

B Y – L A W S

Wilde Lake Community Association, Inc.

ARTICLE I

MEMBERS

SECTION 1.01. *Annual Meetings.* The Association shall hold each year, commencing with the year 1968, an annual meeting of the members for the election of directors, the election of a representative to serve for a one year term as the representative of the Association to the Columbia Council, and the transaction of any business within the powers of the Association, at a time and place designated by the incumbent Board, provided that such meeting shall be in the month of April, and the date therefore, be established at least 90 days in advance. Any business of the Association may be transacted at an annual meeting without being specially designated in the notice, except such business as is specifically required by statute or by the charter to be stated in the notice. Failure to hold an annual meeting at the designated time shall not, however, invalidate the corporate existence or affect otherwise valid corporate acts.

SECTION 1.02. *Special Meetings.* At any time in the interval between annual meetings, special meetings of the members may be called by the Chairman of the Board or the Manager or by a majority of the Board of Directors by a vote at a meeting or in writing with or without a meeting.

SECTION 1.03. *Place of Meetings.* All meetings of members shall be held at the principal office of the Association except in cases in which the notice thereof designates some other place; but all such meetings shall be held in Columbia, Maryland.

SECTION 1.04. *Notice of Meetings.* Not less than ten days nor more than ninety days before the date of every members' meeting, the Manager shall provide in the Village Newsletter written or printed notice stating the time and place of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called. Any meeting of members, annual or special, may adjourn from time to time to reconvene at the same or some other place, and no notice need be given of any such adjourned meeting other than by announcement.

SECTION 1.05. *Quorum.* Unless otherwise provided in the Charter, at any meeting of members the presence in person of members entitled to cast 10% of the votes thereat shall constitute a quorum. In the absence of a quorum the members present in person, by majority vote and without notice other than by announcement, may adjourn the meeting from time to time until a quorum shall attend. In addition, at such a meeting where a quorum of members is not present in person, a majority of the members present may call a further meeting of members and at such further meeting the members present in person shall constitute a quorum and by majority vote of those present may approve or authorize any proposed action and take any other action, including, without limitation, the election of directors, which might have been taken at the original meeting, if a sufficient number of members had been present.

SECTION 1.06. *Votes Required.* A majority of the votes cast at a meeting of members, duly called and at which a quorum is present shall be sufficient to take or authorize action upon any matter which may properly come before the meeting unless more than a majority of votes cast is required by statute or by the charter. Unless the charter provides for a greater or lesser number of votes per member or limits or denies voting rights, each member, regardless of class, shall be entitled to one vote on each matter submitted to a vote at a meeting of members; but no member shall be entitled to any vote (except a vote for a representative on the Columbia Council):

- (i) If any dues established by the Board of Directors and payable by such member are due and unpaid at the time of such meeting.
- (ii) If any special assessment established by the Board of Directors and payable by such member is due and unpaid at the time of such meeting; or
- (iii) If such member, as determined by the Board of Directors, shall be, at the time of such meeting, in violation of any of the Wilde Lake Restrictions contained in the Deed Agreement and Declaration between The Howard Research And Development Corporation (HRD) and C. Aileen Ames, dated the 1st day of June, 1967, and filed for recording among the Land Records of Howard County (the “Wilde Lake Declaration”).

SECTION 1.07A. *Votes for Elections to be Cast in Person.* No member shall be entitled to assign the right to vote for the election of Directors or a Representative to the Columbia Council, by power of attorney, by proxy or otherwise, and no vote shall be valid unless cast in person by the individual member, provided, however, (i) that if the case of a corporate member, the vote may cast by the president or a vice president of such corporation or such other officer as may be designated in writing by the president or a vice president of the corporation; (ii) that members unable to attend a meeting at which Directors of the Association are to be elected or at which a representative to the Columbia Council is to be elected, shall be entitled to file a written vote under the procedure set forth in the Section 8.07; and (iii) agencies or instrumentalities of the Federal Government, if otherwise entitled to vote, may vote by written proxy.

