregoing.

Solely in aid of the Purposes of the Corporation, the Corporation shall have the following powers:

(1) To purchase, lease, hire, receive donations of, or otherwise acquire, hold, own, develop, improve, maintain, and operate, and to aid and subscribe toward the acquisition, development or improvement of, real and personal property; and rights and privileges therein, suitable or convenient for any of the purposes of the Corporation.

(2) To purchase, lease, hire, receive donations of, or otherwise acquire, hold, own, construct, erect, improve, manage, maintain, and operate, and to aid and subscribe toward the acquisition, construction or improvement of, systems, utilities, plants, mills, factories, works, buildings, machinery, equipment and facilities, and any other property or appliances which may appertain to or be useful in the accomplishment of any of the purposes of the Corporation.

(3) To make contracts, incur liabilities, and borrow money; and to issue bonds, notes and other obligations and secure the same (i) by mortgage or deed of trust of all or any part of the property, franchises and income of the Corporation, and/or (ii) by the charges imposed on the property of others under, and the liens on such property created by, the Declaration; and to guarantee the obligations of others in which it may be interested in the furtherance of the purposes of the Corporation.

(4) To lease, sell or donate to the State of Maryland or to the County, or any agency, subdivision, authority or instrumentality of said State or the County, or to any Association (as defined in the Declaration) or to any civic or other non-profit organization, any of the property or facilities acquired or constructed by the Corporation when in the opinion of the Board of Directors such leasing, sale or donation is desirable for and beneficial to the social welfare of the people of Columbia, upon such terms and conditions as the Board of Directors may deem acceptable.

(5) To render direct financial assistance, to make direct contributions or grants of money, or to make loans or advances to the State of Maryland or to the County, or any agency, subdivision, authority or instrumentality of said State or the County, or to any Association or any civic or other non-profit organization, when in the opinion of the Board of Directors such assistance, contribution or grant is desirable for and beneficial to the social welfare of the people of Columbia.

(6) Subject to the provisions of Paragraph (3) of Article FIFTH hereof, to lease or sell any of the property or facilities acquired or constructed by the Corporation, to render direct financial assistance to or to make direct

contributions or grants of money, or to make loans or advances to any person engaged or to be engaged in providing public services or facilities necessary or desirable for the social welfare of the people of Columbia.

(7) To undertake and prepare, or cause to be prepared, studies and plans (for submission to any public authority or for its own use) which relate to any phase or aspect of the physical, social, or cultural development of Columbia, and to create, or cause to be created facilities, boards, councils, associations and the like for the supervision and implementation thereof.

(8) To fix, charge and collect tolls, fees, rates, rentals and other charges for the use of the facilities of, or for the services rendered by the Corporation not for profit but for the purpose of providing for the payment of the expenses of the Corporation, the cost of the construction, improvement, repair, equipping, furnishing, maintenance, and operation of its facilities, the cost of its services, and the principal and interest on its obligations.

(9) To solicit, receive and accept donations of money or property or any interest in property from the State of Maryland, the County, or any subdivision of either, the Federal government or any agency or instrumentality thereof, or from any person.

(10) To raise money for any particular facility or service which the Corporation proposes to provide by means of a special assessment of Columbia generally or of a part or parts thereof to be specially benefitted thereby and to condition the providing of such facility or service upon the voluntary payment of all or a specified percentage of the aggregate amount of such assessment.

(11) To enforce any restrictive covenant, and any covenant or other obligation providing for the payment of any charges, assessments or fees, which are a part of the Declaration or created by any contract, deed, or other instrument executed pursuant to the provisions of said Declaration, not for profit but for the purpose of providing for the payment of the expenses of the Corporation, the cost of the construction, improvement, repair, equipping, furnishing, maintenance, and operation of its facilities, the cost of its services, and the principal and interest on its obligations and to create any facilities, boards or associations deemed to be convenient by the Board of Directors for such enforcement.

(12) To create, cause to be created, or to assist in or approve the creation of "Incorporated Associations" (as defined in Article SEVENTH(3)) which shall be non-profit civic organizations having representative membership from among the property owners in a certain area within the Property and which shall have the purpose and function of enhancing the peculiar common interests of the particular area or areas and the inhabitants thereof, and to supervise the

organization, management, operation and activities of such Incorporated Associations to the extent and in any manner that the Board of Directors may deem appropriate, and to perform such duties and obligations and exercise such rights and powers with relation thereto which may be imposed or granted to the Corporation by way of any Declaration, Deed or Charter executed and filed with the appropriate public authority in connection with the creation or operation thereof.

