

**MISSION RIDGE HOMEOWNERS ASSOCIATION, INC.**

**BYLAWS**

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**ARTICLE I**  
**NAME AND LOCATION**

The name of the corporation is Mission Ridge Homeowners Association, Inc., hereinafter referred to as the "Association". The principal office of the corporation shall be located at 12 Sparks Farm Road, Baltimore County, Sparks, Maryland 21152, but meetings of members and directors may be held at such places within the States of Maryland, as may be designated by the Board of Directors.

**ARTICLE II**  
**DEFINITIONS**

Section 1. The terms "Declarant", "Dwelling", "Lot", "Lot Owner", "Plans and Specifications" and "Property" as used in these Articles of Incorporation shall have the meanings set forth in the "Declaration of Mission Ridge Restrictions" dated December 28, 1986, and recorded among the Land Records of Baltimore County in Liber 7369, at folio 649 (the "Declaration").

Section 2. "Member" means those persons or entities entitled to membership in the Association as provided in the Articles of Incorporation of the Association.

Section 3. "Association Dues" shall mean all annual sums collected by the Association in connection with Class B Membership in the Association, as the same may be established by the Board of Directors of the Association pursuant to these Bylaws, together with any other sums collected or raised by the Association in its capacity as a nonstock, not for profit corporation.

**ARTICLE III**  
**MEETING OF MEMBERS**

Section 1. Annual Meetings. The first annual meeting of the Members shall be held within one year from the date of incorporation of the Association, and each subsequent regular annual meeting of the Members shall be held in the same month of each year thereafter, at a date, time and place within the State of Maryland selected by the Board of Directors of the Association.

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 (i) entitled to vote one-fourth (1/4) of all of the votes of the Class A Membership or (ii) entitled to vote one-fourth (1/4) of all of the votes of the Class B 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 the notice, postage prepaid, not less than fifteen (15) nor more than sixty (60) days before the meeting, to each Member, addressed to the Member's address last appearing on the books of the Association, or supplied by the Member to the Association for the purpose of notice. The notice shall specify the place, day, and hour of the meeting. In the case of a special meeting, the notice shall state the purpose of the meeting.

Section 4. Quorum. The presence at the meeting of Members or proxies entitled to cast one-tenth (1/10) of the votes of the Membership shall constitute a quorum for any action except as otherwise provided in the Declaration or these Bylaws. If, however, such quorum shall not be present or represented at any meeting, the Members entitled to vote thereat shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

Section 5. Proxies. At all meetings of Members, each Member may vote in person or by proxy, to the extent provided in the Articles of Incorporation of the Association. 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 managed by a Board of three (3) directors, who need not be Members of the Association.

Section 2. Term of Office. The terms of office of the "Charter Directors" (as defined in the Articles of Incorporation of the Association) shall be for the period until the first annual meeting of the Members at which their successors are elected. The terms of each director other than a Charter Director shall be for one (1) year or until his successor is elected, whichever shall be the longer period. Each director, other than a Charter Director, shall be elected at the annual meeting.

Section 3. Removal. Any director, other than a Charter 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, pursuant to these Bylaws, 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 or she may render to the Association. However, any Director may be reimbursed, after majority approval of the Board of Directors, for his actual expenses incurred in the performance of his duties to the extent that there are then available sufficient Association Dues for said reimbursement.

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.

#### **ARTICLE V** **NOMINATION AND ELECTION OF DIRECTORS**

Section 1. Nomination. Nomination of Directors 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 or more other persons. The Nominating Committee shall be appointed by the President of the Association prior to each annual meeting of the Members, to serve until the close of the 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. Nominations may be made from among Members or nonmembers.

Section 2. Election. Election to the Board of Directors shall be by written ballot. At the election the Member or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. 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 at least annually at such place and hour as may be fixed from time to time by resolution of the Board, without the necessity of further notice.

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 Directors, after not less than three (3) days' notice to each Director.

Section 3. Quorum. A majority of the number of Directors shall constitute a quorum for the transaction business. Every act or decision done or made by a majority of the Directors at a duly held meeting at which 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 the power to:

(a) exercise for the Association all powers, duties and authority as assigned to the Association under the provisions of the Declaration and not reserved to the Members by other provisions of these Bylaws or the Articles of Incorporation; and

(b) exercise for the Association all purposes and powers of the Association pursuant to Article V of the Articles of Incorporation of the Association.

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

(a) keep 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 a statement is requested in writing by the holders of one-fourth (1/4) of the votes of the Class A Members or by the holders of one-fourth (1/4) of the votes of the Class B Members;

(b) supervise all officers, agents and employees of this Association, and to see that their duties are properly performed;

(c) fix the amount of the annual Association Dues for Class B Membership in the Association not later than February 1st of each year; and

(d) send written notice of the annual Association Dues to every Lot Owner not later than February 1st of each year.

