

**BYLAWS OF
ELLICOTT MILLS HOMEOWNERS ASSOCIATION, INC.
(January 7, 2019)**

ARTICLE I

NAME AND LOCATION. The name of the Corporation is Ellicott Mills Homeowners Association, Inc., hereinafter referred to as the "Association." The principal address of the Association shall be P.O. Box 21125, Catonsville, MD 21228 but meetings of Members and Directors may be held at such places within Baltimore County, Maryland as may be designated by the Board of Directors.

ARTICLE II

Section 1. The terms "Association," "Lot," "Lot Owner/Homeowner," "Parcel One," "Declarant," "Residents," and "Local Open Space," as used in the Bylaws shall have the meanings set forth in the Declaration of Covenants, Conditions and Restrictions for Ellicott Mills dated June 23, 1978, and recorded among the Land Records of Baltimore County in Liber 5903, at folio 524.

Section 2. "Member" shall mean and refer to those persons or entities entitled to membership in the Association as provided in the Declaration.

**ARTICLE III
MEETING OF MEMBERS**

Section 1. Annual Meetings. The annual meeting of the Members shall be held at a date, time and place within Baltimore County, Maryland selected by the Board of Directors of the Association.

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 by one-fourth (1/4) of the eligible members of the Association.

Section 3. 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 mailing a copy of such notice, postage prepaid, not less than fifteen (15) nor more than sixty (60) days before such meeting to each Member, 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. Such notice shall specify the place, day and hour of the meeting. In the case of a special meeting or an annual meeting where action is proposed which requires the assent of the holders of two-thirds (2/3rds) of the vote of the Association the notice shall state the purpose of the meeting.

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Section 4. Quorum. The presence at the meeting of Members or proxies entitled to cast one-tenth (1/10th) of the votes of the Membership 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, the Members entitled to vote thereat shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

Section 5. Proxies. At all meetings of Members, each Member may vote in person or by proxy. All proxies shall be in writing or electronic, and filed with the Secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the Member of his Lot.

**ARTICLE IV BOARD OF DIRECTORS:
SELECTION: TERM OF OFFICE**

Section 1. Number. The affairs of this Association shall be managed by a Board of not less than three (3) nor more than seven (7) Directors which shall be comprised of the Association President, the Association Vice-President and up to five (5) additional Directors who may or may not be Officers of the Association, each of whom shall be members in good standing in the Ellicott Mills Homeowners Association.

Section 2. Term of Office. The term of each Director shall be for two (2) years or until his successor is elected, whichever shall be the longer period. Each Director shall be elected at the annual meeting.

Section 3. Removal. Any Director may be removed from the Board, with or without cause, by a majority vote of the Members of the Association. In the event of death, resignation or removal, pursuant to these By-Laws, of a Director, his successor shall be selected by the remaining Members of the Board and shall serve for the unexpired term of his predecessor.

Section 4. Compensation. No Director shall receive compensation for any service he may render to the Association. However, any Director may be reimbursed for his actual expenses incurred in the performance of his duties.

Section 5. Action Taken Without a Meeting. The Directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

**ARTICLE V
NOMINATION AND ELECTION OF DIRECTORS**

Section 1. Nomination. Nomination of Directors for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chairman, who shall be a Member of the Board of Directors, and two or more other persons who are members in good standing. The Nominating Committee shall be appointed by the President of the Association at least sixty (60) days prior to each annual meeting of the Members, to serve until the close of such annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall, in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations may be made from among Members who are in good standing.

Section 2. Election. Election to the Board of Directors shall be by written ballot, at such election the Member or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting (voting multiple times for an individual candidate) is not permitted.

**ARTICLE VI
MEETINGS OF DIRECTORS**

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held at least quarterly at such place and hour as may be fixed from time to time by resolution of the Board.

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.

Section 3. Quorum. A majority of the number of Directors in attendance at a meeting shall constitute a quorum for the transaction of business, however no less than two (2) Directors shall constitute a quorum. Every act or decision done or made by a majority of the Directors at a duly held meeting at which a quorum is present shall be regarded as the act of the Board of Directors.

**ARTICLE VII
POWERS AND DUTIES OF THE BOARD OF DIRECTORS**

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

(a) adopt and publish rules and regulations governing the use of the Local Open Space and the personal conduct of the Members and their guests thereon, and to establish penalties for the infraction thereof;

- (b) suspend the voting rights, and the right of use of the Local Open Space 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 for a period not to exceed sixty (60) days for an infraction of published rules and regulations;
- (c) 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;
- (d) employ a manager, an independent contractor, or such other employees or contractors as they deem necessary, and to prescribe their duties.

