

Bylaws
Summerwood Community Homeowners Association

SUMMERWOOD COMMUNITY HOMEOWNERS ASSOCIATION, INC. 2006 JAN 31 PM 2:51

BY-LAWS

CLERK OF THE
CIRCUIT COURT

ARTICLE I
Name and Location

The name of the corporation is SUMMERWOOD COMMUNITY HOMEOWNERS ASSOCIATION, INC., hereinafter referred to as the "Association." The principal office of the Association shall be 10230 New Hampshire Avenue, Suite 300, Silver Spring, Maryland, 20903. The Board of Directors, by resolution, may change the principal office of the Association.

ARTICLE II
Definitions; Members

SECTION 1. Definitions: Capitalized terms, not defined herein, shall have the meanings set forth in the Declaration of Covenants, Conditions and Restrictions for Summerwood Homeowner's Association (the "Declaration").

SECTION 2. Members: Every Owner of a Lot shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment. Declarant shall be a member of the Association during periods when Declarant is an Owner of a Lot. The Association shall have two (2) classes of voting membership, Class A and Class B:

Class A. Class A members shall be all Owners with the exception of the Declarant while in Class B and shall be entitled to one (1) vote for each Lot owned. When more than one (1) person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one (1) vote be cast with respect to any Lot.

Class B. Class B members shall be Declarant, and shall be entitled to three (3) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier,

- (i) thirty (30) days following the date on which the total authorized and outstanding votes of the Class A Members equals the total number of votes of Class B Members; or
- (ii) fifteen (15) years from the date of recordation of this Declaration; provided, however, that if the Declarant is delayed in the improvement and development of the Property on account of a sewer, water or building permit moratorium or any other cause or event beyond the Declarant's control, then the aforesaid fifteen (15) year period shall be extended by a period of time equal to the length of the delays or an additional three (3) years, whichever is less; or

(iii) upon the surrender of said Class B memberships by the then holders thereof for cancellation on the books of the Association.

Upon the lapse or surrender of the Class B memberships as provided for in these By-Laws, the Declarant shall thereafter become a Class A Member of the Association as to each and every Lot in which the Declarant then holds the interest otherwise required for such Class A membership.

ARTICLE III **Meetings of Members**

SECTION 1. Annual Meeting. The annual meeting of the members of the Association shall be held on a day duly designated by the Board of Directors 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. Special Meetings. Special meetings of the members may be called at any time for any purpose or purposes by the Chairman of the Board, the President, by a Vice President, or by a majority of the Board of Directors, and shall be called forthwith by the President, by a Vice President, the Secretary or upon the request in writing of a one-fourth of the Class A members. 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 3. Place of Holding Meetings. All meetings of members shall be held at the principal office of the Association or elsewhere in the United States as designated by the Board of Directors.

SECTION 4. Notice of Meetings. Written notice of each meeting of the members shall be mailed, postage prepaid by the Secretary, to each member of record entitled to vote thereat at his post office address, as it appears upon the books of the Association, at least ten (10) days before and no earlier than sixty (60) days before, the meeting. Each such notice shall state the place, day, and hour at which the meeting is to be held and, in the case of any special meeting, shall state briefly the purpose or purposes thereof.

SECTION 5. Quorum. The presence in person or by proxy of the holders of record of 1/10 of the votes of each class of membership of the voting rights of the Association 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 attendance at the time for which the meeting shall have been 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. At any adjourned meeting at which a quorum shall attend, any business may be transacted which might have been transacted if the meeting had been held as originally called. Notwithstanding the foregoing, at any meeting for the purposes of levying special assessments, or increasing the annual assessments by more than ten percent (10%), the presence of members (including by proxy) entitled to cast sixty percent (60%) of the votes for each class of members of the Association shall constitute a quorum. If the required quorum is not present, another meeting may be called subject to the same notice requirement and the quorum at the subsequent

meeting shall be one-half of the required quorum for the preceding meeting.

SECTION 6. Conduct of Meetings. Meetings of members shall be presided over by the President of the Association 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 Association, or if he is not present, any Assistant Secretary shall act as secretary of such meetings; in the absence of the Secretary and any Assistant Secretary, the presiding officer may appoint a person to act as Secretary of the meeting.

SECTION 7. Voting. At all meetings of members every member entitled to vote thereat shall have the number of votes as set forth in the Declaration and Articles of Incorporation standing in his name on the date for the determination of members entitled to vote at such meeting. Such vote may be either in person or by proxy appointed by an instrument in writing subscribed by such members 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. Proxies shall be revocable, and shall automatically expire upon the conveyance of the Lot affected. 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 the Declaration, by the Articles of Incorporation, by these By-Laws or by law.

