

BEL PRE RECREATIONAL ASSOCIATION
BY-LAWS

Article I - Name

The name of the corporation shall be Bel Pre Recreational Association, Inc., hereinafter called the "Association," (B.P.R.A.). The principal office of the Association shall be 13920 Bethpage Lane, Silver Spring, Maryland 20906.

Article II - Purpose

Section 1. The Association shall be a non-profit, non-stock membership corporation established for the purposes set forth in the Third Section of the Articles of Incorporation.

Article III - Definitions and Precedence

Section 1. "The Declaration" shall mean and refer to a certain Declaration of Covenants, Restrictions, Easements, Charges and Liens, made by Bel Pre Recreational Association, Inc., as recorded on March 20, 1968, among the land records of Montgomery County and as amended and recorded.

Section 2. "The Properties" shall mean and refer to those lands described in the Declaration.

Section 3. "Common Areas" shall mean and refer to those areas of land described in Exhibit B attached to and forming part of the Declaration.

Section 4. "Lot(s)" shall mean and refer to any residential properties as described in the Declaration.

Section 5. "The Articles" shall mean and refer to the Articles of Incorporation of the Bel Pre Recreational Association, Inc., as filed and recorded among the records of the State of Maryland, Department of Assessments and Taxation, Charter Division, 301 W. Preston Street, Baltimore, Maryland 21202.

Section 6. The term "Director(s)" and "Trustee(s)" shall be synonomous.

Article IV - Restriction of Powers

Section 1. The Association may be dissolved only in accordance with the Eighth Section of the Articles.

Section 2. The Association shall have the power to mortgage its properties only as and to the extent authorized under the Declaration.

Section 3. The Association shall have the power to dispose of its real properties only as authorized under the Declaration.

Article V - Membership

Section 1. Membership in the Association shall be governed by Article III, Section 1 of the Declaration.

Section 2. The rights of membership are subject to the payment of annual and special assessments levied by the Association, the obligation of which assessments is imposed against each lot owner of record and becomes a lien upon the lot against which such assessments are made as provided by Article V of the Declaration.

Section 3. Voting rights shall be as provided in Article III, Section 2 of the Declaration.

Section 4. Each member shall be entitled to the use and enjoyment of the Common Areas and facilities as provided by Article IV of the Declaration.

Article VI - Transfer of Rights

Section 1. Any member may share his right of use and enjoyment in the Common Areas with the members of his family who reside in his household upon the Properties or alternatively, transfer those rights to any of his tenants who reside upon the Properties. Such member shall notify the Secretary of the Association in writing of the name of any such person and of the relationship of the member to such person.

Section 2. The obligation of the member with regard to annual assessments may not be transferred to any tenants.

Section 3. The Trustees of the Association shall be empowered to establish definitions of members of a family and/or tenants who reside upon the Properties. The Trustees shall be

empowered to establish categories for guest admission to the Common Areas and facilities.

Section 4. Any person to whom rights of use and enjoyment are extended is subject to all rules and regulations of the Association.

Article VII - Suspension

Section 1. The membership rights of any person whose interest in the Properties is subject to assessments under Article V, Section 1 of these By-Laws may be suspended by action of the Trustees during the period when assessments remain unpaid, beginning with the due dates of the assessment; but upon payment of such assessments and related costs his rights shall be restored.

Section 2. If the Trustees have adopted and published rules and regulations governing the use of the Common Areas and facilities and the personal conduct of any person thereon, as provided in Article XII, Section 1 of these By-Laws, they may suspend the rights of any such person for violation of such rules and regulations for a period not to exceed thirty (30) calendar days.

Article VIII - Meetings of Members

Section 1. The Annual Meeting of the members shall be held during the month of November at a time and place designated by the Board of Trustees. At such meeting, the members shall elect Trustees and shall transact other business as may properly come before it. If the Annual Meeting is not held at the designated time or within ten (10) calendar days thereafter, such Annual Meeting may be called by any Trustee, or by petition of ten (10) members entitled to vote.

