

BY-LAWS  
OF  
SPRING BREEZE COMMUNITY ASSOCIATION, INC.

ARTICLE I

NAME AND LOCATION

The name of the corporation is SPRING BREEZE COMMUNITY ASSOCIATION, INC., hereinafter referred to as the "Association". The principal office of the Association shall be located at Spring Breeze, Village of Kings Contrivance, Columbia, Maryland, but meetings of members and directors may be held at such places within the State of Maryland as may be designated by the Board of Directors.

ARTICLE II

DEFINITIONS

Section 1. "Association" shall mean and refer to Spring Breeze Community Association, 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 for Spring Breeze Community in the Village of Kings Contrivance in Columbia, Maryland referred to in Section 8 hereof, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

Section 3. "Common Area" is land area zoned and classified as Open Space and shall mean all real property owned by the Association for the common use, benefit and enjoyment of the Owners.

Section 4. "Lot" shall mean and refer to any plot of land subject to assessment by the Association, shown upon any recorded subdivision plat 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 the fee simple or leasehold title to any lot which is a part of the properties, including contract sellers, but excluding ground rent owners and those having such interest merely as security for the performance of an obligation or payment of a debt.

Section 6. "Declarant" shall mean and refer to only Howard Homes Building Co., Inc., a Maryland corporation, and any successor or assigns thereof to whom the said Howard Homes Building Co., Inc. shall expressly (i) convey or otherwise transfer all of its right, title and interest in the subject property as an entirety, without reservation of any kind; and (ii) transfer, set over or assign, as the named Declarant, all its right, title and interest under the Declaration, or any amendment or modification thereof.

Section 7. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions for Spring Breeze Community in the Village of Kings Contrivance, dated \_\_\_\_\_ and recorded among the Land Records of Howard County, Maryland in Liber \_\_\_\_\_, folio \_\_\_\_\_, et seq.

Section 8. "Member" shall mean and refer to those owners of lots entitled to membership in the Association, as provided in the Declaration.

Section 9. "Veterans Administration" or "Federal Housing Administration" whenever appearing herein whether separately or jointly shall mean and include each and the other as said agencies approve legal documents, mandated by the U. S. Department of Housing and Urban Development approved Planned Unit Developments under FHA Form 1400 and VA Form 26-8200 revised October, 1973, together with any supplements to date.

## 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 on the same day of the same month of each year thereafter, at the hour of 8 o'clock p.m. 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.

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 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 receiving notices. 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 be cast, of one-fourth (1/4) of the votes of each class of membership, computed separately, shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, 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 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.

## ARTICLE IV

### BOARD OF DIRECTORS: SELECTION; TERM OF OFFICE

Section 1. Number. The affairs of this Association shall be managed by a Board of not fewer than three (3) nor more than eleven (11) Directors, who need not be members of the Association.

Section 2. Term of Office. At the first and at each successive annual meeting the members shall elect directors to serve for the ensuing year.

Section 3. Removal. Any director may be removed from the Board, with or without cause, by a majority vote at a meeting duly constituted 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 upon submission and approval of verified vouchers.

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, if such procedure and action is approved by the Board of 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 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 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 the number of directors to be elected. Such nominations may be made from among members or non-members and directors shall be eligible to succeed themselves for not more than three successive terms.

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 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. Split percentage voting is permissible for split percentage ownership of lots and membership.

#### ARTICLE VI

##### MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held quarterly 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 directors, after not less than seven (7) 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:

(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;

(b) Suspend the voting rights and right to use of 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 rights may also be suspended after notice and hearing, for a period not to exceed 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 Declaration;

(d) Declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent without just cause from two (2) consecutive regular meetings of the Board of Directors; and

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

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 Declaration, to:

(1) Fix the amount of the annual assessment and levy thereon against each lot at least thirty (30) days in advance of each annual assessment period;

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

(3) Foreclose the lien against any property for which any levy has not been paid within six (6) months after the due date (the beginning of the assessment period) 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 properly interested person, a Certificate of Status of Assessment/Levy setting forth whether or not any specific levy(s) has been paid. A reasonable charge may be made by the Board for the issuance of these Certificates. If a Certificate states a levy has been paid, such Certificate shall be conclusive evidence of such payment and binding upon the rights of the Association;

(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 in the best interests of the members of the Association.

