BY-LAWS

COOKE’S HOPE HOMEOWNERS ASSOCIATION, INC.

ARTICLE I

Name and Location

The name of this Association is as follows:

COOKE’S HOPE HOMEOWNERS ASSOCIATION, INC.

Its principal office and mailing address is:

6967 Cooke’s Hope Road, Suite 2

Easton, Maryland 21601

ARTICLE II

Definitions

 1. Unless the context or circumstances otherwise require, all terms used herein shall have the meanings assigned to them in Article 1 of the Second Amended Declaration and Restatement of Covenants, Conditions and Restrictions – Cooke’s Hope dated June 11, 2019, and recorded among the land records of Talbot County, Maryland in Liber 2619, Folio 217, as the same may be amended from time to time (“the Declaration”). Unless herein specifically provided to the contrary, or unless it is plainly evident from the context that a different meaning is intended all other terms used herein shall have the same meaning as they are understood to have in documents of similar import to these By-Laws.

 2. Conflict. These By-Laws are subordinate and subject to all provisions of the Declaration and to the provisions of the Articles of Incorporation of the Association. All of the terms hereof, except where clearly repugnant to the context, shall have the same meaning as they are defined to have in the Declaration. In the event of any conflict between these By-Laws and the Declaration, the provisions of the Declaration shall control; and in the event of any conflict between these By-Laws and the Articles of Incorporation of the Association, the provisions of the Articles of Incorporation shall control.

 3. Notices. Unless another type of notice is herein elsewhere specifically provided for, any and all notices called for in these By-Laws shall be given in writing.

 4. Severability. In the event any provision or provisions of these By-Laws shall be determined to be invalid, void or unenforceable, such determination shall not render invalid, void unenforceable any other provisions hereof which can be given effect.

 5. Waiver. No restriction, condition, obligation or provisions of these By-Laws shall be deemed to have been abrogated or waived by reason of any failure or failures to enforce the same.

 6. Captions. The captions contained in these By-Laws are for convenience only are not a part of these By-Laws and are not intended in any way to limit or enlarge the terms and provisions of these By-Laws or to aid in the construction thereof.

 7. Gender, etc. Whenever in these By-Laws the context so requires, the singular number shall include the plural and the converse, and the use of any gender shall be deemed to include all genders.

ARTICLE III

Membership

 1. Membership. The Association shall have one class of members. Every person, group of persons, corporation, partnership, trust or other legal entity, or any combination thereof, including the Declarant and contract sellers, who is a record owner of a fee interest in any subdivided [or proposed] *(See Note, p. 13)* lot within the Cooke’s Hope community shall be a member of the Association; provided, however, that any such person, group of persons, corporation, partnership, trust or other legal entity who holds such interest solely as security for the performance of an obligation shall not be a member solely on account of such interest.

 2. Liquidation Rights. In the event of any voluntary or involuntary dissolution of the Association, the members of the Association shall be entitled to receive out of the assets of the Association available for distribution to the members an amount equal to that proportion of such assets which the number of memberships held by such member bears to the total number of memberships of the Association then issued and outstanding.

ARTICLE IV

Meeting of Members

 1. Place of Meeting. Meetings of the memberships shall be held at the principal office or place of business of the Association or at such other suitable place which is reasonably convenient.

 2. Annual Meeting. The annual meeting of the members of the Association shall be held at such time and place as may be designated by the Board of Directors on the first Thursday following the fifth day of December of each year. At such meeting there shall be elected by ballot of the members a Board of Directors in accordance with the requirements of Article V of these By-Laws. The members may also transact such other business as may properly come before them.

 3. Special Meetings. It shall be the duty of the President to call a special meeting of the members as directed by resolution of the Board of Directors or upon a petition signed by at least twenty-five percent (25%) of the members having been presented to the Secretary. The Secretary shall inform the members who petition for a special meeting of the reasonably estimated cost of preparing and mailing a notice of the meeting and, upon payment of the estimated cost to the Association, shall notify each member entitled to notice of the meeting. The notice of any special meeting shall state the time and place of such meeting and the purpose thereof. No business shall be transacted at a special meeting except as stated in the notice.