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

- (a) 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 holders of one-fourth (1/4th) of the votes of the Members;
- (b) supervise all officers, agents and employees of this Association, and to see that their duties are properly performed;
- (c) as more fully provided in the Declaration to:
- (1) send written notice of each annual assessment to every Homeowner subject thereto not later than February 15th of each year, and of each special assessment, at least forty-five (45) days in advance of its due date; and
 - (2) foreclose the lien against any Lot for which assessments are not paid within thirty (30) days after the due date thereof and bring an action at law against the Lot Owner personally obligated to pay the same;
- (d) issue, or cause an appropriate officer to issue, upon demand by any homeowner or his agent, a certificate setting forth whether or not all assessments have been paid. A reasonable charge may be made by the Board for the issuance of these certificates. A properly executed certificate as to the status of assessments on a Lot is binding upon the Association and shall be conclusive evidence of such payment or nonpayment, as the case may be.
- (e) procure and maintain adequate liability and hazard insurance on property owned by the Association;
- (f) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate.

ARTICLE VIII OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. The officers of this Association shall be a President and Vice President who shall at all times be Members of the Board of Directors, a Treasurer, a Secretary, and such other officers as the Board may from time to time by resolution create.

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

Section 3. Term. The officers of this Association shall be elected annually by the Board from among its members and each shall hold office for two (2) years unless he shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 4. Special Appointments. The Board may elect such 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 may, from time to time, determine.

Section 5. Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time giving written notice to the Board, the president or the secretary. 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 may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 7. Multiple Offices. Not more than two offices may be held by the same person.

Section 8. Duties. The duties of the officers are as follows:

President

(a) The President shall preside at all meetings of the Members and of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments.

Vice President

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

Secretary

(c) The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members; service notice of meetings of the Board and of the Members; keep appropriate current records showing the Members of the Association together with their addresses, and shall perform such other duties as required by the Board.

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 keep proper books of account; cause an annual audit of the Association books to be made by a public accountant at the completion of each fiscal year; and shall prepare an annual budget and a statement of income and expenditures to be presented to the Membership at its regular annual meeting, and deliver a copy of each to the Members.

ARTICLE IX COMMITTEES

The Association shall appoint such committees as deemed appropriate in carrying out its purposes.

ARTICLE X BOOKS AND RECORDS

The books, records and papers of the Association shall be subject to inspection by any Member by appointment at such date, time and place that is mutually convenient to the Member and an Association Officer or Director. The Declaration of Covenants, Conditions and Restrictions, the Articles of Incorporation, and the Bylaws of the Association shall be available at all times on the Association website for inspection by any Member.

ARTICLE XI ASSESSMENTS

As more fully provided in the Declaration, each Member is obligated to pay to the Association assessments which are secured by a continuing lien upon the Lot against which the assessment is made. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest from the due date at the rate of eight percent (8%) per annum, and the Association may bring an action at law against the Lot Owner personally obligated to pay the same or foreclose the lien against the Lot, and interest, costs, and reasonable attorney's fees of any such action shall be added to the amount of such assessment. No Lot Owner may waive or otherwise escape liability for the assessments provided for herein by non-use of the Local Open Space or abandonment of his Lot.

ARTICLE XII AMENDMENTS

Section 1. These By-Laws may be amended, at a regular or special meeting of the Members, by the holder of two-thirds (2/3rds) of the votes of the Members of the Association present in person or by proxy at the meeting at which the vote is taken.

Section 2. In the 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 the Articles or these By-Laws, the Declaration shall control.

ARTICLE XIII
MISCELLANEOUS

The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year.

IN WITNESS WHEREOF, we, being all of the Directors of Ellicott Mills Homeowners Association, Inc., have hereunto set our hands this 7 day of January, 2019.

RAZA HASAN
Printed Name

Raza Hasan
Signature

Barbara Tanner
Printed Name

Barbara Tanner
Signature

EVELYN MYERS
Printed Name

Evelyn Myers
Signature

Calvin Wheeler
C E R T I F I C A T I O N

Calvin Wheeler

I, the undersigned, do hereby certify:

THAT I am the duly elected and acting secretary of the Ellicott Mills Homeowners Association, Inc., a Maryland corporation, and,

THAT this filing supersedes all prior filings.

THAT the foregoing Bylaws constitute the original Bylaws of said Association, as duly adopted at a meeting of the Board of directors thereof, held on this 7 day of January, 2019

THAT the foregoing Bylaws constitute the amended and retyped bylaws. (Amendments inserted in Original By-Laws).

THAT these bylaws were approved on October 8th, 2018, by members of Ellicott Mills Homeowners Association. 96 votes were casted in favor of changing the term of office of board members to two years and 61 votes were casted approving the bylaws.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 7th day of January, 2019.

Susan Bachus
Secretary