

**AMENDED BY-LAWS
OF
ACADEMY HEIGHTS CIVIC ASSOCIATION, INC.**

ARTICLE I – NAME

This body shall be called ACADEMY HEIGHTS CIVIC ASSOCIATION, INCORPORATED, of Baltimore County, Maryland (Association).

ARTICLE II - PURPOSE

The Association is an organization formed for all and any purposes as shall be conducive to the best interest of all persons of the community it represents (defined by Article III). It shall seek to bring about public improvements in the Academy Heights area: it shall serve residents of the Academy Heights area – all in a like manner – to their best interests in community matters. It shall put into operation processes for the betterment of civic conditions generally and aid in rectifying difficulties of a civic nature for groups and for individuals residing in the Academy Heights district. It shall be considered the representative body of all of its members and shall be the authorized organization to represent Academy Heights’ citizens in civic matters of common interest relating to the Academy Heights area – subject to the majority vote of the Members of the Association or its Board of Governors.

ARTICLE III - AREA TO BE SERVED

The area to be served by the Association and from which it may draw its Regular Membership and Board of Governors is the subdivision known as Academy Heights and is the geographical area bounded as follows: The North side of Edmonson Avenue on the South, the South side of Academy Road on the North, the East side of Lambeth Road on the East, Whitfield Road on the West, and the entire extent of Regent Park Road and Northdale Road.

ARTICLE IV - GENERAL MEETINGS

SECTION 1. The General Meeting of the Association shall be held upon the dates and at the time and place as to be determined by the Board of Governors, but no less often than required by these By-Laws. Written notice of each meeting of the Association shall be provided to each Member. If a scheduled General Meeting is not held for circumstances beyond the control of the Association, the General Meeting will not be rescheduled, and business scheduled for the cancelled General Meeting will be held at the following General Meeting.

SECTION 2. A minimum of two (2) General Meetings of the Association are to be held during each calendar year.

SECTION 3. The presence in person of at least fifteen (15) Regular Members of the Association shall constitute a quorum at all General Meetings of the Association, except as otherwise provided by Law, in the Articles Incorporation or by these By-Laws.

SECTION 4. General Meetings of the Regular Members shall be presided over by the President of the Association or, if the President is not present, by a Vice President, or, if none of said officers is present,

by a Chairperson to be elected at the meeting. The Secretary of the Association shall act as secretary of such meetings; in the absence of the Secretary, the presiding officer may appoint a person to act as a Secretary of the meeting.

ARTICLE V - MEMBERSHIP AND VOTING

SECTION 1. Membership in the Association shall be of two (2) kinds: (1) Regular Membership and (2) Associate Membership. All persons living within the geographic area of the Association as described in Article III are considered "Members" for the purposes of these By-Laws. Regular Members and Associate Members are sometimes collectively referred to as "Members". Regular Membership in the Association is limited to persons owning the real property situated within the geographic area designated as that served by the Association. Associate Membership in the Association is limited to (1) persons residing in a home located within the geographic area designated as that served by the Association, but who are not the owners of the real property, and (2) persons residing in localities nearby or adjacent to the geographic area served by the Association.

SECTION 2. Regular Members in good standing are entitled to one (1) vote per household for any business presented for a vote at any General Meeting of the Association. All elections shall be had, and all questions shall be decided by a majority of the votes cast at a duly constituted General Meeting of the Association, except as otherwise provided by law, in the Articles of Incorporation of the Association or by these Amended By-Laws. Only Regular Members in good standing at the time of any Meeting of the Association or a meeting of the Board of Governors shall be entitled to cast a vote on any matter brought before the Association or the Board of Governors. In no event shall any Associate Member of the Association be entitled to vote on matters affecting the Regular Members or on any matters pertaining to the operation of the Association.

SECTION 3. Membership in good standing is contingent on payment of any and all annual dues imposed by the Association upon its Members, as specified in Article XIII hereafter.