(13) To have and exercise, to the extent necessary or desirable for the accomplishment of the aforesaid purposes and to the extent they are not inconsistent with the Purpose of this Corporation, any and all powers conferred upon the corporations of a similar character by the General Laws of the State of Maryland.

FOURTH: The post office address of the principal office of the Corporation in this State is 10221 Wincopin Circle, Suite 100, Columbia, Maryland 21044. The name and post office address of the resident agent of the Corporation in this State ~~are Shelby A. Tucker King, Vice President and General Counsel, 10221 Wincopin Circle, Suite 100, Columbia, Maryland 21044~~ is Corporation Trust Incorporated, 300 East Lombard Street, Baltimore, Maryland 21202. Said resident agent is an Maryland corporation. ~~individual actually residing in this State.~~

FIFTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and members:

(1) The Corporation is not organized for profit, and notwithstanding any provision in the Declaration, or any amendment or supplement thereto, or in any other deed, agreement or other document, no part of the net earnings of the Corporation shall inure in any event to the benefit of any member, director, or officer of the Corporation or any private person (except that reasonable compensation may be paid for services rendered to or for the Corporation and the Corporation may enter into a contract with any established insurance company or companies for a group, annuity, retirement or pension plan, and contribute so much thereto as the Board of Directors may deem equitable, or be required to pay under any such contract), and no member, director, or officer of the Corporation, or any private person shall be entitled to share in the distribution of the corporate assets upon dissolution of the Corporation or otherwise.

(2) In the event of the liquidation or winding up of the Corporation (whether voluntary or involuntary) all of the assets of the Corporation (after payment of debts) shall be transferred to and contributed to and shall vest in (a) Howard County, Maryland, a body politic and corporate and a political subdivision of the State of Maryland, or the agency, subdivision or instrumentality of said County appropriate to take title to each of such assets, or

(b) any of the Incorporated Associations or other non-profit civic organizations which are devoted to the social welfare of Columbia or a part thereof as the Board of Directors shall determine.

(3) The Corporation shall in no case ~~leave~~, sell or donate any of its property or assets or make any loans to any person (other than the State of Maryland or Howard County or any subdivision of either or an Incorporated Association or other non-profit civic organization when such is for the promotion of the social welfare of the people of Columbia) unless the Board of Directors shall first pass a resolution (a) finding that such action is to be taken exclusively for the promotion of the social welfare of the people of Columbia, (b) setting forth the civic betterments or social improvements which such action is expected to produce, and (c) finding that the benefits from such action to be derived by such person are necessary incidents to the accomplishment of the Corporation's purpose to promote the social welfare of the people of Columbia.

(4) Subject to the restriction and limitations contained herein the Corporation may enter into contracts and transactions with any director or with any corporation, partnership, trust or association of which any director is a stockholder, director, officer, partner, member, trustee, beneficiary, employee or in which any director is otherwise interested; and such contract or transaction shall not be invalidated or in any way affected by the fact that such director has or may have an interest therein which is or might be adverse to the interest of the Corporation; provided that the fact of such interest shall be disclosed or known to the other directors acting upon such contract or transaction; and such director may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Corporation which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction with like force and effect as if he were not so interested. No director having such disclosed or known adverse interest shall be liable to the Corporation or any creditor thereof or any other person having any loss incurred by the Corporation under or by reason of any such contract or transaction, nor shall any such director be accountable for any gains or profits realized therefrom.

(5) The Corporation shall indemnify (a) its directors to the full extent provided by the General Laws of the State of Maryland now or hereafter in force, including the advance of expenses under the procedures provided by such laws; (b) its officers to the same extent it shall indemnify its directors; and (c) its officers who are not directors to such further extent as shall be authorized by the Board of Directors and be consistent with law. The foregoing shall not limit the authority of the Corporation to indemnify other employees and agents consistent with law.

(6) To the fullest extent permitted by Maryland statutory or decisional law, as amended or interpreted, no director or officer of the

Corporation shall be personally liable to the Corporation or its members for money damages. No amendment or repeal of any of its provisions shall limit or eliminate the limitation on liability provided to directors and officers hereunder with respect to any act or omission occurring prior to such amendment or repeal.

