

BY-LAWS
OF
LAKE JENNIFER COMMON HOMES ASSOCIATION, INC.

ARTICLE I

NAME AND LOCATION. The name of the corporation is Lake Jennifer Common Homes Association, Inc., hereinafter referred to as the "Association". The principal office of the corporation shall be located at the home address of the current President of the Association, but meetings of Members and directors may be held at such places within the State of Maryland as may be designated by the membership.

ARTICLE II

DEFINITIONS

Section 1. "Association" shall mean and refer to Lake Jennifer Common Homes 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, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

Section 3. "Common Areas" 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 shown 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 the fee simple title to any Lot which is part of the Properties, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

Section 6. "Declarant" shall mean and refer to Richard E. Ward and Ward Development Company, its successors and assigns if such successors or assigns should acquire more than one undeveloped Lot from the Declarant for the purpose of development.

Section 7. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions applicable to the Properties recorded in the office of the Clerk of the Circuit Court for Frederick County, Maryland, in Liber 1049, folio 859, and any amendments thereto.

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

Section 9. "Lot in Good Standing" and "Member in Good Standing" shall both refer to those Lots whose Owner(s) are current in the payment of all Association dues and assessments and who have not had their privileges of membership currently suspended as a result of violating Association rules or the governing documents. These terms can be used interchangeably.

Section 10. "Voting Member" shall refer to the one (1) Owner from each Lot in Good Standing designated to vote, as decided by the Owner(s) of the Lot, unless otherwise defined by the Articles or Declaration.

ARTICLE III

MEETING OF MEMBERS

Section 1. Annual Meeting. The regular annual meeting of the Members shall be held in October of each year, at the hour and day to be set by the President in the notice of the meeting. Failure to hold an annual meeting, at the designated time, shall not, however, invalidate the corporate existence or affect otherwise valid corporate laws. The agenda for this meeting is open to any matter relating to the Association. The annual election of officers is to be held during this meeting as the last item on the agenda, and newly elected officers will assume office at the close of the meeting. Should this meeting not occur in a timely manner, for whatever reason, it shall be conducted as soon as possible thereafter.

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 one-fourth (1/4), rounded down to the nearest integer if the calculation is not exact, of all of the Voting Members of the Class A membership, or in accordance with Maryland State laws as may be amended from time to time. The agenda for special meetings may be limited to specific topics and comments may be limited to the topics listed in the meeting agenda.

Section 3. Voting Rights of Class A Members.

- a) Voting rights of Class A Members shall be determined on the basis of one (1) vote per Owner as specified on the deed with a maximum of one (1) vote per Lot. In no event will an individual be entitled to more than one vote regardless of the number of Lots owned. All voting on Association business, in person, by proxy or by any other means established by the Board of Directors, may only be done by Voting Members, unless otherwise allowed by the Articles or Declaration.
- b) At the beginning of every meeting of the Members, each Voting Member shall register with the Secretary as the Owner entitled to vote.

Section 4. 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 distributing copy of such notice at least ten (10) days before such meeting to each Member of the Association, 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, or by electronic mail, addressed to the Member's e-mail address as supplied by such Member to the Association for the purpose of notice, or by any future means that may become available and established as an acceptable means by the Board of Directors, as specified and directed by each Member on an individual basis. 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. It is the sole responsibility of each Member to keep the Board of Directors advised as to their proper address and or e-mail address and to further advise the Board of Directors as to the method of notification acceptable to them for official notifications of meetings of any sort related to the Association.

Section 5. Quorum. The presence at the meeting of sixty (60) percent, rounded down to the nearest integer if the calculation is not exact, of the Voting Members, or of proxies from Voting Members, 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, another meeting may be called as authorized by the Annotate Code of Maryland, Corporate and Association Article, Section 5-206. By a majority vote, the Voting Members present, either in person or by proxy, may call for an additional meeting by giving fifteen (15) days notice of the time, place and purpose of the additional meeting. That notice will be distributed as stated in Article III, Section 4. At the additional meeting, the Voting Members present, either in person or by proxy, shall constitute a quorum and may approve or authorize the proposed action or any other action which could have been taken at the original meeting, if a sufficient number of Voting Members had been present.

Section 6. Proxies. At all meetings of Members, each Voting Member may vote in person or by proxy. All proxies shall be in writing or by electronic submission (typically e-mail) and filed with or e-mailed to the Secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the Member of his or her Property. Proxies shall be dated and specify the name of an authorized Voting Member giving the proxy, identification of the Lot for which the proxy is given, the name of the adult to whom the proxy is given, the vote the Voting Member wishes to cast, or allow the

proxy holder to vote as they see fit, and the time period or specific meeting for which the proxy is valid. Proxies shall require the signature of the person giving it, except in the case of an electronic proxy, whereby the e-mail address on the proxy will serve as the signature. Proxies will be considered general proxies with unrestricted voting authority, unless limited voting powers are specified.

