

BYLAWS

DERWOOD STATION HOMEOWNERS ASSOCIATION NO. 2, INC.

ARTICLE I

NAME AND LOCATION. The name of the corporation is DERWOOD STATION HOMEOWNERS ASSOCIATION NO. 2, INC., hereinafter referred to as the "Association." The principal office of the corporation shall be located at Suite 26, 622 Hungerford Drive, Rockville, Maryland 20850, but meetings of members and directors may be held at such places within the State of Maryland, County of Montgomery, as may be designated by the Board of Directors.

ARTICLE II

DEFINITIONS

Section 1. "Association" shall mean and refer to DERWOOD STATION HOMEOWNERS ASSOCIATION NO. 2, INC., 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 and referred to in the Articles of Incorporation of the Association and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

Section 3. "Common Area" shall mean all real property owned by the Association for the common use and enjoyment of the owners.

Section 4. "Lot" shall mean and refer to any plot of land upon any recorded subdivision map of the Properties with the exception of the Common Area.

Section 5. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of fee simple title to any Lot which is a part of the properties, including

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-third (1/3) 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 15 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, 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, or of proxies, entitled to cast one-third (1/3) of the votes of each class of membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, 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. 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.



who shall be a member of the Board of Directors, and two or more members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting to serve 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 nomination 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, with 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. Vacancies in the Board of Directors shall be filled by vote of the majority of the remaining Directors, even though the remaining Directors may constitute less than a quorum, and each person so elected to fill a vacancy shall be a Director until a successor is elected at the next annual meeting to serve out the unexpired portion of the term vacated. At an annual meeting of the members or at any special meeting duly called for such purpose, any Director may be removed with or without cause by the affirmative vote of the majority of the votes cast at the meeting in person or by proxy, and a successor may then and there be elected to fill the vacancy thus created.

ARTICLE VII.

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1: Powers. The Board of Directors shall have the following powers:

(a) Adopt and publish rules and regulations governing the use of the Common area and facilities, the personal conduct of the members and their guests thereon, and to establish penalties for the infraction hereof.

(b) Suspend the voting rights and right to use the recreational facilities of a member during any period in which such member shall be in default in the payment of any assessment levied by the Association. Such right may also be suspended after notice and hearing for a period not to exceed 60 days for infraction of published rules and regulations. Such suspension may be appealed to a meeting of the members; but it shall be the responsibility of the appellant to obtain the written requests necessary to call any special meeting for that purpose in accordance with the provisions of Article III, Section 2, unless the Board of Directors elects to call such meeting.

(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 Bylaws, the Articles of Incorporation or the Declaration, including the exercise of the power to levy assessments in accordance with the provisions of Article IV of the Declaration of Covenants, Conditions and Restrictions recorded among the Land Records of Montgomery County, Maryland, in Liber \_\_\_\_\_, Folio \_\_\_\_\_, a copy of said assessment provisions being attached hereto as apart of these Bylaws.



(c) As more fully provided in the Declaration:

- (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; and
- (3) cause to be filed among the Land Records Notices of Lien, foreclose the lien against any property for which assessments are not paid within thirty (30) days after due date, or as soon after that time as may be feasible or bring any action at law against the owner personally obligated to pay the same.

(d) Issue or cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid, and releases of liens when the assessment, interest and reasonable attorney's fees relating thereto have been paid. A reasonable charge may be made by the Board for the issuance of these certificates of release. If certificate states that 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) To perform all duties that may be required of the Board of Directors by the Declaration.

Nothing in these Bylaws shall be deemed to require the Board of Directors to perform any particular acts of

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 replaces.

Section 7: Multiple Offices. The offices of secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

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

President

(a) 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 and shall cosign all checks and promissory notes.

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 shall exercise and discharge such other duties as may be required of him by the Board.

Secretary

(c) 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



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 a reasonable price.

ARTICLE XI

EXECUTION OF CORPORATE DOCUMENTS

With the prior authorization of the Board of Directors, all notes and contracts shall be executed on behalf of the Corporation by either the president or vice-president, and all checks shall be executed on behalf of the Corporation by such officers, agents or other persons as are from time to time so authorized by the Board of Directors.

ARTICLE XII

COMMON AREA

Section 1: No Obstruction of Common Areas. There shall be no obstruction of any of the Common Areas. Nothing shall be stored upon any Common Area without the approval of the Board of Directors. Vehicular parking upon Common Areas shall be regulated by the Board of Directors.

Section 2: Rate of Insurance. Nothing shall be done or maintained in or upon any Common Area that will increase the rate of insurance on any lot or Common Area, or result in the cancellation thereof, without the prior written approval of the Board of Directors. Nothing shall be done or maintained in or upon any Common Area that would be in violation of any law. No waste shall be committed upon any Common Area.

Section 3: Junk Vehicles. No junk vehicle or other vehicle on which current registration plates are not displayed

Section 2: Amendment. These Bylaws 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, subject to the provision as to governmental approval of such amendments set forth in the Articles of Incorporation of the Association.

Section 3: Conflicts. 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 these Bylaws, the Declaration shall control.

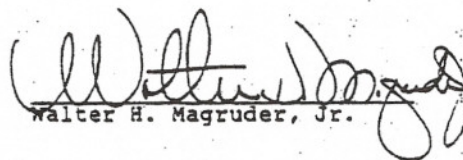
ARTICLE XVII

MISCELLANEOUS

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

THIS IS TO CERTIFY that the foregoing is a true and complete copy of the Bylaws of Derwood Station Homeowners Association No. 2, Inc., duly adopted by the Board of Directors thereof.

July 12<sup>th</sup>, 1982

  
Walter H. Magruder, Jr.