 4. Notice of Meetings. It shall be the duty of the Secretary to mail or email a notice of each annual or special meeting, stating the purpose thereof, as well as the time and place where it is to be held, to each member of record, at his or her address as it appears on the membership books of the Association or, if no such address appears, at his last known place of address, at least ten (10) but not more than ninety (90) days prior to such meeting. Notice by either such method shall be considered as notice served. Attendance by a member at any meeting of the members shall be a waiver of notice by him of the time, place and purpose thereof. Attendance by any member at any annual or special Meeting, either in person or by proxy, shall be a waiver of notice by that member of the time, place and purpose of that meeting. Notice of any annual or special meeting of the members of the Association may also be waived by any member either prior to, at or after any such meeting.

 5. Roster of Membership. The Board of Directors of the Association shall maintain a current roster of the names and addresses of each member to which written notice of meetings of the members of the Association shall be delivered or mailed. Each member shall furnish the Board of Directors with his name and current address.

 6. Quorum. The presence, either in person or by proxy, of members holding at least twenty-five (25%) of the total votes of the membership, shall be requisite for, and shall constitute a quorum for the transaction of business at all meetings of members. If the number of members at a meeting drops below the quorum and the question of a lack of a quorum is raised, no business may thereafter be transacted.

 7. Adjourned Meetings. If any meeting of members cannot be organized because a quorum has not attended, the members who are present, either in person or by proxy, may adjourn and reconvene the meeting in accordance with the provisions and requirements of applicable statutory law, as from time to time amended.

 8. Voting.

 (a) Voting Rights of Members Other than the Declarant. Each member shall be entitled to one (1) vote for each lot in which such member holds the interest required for membership in the Association. When there is more than one record owner of a lot, all of such owners shall be members; however, the vote for such lot shall be exercised as such owners shall among themselves determine and, in no event, shall more than one (1) vote be cast with respect to such lot.

 (b) Voting Rights of Declarant. The voting rights of Declarant shall be governed by the total number of subdivided and recorded lots owned by Declarant and that are subject to the Declaration at the time of any vote. The Declarant shall be entitled to one (1) vote for each such subdivided and recorded lot that it then owns, provided that Declarant shall have paid when due, an annual assessment for each residential building lot as provided under said Covenants.

 Nothing contained in this subsection (b) shall be construed to obligate Declarant to pay an annual assessment for any lot or parcel owned by Declarant, but not yet subdivided and recorded into a residential building lot.

 (c) Majority Vote, Proxies, Etc. The vote of the members holding fifty-one percent (51%) of the total of the votes of the membership present at the meeting, in person or by proxy, calculated as aforesaid, shall be necessary to decide any question brought before such meeting, unless the question is one upon which, by the express provision of law or of the Articles of Incorporation, or of the Declaration or of these By-Laws, a different vote is required, in which case such express provision shall govern and control. In the event any membership is owned by a corporation, then the vote for any such membership shall be cast by a person designated in a certificate signed by the President or any Vice-President of such corporation and filed with the Secretary of the Association, prior to or during the meeting. Any such certificate shall remain valid until revoked or superseded in writing. The vote for any membership which is owned by a trust or partnership may be exercised by any trustee or partner thereof, as the case may be, and unless any objection or protest by any other such trustee or partner is noted at such meeting, the Chairman of such meeting shall have no duty to inquire as to the authority of the person casting such vote or votes. No member shall be eligible to vote, either in person or by proxy, or to be elected to the Board of Directors, who is shown on the books or management accounts of the Association to be more than ninety (90) days delinquent in any assessment or charge due the Association.

 9. Proxies. A member may appoint any other member as his or her proxy. Any proxy must be in writing and must be filed with the Secretary in form approved by the Board of Directors before the appointed time of each meeting. Unless limited by its terms, any proxy shall continue until revoked by a written notice of revocation filed with the Secretary or by, the death of the member; provided, however, that no proxy shall be effective for a period in excess of one hundred eighty (180) days unless granted to a mortgagee or lessee of the lot to which the votes are appurtenant.