SECTION 1.07B. *Votes for Non-Election Matters.* On any matter submitted to the members for vote, other than the election of Directors or the election of a representative to the Columbia Council, any member entitled to vote may cast a vote without attending the meeting in question by either of the following procedures:

- (i) the member may sign a written proxy designating a particular individual to cast the member’s vote on any issue coming before a particular meeting (other than the aforesaid excluded matters), which proxy shall be valid only with respect to the meeting specified therein; or
- (ii) file a written statement with the Board of Directors prior to the meeting in question, specifying the issue on which the member intends to vote (other than the aforesaid excluded matters) and that the member votes for or against the same.

Any vote cast under either of the procedures set forth in this Section 1.07B shall have the same force and effect as if the member in question had appeared at the same meeting and had cast the vote in person.

SECTION 1.08. *List of Members.* At each meeting of members a full, true and complete list in alphabetical order of all members entitled to vote at such meeting, certifying the number of votes to which each such member is entitled shall be furnished by the Manager. The method employed by the Manager in determining the names and addresses of members entitled to vote and the number of votes which may be cast by each of them shall have been approved by resolution of the Board of Directors.

SECTION 1.09. *Members.* The qualification for membership shall be that stated in the Charter of the Association.

SECTION 1.10. *Voting.* The rules and regulations concerning the right to vote shall be those stated in the Charter of the Association.

SECTION 1.11. *Informal Action by Members.* Any action required or permitted to be taken at any meeting of members may be taken without a meeting, if a consent in writing, setting forth such action is signed by all the members entitled to vote on the subject matter thereof and any other members entitled to notice of a meeting of members (but not to vote thereat) have waived in writing any rights which they may have to dissent from such action, and such consent and waiver are filed with the records of the Association.

ARTICLE II

BOARD OF DIRECTORS

SECTION 2.01. *Powers.* The business and affairs of the Association shall be managed by its Board of Directors. The Board of Directors may exercise all the powers of the Association, except such as are by statute or the charter or the by-laws conferred upon or reserved to the members. The Board of Directors shall keep full and fair accounts of its transactions.

SECTION 2.02. *Number of Directors.* The number of directors of the Association shall be five, as provided in the charter, until such number be changed as herein provided. By vote of a majority of the entire Board of Directors, the number of directors may be increased or decreased, from time to time, to not exceed fifteen nor less than five directors, but the tenure of office of a director shall not be affected by any decrease in the number of directors so made by the Board.

SECTION 2.03A *Election of Directors.* Until the first annual meeting of members or until successors are duly elected and qualify, the Board shall consist of the persons named as such in the charter. At each annual meeting, the members shall elect directors and a Columbia Council representative to hold office for a one year term following their election. At any meeting of members, duly called and at which a quorum is present, the members may, by the affirmative vote of the members entitled to cast the majority of votes, thereon, remove any Director or Directors from office and elect a successor or successors to fill any resulting vacancies for the unexpired terms of removed Directors. If after the deadline date for the submission of

nomination petitions has passed the number of candidates meeting the requirements to be elected Director are equal to or less than the number of vacant positions, the qualified candidates shall be deemed to have been elected by the members and the Board of Directors shall appoint such candidate(s) to the Director position(s) for the term provided for in Article 8 of the Association's Articles of Incorporation.

SECTION 2.03B. *Non-attendance of Meetings.* If a director of the Village Board misses six (6) meetings, except for reasons of illness, accident, pregnancy, or other extenuating circumstances as determined by the Board, the director can be removed by a majority vote of the Village Board.

SECTION 2.04. *Vacancies.* Any vacancy occurring in the Board of Directors for any cause other than by reason of an increase in the number of directors may be filled by a majority of the remaining members of the Board of Directors, although such majority is less than a quorum. Any vacancy occurring by reason of an increase in the number of directors may be filled by action of a majority of the entire Board of Directors. A director elected by the Board of Directors to fill a vacancy shall be elected to hold office until the next annual meeting of members or until a successor is elected and qualifies.