(76) The Corporation reserves the right to make from time to time and at any time any amendments to its Charter, as then in effect, which may be now or may hereafter be authorized by law, upon the affirmative vote of 2/3 of the then current members of the Corporation; provided that no such amendment may change the purpose of the Corporation. Not less than thirty (30) days prior to the date upon which the members propose to adopt any amendment to this Charter, notice of such proposed action shall be given by advertisement in at least one newspaper of general circulation in Columbia and by posting on the Corporation's website, and in any other manner as the Board of Directors shall elect. No amendment to this Charter shall be adopted except in a public meeting at which members of the public shall be given an opportunity to comment on the proposed amendment.

SIXTH: The Corporation is not authorized to issue any capital stock or securities convertible into shares of capital stock. The Board of Directors shall have full power and authority at any time, and from time to time, to issue such bonds, notes and other evidences of indebtedness, secured or unsecured, in such amount or amounts, for such consideration and upon such terms and conditions as it shall deem advisable.

SEVENTH: The members and the directors of the Corporation shall be as follows:

(1) The members of the Corporation shall be the Columbia Council Representatives, as provided in Paragraph 3 below. Each member shall be entitled to one vote.

(2) The Corporation shall be governed by a Board of Directors which shall consist of the members of the Corporation and the President of the Corporation, as provided in Paragraph 4 below.

(3) It is anticipated that as the Property is developed, incorporated community or neighborhood associations for the promotion of the welfare of residents of particular sections of the Property will be formed (each an "Incorporated Association"). Each such Incorporated Association, which shall meet the standards of organization and membership prescribed by the Board of Directors of this Corporation, shall have the right to elect one of the members thereof to a council, to be known as the Columbia Council, which shall be an unincorporated advisory group whose function shall be to consider and make recommendations to the Incorporated Associations for the benefit and welfare of the Property and the residents thereof. At the Corporation's annual meeting, the

members of the Corporation then in office shall elect each Columbia Council Representative as a director and member of the Corporation. In no event shall members and directors so elected number more than the number of Incorporated Associations having the right to elect a Columbia Council Representative as hereinbefore provided, nor shall the total number of votes entitled to be cast by such members and directors at any time exceed the number of such Incorporated Associations then having the right to elect a representative to the Columbia Council. Each member and director so elected shall serve as such until the ~~next annual meeting of members end of his/her term as Columbia Council Representative~~ or until his or her successor is duly elected and qualifies, ~~whichever is later. except that if~~ If the members of any Incorporated Association remove or recall their Columbia Council Representative through a procedure authorized by the charter and by-laws of the Incorporated Association, the members of this Corporation shall remove such former Columbia Council Representative from office as a member and director of this Corporation, as provided in the by-laws. In the event of the death, resignation or removal pursuant to the by-laws of a member and director, the remaining members of this Corporation, although less than a quorum, shall elect as his or her successor the nominee submitted by the Board of Directors of the Incorporated Association from which such former member and director was elected. Any successor member and director so elected shall serve for the remainder of the term of the former member and director ~~until the next annual meeting of members~~ or until his or her successor is duly elected and qualifies.

(4) In addition to the Columbia Council Representatives elected as provided herein, the President of the Corporation shall be a director and an ex_officio member (but not a member) of the Corporation so long as he or she shall hold the office of President. The President shall not have the right to vote but shall have all other rights, privileges and powers as the Directors who are also Columbia Council Representatives.

(5) Except as herein otherwise specified, at all meetings of the Board of Directors, a majority of the Directors entitled to vote shall constitute a quorum for the transaction of business. Unless otherwise provided by statute, at any meeting duly called and at which a quorum is present, the vote of a majority of the Directors present at the meeting shall be sufficient to take or authorize action upon any matter which may properly come before the meeting. Each Director entitled to vote shall be entitled to cast one vote on every matter presented to the Board of Directors.

EIGHTH: The duration of the Corporation shall be perpetual.

BY-LAWS

COLUMBIA ASSOCIATION, INC.

(AKA Formerly Columbia Park and Recreation Association, Inc.)

ARTICLE I

Members

Section 1.01. Annual Meeting. The Corporation shall hold each year, commencing with the year 1983, an annual meeting of the members for the election of Directors and the transaction of any business within the powers of the Corporation, on any business day in the month of May in each year, said date to be selected by the Board of Directors at the meeting held immediately prior to said annual meeting. Any business of the Corporation may be transacted at any annual meeting without being specially designated in the notice, except such business as is specifically required by statute or by the charter to be stated in the notice. Failure to hold an annual meeting within the designated time shall not, however, invalidate the corporate existence or affect otherwise valid corporate acts.