 10. Order of Business. The order of business at all regularly scheduled meetings of the members shall be as follows:

 (a) Registration of attendance and recording of Proxies.

 (b) Proof of notice of meeting or waiver of notice.

 (c) Reading and disposal of minutes of preceding meeting, if any.

 (d) Reports of officers, if any.

 (e) Reports of committees, if any.

 (f) Board Adoption of Budgets.

 (g) Unfinished business.

 (h) New business.

 (i) Election or appointment of inspectors of election.

 (j) Election of directors.

 (k) Adjournment.

 In the case of special meetings, items (a) through (d) shall be applicable and thereafter the agenda shall consist of the items specified in the notice of the meeting.

 11. Rules of Order and Procedure. All action taken by this Board are governed by, in descending order of authority, Articles of Incorporation Cooke’s Hope Homeowners Association, Inc., Second Amended Declaration and Restatement of Covenants, Conditions and Restrictions Cooke’s Hope, By-Laws Cooke’s Hope Community Association, Inc., standing rules.

 12. Inspectors of Election. The Board of Directors may, in advance of any annual or special meeting of the members appoint an uneven number of one or more inspectors of election to act at the meeting and at any adjournment thereof. In the event inspectors are not so appointed, the Chairman of any annual or special meeting of members shall appoint such inspectors of election. Each inspector so appointed, before entering upon the discharge of his duties, shall take and sign an oath faithfully to execute the duties of inspector of election at such meeting. The oath so taken shall be filed with the Secretary of the Association. No officer or Director of the Association, and no candidate for Director of the Association, shall act as an inspector of election at any meeting of the members if one of the purposes of such meeting is to elect Directors.

ARTICLE V

Directors

 1. Number and Qualifications. The affairs of the Association shall be governed by the Board of Directors composed of seven (7) persons, a majority of whom shall be members of the Association. This number of Directors may be increased to not more than eleven (11) as determined by the circumstances of future development within Cooke’s Hope as determined by the Board and approved by the Membership by way of Amendment to these By-Laws.

(a) Establishment of Districts within Cooke’s Hope. The directors shall be elected by districts within the Cooke’s Hope Community and the voting for the directors from each district shall be three (3) “districts” within the Cooke’s Hope community: Springfield, Galloways and the Village, as depicted on the following plats recorded among the land records of Talbot County, Maryland as follows: MAS 2/86EE-87E recorded 8/20/1996, MAS 5/22I recorded 4/28/2000, MAS 5/42JJ recorded 10/24/2000, MAS 81/274 recorded 3/05/2002, MAS 81/570 recorded 8/01/2005 and MAS 86/58 recorded 8/29/2018 (Village); MAS 4/87GG-88G recorded 3/24/1999, MAS 4/88GG-89G recorded 3/24/1999, MAS 5/52I-52II recorded 1/23/2001 and MAS 81/174-175 recorded 8/2/2002 (Galloways); and MAS 68/13 recorded 11/27/1985, MAS 1/32B recorded 12/12/1988, MAS2/55CC recorded in 1992, and MAS 4/58G recorded 7/16/1998 (Springfield). The residents of each district shall be entitled to elect the following number of directors allocated to each district:

 Village Three (3) Directors

 Galloways Two (2) Directors

 Springfield Two (2) Directors

 Each director shall be elected by the residents of the district that he or she will serve and residents of each district shall be entitled to vote only for the directors to be elected from that district. Each director shall be elected for a term of three (3) years.

 (b) Voting by Districts.

**Village:** At the annual meeting, the lot owners of the Village district shall elect a replacement for any director whose term is about to expire.

**The Galloways:** At the annual meeting, the lot owners of the Galloways district shall elect a replacement for any director whose term is about to expire.

**Springfield:** At the annual meeting, the lot owners of the Springfield district shall elect a replacement for any director whose term is about to expire.

