

# **BY-LAWS**

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BY-LAWS  
OF  
TUCHAHOE FARMS HOMEOWNERS ASSOCIATION, INC.

ARTICLE I  
NAME AND LOCATION

The name of the corporation is Tuchahoe Farms Homeowners Association, Inc., hereinafter referred to as the "Association." The principal office of the corporation shall be located at 2700 Philadelphia Road, Edgewood, Maryland 21040, but meetings of members and directors may be held at such places within the State of Maryland, County of Harford, as may be designated by the Board of Directors.

ARTICLE II  
DEFINITIONS

Section 1. "Association" shall mean and refer to Tuchahoe Farms Homeowners Association, Inc., a Maryland corporation, its successors and assigns.

Section 2. "Properties" shall mean and refer to that certain real property described in the Declaration of Covenants, Conditions and Restrictions entitled "Tuchahoe Farms Homeowners Association, Inc., Declaration of Covenants, Conditions and Restrictions, Land Use, Architectural Control and Common Areas" and the Declaration of Covenants, Conditions and Restrictions entitled "Tuchahoe Farms Homeowners Association, Inc., Declaration of Covenants, Conditions and Restrictions, Storm Water Management Facilities" and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

Section 3. "Common Area" shall mean all real property (including all improvements thereto) owned by the Association for the common use and enjoyment of the Owners, including open space.

Section 4. "Lot" shall mean and refer to any plot of land shown upon any approved preliminary plan or recorded subdivision plat of the Properties, together with all buildings and improvements thereon, with the exception of the Common Area.

Section 5. "Owner" shall mean and refer to the record owner, whether one (1) or more persons or entities, of the fee simple title to any Lot which is part of the Properties, including contract sellers, and excluding those having such interest merely as security for the performance of an obligation.

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Section 6. "Declarant" shall mean and refer to Bob Ward at Harford County, L.L.C., its successors and assigns, if such assigns should acquire more than one (1) undeveloped Lot from Bob Ward at Harford County, L.L.C., for the purpose of development and are expressly granted the rights of the Declarant in conjunction therewith.

Section 7. "Declarations" shall mean and refer to the "Tuchahoe Farms Homeowners Association, Inc., Declaration of Covenants, Conditions and Restrictions, Land Use, Architectural Control and Common Areas" (the "Land Use Declaration") and the "Tuchahoe Farms Homeowners Association, Inc., Declaration of Covenants, Conditions and Restrictions, Storm Water Management Facilities" ("Storm Water Declaration") applicable to the Properties recorded among the Land Records of Harford County, Maryland.

Section 8. "Member" shall mean and refer to those persons entitled to membership as provided in the Declarations.

### ARTICLE III MEETING OF MEMBERS

Section 1. Annual Meetings. The first meeting of the Members shall be held within one (1) year from the date of incorporation of the Association at the hour of 7:30 p.m. Each subsequent regular annual meeting of the Members shall be held in the month of January of each year as determined by the Board of Directors. If the day for the annual meeting of the Members is a legal holiday, the meeting will be held at the same hour on the first day following which is not a legal holiday. The Board of Directors may, by resolution, change the date of the annual meeting of the members.

Section 2. Special Meetings. Special meetings of the Members may be called at any time by the President or by the Board of Directors or upon written request of the Members who are entitled to vote one-fourth (1/4) of all of the votes of the Class A membership.

Section 3. Notice of Meetings. Written notice of each meeting of the Members shall be given by, or at the direction of, the Secretary or person authorized to call the meeting by mailing a copy of such notice, postage prepaid, at least twenty (20) days but not more than ninety (90) days before such meeting to each Member entitled to vote thereat, addressed to the Member's address last appearing on the books of the Association, the records of the State Department of Assessments and Taxation or supplied by such Member to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting and, in the case of a special meeting, the purpose of the meeting.

Section 4. Quorum. The presence at the meeting of Members entitled to cast or of proxies entitled to cast one-tenth (1/10) of the votes of each class of membership

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shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declarations or these By-Laws. If, however, such quorum shall not be present or represented at any meeting, the Members entitled to vote thereat shall have power to adjourn the meeting and provide for notice of an additional meeting at which the Members present shall constitute a quorum.

Section 5. Proxies. At all meetings of Members, each Member may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the Member of his Lot.