Section 1.02. Special Meetings. At any time in the interval between annual meetings, special meetings of the members may be called by the Chair ~~person~~ man of the Board or the President or by a majority of the Board of Directors by vote at a meeting or in writing with or without a meeting.

Section 1.03. Place of Meetings. All meetings of members shall be held at the principal office of the Corporation in Columbia, Maryland, except in cases in which the notice thereof designates some other place; but all such meetings shall be held within the State of Maryland.

Section 1.04. Notice of Meetings. Not less than ten days nor more than thirty days before the date of every members' meeting, the Secretary shall give to each member entitled to vote at such meeting written or printed notice stating the time and place of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, either by mail or electronic mail or by presenting it to him or her personally or by leaving it at his or her residence or usual place of business. If mailed, such notice shall be deemed to be given when deposited in the United States mail addressed to the member at his or her post office address as it appears on the records of the Corporation, with postage thereon prepaid. Notwithstanding the foregoing provision, a waiver of notice in writing, signed by the person or persons entitled to such notice and filed with the records of the meeting, whether before or after the holding thereof, or actual attendance at the meeting in person or by proxy, shall be deemed equivalent to the giving of such notice to such persons. Any meeting of members, annual or special, may adjourn from time to time to reconvene at the same

or other place, and no notice need be given of any such adjourned meeting other than by announcement.

Section 1.05. Quorum. Except as provided in Section 1.10 hereof, and unless otherwise provided in the charter, at any meeting of members the presence in person of members entitled to cast a majority of the votes thereat shall constitute a quorum; but this section shall not affect any requirement under statute or under the charter of the Corporation for the vote necessary for the adoption of any measure. In the absence of a quorum the members present in person, 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 at the meeting as originally notified.

Section 1.06. Votes Required. Except as provided in Section 1.10 hereof, and unless otherwise provided by statute or in the charter, at any meeting of members duly called and at which a quorum is present, a majority of the votes cast shall be sufficient to take or authorize action upon any matter which may properly come before the meeting. Unless the charter provides for a greater or less number of votes per member or limits or denies voting rights, each member shall be entitled to one vote on each matter submitted to a vote at a meeting of members.

Section 1.07. Proxies. A member may vote as such either in person or by proxy executed in writing by the member or by his or her duly authorized attorney-in-fact. Every proxy shall be in writing, subscribed by the member or his duly authorized attorney, and dated, but need not be sealed, witnessed or acknowledged. Every proxy shall state the specific matters of business upon which a vote is authorized, or it may authorize a vote on any matter properly submitted to a vote at a specific meeting, and no proxy shall be valid except for a vote upon the specific matters or at the specific meeting for which it was authorized.

Section 1.08. Voting. In all elections for directors every member shall have the right to cast his or her vote, in person or by proxy, for as many persons as there are directors to be elected and for whose election he or she has a right to vote. At all meetings of members the proxies and ballots shall be received, 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 chairperson of the meeting. If demanded by any member, present in person or by proxy, or if ordered by the chairperson, the vote upon any election or question shall be taken by ballot. Unless so demanded or ordered, no vote need be by ballot.

Section 1.09. Informal Action by Members. Any action required or permitted to be taken at any meeting of members may be taken without a meeting, if a consent in writing, setting forth such action, is signed by all the members entitled to vote on the subject matter thereof and any other members entitled to notice of a meeting of members (but not to vote thereat) have waived in writing any rights which they may

have to dissent from such action, and such consent and waiver are filed with the records of the Corporation.

Section 1.10. Special Provision for Lack of Quorum. If a meeting of the members of this Corporation has been duly called for any lawful purpose, and at such meeting a sufficient number of votes by the members entitled to vote thereat to approve or authorize the proposed action cannot be obtained, then, if the notice of such meeting stated that the procedure authorized by this section might be invoked, the members present at such meeting in person or by proxy may by majority vote of the total number of votes entitled to be cast at such meeting call a further meeting of the members for the same purpose. Fifteen days' notice of the time, place and purpose of such further meeting shall be given by advertisement inserted in a newspaper published in the county in which is located the principal office of the Corporation and by posting on the Corporation's website. At such further meeting the members present in person or by proxy shall constitute a quorum and by majority vote of the total number of votes entitled to be cast at such meeting of those present in person or by proxy may approve or authorize the proposed action and take any other action which might have been taken at the original meeting if a sufficient number of votes by the members entitled to vote thereat had been obtainable; and the notice of such further meeting shall so state.