 2. Powers and Duties. The Board of Directors shall have all the powers and duties necessary for the administration of the affairs of the Association and may do all such acts and things that are not by law or by the Declaration or these By-Laws directed to be exercised and done by the members. The powers and duties of the Board of Directors shall include, but shall not be limited to, the following:

 To provide for the:

 (a) adoption of an operating budget for the coming years, provision of a financial review or audit, and establishment and maintenance of a reserve fund, as specified in the Covenants.

 (b) care, upkeep and surveillance of the common areas and community facilities and services in a manner consistent with law and the provisions of these By-Laws and the Declaration; and

 (c) establishment, collection, use and expenditure of assessments and carrying charges from the members and for the assessment, filing and enforcement of liens therefor in a manner consistent with law and the provisions of these By-Laws and the Declaration; and

 (d) designation, hiring and dismissal of the personnel necessary for the good working order and proper care of the common areas and community facilities and to provide services for the project in a manner consistent with law and the provisions of these By-Laws and the Declaration; and

 (e) promulgation and enforcement of such rules and regulations and such restrictions on or requirements as may be deemed proper respecting the use, occupancy and maintenance of the common areas and community facilities as are designated to prevent unreasonable interference with the use of the common areas and community facilities by the members and others, all of which shall be consistent with law and the provisions of these By-Laws and the Declaration; and

 (f) execution of agreements whereby the Association acquires leaseholds, memberships and other possessory or use interests in real or personal property for the purpose of promoting the enjoyment, recreation or welfare of the members and to declare expenses incurred in connection therewith to be common expenses of the Association; and

 (g) purchase of insurance upon the common areas and community facilities in the manner provided for in these By-Laws; and

 (h) repair, restoration or reconstruction of all or any part of the common areas and community facilities after any casualty loss in a manner consistent with law and the provisions of these By-Laws and to otherwise improve the common areas and neighborhood facilities, as defined in the Declaration; and

 (i) execution of agreements whereby the Association leases, grants licenses, easements, rights-of-way and other rights of use in all or any part of the common areas and community facilities; and

 (j) purchase of lots and to lease, mortgage or convey the same, subject to the provisions of these By-Laws and the Declaration; and

 (k) appointment of the members of the Architectural and Environmental Review Committee provided for in the Declaration and to appoint the members of such other committees as the Board of Directors may from time to time designate.

 3. Property Manager. The Board of Directors shall, except upon the express contrary direction of a majority of the members, employ for the Association a Property Manager at a rate of compensation established by the Board of Directors to perform such duties and services as the Board of Directors shall from time to time authorize. The Property Manager shall perform such duties and services as the Board of Directors shall authorize, including without limitation:

 (a) to establish (with the approval of the Board of Directors of the Association) and provide for the collection of the annual dues assessments and any other charges or assessments provided for in the Declaration and to provide for the enforcement of liens therefore in a manner consistent with law and the provisions of the Declaration; and

 (b) to provide for the care, upkeep, maintenance and surveillance of the common areas and community facilities; and

 (c) to designate, hire and dismiss such personnel as may be required for the good working order, maintenance and efficient operation of the common areas and community facilities; and

 (d) to promulgate (with approval of the Board of Directors of the Association) and enforce such rules and regulations and such restrictions or requirements, “house rules” or the like as may be deemed proper respecting the use of the common areas and community facilities; and

 (e) to provide such other services (including accounting services) for the Association as may be consistent with the law and the provisions of the Declaration.

 4. Election and Term of Office. The term of the Directors shall be three (3) years and will commence at the end of the annual meeting at which they are elected and end at the end of the annual meeting three years later. The election of Directors shall be by written ballot. There shall be no cumulative voting.

 5. Vacancies. Vacancies in the Board of Directors caused by any reason other than the removal of a Director by a vote of the membership shall be filled by vote of the majority of the remaining Directors, even though they may constitute less than a quorum; and each person so elected shall be a Director until a successor is elected by the members at the next annual meeting to serve out the unexpired portion of the term.