Section 2. Special meetings of the members for any purpose may be called at any time by the President of the Association or by any three (3) or more Trustees, or upon written request of the members who have a right to vote one-tenth (1/10) of all the votes of the Association membership. Business conducted at such special meetings shall be limited to the declared purpose specified in the written notice of the meeting.

Section 3. Written notice of any meeting of the membership shall be given by the Secretary to all persons who have become members of the Association at least five (5) calendar days prior to the date on which such notice is given, and whose membership is then in effect. Written notice of the Annual Meeting shall be given at least thirty (30) calendar days prior thereto. Written

notice of any special meeting shall be given at least fifteen (15) calendar days prior thereto. Notice of the Annual Meeting and for any meeting for business specified in Sections 4 and 5 of Article V of the Declaration shall be sent to each member by first class mail, to the address appearing on the records of the Association.

Section 4. Any meeting called for actions governed by the Articles or by the Declaration applicable to the Properties shall be called and conducted as therein provided and according to law.

Section 5. The presence at a meeting of members entitled to cast one-tenth (1/10) of the eligible votes shall constitute a quorum for any action governed by these By-Laws. In the event a quorum fails at any meeting, the meeting shall be reconvened within thirty (30) days and a quorum shall consist of one-twentieth (1/20) of the eligible votes.

Section 6. No member may vote by proxy at any meeting except for business specified in Sections 4 and 5 of Article V of the Declaration.

Section 7. Notice of all meetings shall state the time and place of the meeting and set forth the purposes for which the meeting is called. Notice of the Annual Meeting shall include, but shall not be limited to, a list of nominees for election, the proposed budget, and any proposed amendments to the By-Laws.

Article IX - Board of Trustees

Section 1. The business and conduct of the Association shall be regulated by a Board of Trustees comprised of nine (9) members of the Association.

Section 2. Each Trustee shall serve for a term of three (3) years. The terms of the Trustees shall be arranged so that the terms of only three (3) Trustees shall expire each year at the Annual Meeting.

Section 3. Vacancies in the Board of Trustees shall be filled by vote of a majority of the remaining Trustees, although such majority is less than a quorum. Trustees thus appointed shall serve until the next Annual Meeting, at which such vacancies shall be filled by election, pursuant to Article X, for the remainder of the unexpired term.

Section 4. Indemnification of Officers and Directors. The Association shall indemnify every officer and director of the Association against any and all expenses, including counsel fees, reasonably incurred by or imposed upon any officer or director in

connection with any action, suit or other proceeding (including the settlement of any such suit or proceeding if approved by the then Board of Directors of the Association) to which he may be made a party by reason of being or having been an officer or director at the time such expenses are incurred. The officers and directors of the Association shall not be liable to the members of the Association for any mistake of judgment, negligence, or otherwise, except for their own individual willful misconduct, or bad faith. The officers and directors of the Association shall have no personal liability with respect to any contract or other commitment made by them, in good faith, on behalf of the Association, and the Association shall indemnify and forever hold each such officer and director free and harmless against any and all liability to others on account of any such contract or commitment. Any right to indemnification provided for herein shall not be exclusive of any other rights to which any officer or director of the Association, or former officer or director of the Association may be entitled.

Article X - Election of Trustees

Section 1. Nominations for the office of Trustee shall be made by a Nominating Committee appointed by the President. The Nominating Committee shall make every reasonable effort to present at least twice as many nominees as there are vacancies to be filled by election. There shall be adequate notice of these nominees to the membership at least sixty (60) calendar days prior to the notice of the Annual Meeting. Additional nominations may also be made by petition of at least five (5) members and accepted in writing by the Secretary at least forty-five (45) calendar days prior to the meeting at which the election is held. There shall be official notice of all nominees to the membership at the same time as the notice of the Annual Meeting. No nominations may be made from the floor.

Section 2. Election of Trustees shall be by written ballot. At such election, the members may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. There shall be no cumulative voting. The nominees receiving the largest number of votes shall be elected. In the event of a tie vote, the tie shall be broken by lottery, as provided for by rules and regulations to be promulgated by the Board.