ARTICLE IV Board of Directors

SECTION 1. General Powers and Composition. The property and business of the Association shall be managed under the direction of the Board of Directors of the Association. The Board of Directors may engage a management company in accordance with the Declaration. Except for the initial Directors (and any successors thereto), all directors shall be members of the Association.

SECTION 2. Number and Term of Office. The number of directors shall be as provided in the Articles of Incorporation. The directors shall be elected each year at the annual meeting of members, except as hereinafter provided, and each director shall serve until his successor shall be elected and shall qualify. Nominations of candidates for directors may be taken from the floor.

SECTION 3. 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 the holders of majority of the votes.

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 by a majority of the entire Board of Directors already in office, and shall hold office until the next annual meeting of members or until his or her their successors shall be elected. Any director may be removed from office with or without cause by the affirmative vote of the holders of the majority of the votes entitled to vote at any special meeting of members regularly called for the purpose.

SECTION 4. Place of Meeting. The Board of Directors may hold their meetings and have one or more offices, and keep the books of the Association, either within or outside the State of Maryland, at such place or places as they may from time to time determine by resolution or by written consent of all the directors. The Board of Directors may hold their meetings by conference telephone or other similar electronic communications equipment in accordance with the provisions of the Maryland Corporation law.

SECTION 5. Regular Meetings. Regular meetings of the Board of Directors may be held without notice 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 fixing or changing the time or place for the holding of regular meetings of the Board shall be mailed to each director at least three (3) days before the first meeting held pursuant thereto. The annual meeting of the Board of Directors shall be held immediately following the annual members' meeting at which a Board of Directors is elected. Any business may be transacted at any regular meeting of the Board.

SECTION 6. Special Meetings. Special meetings of the Board of Directors shall be held whenever called by direction of the President and must be called by the President or Secretary upon written request of a majority of the Board of Directors. The Secretary shall give notice of each special meeting of the Board of Directors, by mailing the same at least three (3) days prior to the meeting, to each director; but such notice may be waived by any director. Unless otherwise indicated in the notice thereof, any and all business may be transacted at any special meetings. At any meeting at which every director shall be present, even though without notice, any business may be transacted and any director may in writing waive notice of the time, place and objectives of any special meeting.

SECTION 7. Quorum. A majority of the whole number of directors shall constitute a quorum for the transaction of business at all meetings of the Board of Directors, but, if at any meeting less than a quorum shall be present, a majority of those present may adjourn the meeting from time to time. 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 8. Compensation of Directors. Directors shall not receive any stated salary for their services as such, but shall be reimbursed for actual expenses incurred in the performance of such Director's duties.

SECTION 9. Committees.

(a) Covenant Committee. The Board may appoint a Covenant Committee consisting of three (3) or more persons who are not required to be members of the Association. The Covenant Committee shall exercise all of the powers and perform all the duties and obligations on its part to be performed as set forth in the Declaration. In the alternative, the Board of Directors may exercise all of the powers and perform the duties and obligations of the Covenant Committee as set forth in the Declaration.

(b) Other Committees. The Board of Directors may by resolution provide for an executive committee, or such other standing or special committees as it deems desirable, and discontinue the same at its pleasure. Each committee shall have such powers to perform such duties, not inconsistent with law, as may be assigned to it by the Board of Directors.

ARTICLE V
Powers and Duties of the Board Directors

SECTION 1. Powers. The Board of Directors shall have the power:

(a) To adopt and publish rules and regulations (i) governing the use of the Common Areas, and any facilities thereon, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof, and (ii) for such other purposes as authorized by the Declaration;

(b) To suspend the voting rights, and the right of use of the recreational facilities, if any, located on the Common Areas, by a member during any period in which the member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended, after notice and an opportunity to be heard, for a period not to exceed sixty (60) days for an infraction of published rules and regulations.

(c) To exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the members by other provisions of these By-Laws, the Articles of Incorporation or the Declaration.

(d) To employ a management company, an independent contractor, or such other employees or contractors as they deem necessary, and to prescribe their duties.

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

(a) To cause a complete record to be kept 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 the statement is requested in writing by holders of one-fourth (1/4th) of the votes of the Class B members.

