



HUNTINGTON WOODS

PROPERTY OWNERS' ASSOCIATION, INC.

BYLAWS
OF
HUNTINGTON WOOD PROPERTY OWNERS' ASSOCIATION, INC.
A NON-STOCK MEMBERSHIP CORPORATION
(ORGANIZED FOR NON-PROFIT PURPOSES)

ARTICLE I • PURPOSE OF THE CORPORATION

To insure and enhance the property owners of Huntington Woods enjoyment and use of all Common and Recreation Areas and appurtenances thereto as provided under the Declaration of Covenants, Conditions and Restrictions for Huntington Woods.

ARTICLE II - MEMBERS

SECTION 2.01 Identity of Members Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject to the Declaration, and any amendments thereto, including contract sellers, shall be a member of the Association. Ownership of such Lot shall be the sole qualification for membership.

SECTION 2.02 Annual Meeting. The annual meeting of the members of the Corporation shall be held on a day duly designated by the Board of Directors in September if not a legal holiday, and if a legal holiday then the next succeeding day not a legal holiday, for the purpose of electing directors to succeed those whose terms shall have expired as of the date of such annual meeting, and for the transaction of such other corporate business as may come before the meeting.

SECTION 2.03 Special Meetings. Special meetings of the members 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. It 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 all the members currently in residence entitled to vote on the business to be transacted at such meeting. Such request shall state the purpose or purposes of the meeting. Business transacted at all special meetings of members shall be confined to the purpose or purposes stated in the notice of the meeting.

SECTION 2.04 Place Of Holding Meetings. All meetings of members shall be held within a 15-mile radius of Huntington Woods.

SECTION 2.05 Notice of Meetings. Written notice of each meeting of the members shall be delivered by the Secretary, to each member of record entitled to vote at his post office address, as it appears upon the books of the Corporation, at least ten (10) days before the meeting. Each such notice shall state the place, day and hour at which the meeting is to be held and, purpose or purposes thereof.

SECTION 2.06 Quorum. The presence in person or proxy of a majority of the members of the corporation currently in residence shall constitute a quorum at all meetings of the members except as otherwise provided by law, by the Articles of Incorporation or by these By-Laws. If less than a quorum shall be in called, the meeting may be adjourned from time to time by a majority vote of the members present or represented, without any notice other than by announcement at the meeting, until a quorum shall attend, any business may not be transacted which might have been transacted if the meeting had been held as originally called. A quorum shall consist of 51%.

SECTION 2.07 Conduct of Meetings. Meetings of members shall be presided over by the President of the Corporation or if he is not present, by a Vice President, or, if none of said officers is present, by a chairman to be elected at the meeting. The Secretary of the Corporation, or if he is not present, the presiding officer may appoint a person to act as Secretary of the meeting.

SECTION 2.08 Voting. . At all meetings of members every member entitled to vote there shall have one (1) vote. Such vote may be either in person or by proxy appointed by an instrument in writing subscribed by proxy appointed by an instrument in writing subscribed by such member or his duly authorized attorney, bearing a date not more than three (3) months prior to said meeting, unless said instrument provides for a longer period. 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 of the votes cast at a duly constituted meeting, except as otherwise provided by law, in the Articles of Incorporation 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 so taken upon the request of ten percent (10%) of all of the members entitled to vote on 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 III • BOARD OF DIRECTORS

SECTION 3.01 General Powers. The property and business of the Corporation shall be managed under the direction of the Board of Directors of the Corporation.

SECTION 3.02 Number and Term of Office. The number of directors shall be a minimum of three(3) and a maximum of seven(7). Directors must

be members. The directors shall serve for a three (3) year term, not to exceed two consecutive terms. At each annual meeting, the successor directors, not to exceed five (5), shall be elected to hold office for a term of three (3) years.

SECTION 3.03 Nomination and Election of Directors. The Nominating Committee, shall decide upon a slate of directors, and shall present such slate to the Board of Directors of the Corporation and the members not less than thirty (30) days prior to said Annual Meeting. And upon written request of at least one of the members of the Corporation, made to a member of the Nominating Committee not less than fifteen (15) days prior to said Annual Meeting, Designation an additional slate or slates of directors, the Nominating Committee shall present such slate or slates to the Board of Directors of the Corporation. Immediately there after, the Secretary shall apprise the members of the Corporation of said slate or slates. Nomination will be accepted from the floor.