SECTION 4. At all meetings of Members, each Regular Member in good standing may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary on a meeting to meeting basis. Every proxy shall be revocable and shall automatically cease upon conveyance by the Regular Member of his/her real property located within the Association geographic area.

ARTICLE VI - OFFICERS AND BOARD OF GOVERNORS

SECTION 1. The Officers of the Association shall consist of a President, a Vice-President, a Secretary and a Treasurer. In the event that any office, other than an office required by law, shall not be filled, or, once filled, subsequently becomes vacant, then such office is filled in accordance with the provisions of these By-Laws.

SECTION 2. Eleven (11) Regular Members of the Association other than the President, Vice-President, Secretary and Treasurer, shall constitute the office of the official Board of Governors, ten (10) of whom shall be elected by the Regular Members of the Association and one (1) – the most recently retired President – shall serve automatically on the Board of Governors for as long as he is eligible to be a Regular Member of the Association. If the most recently retired President cannot serve, or declines to serve, an additional Regular Member may also be elected by the Regular Members.

SECTION 3. In the event of a vacancy in any office or on the Board of Governors for any reason, such vacancy shall be filled by a majority vote of the Board of Governors present at any meeting of the Board of Governors, providing a quorum has been met, as described in Article XII.

Removal. Any Board member may be removed by a unanimous vote of the other serving Board members whenever, in the greater Board's judgment, the best interests of the Association will be served thereby.

Removal of Board Members for Non-Attendance. Absence by a Board member from three (3) consecutive scheduled meetings or from six (6) scheduled meetings during the 12-month period following an election could constitute grounds for that member's immediate removal from office by a majority vote of currently serving Board members. Absence shall include those instances in which a Board member is more than 30 minutes late for a scheduled meeting. When this number of absences is reached, a Board member may invoke the procedures for removal. The member facing removal will be notified in writing and will be given ten days to show cause in writing. After considering the written response, the Board will vote on removal.

SECTION 4. The members of the Board of Governors will meet as provided in Article X below.

SECTION 5. All meetings of the Board of Governors shall be held at a place designated by the President of the Association.

ARTICLE VII - DUTIES OF THE PRESIDENT AND VICE-PRESIDENT

SECTION 1. The President shall: be the Presiding Officer at all General Meetings and Board of Governors Meetings of the Association; call special meetings at the request of ten (10) or more Regular Members when made in writing; appoint and have jurisdiction over all working committees; represent the Membership of the Association in all civic matters except when such representation is specifically designated by the Members to be a committee or group named for such purposes; and, otherwise conduct the business affairs of the Association performing any other duties normally considered as appertaining to the office. In the absence of the President at any meeting, the Presiding Officer to take charge will follow this order: Vice-President, Secretary, Treasurer, or any Member of the Board of Governors. The President shall also act as Chairperson of the Board of Governors and shall preside at all Board of Governors Meetings. In the absence of the President, the Presiding Officers shall follow the order above named.

SECTION 2. The duties of the Vice President are to act as President in the latter's absence and to assist the President in his/her official duties. The Vice President shall have other powers and shall perform such other duties as may be assigned him/her by the Board of Governors or by the President.

ARTICLE VIII -DUTIES OF THE SECRETARY

The Secretary shall be responsible for the performance of all usual duties appertaining to the office of Secretary including the permanent recording minutes of each meeting and the reading of those minutes at each succeeding meeting, and this responsibility also includes acting as Secretary to the Board of Governors. The Secretary shall be responsible for all correspondence of the Association and of the Board of Governors; shall maintain a current mailing list of residents; and shall arrange for preparation and distribution of notices. At the discretion of the Board of Governors, the Secretary may be reimbursed for expenditures incurred in rendering services to the Association.

ARTICLE IX - DUTIES OF THE TREASURER

The Treasurer shall be responsible for handling and maintaining the funds of the Association; keeping full and complete records of all receipts and disbursement; preparing and filing financial reports quarterly with the Board of Governors, or at any other time when he/she might be called on for reports by the Board of Governors, and keeping a bank account(s) in a federally insured banking institution. The Treasurer shall be responsible for the payment of all proper debts of the Association, but checks, in order to be honored by the Association, shall be signed by any two (2) of the four (4) Officers of the Association. The Treasurer shall otherwise transact any and all other duties that normally appertain to the office of the Treasurer of an Association. The Treasurer shall make all financial records available for audit by a committee annually.