## ARTICLE VIII

### OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. The officers of this Association shall be a president, one or more vice-presidents, a secretary, a treasurer, and such other officers as the Board may from time to time by resolution create. All officers shall be members of the Association and the President and Vice-Presidents shall be members of the Board of Directors.

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.

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 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. Any such officers employed by Special Appointment need not be members of the Association.

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 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 officers 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 co-sign with the treasurer, all documents evidencing a financing obligation assumed by the Association.

#### Vice-President

(b) The vice-president or senior vice-president, so designated, if more than one, 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. A vice-president shall co-sign with the Treasurer all checks drawn against Association funds on deposit.

### 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 (if the Board elects to have such) 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.

### Treasurer

(d) The treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall co-sign with a vice-president all checks and with the president all promissory notes of any kind of the Association; keep proper books of account; cause an annual statement of the Association affairs to be prepared by a certified public accountant at the completion of each fiscal year; and shall prepare an annual proposed budget supported by a statement of proposed income and expenditures to be presented for discussion and approval, as amended to the membership at its regular annual meeting. A copy of the annual current Financial Statement and approved annual budget shall be delivered in person or to the residences, by mail or otherwise, of all members.

## ARTICLE IX

### COMMITTEES

The Board of Directors shall appoint annually an Architectural Control Committee, Nominating Committee, Executive Committee, if desired, and such other committees as deemed appropriate in carrying out its purpose.

## 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 Articles of Incorporation, By-Laws, Declaration, Financial Statements and Minutes of Meetings of the Association shall be available for inspection by any member at the principal office of the Association, where reproduction copies may be purchased at reasonable cost.

## ARTICLE XI

### ASSESSMENTS

As more fully provided in the Declaration, each member is obligated to pay to the Association annual and special assessments/levies which are secured by personal obligation and a continuing lien upon the property against which the assessment/levy is made. Assessments are due when levied. If the levy is not paid within thirty (30) days after the due date, the levy shall bear interest from the date of delinquency at the rate of six percent (6%) per annum. If not paid within six (6) months of the due date, the Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the property. If action is instituted interest, costs and reasonable attorney's fees for any such action shall be added to the amount of such levy. No Owner may waiver or otherwise escape liability for the assessments/levies provided for herein by non-use of the common area or abandonment of his lot.

ARTICLE XII  
CORPORATE SEAL

If the Association elects to have a seal, it shall be in circular form having within its circumference the words: Spring Breeze Community Association, Inc. and the word "Maryland" inscribed around the outer edge; and with the words "Corporate Seal" or "Incorporated" and the year of incorporation inscribed in the center.

ARTICLE XIII  
AMENDMENTS

Section 1. These By-Laws may be amended at any regular or special meeting of the members, by the affirmative vote of three-fourths of the members of each class of members entitled to vote, computed separately, in person or by proxy, except that the Federal Housing Administration or the Veterans Administration shall have the right to veto amendments while there remains 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 Declaration and these By-Laws, the Declaration shall control.

ARTICLE XIV  
MISCELLANEOUS

The corporate year of the Association shall be the calendar year, except that the first corporate year shall be abridged and begin on the date of incorporation and expire December 31, 1981.

IN WITNESS WHEREOF, we, being all of the directors of Spring Breeze Community Association, Inc., have hereunto set our hands this 23rd day of June, 1981.

WITNESS:

\_\_\_\_\_  
LEE B. ROSENBERG

\_\_\_\_\_  
SEYMOUR F. RAPHAEL

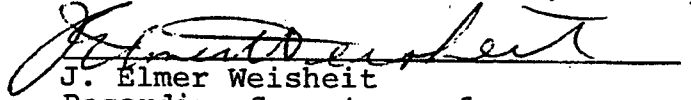
  
\_\_\_\_\_  
J. ELMER WEISHEIT

CERTIFICATION

I, the undersigned, do hereby certify:

THAT I am the duly designated and acting secretary of Spring Breeze Community Association, Inc., a Maryland corporation, and that the foregoing By-Laws constitute the original By-Laws of said Corporation, as duly adopted at a joint meeting of the Board of Directors and all Class B members (there being no Class A members) thereof, held on the 23rd day of June, 1981.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said Corporation this 23rd day of June, 1981.

  
J. Elmer Weisheit  
Recording Secretary of  
the Board of Directors, and  
Acting Secretary of Spring  
Breeze Community Association,  
Inc.