SECTION 2.05. *Regular Meetings.* The Board of Directors shall meet as soon as practicable after their election for the purpose of organization and the transaction of other business, at such time as may be designated by the members at such meeting. Such first meeting shall be held at such place within or without the State of Maryland as may be designated by the members, or in default of such designation at the place designated by the Board of Directors for such first regular meeting. No notice of such first meeting shall be necessary if held as hereinabove provided. Other regular meeting of the Board of Directors shall be held on such dates and at such places within or without the State of Maryland as may be designated from time to time by the Board of Directors.

SECTION 2.06. *Special Meetings.* Special meetings of the Board of Directors may be called at any time by the Chairman of the Board or the Manager or by a majority of the Board of Directors by vote at a meeting, or in writing with or without a meeting. Such special meetings shall be held at such place or places within or without the State of Maryland as may be designated from time to time by the Board of Directors. In the absence of such designation such meetings shall be held at such places as may be designated in the calls.

SECTION. 2.07. *Notice of Meetings.* Except as provided in Section 2.05, notice of the place, day and hour of every regular and special meeting shall be given to each director two days (or more) before the meeting, by delivering the same personally, or by sending the same to the director's residence or usual place of business. Unless required by these by-laws or by resolution of the Board of Directors, no notice of any meeting of the Board of Directors need be given to any director who attends, or to any director who, in writing executed and filed with the records of the meeting either before or after the holding thereof, waives such notice. Any meeting of the Board of Directors, regular or special, may adjourn from time to time to reconvene at the same or some other place, and no notice need be given of any such adjourned meeting other than by announcement.

SECTION 2.08. *Quorum.* At all meetings of the Board of Directors, a majority of the entire Board of Directors shall constitute a quorum for the transaction of business. 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, the directors present by majority vote and without notice other than by announcement may adjourn the meeting from time to time

until quorum shall attend. As any such adjourned meeting at which a quorum shall be present, any business may be transacted at the meeting as originally notified.

SECTION 2.09. *Compensation.* Directors as such shall not receive any compensation for their services. A director who serves the Association in any other capacity, however, may receive compensation therefore.

SECTION 2.10. *Informal Action by Directors.* Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting, if a written consent to such action is signed by all members of the board or of such committee, as the case may be, and such written consent is filed with the minutes of proceedings of the board or committee.

ARTICLE III

COMMITTEES

SECTION 3.01. *Committees.* The Board of Directors may by resolution provide for an Executive Committee and for such other standing or special committees as it deems desirable, and discontinue the same at pleasure. Each such committee shall have such powers and perform such duties, not inconsistent with law, as may be assigned to it by the Board of Directors. Appointees to the Wilde Lake Architectural Committee shall be members of the Association.

ARTICLE IV

OFFICERS

SECTION 4.01. *Chairman.* The Board of Directors shall in each year elect a Chairman of the Board from among the Directors. The Chairman shall preside at all meetings of the Board of Directors and meetings of members at which the Chairman shall be present and shall and may exercise such additional powers and duties as are from time to time assigned by the Board of Directors.

SECTION 4.02. *Manager.* The Board of Directors shall employ a person (who need not be a member of the Association) to serve as the Manager of the Association. The Manager of the Association shall, ex officio, be the Secretary and the Treasurer of the Association. The Manager shall provide liaison between CPRA and the Association and shall generally advise the Association in the conduct and operation of its affairs. The Manager shall have generally charge and supervision of the business of the Association and may sign and execute bonds, contracts or other instruments, except in cases in which the signing and execution thereof shall have been expressly delegated to some other officer or agent of the Association; and, in general, perform all duties incident to the office of a City Manager with regard to the Village of Wilde Lake, and such other duties as, from time to time, may be assigned by the Board of Directors.

As Secretary of the Association, the Manager shall keep the minutes of the meetings of the members, and the Board of Directors, in books provided for the purpose; see that all notices are duly given in accordance with the provisions of the by-laws or as required by law; be custodian of the records of the Association; see

that the corporate seal of the Association is affixed to all documents the executive of which, on behalf of the Association, under its seal, is duly authorized and when so affixed may attest the same; and in general, perform all duties incident to the office of a Secretary of a corporation.