ARTICLE II

Board of Directors

Section 2.01. Powers. The business and affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors may exercise all the powers of the Corporation, except such as are by statute or the charter or the by-laws conferred upon or reserved to the members. The Board of Directors shall keep full and fair accounts of its transactions.

Section 2.02. Number of Directors. The number of directors of the Corporation shall be determined as provided in the charter.

Section 2.03. Election and Removal of Directors. At the annual meeting of members in 1983 and at each annual meeting thereafter, the members entitled to vote thereon shall elect directors as provided in the charter, to hold office for the term provided in the charter or until their successors are elected and qualify. At any meeting of members, duly called and at which a quorum is present, the members may, by the affirmative vote of the holders of two-thirds (2/3) of the votes entitled to be cast thereat, remove any director or directors from office. If the members of any Incorporated Association remove or recall their Columbia Council Representative through a procedure authorized by the charter and by-laws of the Incorporated Association, the members of this Corporation shall remove such Columbia Council Representative from office as a director of this Corporation.

Section 2.04. Vacancies. In the event of death, resignation or removal pursuant to Section 2.03 hereof of a director who is a Columbia Council Representative, the members of the Corporation shall elect as his or her successor the nominee submitted by the Board of Directors of the Incorporated Association from which such former director was elected. For the purpose of filling a vacancy on the Board of Directors, a majority of the votes cast by the remaining members of the Corporation entitled to vote thereon, although less than a quorum, shall be sufficient as provided in the charter. A director elected to fill a vacancy shall hold office for the remainder of the term of the former director until the next annual meeting of members or until his or her successor is elected and qualifies, whichever occurs later.

Section 2.05. Regular Meetings. After each meeting of members at which a Board of Directors shall have been elected, the Board of Directors so elected shall meet as soon as practicable for the purpose of organization and the transaction of other business, at such time as may be designated by the members at such meeting; and in the event that no other time is designated by the members, the Board of Directors shall meet at ~~12:00 o'clock Noon~~ 7:30 p.m. on the date of such members' meeting. Such first meeting shall be held at such place within or without the State of Maryland as may be designated by the members, or in default of such designation at the place designated by the Board of Directors for such first regular meeting, or in default of such designation at the office of the Corporation in Columbia, Maryland. No notice of such first meeting shall be necessary if held as hereinabove provided. Other regular meetings of the Board of Directors shall be held on such dates and at such places within or without the State of Maryland as may be designated from time to time by the Board of Directors.

Section 2.06. Special Meetings. Special meetings of the Board of Directors may be called at any time by the Chair~~person~~man of the Board, the Vice-Chair~~person~~man of the Board or the President or by a majority of the votes entitled to be cast by the Board of Directors at a meeting, or in writing with or without a meeting. Such special meetings shall be held at such place or places within or without the State of Maryland as may be designated from time to time by the Board of Directors. In the absence of such designation such meetings shall be held at such places as may be designated in the calls.

Section 2.07. (a) Notice of Meetings. Except in the case of a closed meeting as provided in paragraph (b) of this Section 2.07, notice of the place and time of every regular meeting and, if time permits, of every special meeting, shall be published in a newspaper of general circulation in Columbia, Maryland at least one week prior to such meeting and posted on the Corporation's website at least six (6) days prior to such meeting, and may state the business to be transacted thereat. Except as provided in Section 2.05, notice of the place, day and hour of every regular and special meeting shall be given to each director not less than five days before a regular meeting and not less than twenty-four hours before a special meeting, by delivering the same to him or her personally, ~~or by sending the same to him or her by telegraph~~, or by leaving the

same at his or her residence or usual place of business, or by sending the same through electronic mail, or, in the alternative, by mailing such notice at least six days (in the case of a regular meeting) or two days (in the case of a special meeting) before the meeting, postage prepaid, and addressed to the director at his or her last known post office address, according to the records of the Corporation. Unless required by these by-laws or by resolution of the Board of Directors, no notice of any meeting of the Board of Directors need state the business to be transacted thereat. No notice of any meeting of the Board of Directors need be given to any director who attends, or to any director who, in writing executed and filed with the records of the meeting either before or after the holding thereof, waives such notice. Any meeting of the Board of Directors, regular or special, may adjourn from time to time to reconvene at the same or some other place, and no notice need be given of any such adjourned meeting other than by announcement.