ARTICLE X - DUTIES OF THE BOARD OF GOVERNORS

SECTION 1. The Board of Governors shall constitute the Executive body of the Association and shall hold Regular Executive Meetings each month, except during the summer months, or meetings may be called by the President when such meetings are considered essential to the conducting of Association business.

SECTION 2. The Board of Governors shall be responsible for the management and control of the Association and its properties. The Board shall authorize payments it shall deem necessary and proper to the operation of the Association; shall exercise general supervision over the interest and affairs of the Association; and it shall establish and enforce rules of the government of the Association.

SECTION 3. The Board of Governors shall notify Members in writing of its intent to vote on changes to the Architectural Guidelines. The notification shall be made no less than 35 days prior to the vote and shall include the date of the meeting when the vote will take place and shall detail the proposed changes.

ARTICLE XI - TERM OF OFFICE OF OFFICERS AND BOARD OF GOVERNORS

All Elected Officers shall serve for the term of one (1) calendar year and be elected by receiving the most votes tabulated at the Meeting. The fourteen (14) elected Members of the Board of Governors shall serve as follows: seven (7) to serve for a term of two (2) years; the remaining seven (7) to serve originally for a term of one (1) year, to be reelected or replaced at the close of the first term for a period of two (2) full years, thus leaving but seven (7) Members of the Board of Governors to be elected each succeeding year. The most recently retired President of the Civic Association shall serve as long as he/she retains said position.

ARTICLE XII - QUORUM

SECTION 1. General Meetings of the Association announced in accordance with Article IV will require a quorum of fifteen (15) Regular Members, including the Board of Governors, in order to transact the business of the Association.

SECTION 2. A majority of the current members of the Board of Governors shall constitute a quorum for Board meetings, if at least one of those present is an officer. Except in cases in which it is by statute, by the charter or by the by-laws otherwise provided, the vote of a majority of such quorum at a duly

constituted meeting shall be sufficient to elect and pass any measure. In the absence of a quorum, the Board members present, by majority vote and without notice other than by announcement, may adjourn the meeting until a quorum shall attend. At any such adjourned meeting at which a quorum is met, any business may be transacted which might have been transacted at the meeting as originally notified.

ARTICLE XIII - DUES

The dues of Regular Members and of Associate Members of the Association shall be Twenty Dollars (\$20.00) per household per year. Seniors, persons 62 years and older, dues shall be Ten Dollars (\$10.00) per household, per year, payable to the Association on or before June 30th of each year. Failure to pay the Association dues on or before June 30th will result in the inability of any member to vote at a General Meeting of the Association, after June 30th of any year, and pays the appropriate dues within ninety (90) days of settlement of the property, shall be entitled to vote at the next General Meeting of the Association.

ARTICLE XIV - ELECTIONS

SECTION 1. At the General Meeting in the Fall of each calendar year, usually during the month of October, if feasible, but at the next General Meeting if no October General Meeting is held, nominations will be taken from the floor by Regular Members of the Association in good standing and shall be seconded.

SECTION 2. All nominations shall be publicized by notices to be sent to households at least thirty (30) days prior to the following General Meeting after such notice is delivered, usually during the month of December, if feasible, but at the next General Meeting if no December General Meeting is held. A nominee must be a Regular Member in good standing by the date he/she assumes the elected position. The votes shall be counted by an Election Committee that will consist of two members of the Board of Governors and two Regular Members of the Association in good standing present at the General Meeting and nominated from the floor.

SECTION 3. Those elected take office at the next Association Meeting following the election.

SECTION 4. In the event of declination of any nominee or election right, nominations to fill the vacancy shall be made directly from the floor.

ARTICLE XV - MISCELLANEOUS PROVISIONS

SECTION 1. Fiscal Year: The fiscal year of the Association shall end on the last day of December of each year.