ARTICLE IV  
BOARD OF DIRECTORS:  
SELECTION; TERM OF OFFICE

Section 1. Number. The affairs of this Association shall be initially managed by a Board of three (3) Directors who need not be members of the Association. A majority of the entire Board of Directors is authorized to increase the number of Directors to a maximum of nine (9).

Section 2. Term of Office. Directors shall be elected at the annual meeting of Members in accordance with the Articles of Incorporation.

Section 3. Removal. Any Director may be removed from the Board, with or without cause, by a majority vote of the Members of the Association. In the event of death, resignation or removal of a Director, his successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his predecessor.

Section 4. Compensation. No Director shall receive compensation for any service he may render to the Association. However, any Director may be reimbursed for his actual expenses incurred in the performance of his duties.

Section 5. Action Taken Without a Meeting. The Directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

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ARTICLE V  
NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two (2) or more Members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the Members to serve from the close of such annual meeting until the close of the next annual meeting, and such appointment shall be announced at each annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine but not less than the number of vacancies that are to be filled. Such nominations may be made from among Members or non-Members.

Section 2. Election. Election to the Board of Directors shall be by secret written ballot. At such election the Members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declarations. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

ARTICLE VI  
MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held monthly without notice at such place and hour as may be fixed from time to time by resolution of the Board. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

Section 2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the President of the Association or by any two (2) Directors after three (3) days notice to each Director.

Section 3. Quorum. A majority of the number of Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

ARTICLE VII  
POWERS AND DUTIES OF  
THE BOARD OF DIRECTORS

Section 1. Powers. The Board of Directors shall have power to:

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a. Adopt and publish rules and regulations governing the use of the Common Area and facilities and the personal conduct of the Members and their guests thereon and to establish penalties for the infraction thereof; pertaining to the control and keeping of pets; pertaining to the maintenance and use of Lots and improvements; pertaining to the maintenance or removal of unsafe or unsanitary structures or conditions.

b. Suspend the voting rights and right to use the recreational facilities of a Member or anyone to whom the Member's right of use has been delegated during any period in which such Member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing for a period not to exceed sixty (60) days for infraction of published rules and regulations.

c. Exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these By-Laws, the Articles of Incorporation or the Declarations.

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

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

f. Establish reasonable procedures and fees for the processing of applications for approval submitted to the Board or Architectural Committee pursuant to Article V of the Land Use Declaration.

g. Enter into agreements providing for the rental, lease or use of the Association's facilities or facilities which are not owned by the Association.

Section 2. Duties. It shall be the duty of the Board of Directors to:

a. Cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the Members at the annual meeting of the Members or at any special meeting when such statement is requested in writing by one-fourth (1/4) of the Class A Members who are entitled to vote.

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

c. As more fully provided in the Declarations, to:

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(1) Fix the amount of the annual assessment against each Lot at least thirty (30) days in advance of each annual assessment period.

(2) Send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period.

(3) Foreclose the lien against any property for which assessments are not paid within thirty (30) days after the due date and/or to bring an action at law against the owner personally obligated to pay the same.

d. Issue or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment.

e. Procure and maintain adequate liability and hazard insurance on property owned by the Association.

f. Cause all officers or employees having fiscal responsibilities to be bonded as it may deem appropriate.

g. Cause the Common Area to be maintained.

h. Provide for common trash removal

i. Cause the Storm Water Management Facility defined in the Storm Water Declaration to be maintained.

#### ARTICLE VIII OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. The officers of this Association shall be a President and Vice-President who shall at all times be members of the Board of Directors, a Secretary, a Treasurer and such other officers as the Board may from time to time by resolution create.

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the Members.

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Section 3. Term. The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year unless he shall sooner resign or shall be removed or otherwise be disqualified to serve.

Section 4. Special Appointments. The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority and perform such duties as the Board may from time to time determine.

Section 5. Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time by giving written notice to the Board, the President or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he or she replaces.

Section 7. Multiple Offices. The offices of President and Vice President may not be held simultaneously by the same person. Otherwise, a person may simultaneously hold more than one office.

Section 8. Duties. The duties of the officers are as follows:

a. President: The President shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments.

