

FAIRWOOD ASSOCIATION, INC.
BYLAWS

ARTICLE I * NAME

The name of this Association shall be the FAIRWOOD ASSOCIATION, INC., and shall be herein referred to as the Association. The mailing address of the Association shall be P.O. Box 1084, Pasadena, Maryland 21122.

ARTICLE II * PURPOSE

The purpose of the Association shall be as stated in the Articles of Incorporation.

ARTICLE III * MEMBERSHIP

SEC. 1 – Membership in the Association shall be open to all persons owning property or residing in the Community of Fairwood as laid down in the plats as recorded with Anne Arundel County.

SEC. 2 – Qualified persons upon application accompanied by first years dues will become members in good standing.

SEC. 3 – There will be two types of membership, voting and nonvoting.

- (a) Voting membership shall consist of the property owner and persons over eighteen (18) years of age in the property owner's immediate family provided each voting membership is entitled to only one (1) vote.
- (b) Nonvoting membership shall include all families or households in residence (but not property owners) and they shall have all rights and privileges of the Association with the exception of voting and membership on the Board of Directors.

SEC. 4 – Membership in the Association will be terminated:

- (a) Upon the request of the member;
- (b) Upon permanent removal from and/or sale of property in Fairwood
- (c) Failure to pay dues by September 1.

ARTICLE IV * DUES

SEC. 1 – Dues shall be levied annually in the amount established by resolution of the Board of Directors, by June 1, and shall become effective and payable on the first day of July, and no later than September 1.

SEC. 2 – Dues for new members shall be prorated semi-annually.

SEC. 3 - No refunding of dues shall be authorized.

SEC. 4 – Former and non-members shall be classified as active members by the payment of a full year's dues.

SEC. 5 – Inactive members may be reinstated to active membership by the payment of a full year's dues.

ARTICLE V * MEETINGS OF THE MEMBERSHIP

SEC. 1 – All meetings of the members of the Association shall be held at such place within Anne Arundel County, Maryland, as may be selected by the Board of Directors.

SEC. 2 – The Annual Meeting of the members shall be held during the month of April at such time as is designated in the notice of the meeting. At said meeting the voting

membership shall elect, by written ballot and a plurality vote, Directors and Officers from the active voting membership and shall transact such other business as may be properly brought before the meeting.

SEC. 3 – In addition to the Annual meeting of the members held during April, General Membership meetings shall be held in July, October and January. General membership meeting may be called at any time by the Secretary at the request of a majority of the Board of Directors, or on the petition to the Secretary from the members, signed by at least one-third of the total membership.

SEC. 4 – Notice of each meeting of the general membership shall be given to each member at least five days before such meeting. The notice shall state the date, time and place of the meeting. A legible sign (located at or near Fairwood Drive and Woodland Road) or the monthly newsletter may suffice as notice.

SEC. 5 – At all meetings of the members, a quorum of at least a number equal to a majority of the Board of Directors, in office at the time, shall be present, in person, in order to transact business. In the event a quorum is not reached, the President, or his stead, shall set a time and place for the next meeting and adjourn those members present.

SEC. 6 – At any meeting of the members, each voting membership in good standing shall have one (1) vote. No member may vote who has not been enrolled as a member of the Association for at least fifteen (15) days prior to the meeting at which the vote is to be cast. The full list of members entitled to vote at any meeting shall appear on the books of the Association. Except in cases in which it is by statute, by the charter, or by the bylaws otherwise provided, a majority of the votes cast shall act as Secretary.

ARTICLE VI * BOARD OF DIRECTORS

SEC. 1 – The number of Directors of the Association shall be nine (9); the current four (4) officers, the past president and four (4) additionally elected Directors. Each Director shall continue in office until his successor shall have been elected and qualified, or until he shall resign in writing, or shall have been removed. Each member will be elected for a one-year term, and only one (1) member of a voting membership's family shall be entitled to serve on the Board of Directors at one time.

SEC. 2 – The property, affairs, funds and activities of the Association shall be managed by the Board of Directors, which may exercise all of the powers of the Association except as are by statute, by the charter, or by these bylaws conferred upon or reserved to the members. The Board of Directors shall prescribe matters of policy consistent with the bylaws, including rules and regulations which shall be binding upon all members and committees. The Board of Directors shall keep a full-written record of all transactions.

SEC. 3 – At every meeting of the Board of Directors, the President, or in the absence of the President, a Vice-President, or in the absence of said officers, a Chairman chosen by a majority of the Directors present shall preside and the Secretary, or in the Secretary's absence, any person appointed by the Chairman shall act as Secretary.

SEC. 4 – Vacancies in the Board of Directors shall be filled by a vote of the majority of the remaining Directors, and the Directors so chosen shall hold office until the next annual election and until their successors shall be duly elected and qualified unless sooner displaced.

SEC. 5 – The Board of Directors may hold its meetings, have its office, and keep the books and records of the Association at such place or places within Pasadena, Maryland, as the Board of Directors may from time to time determine.