(b) Conduct of Meetings. All meetings of the Board of Directors of the Corporation shall be open to the public, except that the Board of Directors, upon request of the Chairpersonman of the Board, the Vice-Chairpersonman of the Board in the absence of the Chairpersonman, the President or a majority of the Board of Directors by vote at a meeting or in writing with or without a meeting, may meet in closed session, or may adjourn an open meeting to meet in closed session, for the following purposes:

(1) to discuss ~~the employment, assignment, appointment, promotion, demotion, compensation, discipline, removal, or resignation of officers of the Corporation, or any other personnel matters affecting one or more particular individuals;~~pertaining to employees and personnel;

(2) to protect the privacy or reputation of individuals in matters not related to the Corporation's business;

(3) to consider the terms and conditions of a business transaction in the negotiation stage, the disclosure of which could adversely affect the economic ~~or other~~ interests of the Corporation;

~~(4) to consider the investment of the Corporation's funds or the issuance and sale of the Corporation's bonds or other debt instruments, under circumstances where disclosure could adversely affect the economic or other interests of the Corporation;~~

(54) to consult with legal counsel on legal matters;

(65) to consult with staff personnel, consultants, attorneys, board members, or other persons in connection with pending or potential litigation or other legal matters; ~~or~~

(67) to discuss investigative veons proceedings concerning possible or

~~actual criminal or civil misconduct, or the security of any of the Corporation's property, facilities or records;~~

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

(8) to discuss individual owner assessment (annual charge) accounts;
or

(9) for any other purpose as permitted by law.

~~The Board of Directors of the Corporation may also meet in closed session or may adjourn an open meeting to meet in closed session to discuss any other matter, the public discussion of which is determined, by a vote of three quarters of the votes entitled to be cast by the members of the Board of Directors of the Corporation at a meeting or in writing with or without a meeting, to be contrary to the best interests of the Corporation and of sufficient importance to override the general policy in favor of open meetings.~~

(c) Minutes of Meetings. Minutes of each regular and special meeting shall be typed and include the persons in attendance, subjects considered and a record of the votes cast by each Board member on matters coming before the meeting, and shall be available for public inspection following approval thereof. In the case of a closed meeting held pursuant to paragraph (b) of this Section 2.07, minutes of the actions taken at such meeting shall be recorded in the same manner as prescribed for other meetings of the Board of Directors and shall be made public at such time as the confidentiality with respect to the matters discussed or transacted at such meeting is no longer required. A statement of the time, place and purpose of a closed meeting and the record of the vote of each board or committee member by which the meeting was closed shall be included in the minutes of the next board or committee meeting.

Section 2.08. Records of Corporation. All books, ~~accounts, bids, contracts and other~~ records of the Corporation shall be made available for examination and copying by a lot owner, lot owner's mortgagee, or their authorized agent or attorney open to the inspection of any resident of Columbia under reasonable conditions and during normal business hours and after reasonable written notice to the Corporation; provided, however, that books and records may be withheld from inspection to the extent that they concern (i) individual personnel and medical records, not including information on individual salaries, wages, bonuses and other compensation paid to employees; (ii) an individual's medical records; (iii) records relating to business transactions currently in negotiation; (iii) ~~books, accounts, contracts and other records and matters the disclosure of which could adversely affect the economic or other interests of the Corporation;~~ (iv) written advice of legal counsel; (v) financial information obtained from a person and privileged or confidential; (vi) records relating to pending or potential litigation; or (vii) an individual's personal financial records; (vi) minutes of a closed

meeting of the Board of Directors or a Board committee, unless the Board approves unsealing those minutes; or (vii) other books and records as permitted by law. ~~may be withheld from public inspection.~~ In the event that inspection of any such record is denied, any person seeking such inspection may request review of such decision by the Board of Directors of the Corporation, who shall determine within a reasonable time the appropriateness of such denial.

