

## BY-LAWS

### Hickory Ridge Community Association, Inc.

#### ARTICLE I

##### Members

Section 1.01. **Annual Meetings.** The Association shall hold each year, commencing with the year 1972, an annual meeting of the members for the election of directors, the election of a representative to serve for a one year term as the representative of the Association on the Columbia Council, and the transaction of any business within the powers of the Association, on a Saturday in April, date to be announced. Any business of the Association may be transacted at an 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 at 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 Chairperson of the Board or the Manager 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 Association 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 ninety days before the date of every members' meeting, the Manager 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 by presenting it to him personally or by leaving it at his 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 post office address as it appears on the records of the Association, 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, 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 some other place, and no notice need be given of any such adjourned meeting other than by announcement.

Section 1.05. **Quorum.** Unless otherwise provided in the charter, at any meeting of members the presence in person of members entitled to cast 10% of the votes thereat shall constitute a quorum; but this section shall not affect any requirement under statute or under the charter of the Association 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. In addition, at such a meeting where a quorum of members is not present in person, a majority of the members present may call a further meeting of members, in accordance with the provisions of §135 of Article 23 of the Annotated Code of Maryland (1957 Ed.) and at such further meeting the members present in person shall constitute a quorum and by majority vote of those present may approve or authorize any proposed action, and take any other action, including, without limitation, the election of directors, which might have been taken at the original meeting, if a sufficient number of members had been present.

Section 1.06. **Votes Required.** A majority of the votes cast at a meeting of members, duly called and at 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 or by the charter. Unless the charter provides for

a greater or less number of votes per member or limits or denies voting rights, each member, regardless of class, shall be entitled to one vote on each matter submitted to a vote at a meeting of members; but no member shall be entitled to any vote (except a vote for a representative on the Columbia Council):

(i) if any dues established by the Board of Directors and payable by such member are due and unpaid at the time of such meeting;

(ii) if any special assessment established by the Board of Directors and payable by such member is due and unpaid at the time of such meeting; or

(iii) if such member, as determined by the Board of Directors shall be, at the time of such meeting, in violation of any of the Long Reach Restrictions contained in the Deed Agreement and Declaration between The Howard Research and Development Corporation (HRD) and Vera H. Campbell, dated the 15th day of May, 1970 and filed for recording among the Land Records of Howard County (the Hickory Ridge Declaration).

Section 1.07A. **Votes to be Cast in Person.** Except as specified in this Section 1.07A and in the next succeeding Section 1.07B, no member shall be entitled to assign his right to vote, by power of attorney, by proxy or otherwise, and no vote shall be valid unless cast in person by the individual member, provided, however, (i) that in the case of a corporate member, the vote may be cast by the president or a vice president of such corporation or such other officer as may be designated in writing by the president or a vice president of the corporation; (ii) that members unable to attend a meeting at which Directors of the Association are to be elected or at which a representative to the Columbia Council is to be elected, shall be entitled to file a written vote under the procedure set forth in this Section 1.07A; and (iii) agencies or instrumentalities of the Federal Government, if otherwise entitled to vote, may vote by written proxy. Any member unable to attend a meeting of the type specified in clause iii) in the preceding sentence may vote for the election of Directors and/or for the election of a representative to the Columbia Council by sending a written letter addressed to the person then serving as Manager of the Association (or if there be no Manager, then to the Board of Directors of the Association) stating (i) that the member will be unable to attend the meeting in question and (ii) that he casts his vote for the individual or individuals listed in the letter. If such a letter is received by the Manager (or by the Board of Directors) on or before the day of the meeting, the ballot embodied in the letter shall have the same force and effect as if the party sending the same had voted in person.

Section 1.07B. On any matter submitted to the members for vote, other than the election of Directors or the election of a representative to the Columbia Council, any member entitled to vote may cast a vote without attending the meeting in question by either of the following procedures, at his election:

(i) the member may sign a written proxy designating a particular individual to cast the member's vote on any issue coming before a particular meeting (other than the aforesaid excluded matters), which proxy shall be valid only with respect to the meeting specified therein; or

(ii) file a written statement with Board of Directors prior to the meeting in question, specifying the issue on which the member intends to vote (other than the aforesaid excluded matters) and that the member votes for or against the same.

Any vote cast under either of the procedures set forth in this Section 1.07B shall have the same force and effect as if the member in question had appeared at the meeting and had cast his vote in person.