SEC. 6 – As soon as practicable after each annual election of Directors, the Board of Directors will meet for the purpose of organization and the transaction of other business.

SEC. 7 – Meetings of the Board of Directors shall be held at such place within Pasadena, Maryland, as may from time to time be fixed by resolution of the Board, or as may be specified in the call of any meeting. Regular meetings of the Board of Directors shall be held at such times as may from time to time be fixed by resolution of the Board. Special meetings may be held at anytime upon the call of the president or four (4) Directors by oral, telegraphic or written notice, duly served on or sent or mailed to each Director not less than 48 hours before such meeting. Such notice must state the time and place of the meeting and its specific purpose. No business other than that specified shall be transacted at any special meeting. Notice need not be given of regular meetings of the Board held at time fixed by resolution of the Board. The order of business shall follow that order outline in Article V, Section 8, as far as it applies. All meetings of the Board of Directors shall be open to the membership.

SEC. 8 – A majority of the Directors in office at the time of any meeting of the Board of Directors shall be present in person at such meeting in order to constitute a quorum for the transaction of business at such meeting. Except as otherwise required by these Bylaws, the act of a majority of the Directors present at any such meeting at which a quorum is present shall be the act of the Board of Directors. In the absence of a quorum, a majority of the Directors present may adjourn the meeting from time to time until a quorum be had. Notice of any adjourned meeting need not be given. The Directors shall act only as a Board, and the individual Directors shall have no power as such.

SEC. 9 – The Board of Directors may appoint standing committees and may invest them with all their own powers subject to such conditions as they may prescribe, and all committees so appointed shall keep regular minutes of their transactions and shall cause them to be recorded in books kept for that purpose in the office of the Association and shall report the same to the Board of Directors at their regular meeting.

ARTICLE VI –A * ORDER OF BUSINESS AT ALL MEETINGS

- (1) Call to Order
- (2) Determination of Presence of a Quorum
- (3) Reading of the minutes of the most previous General and Board of Director's meetings
- (4) Reports of Officers
- (5) Reports of Committees
- (6) Election of Officers and Directors (Annual Meeting)
- (7) Old Business
- (8) New Business
- (9) Good and Welfare of the Organization
- (10) Adjournment

ARTICLE VII * ELECTIONS

SEC. 1 – In anticipation of the regular annual election for the offices of President, Vice-President, Secretary, Treasurer, and four other Directors, the Board of Directors shall designate a Nominating Committee. The Nominating Committee shall consist of at least three (3) members, no more than one (1) shall be a member of the Board of Directors, and the remainder shall be selected from the general membership. The Nominating Committee must be appointed three (3) months prior to the election and will serve until after the election.

SEC. 2 – It shall be the duty of the Nominating Committee to select at least one (1) nominee for each Director. All nominations received by the Nominating Committee shall be placed on the ballot. Each nominee must be a voting member in good standing and must expressly accept his nomination. These nominations shall be given to the secretary at least six (6) weeks prior to the election for mailing to each member at least ten (10) days prior to the election.

SEC. 3- The annual election shall be at the Annual Meeting of the membership.

SEC. 4 – At the annual election, voting shall be by written ballot. Additional nominations may be received from the floor prior to voting. Each nominee must be a voting member in good standing and must expressly accept his nomination. In the balloting for the offices of President, Vice-President, Treasurer and Secretary, the nominee receiving the highest number of votes for each office shall be declared elected, regardless of whether each received a majority of the votes cast for such office. In the balloting for the remaining four (4) Directors, the four (4) nominees receiving the highest number of votes shall be declared elected, regardless of whether each received a majority of the votes cast.

ARTICLE VIII * DUTIES OF OFFICERS

SEC. 1 – The President, as Chief Executive Officer of the Association, shall supervise the Association's affairs and activities in a manner consistent with the policies of the Board of Directors, and shall make an annual report thereon to the members at the Annual Meeting. The president shall preside at membership and Board of Directors meetings.

SEC.2 – The Vice-President shall preside at membership and Board of Directors meetings in the absence of the President.

SEC.3 – The Secretary shall give the required notice of all meetings and shall keep a permanent record of the minutes of such meetings. The Secretary shall be custodian of all official records of the Association.

SEC. 4 – The Treasurer shall issue notices of dues payable and be responsible for collection thereof, keep the books of the Association, disburse funds at the direction of the Board of Directors, and shall report in detail at the Annual Meeting and at such other times, as directed by the Board of Directors, on the financial condition of the Association.

ARTICLE IX * FINANCE

SEC. 1 – funds of the Association shall be withdrawn from the bank or banks with which they are deposited by the signature of the Treasurer and President, or the Treasurer and Vice-President. The Treasurer of the Association may be bonded in such sum and with such surety as may be deemed appropriate by the Board of Directors. The expense incurred to bond any member of the Board shall be paid by the Association. The books