The Nominating Committee shall there after present the said slate or slates of nominees to the members of the Corporation for election at the Annual Meeting.

SECTION 3.04 Filling of Vacancies. In the case of any vacancy in 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 successor, or until he shall be removed, prior thereto, by an affirmative vote of a majority of the members.

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 at a special meeting of the members called for that purpose. Any director may be removed from office with or without cause be the affirmative vote of a majority of the members entitled to vote at any special meeting of members regularly called for the purpose.

SECTION 3.05 Place of Meeting. The Board of Directors may hold their meetings and keep the books of the Corporation at such place or places within a 15-mile radius of Huntington Woods as they may from time determine by resolution or by written consent of all the directors.

SECTION 3.06 Regular Meetings. Regular meetings of the Board of Directors may be held at such time and place as shall from time to time be determined by resolution of the Board, provided that notice of every resolution of the board facing or changing the time or place for the holding of regular meetings of the Board, provided that notice of every resolution of the Board fixing or changing the time or place for the holding of regular meetings of the Board shall be delivered to each directors shall be held immediately following the annual meeting of members at which a Board of Directors is elected. Any business may be transacted at any regular meeting of the Board.

SECTION 3.07 Special Meetings. Special meetings of the Board of Directors shall be held when ever called by any member of the Board of Directors. The Secretary shall give notice of each special meeting of the Board of Directors by contacting each Director and member at least 3 days before the meeting, stating the purpose of the meeting. Business transacted at all special meetings of the board shall be confined to the purpose or purposes stated in the notice of the meeting. At any meeting at which every director shall be present, even though without notice, the special business may be transacted and any director may know writing waive notice of the time, place and objectives of any special meeting.

SECTION 3.08 Quorum. A majority of the whole member of directors shall constitute a quorum for the transaction of business at all meetings of the Board of Directors, but, if 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 or by the Articles of Incorporation or by these By-Laws.

SECTION 3.09 Required Vote. An affirmative vote of a majority of those present shall be necessary for the passage of any resolution.

SECTION 3.10 Compensation of Directors. Directors shall not receive any stated salary for their services.

SECTION 3.11 Nominating Committee. The Board to Directors shall elect a Nominating Committee consisting of the President and at least one other member. The Nominating Committee shall be selected by the Board of Directors at the regular meeting of the Board of Directors following the annual meeting.

SECTION 3.12 Committees. The Board of Directors may, by resolution passed by a majority of the whole Board, designate one or more committees, each committees to consist of two or more of the members of the Corporation, which, to the extent provided in the resolution, shall have and may exercise the powers of the Board of Directors, and may authorize the seal of the Corporation to be affixed to all papers which may require it. Such committee or committees shall have such names as may be determined from time to time by resolution adopted by the Board of Directors.

ARTICLE IV - OFFICERS

SECTION 4.01 Election. Tenure and Compensation. The officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer. The officers shall be elected annually by the Board of Directors at its first meeting following the annual meeting of the members. All officers shall be directors. Any two 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, acknowledge or verify any instrument on by these By-Laws to be executed, acknowledged or verified by any two or more officers.

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.

All officers 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, and employees, shall hold office at the discretion of the Board of Directors or of the officers appointing them.

SECTION 4.02 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 its business affairs and properties. He shall preside at all meetings of the Board of Directors and Members. The President may sign and execute all authorized bonds, contracts or other obligations in the name of the Corporation. He 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 an ex-officio member of all the standing committees. He shall do and perform such other duties as may, from time to time be assigned to him by the Board of Directors.

SECTION 4.03 Powers and Duties of the Vice President. The Board of Directors shall elect the Vice President. The 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 Vice President, and the taking of any action by the Vice President absence or disability of the President.

SECTION 4.04 Secretary. The Secretary shall give, or cause to be given, notice of all meetings to members and directors and all other notices required by law or by these By-Laws, and in case of his absence or refusal or neglect to do so, any such notice may be given by any person there unto 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 of the proceedings of the meeting of the members and of the directors in books provided for that purpose, and he shall perform such other duties as may be assigned to him by the directors or the President. He shall have custody of the seal of the Corporation and shall affix the same to all instruments requiring it, when authorized by the Board of Directors or the President, and attest the same. In general, the Secretary shall perform all the duties generally incident to the office of Secretary, subject to the control of the Board of Directors and the President.