Section 2.09. Quorum. At all meetings of the Board of Directors, the presence in person of a majority of the directors shall constitute a quorum for the transaction of business. Unless otherwise provided by statute, by the charter or by these by-laws, at any meeting duly called and at which a quorum is present, a majority of the total number of votes constituting such quorum shall be sufficient to take or authorize action upon any matter which may properly come before the meeting. In the absence of a quorum, the directors present, by casting a majority of the votes there represented 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 at the meeting as originally notified.

Section 2.10. Compensation. By resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed to directors for attendance at each regular or special meeting of the Board of Directors or of committees thereof, but directors as such shall not receive any other compensation for their services except as may be authorized or permitted by vote of the members. A director who serves the Corporation in any other capacity, however, may receive compensation without such vote of the members.

Section 2.11. Informal Action by Directors. Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting, if a written consent to such action is signed by all members of the Board or of such committee, as the case may be, and such written consent is filed with the minutes of proceedings of the Board or committee.

Section 2.12. Parliamentary Authority of Board. The rules contained in Robert's Rules of Order, Newly Revised, current edition, shall govern the Board in all cases in which they are applicable and in which they are not inconsistent with these by-laws or any Special Rules of Order that the Board shall by motion adopt.

ARTICLE III

Committees

Section 3.01. Committees. The Board of Directors may by resolution provide for an Executive Committee and for such other standing or special committees as it deems desirable and discontinue the same at pleasure. Each such committee shall

have such powers and perform such duties, not inconsistent with law, as may be assigned to it by the Board of Directors.

ARTICLE IV

Officers

Section 4.01. Executive Officers. The Board of Directors shall choose a Chairperson and Vice-Chairperson of the Board from among the directors. The Board of Directors shall choose a President, a Secretary and a Treasurer, none of whom need be a director. The Board of Directors may choose one or more Vice-Presidents, one or more Assistant Secretaries and one or more Assistant Treasurers, none of whom need be a director. Any two or more of the above-mentioned offices, except those of President and a Vice-President, may be held by the same person; but no officer shall execute, acknowledge or verify any instrument in more than one capacity if such instrument is required by statute, by the charter, by the by-laws or by resolution of the Board of Directors to be executed, acknowledged or verified by any two or more officers. Each such officer shall hold office until the first meeting of the Board of Directors after the annual meeting of members next succeeding his or her election, and until his or her successor shall have been duly chosen and qualified, or until he or she shall have resigned or shall have been removed. Any vacancy in any of the above offices may be filled for the unexpired portion of the term by the Board of Directors at any regular or special meeting.

Section 4.02. Chairperson of the Board. The Chairperson of the Board shall preside at all meetings of the Board of Directors and of the members at which he or she shall be present. He or she shall have and may exercise such powers as are from time to time, assigned to him or her by the Board of Directors.

Section 4.03. Vice-Chairperson of the Board. The Vice-Chairperson of the Board, at the request of the Chairperson of the Board or during his or her absence or inability to act, shall perform the duties and exercise the functions of the Chairperson, and when so acting shall have the powers of the Chairperson.

Section 4.04. President. The President shall have general charge and supervision of the business of the Corporation; he or she may sign and execute, in the name of the Corporation, all authorized deeds, mortgages, bonds, contracts or other instruments, except in cases in which the signing and execution thereof shall have been expressly delegated to some other officer or agent of the Corporation; and, in general, he or she shall perform all duties incident to the office of a president of a corporation and such other duties as, from time to time, may be assigned to him or her by the Board of Directors.

Section 4.05. Vice-Presidents. The Vice-President or Vice-Presidents, at the request of the President or in his or her absence or during his or her inability to act,

shall perform the duties and exercise the functions of the President, and when so acting shall have the powers of the President. If there be more than one Vice-President, the Board of Directors may determine which one or more of the Vice Presidents shall perform any of such duties or exercise any of such functions, or if such determination is not made by the Board of Directors, the President may make such determination; otherwise, any of the Vice Presidents shall have such other powers and perform such other duties as may be assigned to them by the Board of Directors or the President.

Section 4.06. Secretary. The Secretary shall keep the minutes of the meetings of the members, of the Board of Directors and of any committees, in books provided for the purpose; he or she shall see that all notices are duly given in accordance with the provisions of the by-laws or as required by law; he or she shall be custodian of the records of the Corporation; he or she shall see that the corporate seal is affixed to all documents the execution of which, on behalf of the Corporation, under its seal, is duly authorized, and when so affixed may attest the same; and in general, he or she shall perform all duties incident to the office of a secretary of a corporation, and such other duties as, from time to time, may be assigned to him or her by the Board of Directors or the President.