Section 7. Ballots. The Board of Directors may authorize in its sole discretion the use of mail-in or electronic ballots for Voting Members to vote on matters not otherwise specified by the Articles of Incorporation, the Declaration, or these By-Laws. In the case of mail-in or electronic balloting, proxies may be submitted in similar respective format, if necessary.

Section 8. Miscellaneous. Meetings of the Association will comply substantially in accordance with section #11B-111 (Meetings of homeowners associations or its governing body) of the Maryland Homeowners Association Act.

Section 9. Recordings. Meetings may be recorded, from time to time, as directed by the Board of Directors. Audio and or video recordings may be used as long as they do not interfere with the meeting. The Board of Directors may establish who and who is not to record the meetings, if so desired, with whom and where the recordings are to be kept and for what period of time, consistent with State laws, as may be appropriate. The Secretary may use these recordings to help prepare the minutes of the meetings, if so desired, but in no case are the recordings to be considered the "Minutes" of the meeting. The Secretary's minutes are to be the official minutes of the meetings and become final once approved by the membership during the next meeting. The recordings are for information and clarification purposes only and not to be distributed to the membership.

ARTICLE IV

BOARD OF DIRECTORS: SELECTION: TERM OF OFFICE

Section 1. Number. The affairs of this Association shall be managed by a Board of five directors, consisting of the four current officers and the President from the previous term. Vacancies in the Board of Directors shall be filled by the remaining members of the Board. The individual appointed to fill such vacancy shall serve for the remainder of the term of the director he or she replaces.

Section 2. Action Taken Without a Meeting. In lieu of a meeting, the Board of Directors has the right to obtain approval, of all the directors, via written mail, e-mail, telephone, or any future means that may become available and established as an

acceptable means 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

MEETING OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held at least annually.

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. Generally, meetings of the Board of Directors shall be open meetings, whereby Association Members may attend. Meetings may be closed, however, if the topics to be addressed and discussed involve personal and or private matters of Association Members, guests or relatives. These personal or private matters shall include, but are not limited to, delinquent dues, inappropriate use of or behavior on the Common Areas, violations of any current or future established requirements specified in the Articles, Declarations or By-Laws of the Association and any Federal or State laws. Discussions of violations of any rules or regulations, currently in effect or established in the future, by any Association Member, guests or relatives, also justify closed meetings. Only minutes of open meetings may be made available to Association Members for view.

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 an act of the Board of Directors.

ARTICLE VI

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

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

- a) 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 sixty (60) days for infraction of published rules and regulations;
- b) 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;

- c) 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 meetings of the Board of Directors; and
- d) Employ and prescribe duties of a manager, an independent contractor, or other such employees as they deem necessary, in accordance with the budget prescribed by the membership.

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

- a) Publish and enforce rules and regulations governing the use of the Common Areas and facilities, and the personal conduct of the Members and their guests thereon, and to establish penalties for the infraction thereof;
- b) 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), rounded down to the nearest integer if the calculation is not exact, of the Voting Members;
- c) Supervise all officers, agents and employees of this Association, and to see that their duties are properly performed;
- d) As more fully provided in the Declaration, to:
 - 1. Send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period;
 - 2. Enforce the provisions of Article X of the By-Laws with respect to delinquent assessments;
- e) 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. A reasonable charge may be made by the Board of Directors for the issuance of these certificates. Such charges will be limited to actual costs including out of pocket expenses. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;
- f) Procure and maintain adequate liability and hazard insurance on property owned by the Association, as well as Directors and Officers liability insurance;
- g) Cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate; and
- h) Cause the Common Areas to be maintained.

ARTICLE VII

OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Officers. The officers of this Association shall be a president, vice-president, secretary, treasurer, and such other officers as the Board of Directors may, from time to time, by resolution create.

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

Section 3. Term. The officers of this Association shall be elected annually by the membership 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. Election to the office of President shall be limited to two (2) consecutive one (1) year terms during any three (3) year period.

Section 4. Special Appointments. The Board of Directors may appoint by election 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 of Directors may, from time to time, determine.

Section 5. Resignation and Removal. At any meeting of Members, duly called at which a quorum is present, the Members may, by the affirmative vote of a majority of the Voting Members present in person or by proxy, remove any officer or officers from office and, at the same meeting, may elect a successor or successors to fill any resulting vacancy for the unexpired terms of the removed officers. Any officer may resign at any time by giving written notice to the Board of Directors. 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 shall be filled by the Board of Directors. 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. No person shall simultaneously hold more than one office except in the case of special offices created pursuant to Section 4 in 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 and the membership; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, promissory notes, deeds and other written instruments and may co-sign all checks.

VICE-PRESIDENT

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

SECRETARY

- c) The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board of Directors 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 of Directors and of the Members; keep appropriate current records showing the Members of the Association together with their addresses and e-mail addresses; shall perform such other duties as required by the Board of Directors and may co-sign all checks.