Section 1.08. **List of Members.** At each meeting of members a full, true and complete list in alphabetical order of all members entitled to vote at such meeting, certifying the number of votes to which each such member is entitled, shall be furnished by the Manager. The method employed by the Manager in determining the names and addresses of members entitled to vote and the number of votes which may be cast by each of them shall have been approved by resolution of the Board of Directors.

Section 1.09. **Members.** The qualification for membership shall be that stated in the Charter of the Association.

Section 1.10. **Voting.** The rules and regulations concerning the right to vote shall be those stated in the Charter of the Association.

Section 1.11. **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 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 Association.

## ARTICLE II

### Board of Directors

Section 2.01. **Powers.** The business and affairs of the Association shall be managed by its Board of Directors. The Board of Directors may exercise all the powers of the Association, 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 Association shall be five, as provided in the charter, until such number be changed as herein provided. By vote of a majority of the entire Board of Directors, the number of directors may be increased or decreased, from time to time, to not exceeding fifteen nor less than five directors, but the tenure of office of a director shall not be affected by any decrease in the number of directors so made by the Board.

Section 2.03. **Election of Directors.** Until the first annual meeting of members or until successors are duly elected and qualify, the Board shall consist of the persons named as such in the charter. At the first annual meeting of members and at each annual meeting thereafter, the members shall elect directors to hold office until the next succeeding annual meeting or until their successors are elected and qualify. In order to qualify as a candidate for the Board of Directors (or the Representative to the Columbia Council) a candidate must be a member of the association and submit a candidate's statement to the Village Manager by a deadline determined by the Board of Directors. That deadline date must be publicly announced at least six weeks prior to the annual meeting. No person who has an unresolved covenant violation that has been accepted for legal action by the Columbia Association's Architectural Resource Committee (ARC) will be seated on the Board or have the right to cast a vote on issues brought before the Board. At any meeting of members, duly called and at which a quorum is present, the members may, by the affirmative vote of the members entitled to cast the majority of votes thereon, remove any director or directors from office and may elect a successor or successors to fill any resulting vacancies for the unexpired terms of removed directors.

Section 2.04. **Vacancies.** Any vacancy occurring in the Board of Directors for any cause other than by reason of an increase in the number of directors may be filled by a majority of the remaining members of the Board of Directors, although such majority is less than a quorum. Any vacancy occurring by reason of an increase in the number of directors may be filled by action of a majority of the entire Board of Directors. A director elected by the Board of Directors to fill a vacancy shall be elected to hold office until the next annual meeting of members or until his successor is elected and qualifies.

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 selected 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 on the day of such 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 Chairperson of the Board or the Manager or by a majority of the Board of Directors by vote 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. **Notice of Meetings.** 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 two days (or more) before the meeting, by delivering the same to him personally or by sending the same to him by telegraph, or by leaving the same at his residence or usual place of business, or, in the alternative, by mailing such notice three days (or more) before the meeting, postage prepaid, and addressed to him at his last known post office address, according to the records of the Association. 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 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.

Section 2.08. **Quorum.** At all meetings of the Board of Directors, a majority of the entire Board of Directors shall constitute a quorum for the transaction of business. Except in cases in which it is by statute, by the charter or by the by-laws otherwise provided, the vote of a majority of such quorum at a duly constituted meeting shall be sufficient to elect and pass any measure. In the absence of a quorum, the directors present 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 2.09. **Compensation.** Directors as such shall not receive any compensation for their services. A director who serves the Association in any other capacity, however, may receive compensation therefor.

Section 2.10. **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.

### 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. No person with an unresolved covenant violation that has been accepted for legal action by the Columbia Association's Architectural Resource Committee (ARC) may be seated on any such committee or cast a vote on any issue brought before such committee. 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. **Chairperson.** The Board of Directors shall in each year elect a Chairperson of the Board from among the Directors. The Chairperson shall preside at all meetings of the Board of Directors and meetings of members at which he shall be present and shall and may exercise such additional powers and duties as are from time to time assigned to him by the Board of Directors.

Section 4.02. **Manager.** The Board of Directors shall in each year elect one person (who need not be a member of the Association) to serve as the Manager of the Association. The Manager of the Association shall, **ex officio**, be the Secretary and the Treasurer of the Association. The Manager shall provide liaison between CPRA and the Association and shall generally advise the Association in the conduct and operation of its affairs. In the absence of the Chairperson of the Board, the Vice-Chairperson shall preside at all meetings of the members and of the Board of Directors at which he shall be present; in the absence of the Vice-Chairperson the Manager shall preside; he shall have generally charge and supervision of the business of the Association; he may sign and execute, 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 Association; and, in general, he shall perform all duties incident to the office of a City Manager with regard to the Village of Hickory Ridge and such other duties as, from time to time, may be assigned to him by the Board of Directors.