Section 4.07. Treasurer. The Treasurer shall have charge of and be responsible for all funds, securities, receipts and disbursements of the Corporation, and shall deposit, or cause to be deposited, in the name of the Corporation, all moneys or other valuable effects in such banks, trust companies or other depositories as shall, from time to time, be selected by the Board of Directors; he or she shall render to the President and to the Board of Directors whenever requested, an account of the financial condition of the Corporation, and, in general, he or she shall perform all the duties incident to the office of a treasurer of a corporation, and such other duties as may be assigned to him or her by the Board of Directors or the President.

Section 4.08. Assistant Officers. The Assistant Secretaries shall have such duties as may from time to time be assigned to them by the Board of Directors or the Secretary. The Assistant Treasurers shall have such duties as may from time to time be assigned to them by the Board of Directors or the Treasurer.

Section 4.09. Subordinate Officers. The Board of Directors may from time to time appoint such subordinate officers as it may deem desirable. Each such officer shall hold office for such period and perform such duties as the Board of Directors or the President may prescribe. The Board of Directors may, from time to time, authorize any committee or officer to appoint and remove subordinate officers and prescribe the duties thereof.

Section 4.10. Compensation. The Board of Directors shall have power to fix the compensation of all officers of the Corporation. It may authorize any committee or officer, upon whom the power of appointing subordinate officers may have been conferred, to fix the compensation of such subordinate officers.

Section 4.11. Removal. Any officer or agent of the Corporation may be removed by the affirmative vote of two-thirds of the members of the Board of Directors.

ARTICLE V

Finance

Section 5.01. Checks, Drafts, Etc. All checks, drafts and orders for the payment of money, notes and other evidences of indebtedness, issued in the name of the Corporation, shall unless otherwise provided by resolution of the Board of Directors, be signed by the President or a Vice-President and countersigned by the Treasurer or Secretary.

Section 5.02. Annual Reports. There shall be prepared annually a full and correct statement of the affairs of the Corporation, including a balance sheet and a financial statement of operations for the preceding fiscal year, which shall be submitted to the members and directors within ninety days after the end of such fiscal year and filed at the principal office of the Corporation. Such statement shall be prepared by such executive officer of the Corporation as may be designated in ~~an~~ additional or supplementary by-laws adopted by the Board of Directors. If no other executive officer is so designated, it shall be the duty of the President to prepare such statement.

Section 5.03. Fiscal Year. The fiscal year of the Corporation shall be the twelve calendar months ending April 30th of each year, unless otherwise provided by the Board of Directors.

ARTICLE VI

Sundry Provisions

Section 6.01. Seal. The Board of Directors shall provide a suitable seal, bearing the name of the Corporation, which shall be in the charge of the Secretary. The Board of Directors may authorize one or more duplicate seals and provide for the custody thereof.

Section 6.02. Bonds. The Board of Directors may require any officer, agent or employee of the Corporation to give a bond to the Corporation, conditioned upon the faithful discharge of his or her duties, with one or more sureties and in such amount as may be satisfactory to the Board of Directors.

Section 6.03. Voting Upon Shares in Other Corporations. Any shares in other corporations or associations which may from time to time be held by the Corporation, may be voted at any meeting of the shareholders thereof by the President or a Vice-

President of the Corporation or by proxy or proxies appointed by the President or one of the Vice Presidents of the Corporation. The Board of Directors, however, may by resolution appoint some other person or persons to vote such shares, in which case such person or persons shall be entitled to vote such shares upon the production of a certified copy of such resolution.

Section.6.04. Amendments. Any and all provisions of these by-laws may be altered or repealed and new by-laws may be adopted at any annual meeting of the members, or at any special meeting called for that purpose. In addition, the Board of Directors shall have the power, at any regular or special meeting thereof, to make and adopt new by-laws or to amend, alter or repeal any by-laws of the Corporation. Prior to taking such action with respect to the by-laws, notice thereof shall be given to the public not less than thirty (30) days prior to the date upon which such action is proposed to be taken, by advertisement in at least one newspaper of general circulation in Columbia and by posting on the Corporation's website and in any other manner as the Board of Directors shall direct. Such action shall not be taken except in a public meeting duly held in accordance with these by-laws.

Revised _____, 2015

Revised March 24, 2005