SECTION 2. Amendments: The By-Laws of the Association may be amended by a two-thirds (2/3) vote of the Regular Members in good standing present at any General Meeting of the Association, provided, however, that due notice of the proposed amendments and time of the meeting at which a vote shall take place shall be submitted in writing to Members prior to the Meeting. Members shall be notified of the meeting and proposed amendments no less than 35 days prior to the vote.

ARTICLE XVI - LEGAL FEES; ASSESSMENT OF

SECTION 1. Any Member who is found in violation of the Academy Heights Architectural Guidelines or Covenant of Restrictions will be mailed a written violation notice by the Board of Governors.

SECTION 2. The violating Member will be given a SECOND written notice if the Member has failed to correct the violation within the initial sixty-day notice. Failure to correct the violation within Thirty (30) days of the SECOND written violation notice will result in the matter being referred to the Academy Heights' attorney for further action including the filing of a complaint to enforce the Restrictive Covenants.

SECTION 3. The violating Member shall be liable to the Association for all collection and/or enforcement costs, including legal fees, incurred by the Association in order to resolve the violation. Refusal of the violating Member to pay the collection and enforcement costs of the Association may result in a lien being placed against the real property of the homeowner pursuant to Title 14, Subtitle 2 of the Real Property Article of the Annotated Code of Maryland, the "Maryland Contract Lien Act."

ARTICLE XVII – ARCHITECTURAL GUIDELINES COMMITTEE

PURPOSE. The purpose of the Architectural Guidelines Committee (AGC) is to assist the Board in the administration of the Covenant of Restrictions on behalf of the Academy Heights Civic Association (AHCA), subject to the review and direction of the AHCA as provided below, in the interest of maintaining the appearance and architectural integrity of the Academy Heights community and promoting the appreciation of individual property values.

MEMBERS. The number of members of the AGC shall be a number of regular members in good standing not to exceed six, which can include Board members. Nomination is not required, but each member must be approved by a majority vote of the Board of Governors. Members of the AGC shall elect a Chair by majority vote. Each AGC member shall be entitled to one vote on any matter submitted to a vote of the members. At times the AGC is comprised of an even number of members, the President of the Board of Governors may serve as an ex officio member. However, the Board President shall cast a vote only when necessary to break a tie.

The term of office of each AGC member shall be two years. A vacancy resulting from resignation, removal, or any other cause may be filled for the unexpired portion of the term with approval by a majority vote of the Board of Governors. If a member has been appointed to succeed a person who had not completed a two-year term, his term will end at the ending of the respective term of his predecessor. The term of office for the AGC Chair shall also be two years. Terms will begin in January, coinciding with Board of Governor terms.

A member of the AGC may resign at any time by giving written notice of an intent to do so, and such resignation will be effective immediately. A member of the AGC may be removed if such action is recommended by a two-thirds (2/3) vote of all the AGC members, and if such recommendation is approved by a majority of the Board of Governors.

If a member is absent from three consecutive AGC meetings, a vote may be taken on the question of whether he should be removed. The member facing removal from the AGC will be notified in writing and will be given ten days to show cause in writing. After considering the written response, the AGC will vote on removal. Removal for absences requires a majority vote of the AGC.

APPLICATION PROCEDURES AND COMMITTEE RESPONSIBILITIES. Applications for changes to a property may be emailed, mailed, hand delivered to a Board member, or submitted at a general meeting, but an electronic copy via email is preferred. The recipient of the application will forward immediately to the AGC Chair. For any applications received at least one week in advance of the Board meeting, the AGC will make a recommendation to the Board for consideration at the next meeting. Any received thereafter will be reviewed for consideration by the Board in the following month. However, the AGC will consider emergency situations at the request of the applicant, and may expedite a recommendation to the Board if necessary.