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

(c) To send written notice of each annual Assessment to every Owner subject thereto at least fourteen (14) days prior to the commencement date of the new assessment or as otherwise established by the Board of Directors and of each special assessment, at least thirty (30) days in advance of its due date or as otherwise established by the Board of Directors.

(d) To commence proceedings to establish and enforce the lien against any Lot for which assessments are not paid and/or bring an action at law against any Owner personally obligated to pay the same.

(e) To issue, or cause an appropriate officer to issue, upon demand by any member, 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. A properly executed certificate as to the status of assessments on a Lot is binding upon the Association and shall be conclusive evidence of such payment or nonpayment, as the case may be.

(f) To procure and maintain adequate liability, hazard and fidelity insurance as required by the Declaration.

ARTICLE VI Officers

SECTION 1. Election, Tenure and Compensation. The officers of the Association shall be a President, a Secretary, and a Treasurer, and also such other officers including one or more Vice Presidents and/or one or more assistants to the foregoing officers as the Board of Directors from time to time may consider necessary for the proper conduct of the business of the Association. The officers shall be elected at the first meeting of the Board of Directors, and thereafter annually by the Board of Directors following the annual meeting of the members. 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 in more than one capacity if such instrument is required by law or by these By-Laws to be executed, acknowledged or verified by any two or more officers.

All officers and agents of the Association shall be subject to removal with or without cause at any time by the affirmative vote of a majority of the whole Board of Directors, and all officers and agents shall hold office at the discretion of the Board of Directors or of the officers appointing them.

SECTION 2. President. The President shall be the chief executive officer of the Association and shall have general charge and control of all its business affairs and properties. He shall preside at all meetings of the members.

The President may sign and execute all authorized bonds, contracts or other obligations in the name of the Association. 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 ex-officio a 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 3. Vice President. The Board of Directors shall appoint a Vice President and may appoint more than one Vice President. Any Vice President (unless otherwise provided by resolution of the Board of Directors) may sign and execute all authorized bonds, contracts, or other obligations in the name of the Association. Each 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 President, the duties of that office shall be performed by any Vice President, and the taking of any action by any such Vice President in place of the President shall be conclusive evidence of the absence or disability of the President.

SECTION 4. Secretary. The Secretary shall give, or cause to be given, notice of all meetings of 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 thereunto 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 the proceedings of the meetings 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 Association 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 5. Treasurer. The Treasurer shall have custody of all the funds and securities of the Association, and he shall keep full and accurate account of receipts and disbursements in books belonging to the Association. He shall deposit all moneys and other valuables in the name and to the credit of the Association in such depository or depositories as may be designated by the Board of Directors.

The Treasurer shall disburse the funds of the Association as may be ordered 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 Association.

All or part of the aforesaid duties of the Treasurer, upon approval by the Board, may be delegated to a third party such as a management agent or accountant; provided, however, that no such management agent or accountant shall have signature authority to withdraw any reserve funds of the Association.

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 6. 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 of the Secretary shall be conclusive evidence of the absence or disability of the Secretary.

SECTION 7. 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.

SECTION 8. Compensation of Officers. Officers shall not receive any stated salary for their services, but shall be reimbursed for actual expenses incurred in the performance of such officer's duties.

ARTICLE VII

Corporate 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 Association, 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 Association but each copy thereof shall be in the custody of the Secretary of the Association or of an Assistant Secretary of the Association nominated by the Secretary.

ARTICLE VIII

Bank Accounts

SECTION 1. Bank Accounts. The Treasurer (and Assistant Treasurer, as applicable), and such other officers or management agents of the Association as from time to time shall be designated by the Board of Directors shall have authority to deposit any funds of the Association in such banks or trust companies as shall from time to time be designated by the Board of Directors and such officers or management agents, subject to Section 2 of this Article, as from time to time shall be authorized by the Board of Directors may withdraw any or all of the funds of the Association so deposited in any such bank or trust company, upon checks, drafts or other instruments or orders for the payment of money, drawn against the account or in the name or behalf of this Association, and made or signed by such officers or management agents; and each bank or trust company with which funds of the Association are so deposited is authorized to accept, honor, cash and pay, without limit as to amount, all checks, drafts or other instruments or orders for the payment of money, when drawn, made or signed by officers or management agents so designated by the Board of Directors until written notice of the revocation of the authority of such 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 Association are deposited, the signature of the officers or agents of the Association 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 hereinabove 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 Secretary or Treasurer or an Assistant Secretary or an Assistant Treasurer of the Association.