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 sign all promissory notes of the Association and may co-sign all checks; keep proper books of account as prescribed by the President; cause an annual audit of the Association books to be made at the completion of each fiscal year, if deemed appropriate by the Board of Directors; shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting, and to deliver a copy of each to the Members; and shall keep a current list of all Members in Good Standing available for view by any Members at every meeting of the Members. Based on Association records, the Treasurer shall determine if a quorum is present at the beginning of every meeting of the Members.

ARTICLE VIII

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. Members must schedule a meeting to review records in advance. The official records are to be kept at the official office location as stated in Article I. Private information concerning any Member of the Association will not be made available to any non Board of Director member of the Association, in any form, unless so ordered by an official court order

from the State. Although it is understood that members of the Board of Directors will be privileged to private information during their term of office, they shall not verbally share this information nor take any private information with them, in any written or other documented form, upon leaving office. The Declaration, the Articles of Incorporation and the By-Laws of the Association shall be made available for inspection by any Member upon request to the Secretary. Copies may be purchased at reasonable cost.

ARTICLE IX

COMMITTEES

The President of the Board of Directors shall appoint committees as deemed appropriate in carrying out its purpose. Committees shall report to the President and or the Board of Directors, in a manner specified by the President.

ARTICLE X

ASSESSMENTS

Section 1. As more fully provided in the Declaration, each Member is obligated to pay to the Association annual dues and special assessments which are secured by a continuing lien upon the property against which the assessment is made. Method of payment and due dates shall be prescribed by the Board of Directors as they may from time to time deem appropriate. Assessments of any nature, which are not paid when due, shall be delinquent.

Section 2. Assessments not paid within sixty (60) days after the due date shall bear interest from the date of delinquency at a rate of interest to be determined by the Board of Directors and consistent with State laws, as they may from time to time deem appropriate.

Section 3. The Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the property, and interest, costs, and reasonable attorney's fees of any such action shall be added to the amount of such assessment.

Section 4. No Owner may waive or otherwise escape liability for the assessments provided for herein by nonuse of the Common Areas or abandonment of his or her Lot.

Section 5. The Association, by vote of not less than seventy-five (75) percent, rounded down to the nearest integer if the calculation is not exact, of the Voting Members, at a duly constituted meeting of the Members called for such purpose, may fix the rate of annual assessments.

ARTICLE XI
CORPORATE SEAL

The Association may have a seal in circular form having within its circumference the words: Lake Jennifer Common Homes Association, Inc.

ARTICLE XII
AMENDMENTS

Section 1. These By-Laws may be amended at any membership meeting of the Association duly called for that purpose, by a vote of a two-thirds (2/3), rounded down to the nearest integer if the calculation is not exact, majority of a quorum of Voting Members present in person or by proxy. Proposed revisions must be submitted in writing to the Board of Directors who will cause copies of such amendments to be distributed to each Member within thirty (30) days of receipt and schedule a special meeting of the entire membership within sixty (60) days from the date of distribution but in no event shall said meeting be held in less than thirty (30) days of distribution. A quorum for this meeting shall be defined as stated in Article III, Section 5. Distribution of the proposed amendments and notice of the meeting shall be given as stated in Article III, Section 4.

Section 2. In 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 XIII
MISCELLANEOUS

Section 1. Fiscal Year. The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December every year, except that the first fiscal year shall begin on the date of incorporation.

Section 2. Rules of Order. The rules contained in the latest edition of the simplified Robert's Rules of Order, Newly Revised, will govern the Association in all cases to which they are applicable and in which they are not inconsistent with these By-Laws, special rules of order the Association may adopt from time to time and any Federal, State, or County Laws. In addition, the Association will substantially adopt the principles detailed in the most current "Handbook of Homeowner's Associations" to conduct meetings.

Section 3. Website. The Board of Directors may establish an Association website for the purpose of posting official documents of the Association, meeting agendas, meeting

minutes, Association functions and events and any other non proprietary information related to the Association. The Board of Directors may authorize funds for site maintenance and may establish rules of operation, at its discretion. The Board of Directors, at its discretion, may enhance the website to include the use of a secure online voting method, and or an online proxy voting method, that may become available.

Section 4. Maryland Homeowners Association Act. The Association shall maintain a policy of conforming to Maryland Homeowners Association Act, Senate Bill #96, and amendments enacted thereto from time to time.

IN WITNESS WHEREOF, we, being all of the directors of Lake Jennifer Common Homes Association, Inc. have hereunto set our hands this 16th day of October, 2013.

Eileen M. Disinger
Eileen M. Disinger, President

Gustaf J. Truedson
Gustaf J. Truedson, Vice-President

Anne A. Dorsey
Anne A. Dorsey, Treasurer

Arlene F. Robey
Arlene F. Robey, Secretary

Patricia A. Webb
Patricia A. Webb, Director

CERTIFICATION

I, the undersigned, do hereby certify: THAT I am the duly elected and acting secretary of the Lake Jennifer Common Homes Association, Inc. a Maryland Corporation, and THAT the foregoing By-Laws constitute the original By-Laws of said Association, as duly adopted at a meeting of the membership thereof, held on the 16th day of October, 2013.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 16th day of October, 2013.

Arlene F. Robey
Secretary