As Secretary of the Association, the Manager shall keep the minutes of the meetings of the members, and the Board of Directors, in books provided for the purpose; he shall see that all notices are duly given in accordance with the provisions of the by-laws or as required by law; he shall be custodian of the records of the Association; he shall see that the corporate seal of the Association is affixed to all documents the execution of which, on behalf of the Association, under its seal, is duly authorized, and when so affixed may attest the same; and in general, he shall perform all duties incident to the office of a Secretary of a corporation.

As Treasurer of the Association, the Manager shall have charge of and be responsible for all funds, receipts and disbursements of the Association, and shall deposit, or cause to be deposited, in the name of the Association, all monies 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 shall render to the Board of Directors whenever requested, an account of the financial condition of the Association, and, in general, he shall perform all the duties incident to the office of a Treasurer of a corporation.

The Manager shall serve at the pleasure of the Board of Directors and any vacancy in such office by reason of death, removal, resignation or otherwise shall be filled by the Board of Directors.

Section 4.03. **Additional Executive Officers.** The Board of Directors may choose one or more assistant managers, one or more assistant secretaries and one or more assistant treasurers, none of whom need be a director, but all of whom shall be members of the Association. Any two or more of the offices mentioned in this Article IV 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 be 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 election, and until his successor shall have been duly chosen and qualify, or until he 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 of the Board of Directors at any regular or special meeting.

The assistant officers, if any, described in this Section 4.03, shall have such duties as may from time to time be assigned to them by the Board of Directors or the Manager.

Section 4.04. **Columbia Council Representative.** The member elected as representative on the Columbia Council shall perform those functions, and shall have those powers, specified in the Charter of the Association and the Charter of The Columbia Park and Recreation Association, Inc.

Section 4.05. **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 Manager 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 4.06. **Compensation.** None of the officers of the Association (other than the Manager or Assistant Managers) shall be compensated by the Association for services rendered in the capacity of such office. Any such officers (other than the Manager or Assistant Managers) who serve the Association in any other capacity, however, may receive compensation therefor. The Manager and any Assistant Managers may receive such compensation as may be determined from time to time by resolution of the Board of Directors.

Section 4.07. **Removal.** Any officer or agent of the Association may be removed by the Board of Directors whenever, in its judgment, the best interests of the Association will be served thereby.

## 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 Association, shall unless otherwise provided by resolution of the Board of Directors, be signed by the Manager or an assistant manager and countersigned by one Director of the Association.

Section 5.02. **Annual Reports.** There shall be prepared annually by the Manager, a full and correct statement of the affairs of the Association, including a balance sheet and a financial statement of operations for the preceding fiscal year, which shall be submitted at an annual meeting of the members and filed within ninety days thereafter at the principal office of the Association in this State.

Section 5.03. **Fiscal Year.** The fiscal year of the Association shall be the twelve calendar months period ending December 31st of each year, unless otherwise provided by the Board of Directors.

## ARTICLE VI

### Certificates of membership

Section 6.01. **Certificates of Membership.** The Board of Directors may provide for the issuance of certificates evidencing membership in the Association, which shall be in such form as may be determined by the Board of Directors. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the Association. If any certificate shall become lost, mutilated or destroyed, a new certificate may be issued therefor upon such terms and conditions as the Board of Directors may determine or prescribe.

## ARTICLE VII

### Sundry Provisions

Section 7.01. **Seal.** The Board of Directors shall provide a suitable seal, bearing the name of the Association, which shall be in the charge of the Manager. The Board of Directors may authorize one or more duplicate seals and provide for the custody thereof.

Section 7.02. **Voting Upon Shares in Other Corporations.** Any shares in other corporations or associations, which may from time to time be held by the Association, may be voted at any meeting of the shareholders thereof by the Manager or an assistant manager of the Association or by proxy or proxies appointed by the Manager or an assistant manager of the Association. 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 7.03. **Amendments.** Any and all provisions of these by-laws may be altered or repealed and new by-laws may be adopted by any annual meeting of the members, or at any special meeting called for that purpose.