As Treasurer of the Association, the Manager shall have charge of and be responsible for all funds, receipts and disbursements of the Association, and shall deposit, or cause to be deposited, in the name of the Association, all monies or other valuable effects in such banks, trust companies, or other depositories as shall, from time to time, be selected by the Board of Directors; render to the Board of Directors whenever requested, an account of the financial condition of the Association, and, in general, perform all the duties incident to the office of a Treasurer of a corporation.

The Manager shall serve at the pleasure of the Board of Directors and any vacancy in such office by reason of death, removal, resignation or otherwise shall be filled by the Board of Directors.

SECTION 4.03. *Additional Executive Officers.* The Board of Directors may choose one or more assistant managers, one or more assistant secretaries and one or more assistant treasurers, none of whom need be a director. Any two or more of the offices mentioned in this Article IV 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 be required by statute, by the charter, by the by-laws or by resolution of the Board of Directors to be executed, acknowledged or verified by any two or more officers. Each such officer shall hold office until the first meeting of the Board of Directors after the annual meeting of members and until a successor shall have been duly chosen and qualify, or until the director shall have resigned or shall have been removed. Any vacancy in any of the above offices may be filled for the unexpired portion of the term of the Board of Directors at any regular or special meeting.

The assistant officers, if any, described in this Section 4.03 shall have such duties as may from time to time be assigned to them by the Board of Directors or the Manager.

SECTION 4.04. *Columbia Council Representative.* The member elected as representative on the Columbia Council shall perform those functions, and shall have those powers, specified in the Charter of the Association and the Charter of The Columbia Park And Recreation Association, Inc. If after the deadline for the submission of nomination petitions has passes there is not more than one candidate meeting the requirements to be elected Columbia Council Representative, the Board of Directors shall appoint such candidate to the position of Columbia Council Representative for the term provided in Article 9, Section 9, of the Association's Articles of Incorporation.

SECTION. 4.05. *Subordinate Officers.* The Board of Directors may from time to time appoint such subordinate officers as it may deem desirable. Each such officer shall hold office for such period and perform such duties as the Board of Directors or the Manager may prescribe. The Board of Directors may, from time to time, authorize any committee or officer to appoint and remove subordinate officers and prescribe the duties thereof.

SECTION 4.06. *Compensation.* None of the officers of the Association (other than the Manager or Assistant Managers, shall be compensated by the Association for services rendered in the capacity of such

office. Any such officers (other than the Manager or Assistant Managers) who serve the Association in any other capacity, however, may receive compensation therefore. The Manager and any Assistant Managers may receive such compensation as may be determined from time to time by resolution of the Board of Directors.

SECTION 4.07. *Removal.* Any officer or agent of the Association may be removed by the Board of Directors, whenever, in its judgment, the best interests of the Association will be served thereby.

ARTICLE V

FINANCE

Section 5.01. *Checks, Drafts, Etc.* All checks, drafts and orders for the payment of money, notes and other evidences of indebtedness, issued in the name of the Association, shall unless otherwise provided by resolution of the Board of Directors, be signed by the Manager or assistant manager and countersigned by one Director of the Association.

SECTION 5.02. *Annual Reports.* There shall be prepared annually by the Manager, a full and correct statement of the affairs of the Association, including a balance sheet and a financial statement of operations for the preceding calendar year, which shall be submitted at the annual meeting of the members and filed within twenty days thereafter at the principal office of the Association in this State.

Section 5.03. *Fiscal Year.* The fiscal year of the Association shall be the twelve calendar months period ending December 31st of each year, unless otherwise provided by the Board of Directors.

ARTICLE VI

CERTIFICATES OF MEMBERSHIP

SECTION 6.01. *Certificates of Membership.* The Board of Directors may provide for the issuance of certificates evidencing membership in the Association, which shall be in such form as may be determined by the Board of Directors. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the Association. If any certificate shall become lost, mutilated or destroyed, a new certificate may be issued therefore upon such terms and conditions as the Board of Directors may determine or prescribe.