The AGC will meet monthly to review and discuss applications. The AGC shall recommend by majority vote where there is not unanimity. The Chair will furnish brief meeting minutes to the Board after providing opportunity for the committee members to review and comment. These minutes should reflect any votes taken. If a committee member cannot be present for a good cause, the chair will give that member 48 hours to provide comments and a vote on any matter that was before the committee at the meeting. If no response is received within 48 hours, the committee will submit their recommendation without the input of the absent member.

The Chair will also furnish a monthly report of recommendations on application responses and/or violation correspondence. This report will include the address to which the recommendation applies, a brief description of the content of each application or violation, the committee's recommendation on approval/disapproval and/or correspondence, and a brief description of the rationale for the committee's decision. When available, electronic versions of the application will be attached to this report. If not available in electronic form, the paper form will be made available for any Board member to review. The Chair will provide this report via email to the Board at least 48 hours before each Board meeting to allow Board members time to review for possible discussion and voting at the meeting.

The Board will vote to accept or reject the committee's recommendation on each application and/or violation and will inform the applicant or violating party in writing. The correspondence shall provide an opportunity for an applicant to request to present his case to the Board for reconsideration at either a general meeting, a Board meeting, or a special meeting called by the President of the Board.

The Board will refer complaints to the AGC for consideration and recommendation, but the AGC will not actively seek out violations. However, the AGC will conduct two yearly neighborhood inspections, one in the spring and one in the fall, and report its findings to the Board.

ARTICLE XVIII – VOTING VIA ELECTRONIC MAIL

The Board of Governors shall maintain an official email list. This list will consist of current elected members of the board and shall be made available to the AHCA. The procedures for approval of motions via email are outlined below.

Any board member may make a motion that the board conduct a vote via email. A vote by e-mail is not necessarily appropriate for all matters requiring board approval and the following guidelines should be considered when making a motion or approving a vote by email.

1. A vote by email must be conducive to the matter being voted on.
2. Every attempt should be made to begin a conversation regarding matters that require substantial debate or discussion prior to calling for a vote by email.
3. Email is not suited for the conduct of a deliberative process. Thus, the matter being considered should be straightforward in nature.

4. Good reason for a vote by email must be presented with the motion.

A motion to vote by email may be made at a live meeting, or, over email. Once seconded, the Board shall vote, either live or via email, on the motion to conduct a vote via email. Keep in mind, the motion regarding voting method is distinct from the substantive motion to be voted upon. If the motion to vote via email is not seconded, it will expire after five calendar days, or at the start of the next general or executive meeting, whichever comes first.

If the motion to vote via email is approved, the President will present the substantive motion to be voted upon with a time deadline for the tally of votes. If the discussion of the motion had already taken place among a quorum of board members at a meeting for which minutes were available, the motion shall be voted upon without further discussion after members not present at the discussion have had a reasonable opportunity to review the recording of the discussion.

If a discussion of the substantive motion, as described above, has not yet taken place, the President will lay out procedural rules for a discussion via email, providing an equal opportunity for board members to speak on the motion. These parameters should be proportional to the broadness, depth, or importance of the motion. The parameters must specify at the outset whether or not amendments will be considered.

Any votes cast after the established time deadline are not valid. If a quorum of votes has not been cast by the time deadline, the motion dies.

The secretary is responsible for tallying the votes and informing the Board of the outcome. Votes should be circulated to all board members. If a member fails to copy the address of other board members on his vote, the secretary shall forward the email to the other board members. Vote by email does not preclude a vote from being recorded verbally or by other means. The secretary will be responsible for soliciting the vote of any board member who does not have access to email and notifying the board of any votes recorded offline.

Board members should include the words "I vote No" or "I vote Yes" in the first line of their response. If the Board member does not oppose the substantive motion, but, after discussion via email, feels the motion should be discussed in person, the member should vote "no" and explain this was the reason for voting not to approve via email.

The board should review any email motions, approved or unapproved, at the start of the next board meeting. The secretary should include that review in the minutes of the meeting.

These By-Laws are subject to future changes at the discretion of the Officers and Board of Governors. This revision has been voted on and unanimously approved by the Association Officers, Board of Governors and the general membership.

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