**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, and 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 and thereafter at the first meeting of the Board of Directors following each annual meeting of the Members.

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 or she shall sooner resign, or shall be removed, or otherwise 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 the notice or any later time specified therein, and unless otherwise specified therein, the acceptance of the 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 the vacancy shall serve for the remainder of the term of the officer he or she replaces.

Section 7. Multiple Offices. Not more than two offices may be held by the same person.

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

#### **PRESIDENT**

(a) The President shall preside at all meetings of the Members and of the Board of Directors and see that orders and resolutions of the Board are carried out. The President shall have authority to sign written approval of architectural plans submitted pursuant to Article VI of the Declaration, and other written instruments.

#### **VICE-PRESIDENT**

(b) 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 exercise and discharge such other duties as may be required of him by the Board. The Vice-President shall likewise have authority to sign written approval of architectural plans submitted pursuant to Article VI of the Declaration, and other written instruments.

#### **SECRETARY**

(c) The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members; serve notice of meetings of the Board and of the Members; keep appropriate current records showing the Class B Members of the Association together with their addresses; and perform such other duties as required by the Board.

## **TREASURER**

(d) The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and disburse these funds as directed by resolution of the Board of Directors; keep proper books of account; cause an annual audit of the Association books to be made at the completion of each fiscal year; and prepare an annual budget and a 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 requesting the same.

## **ARTICLE IX COMMITTEES**

The Association shall appoint such committees as deemed appropriate in carrying out its purposes.

## **ARTICLE X 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 Declaration, the Articles of Incorporation and the Bylaws of the Association shall be available for inspection by any Member at the principal office of the Association, where copies may be purchased at reasonable cost.

## **ARTICLE XI AMENDMENTS**

Section 1. These Bylaws may be amended, at a regular or special meeting of the Members, by the holder of two-thirds (2/3) of the votes of the Members of the Association present in person or by proxy at the meeting at which the vote is taken. Anything set forth above in this Article XII to the contrary notwithstanding, the Company shall have the absolute unilateral right, power and authority to modify, revise, amend or change any of the terms or provisions of these Bylaws all as from time to time amended or supplemented. However, this unilateral right, power and authority of the Company may be exercised only if the Veterans Administration (VA), the Federal Housing Administration (FHA), the Federal Home Loan Mortgage Corporation (Freddie Mac), the Federal National Mortgage Corporation (Fannie Mae), or the Government National Mortgage Association (Ginnie Mae), or any successor agencies or entities thereto or any agencies or entities providing similar programs shall require such action as a condition precedent to the approval by such agency or entity of the Property or any part thereof or any Lots thereon for approved mortgage financing purposes under applicable VA, FHA, Freddie Mac, Fannie Mae, Ginnie Mae or similar programs. If the VA or the FHA or any successor agencies thereto approve the Property or any part thereof or any lot therein for federally approved mortgage financing purposes, any amendments to these Bylaws made during any period of time when there are Class B members of the Association shall also require the prior consent of the agency giving

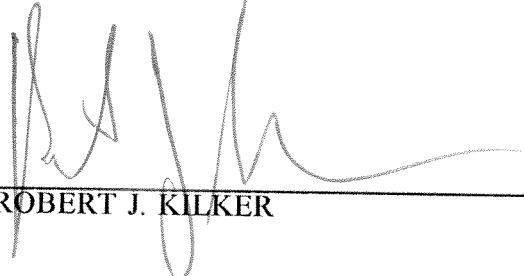
such approval.


Section 2. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control; and in the case of any conflict between the Declaration and the Articles or these Bylaws, the Declaration shall control.

**ARTICLE XII**  
**MISCELLANEOUS**

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

**IN WITNESS WHEREOF**, we, being all of the Directors of Mission Ridge Homeowners Association, Inc., have hereunto set our hands this 22nd day of November, 1993.

  
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ROBERT J. KILKER

  
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JOSEPH T. CHADWICK, JR.

  
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SUSAN HEMMERLY

**CERTIFICATION**

I, the undersigned, do hereby certify:

**THAT I** am the duly elected acting secretary of Mission Ridge Homeowners Association, Inc., a Maryland corporation; and

**THAT** the foregoing Bylaws constitute the original Bylaws of said Association, as duly

adopted at a meeting of the Board of Directors thereof, held on the 22nd day of November, 1993.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 22nd day of November, 1993.

Janet M. West  
Secretary