Article XI - Removal of Trustees

Section 1. Any Trustee who becomes delinquent in the payment of the assessment on any lot of which he is the Owner or in which he has an interest may be removed from office thirty (30) calendar days after the due date of the assessment. The position shall be declared vacant and filled according to Article IX, Section 3.

Section 2. The Board of Trustees may remove a Trustee from office for non-attendance at four (4) consecutive Board meetings.

Section 3. Upon written request of one-tenth (1/10th) of the members who have a right to vote, a meeting of members shall be called to consider the recall of a Director. Upon a majority written vote of the members present at such meeting voting in favor of recall, the position of that Director shall be declared vacant. The required quorum shall be as provided in Article VIII, Section 5.

Article XII - Powers and Duties of the Board of Trustees

Section 1. The Board of Trustees shall have power:

- (a) To appoint and remove all officers, agents, and employees of the Association, prescribe their duties, fix their compensation, and require of them such security or fidelity bond as it may deem expedient.
- (b) To establish, levy and assess, and collect the assessments or charges referred to in Article V, Section 2 of these By-Laws.
- (c) To adopt and publish rules and regulations governing the adoption of an annual budget and the annual assessment therewith.
- (d) To adopt and publish rules and regulations governing the use of the Common Areas and facilities and the personal conduct of the members according to the Declaration.
- (e) To do any and all acts required to accomplish the purposes of the Association as set forth in the Third Section of the Articles.

Section 2. It shall be the duty of the Board of Trustees:

- (a) To cause to be kept a complete record of all its acts and corporate affairs and to present a summary thereof to the members at the Annual Meeting of the members.
- (b) To supervise all officers, agents and employees of this Association.
- (c) As more fully provided in Article V of the Declaration:

- (1) To fix the amount of the assessment against each lot for each assessment period at least thirty (30) calendar days in advance of the due date and, at the same time,
 - (2) To prepare a roster of the Properties and assessments applicable thereto which shall be kept in the office of the Association and shall be available for inspection by any member upon arrangement with the Secretary and, at the same time,
 - (3) To send written notice of each assessment to every owner subject thereto.
- (d) To provide an accounting of the financial records of the Association for each fiscal year. The accounting shall be made by a Certified Public Accountant, selected by the Board of Trustees. The report of the accounting shall be disseminated to the membership by mail or by publication.
 - (e) To secure and maintain at all times such public liability, property damage, and other forms of insurance as it may deem necessary.
 - (f) To issue, or to cause an appropriate officer to issue, upon demand by any Owner a certificate setting forth whether his assessment has been paid. Such certificate shall be conclusive evidence of the assessment therein stated to have been paid.
 - (g) To prepare the Annual budget for submission to the membership at the Annual Meeting.

Section 3. In no case shall a Trustee or any person related to a Trustee be employed by the Association for remuneration, direct or indirect, without approval of the Board of Trustees.

Article XIII - Trustees' Meetings

Section 1. The Board of Trustees shall meet at least quarterly and such other times as it may deem necessary. Meetings shall be held when called by the President or by any three (3) Trustees after not less than five (5) calendar days notice to each Trustee.

Section 2. The majority of the Board of Trustees shall constitute a quorum thereof.

Section 3. Members of the Board of Trustees shall cast their votes in person. No Trustee may vote by proxy at any meeting.

Section 4. Any action required or permitted to be taken at any meeting of the Board may be taken at a meeting without regular notice, if a written consent to such action is signed by all members of the Board and such written consent is filed with the Minutes of the proceedings of the Board.

Section 5. All decisions of the Board requiring a vote shall be by a recorded roll call. Any affirmative vote of the majority of those Directors present shall be required to adopt any motion.

Article XIV - Officers

Section 1. The officers shall be a President, a Vice President, a Secretary and a Treasurer. The President and Vice President shall be members of the Board of Trustees. The Secretary and Treasurer shall be members of the Association.

Section 2. The officers shall be elected by a majority vote of the Trustees, within thirty (30) calendar days after the Annual Meeting. The Board shall meet at the call of the outgoing President who shall act as temporary chairman of the meeting until the new officers are elected.