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

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

d. Treasurer: The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as

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directed by resolution of the Board of Directors, shall sign all checks and promissory notes of the Association, keep proper books of account, cause an annual audit of the Association books to be made by a public accountant at the completion of each fiscal year, and shall prepare an annual budget and statement of income and expenditures to be presented to the membership at its regular annual meeting and deliver a copy of each to the Members.

ARTICLE IX  
INDEMNIFICATION OF OFFICERS AND DIRECTORS

Each officer and Director of the Association, in consideration of his services as such, shall be indemnified by the Association to the extent permitted by law against expenses and liabilities reasonably incurred by him in connection with the defense of any action, suit or proceeding, civil or criminal, to which he may be a party by reason of being or having been a Director or officer of the Association. The foregoing right of indemnification shall not be exclusive of any other rights to which the Director or officer or person may be entitled by law or agreement or vote of the Members or otherwise.

ARTICLE X  
LIABILITY INSURANCE

The Association shall maintain liability insurance in such amounts to provide maximum coverage for its agents in accordance with Maryland law. The policy shall cover liability incurred by the Association and/or its agents, as a result of the acts or omission of its agents in providing services or performing duties on behalf of the Association.

ARTICLE XI  
COMMITTEES

The Board of Directors shall appoint one or more Architectural Control Committees as provided in the Land Use Declaration and a Nominating Committee as provided in these By-Laws. In addition, the Board of Directors shall appoint such other committees as are deemed appropriate in carrying out the purposes of the Association.

ARTICLE XII  
BOOKS AND RECORDS

The books, records and papers of the Association shall, at all times during reasonable business hours, be subject to inspection by any Member. The Declarations, the Articles of Incorporation and the By-Laws of the Association shall be available for inspection by any Member at the principal office of the Association where copies may be purchased at a reasonable cost.

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### ARTICLE XIII ASSESSMENTS

As more fully provided in the Declarations, each Member is obligated to pay to the Association annual and special assessments which are secured by a continuing lien upon the property against which the assessment is made. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest from the date of delinquency at the rate of twelve percent (12%) per annum, or at such other rate, not exceeding that charged by Harford County for delinquent real estate tax payments, a late fee of Ten Dollars (\$10.00) per month shall be assessed, and the Association may bring an action at law against the Owner personally obligated to pay the same and/or foreclose the lien against the property, and interest, costs and reasonable attorneys' fees of any such action shall be added to the amount of such assessment. No Owner may waive or otherwise escape liability for the assessments provided for herein by non-use of the Common Area or abandonment of his Lot.

### ARTICLE XIV CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the name of the Association and the year of its incorporation.

### ARTICLE XV AMENDMENTS

Section 1. These By-Laws may be amended, at a regular or special meeting of the Members, by a vote of a majority of a quorum of Members present in person or by proxy, except that the Federal Mortgage Agencies as defined in the Declarations shall have the right to veto amendments while there is Class B membership.


Section 2. In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control; and in the case of any conflict between the Declarations and these By-Laws, the Declarations shall control.

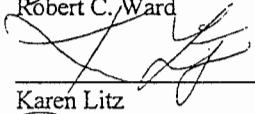
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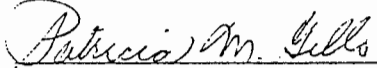
ARTICLE XVI  
FISCAL YEAR

The fiscal year of the Association shall begin on the first (1st) day of January and end of the thirty-first (31st) day of December of every year, except that the first fiscal year shall begin on the date of incorporation.

IN WITNESS WHEREOF, we, being all of the Directors of Tuchahoe Farms Homeowners Association, Inc., have hereunto set our hands this 26th day of January, 1998.

  
\_\_\_\_\_  
Robert C. Ward

  
\_\_\_\_\_  
Karen Litz

  
\_\_\_\_\_  
Patricia M. Gillo

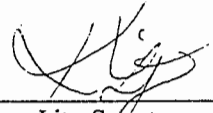
CERTIFICATION

I, the undersigned, do hereby certify:

THAT I am the duly elected and acting Secretary of Tuchahoe Farms Homeowners Association, Inc., a Maryland corporation; and,

THAT the foregoing By-Laws constitute the original By-Laws of said Association as duly adopted by the Board of Directors thereof on the 26th day of January, 1998.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said Association this 26th day of January, 1998.

  
\_\_\_\_\_  
Karen Litz, Secretary

(SEAL)