ARTICLE VII

SUNDRY PROVISIONS

SECTION 7.01. *Seal.* The Board of Directors shall provide a suitable seal, bearing the name of the Association, which shall be in the charge of the Manager. The Board of Directors may authorize one or more duplicate seals and provide for the custody thereof.

SECTION 7.02. *Voting Upon Shares in Other Corporations.* Any shares in other corporations or associations, which may from time to time be held by the Association, may be voted at any meeting of the shareholders thereof by the Manager or an assistant manager of the Association or by proxy or proxies

appointed by the Manager or an assistant manager of the Association. The Board of Directors, however, may by resolution appoint some other person or persons to vote such shares, in which case such person or persons shall be entitled to vote such shares upon the production of a certified copy of such resolution.

SECTION 7.03. *Amendments.* Any and all provisions of these by-laws may be altered or repealed and new by-laws may be adopted by any annual meeting of the members, or at any special meeting called for that purpose.

ARTICLE VIII

ELECTIONS

SECTION 8.01. *Elections.* Elections required under Section 1.01 will be held for Board of Directors and Representative to the Columbia Council on a date in April each year designated by the incumbent Board of Directors. Polling places shall be as specified by the Board of Directors and will be open for voting at a time to be specified each year.

SECTION 8.02. *Election Committee.*

- a. *Appointment of the Election Committee.* The Board of Directors of the Association shall appoint an Election Monitor Committee and a Chairman before the first week in March of each year. The Board shall fill any vacancies from time-to-time as they occur.
- b. *Eligibility for Membership on the Election Committee.* Any member of the Association eligible to vote in the next forthcoming election of Directors and Council Representative shall be eligible for membership to the Election Monitor Committee, but in no event shall a member be a candidate for any Association office. No member of the Election Monitor Committee may actively campaign for or against any candidate.
- c. *Duties and Powers of the Election Committee.* The Election Committee upon being certified by the Chairman of the Board of Directors, shall be wholly responsible for the proper conduct of the annual elections of the Columbia Council Representative and the Board of Directors and to that end, the Election Committee shall be empowered to:
 - (i) establish such administrative rules and regulations as are necessary to the orderly conduct of the election and
 - (ii) prepare and make available such blank nomination petitions as are necessary and
 - (iii) prepare absentee ballots and regular ballots upon the receipt of all nomination petitions upon the closing of the nomination period prescribed and
 - (iv) establish and publicize a location for the purpose of receiving requests for, issuing and receiving absentee ballots and
 - (v) distribute the absentee ballots in accordance with Section 8.07 of these bylaws, and

- (vi) issue, receive and count all the ballots cast and post results upon the closing of the polls and
- (vii) certify, in writing, the names of those persons elected and the offices to which they were elected, respectively, to the incumbent Board of Directors of the Association and
- (viii) appoint such additional interim associates as are necessary to the conduct of the election itself and
- (ix) in the event of a challenge, prepare and submit a statement of the conduct of the election to the incumbent Board of Directors.

d. *Acceptance of Petitions, Withdrawals, Ballots & Challenges.*

- (i) the Committee shall accept any valid nomination petition and upon such acceptance shall issue a certification of candidacy to the nominee;
- (ii) the Committee shall accept any written withdrawal of candidacy, signed by the candidate. Upon receipt of any valid withdrawal, the candidate's name shall be obscured from the ballot;
- (iii) the Committee shall validate all absentee ballots and accept only validated absentee ballots. The Committee shall validate all regular ballots at the poll as they are distributed and shall accept only those ballots so properly validated;
- (iv) the Committee shall accept and rule on any written challenge submitted and signed by any candidate or member of the Election Monitor Committee.

SECTION 8.03. *Nominations.* Any qualified candidate for Board of Directors or Representative to the Columbia Council must be nominated. Nomination shall be by petition only. The petition, to be circulated by the candidate or by other persons on the candidate's behalf, and with the candidate's consent, will show the full name and address of the candidate, the candidate's signature, and the office the candidate is seeking. The nomination petition shall be valid when ten or more members of the Association have signed it. Association members shall not be restricted from signing more than one nomination petition. Each candidate shall be nominated for one office only. Each candidate will submit his nomination petitions during such nomination period as the Committee shall establish. The nomination period shall be at least two and not more than four weeks in duration, and shall conclude not less than 30 nor more than 60 days prior to the election date established by the Board of Directors. Each candidate submitting a valid petition during the nomination period will be a nominee for the indicated Association office and his name will be placed on the appropriate ballot.