SECTION 4.05 Treasurer. The Treasurer shall have custody of all the funds and securities of the Corporation, and he shall keep full and accurate account of receipts and disbursements in books belonging to the Corporation. He shall deposit all monies 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 as per the By-Laws by the Board of Directors, taking proper vouchers for such disbursements. He shall render to the President and the Board of Directors, whenever either of them so requests an account of all his 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 or more sureties, satisfactory to the Board of Directors, for the faithful performance of the duties of his office and for the restoration to the Corporation in case of his death, resignation, retirement or removal from office of all books, papers, vouchers, moneys, and other properties of whatever kind in his possession or under his control belonging to the Corporation.

The Treasurer shall perform all the duties generally incident to the office of the Treasurer, subject to the control of the Board of Directors and the President.

SECTION 4.06 Assistant Secretary. The Board of Directors may appoint an Assistant Secretary or more than one 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 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 such Assistant Secretary, and the taking of any action by any such Assistant Secretary in place if the Secretary shall be conclusive evidence of the absence or disability of the Secretary.

SECTION 4.07 Assistant Treasurer. The Board of Directors may appoint an Assistant Treasurer or more than one Assistant Treasurer. Each Assistant Treasurer shall (except as otherwise provided by resolution of the Board of Directors) have power to perform all duties of 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 or disability of the Treasurer.

ARTICLE V - CORPORATE SEAL

SECTION 5.01 Seal. In the event that the President shall direct the Secretary to obtain a corporate seal, the corporate seal shall be circular in form and shall have inscribed thereon the name of the Corporation, the year of its organization and the word, "Maryland". Duplicate copies of the corporate seal may be provided for use in the different offices of the Corporation but each copy thereof shall be in the custody of the Secretary of the Corporation or of an Assistant Secretary of the Corporation nominated by the Secretary.

ARTICLE VI - BANK ACCOUNTS AND LOANS

SECTION 6.01 Bank Accounts. The President, Treasurer and Secretary of the Corporation shall be designated by the Board of Directors shall have authority to deposit any funds of the corporation in such banks or trust companies as shall from time to time be designated by the Board of Directors and such offices or agents as from time to time shall be authorized by the Board of Directors may withdraw any or all of the funds of the Corporation so deposited in any such bank or trust company with which funds of the Corporation are so deposited .is authorized to accept. Honor, cash and pay, without limit as to amount, all checks, drafts or other instruments of orders for the payment of money, when drawn, made or signed by officers or agents so designated by the Board of Directors until written notice of the revocation of the authority of each officers or agents by the Board of Directors shall have been received by such bank or trust company.

There shall from time to time be certified to the banks or trust companies in which funds of the Corporation are deposited, the signature of the officers or agents of the Corporation so authorized to draw against the same. In the event that the Board of Directors shall fail to designate the persons by whom checks, drafts and other instruments or orders for the payment of money shall be signed, as provided in this Section, all of such checks, drafts and other instruments or orders for the payment of money shall be signed by the President or a Vice President and countersigned by the President or a Vice President and countersigned by the Secretary or Treasurer or an Assistant Secretary or an assistant Treasurer or an Assistant secretary or an Assistant Treasurer of the Corporation.

ARTICLE VII - MISCELLANEOUS

SECTION 7.01 Fiscal Year. The fiscal year of the Corporation shall end on the last day of August.

SECTION 7.02 Notices. Whenever, under the provisions of these By-Laws, notice is required to be given to any director, officer or member it shall not be constructed to mean personal notice, but such notice shall be given in writing, except as provided in Section 4.07, addressed to each member, officer or director at such address as appears on the books of the Corporation, or in default of any other address, to such director, officer or member at the general post office in the City of Annapolis, Maryland, and such notice shall be deemed to be given at the time the same shall be thus mailed. Any member, Director or officer may waive any notice required to be given under these By-Laws.

ARTICLE VIII - AMENDMENTS

SECTION 8.01 Amendment of By-Laws. The memberships shall have the power and authority to amend, alter or repeal these By-Laws or any provision thereof, and may from time to time make additional By-Laws.