SECTION 2. Reserves. All assessments collected by the Association for reserves shall be deposited in a separate reserve account. No management agent or other person not an officer of the Association shall have the authority to withdraw funds from any reserve account of the Association. Every withdrawal from the reserve account shall require the signature of the President or a Vice President and the countersignature of the Secretary or Treasurer or an Assistant Secretary or an Assistant Treasurer of the Association.

ARTICLE IX

Amendments

These By-Laws may be amended, at a regular or special meeting of the members, by fifty-one percent of the votes of each class of the members entitled to be cast at any such meeting. Anything to the contrary notwithstanding, Declarant shall have the absolute unilateral right, power and

authority to modify, revise, amend or change any of the terms or provisions of these By-Laws if, and only if, either the Veterans Affairs ("VA"), the Federal Housing Administration ("FHA"), the Federal Home Loan Mortgage Corporation ("Freddie Mac"), the Federal National Mortgage Association ("Fannie Mac") or the Government National Mortgage Association ("Ginnie Mac"), 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 Summerwood Subdivision or any part thereof or any Lots thereon for approved mortgage financing, mortgage insurance or similar purposes under applicable VA, FHA, Freddie Mac, Fannie Mac or Ginnie Mac or similar programs. As long as there is a Class B membership, and if: (a) A Veterans Affairs or Federal Housing Administration loan is secured by a lot, or (b) the Summerwood Subdivision has received Veterans Affairs or Federal Housing Administration approval, then the Federal Housing Administration or the Veterans Affairs shall have the right to veto amendments to the By-Laws.

ARTICLE X

Director and Officer Liability

SECTION 1. Liability. To the maximum extent that limitations on the liability of directors and officers are permitted by the Maryland General Corporation Law, as from time to time amended, no director or officer of the Association shall have any liability to the Association or its members for money damages. This limitation on liability applies to events occurring at the time a person serves as a director or officer, whether or not such person is a director or officer at the time of any proceeding in which liability is asserted. No amendment or repeal of this paragraph, or the adoption of any provision of the Association's Articles of Incorporation inconsistent with this paragraph, shall apply to or affect in any respect the liability of any director or officer of the Association with respect to any alleged act or omission which occurred prior to such amendment, repeal or adoption.

SECTION 2. Indemnification. To the maximum extent permitted by the Maryland General Corporation Law, as from time to time amended, the Association shall indemnify its then currently acting and its former directors against any and all liabilities and expenses incurred in connection with their services in such capacities, shall indemnify its then currently acting and its former officers to the full extent that indemnification shall be provided to directors, and shall indemnify its employees and agents and persons who serve and have served, at its request as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture or other enterprise. The Association shall, also to the same extent, advance expenses to its directors, officers, employees and agents. No amendment or repeal of this paragraph, or the adoption of any provision of the Association's Articles of Incorporation inconsistent with this paragraph, shall apply to or affect in any respect the indemnification of any director or officer of the Association, or any other indemnified person as provided above, with respect to any alleged act or omission which occurred prior to such amendment, repeal or adoption.

ARTICLE XI

Miscellaneous Provisions

SECTION 1. Fiscal Year. The fiscal year of the Association shall be set by the Board of Directors.

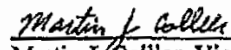
SECTION 2. Notices. Whenever, under the provisions of these By-Laws, notice is required

to be given to any director, officer or member it shall not be construed to mean personal notice, but such notice shall be given in writing, by mail, by depositing the same in a post office or letter box, in a prepaid sealed wrapper, addressed to each member officer or director at such address as appears on the books of the Association, or in default of any other address, to such director, officer or member at the general post office in the City which appears on the books of the Association as his or her city of residence, 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.

SECTION 3. Conflicts of Documents. In the event the Declaration conflicts with the provisions hereof, the Declaration and any amendments thereto shall control. In the event the Articles of Incorporation conflict with the provisions hereof, the Articles of Incorporation and any amendments thereto shall control.

SECTION 4. Books and Records. The books and records of the Association shall be available for inspection by the members at such reasonable times as may be prescribed by rules and regulations promulgated by the Board, or in the absence of any such rules and regulations, at such reasonable times as may be agreed to by the President or Secretary of the Association.

The undersigned Vice President has executed these By-Laws as of the 4th day of January, 2005.



Martin J. Collier, Vice President

Upon recordation, return to:
John C. Fredrickson, Esquire
Fossett & Brugger
6404 Ivy Lane, Suite 720
Greenbelt, MD 20770