SECTION 8.04. *Candidates' Statements.* Each candidate meeting the requirements for nomination, as set forth herein, may prepare a written campaign statement of not more than one hundred and fifty (150) words. This statement, in order to be reproduced and distributed at the expense of the Association, shall be

submitted to the respective Board Manager no later than 21 days before the election. The Board Manager shall prepare and distribute no later than five (5) days before the Election, in either a regular or special publication, the names of all candidates, the positions they seek, and their prepared statements. Candidates' statements will not be edited.

SECTION 8.05. *Preparation of Ballots.* The Election Monitor Committee shall draw the names of candidates by lot to determine position on the ballot. Candidates for Board of Directors and Council Representatives will be listed separately. Candidates shall be listed by given name. (First Name, Middle Initial, Last Name), and without reference to titles.

SECTION 8.06. *Balloting.* Members in good standing pursuant to Article III of the Declaration of the Association as of March 1st of each year shall be eligible to vote in the subsequent annual election. The CPRA assessment rolls and the apartment tenant lists together form the official voter registration list. A list of all eligible voters shall be posted at the polling place no later than April 1st. Non-appearance of a qualified voter's name shall be referred to the Election Monitor Committee for resolution. Each candidate shall be allowed one representative to observe the counting of the ballots by the Election Monitor Committee. The candidates receiving the largest numbers of votes for Board of Directors will be declared winners of that election. The one candidate receiving the largest number of votes for representative to the Columbia Council shall be declared winner of that election.

SECTION 8.07. *Absentee Ballots.* Any eligible member of the Association who will be unable to cast a ballot at the designated polling place may cast an absentee ballot. The absentee ballot may be requested in writing or in person from the Chairman of the Election Monitor Committee or designee. It will be the duty of the Election Monitor Committee to prepare, control, distribute, count and account for absentee ballots. Absentee ballots may be requested in writing from the twentieth day until the fifth day prior to the election; or requested in person from the twentieth day until the fifth day prior to the election. The absentee ballot will contain a detachable statement signed by the member certifying that the member will be unable to cast the ballot at the polling place.

The Election Monitor Committee will accept absentee ballots returned by the voter, in person or by mail, until midnight of the day prior to the election.

SECTION 8.08. *Ties and Runoff Elections.* In the event of a tie vote for election to the position of Council Representative, or the last position to be filled on the Board of Directors, the Election Monitor Committee shall conduct a recount of the ballots within two days. Ballots shall be placed in a locked container and retained by the Chairman of the Election Monitor Committee until the recount occurs. Should the tie persist, the Manager shall immediately notify the members of the Association of the date, time and place for a runoff election to resolve such tie. The runoff election shall be conducted within 2 weeks after the posting of the certified election results by the Election Monitor Committee. Only the names of the candidates involved in the tie will appear on the runoff election ballots. A tie vote for Council Representative, or for the last position to be filled on the Board of Directors shall not affect the results of the entire election. When a tie vote occurs and the election results have been challenged, the runoff election shall take place within two weeks of the disposition of the challenge: unless all candidates involved in a tie mutually agree that the election shall be decided by lot.

SECTION 8.09. *Challenge to Election Results.* Any challenge to the election must be submitted in writing to the Chairman of the Election Monitor Committee within five (5) days after the posting of the election results. Ballots will be held by the Chairman of the Election Monitor Committee five (5) days, or until the disposition of any challenge.

SECTION 8.10. Where the procedures set forth in the Article of the by-laws are found to be inconsistent with other sections of these by-laws pertaining to elections, the procedures set forth in this Article shall supersede election procedures set forth in those other sections.

As amended February 12, 1972; 1974; April 21, 1990; January 9, 2017

As edited April 2, 1990

As edited by the Board of Directors April 17, 1990.