Section 3. Each officer shall hold office for a period of one (1) year, except that any officer appointed to fill a vacancy occurring during the remainder of a term shall hold office only for the unexpired portion of such term. Any officer may be removed by the Board of Trustees for cause.

Section 4. The President with the approval of the Board may appoint such assistant officers as the needs of the Association may require. Assistant officers shall be members of the Association, but need not be members of the Board of Trustees.

Section 5. The President shall preside at all meetings of the members and of the Board of Trustees; appoint, subject to the approval of the Board of Trustees, all committees and shall designate the chairman of each committee; sign, with the Secretary, all contracts and papers relating to affairs of the Association; sign, with the Treasurer, all checks and payments; and perform any duties not enumerated herein properly belonging to this office.

Section 6. The Vice President shall have all the powers, authority and duties of the President during his absence or

inability to act. He shall perform any other functions as directed by the President or the Board of Trustees.

Section 7. The Secretary shall sign, with the President, all contracts and papers relating to affairs of the Association, and either directly or by delegation, make and keep the minutes and records of all meetings, sign all certificates of membership, keep and maintain all records of the Association, keep a record of all members, conduct all official correspondence, send out all meeting notices, and perform all other duties incident to the office of Secretary, subject to the control of the Board of Trustees.

Section 8. The Treasurer shall, with the President, make all disbursements subject to the provisions of the By-Laws and such rules and regulations as may be established by the Board of Trustees, and directly or by delegation keep all accounting and financial records and records of all financial transactions of the Association, be responsible for the receipt of all monies due the Association and deposit the same in an approved depository or in Federal Government obligations, maintain membership payment records, be responsible for billing and collecting the annual assessment, prepare and file all returns or filings required by Federal, State and County authorities, and perform such other duties incident to the position of the Treasurer subject to the control of the Board of Trustees.

Section 9. The Board of Trustees shall ensure that the President, Vice President, Secretary and Treasurer, and person(s) delegated to receive and deposit monies due the Association are at all times bonded in an amount no less than forty thousand (40,000) dollars or in such larger sums as are considered adequate by the Board of Trustees to secure the funds of the Association.

Article XV - Committees

Section 1. There shall be such committees and subcommittees as the President, with the approval of the Board of Trustees shall deem necessary.

Article XVI - Fiscal Operations

Section 1. The fiscal year of the Association shall begin on March 1 of each and every year.

Section 2. The Board of Trustees may delegate to the Treasurer the authority to maintain a petty cash fund for expenditures, not to exceed fifty (50) dollars for each month from May through September, and not to exceed twenty-five (25) dollars per month from October through April.

Section 3. Any capital expenditures in excess of one hundred (100) dollars and less than three thousand (3,000) dollars shall require the approval of a majority of the Board of Trustees. All capital expenditures in excess of three thousand (3,000) dollars shall require the approval of a majority of the Association members present and voting at a regular or special meeting. Capital expenditures shall mean an expenditure for long-term additions or betterments to the Common Areas. Repairs, maintenance and replacement of existing facilities are not to be considered as capital expenditures.

Section 4. All expenditures shall require a receipt, invoice, or other appropriate records.

Article XVII - Amendments

Section 1. These By-Laws may be amended as set forth herein, provided that the provisions of the By-Laws which are governed by the Articles or by the Declaration may not be amended except as provided in the Articles or applicable law, or Declaration.

Section 2. The following procedure shall be followed in amending these By-Laws:

- (a) An amendment shall be considered at an Annual Meeting if presented by at least six (6) Trustees or by petition of one-tenth (1/10) the voting members.
- (b) An amendment shall be carried by two-thirds (2/3) of the voting members present.
- (c) A proposed amendment may be amended at the Annual Meeting for the purposes of clarifying it or making grammatical changes; it may not be amended so as to affect its substantive nature.
- (d) If adopted, the amendment shall be in force thirty (30) calendar days after adoption.

Article XVIII - Construction

Section 1. Roberts Rules of Order, Revised, shall govern all deliberations of the Association and Board of Trustees, except as otherwise provided in these By-Laws, in the Articles, or in the Declaration.