 6. Removal of Directors. At an annual meeting of members, or at any special meeting duly called for such purpose, any Director may be removed with or without cause by the affirmative vote of two-thirds (2/3) of the votes of the members present and voting, in person or by proxy, and a successor may then and there be elected to fill the vacancy thus created. Any Director whose removal has been proposed by the members shall be given an opportunity to be heard at the meeting. The term of any Director who is a member of the Association and who (a) becomes more than sixty (60) days delinquent in payment of any assessments or carrying charges due the Association, or (b) is absent from more than 50% of the meetings of the Directors in any year may be terminated by resolution of the remaining Directors and the remaining Directors shall appoint his successor as provided in this Article.

 7. Compensation. No compensation shall be paid to Directors for their services as Directors. No remuneration shall be paid to any Director who is also a member for services performed by him for the Association in any other capacity unless a resolution authorizing such remuneration shall have also been adopted by the Board of Directors before such services are undertaken. Directors may be reimbursed for their actual out-of-pocket expenses necessarily incurred in connection with their services as Directors.

 8. Organization Meeting. The first meeting of a newly elected Board of Directors shall be held within ten (10) days of election at such place as shall be fixed by the Directors at the meeting at which such Directors were elected.

 9. Regular Meetings. Regular meetings of the Board of Directors may be held at such time and place as shall be determined, from time to time, by a majority of the Directors, but at least four (4) such meetings shall be held during each fiscal year. Notice of regular meetings of the Board of Directors shall be given to each Directors, personally or by mail, email, or telephone, at least six (6) days prior to the day named for such meeting.

 10. Special Meetings. Special meetings of the Board of Directors may be called by the President or a majority of the Board on three (3) days’ notice of each Director, given personally or by mail, email or telephone, which notice shall state the time, place and purpose of the meeting.

 11. Quorum. At all meetings of the Board of Directors, a majority of the Directors shall constitute a quorum for the transaction of business, and the acts of the majority of the Directors present at any meeting at which a quorum is present shall be the acts of the Board of Directors.

 12. Action Without Meeting. Any action by the Board of Directors required or permitted to be taken at any meeting may be taken without a meeting if all of the members of the Board of Directors shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors.

 13. Fidelity Bonds. The Board of Directors shall require that all officers, Directors and employees of the Association regularly handling or otherwise responsible for the funds of the Association shall furnish adequate fidelity bonds or equivalent insurance against acts of dishonesty in accordance with the requirements of Article VIII of these By-Laws. The premiums on such bonds or insurance shall be paid by the Association.

 14. Late Charges. The current Board of Director’s standing rule on Collection Policy will apply.

ARTICLE VI

Officers

 1. Designation. The principal officers of the Association shall be a President, a Vice President, a Secretary, and a Treasurer, all of whom shall be elected by the Board of Directors. Except for the President, the officers of the Association need not be members of the Association. The Board of Directors may appoint an assistant secretary and an assistant treasurer and such other officers as in their judgment may be necessary. An officer, other than the President, may hold more than one office.

 2. Election of Officers. The officers of the Association shall be elected annually by the Board of Directors at the organization meeting of each new Board and shall hold office at the pleasure of the Board of Directors.

 3. Removal of Officers. Upon an affirmative vote of a majority of the members of the Board of Directors, any officer may be removed either with or without cause, and his successor elected at any regular meeting of the Board of Directors, or at any special meeting of the Board of Directors called for such purpose.

 4. President. The President shall be the chief executive officer of the Association. He shall preside at all meetings of the members and of the Board of Directors. He shall have all of the general powers and duties which are usually bested in the office of president of a corporation.

 5. Vice President. The Vice President shall take the place of the President and perform his duties whenever the President shall be absent or unable to act. If neither the President nor the Vice President is able to act, the Board shall appoint some other member of the Board to do so on an interim basis. The Vice President shall also assist the President generally and shall perform such other duties as shall from time to time be delegated to him by the Board of Directors.

 6. Secretary. The Secretary shall keep the minutes of all meetings of the Board of Directors and the minutes of all meetings of the members of the Association. The Secretary shall give notice of all annual and special meetings of the members of the Association in conformity with the requirements of these By-Laws. The Secretary shall have custody of the seal of the Association, if any. The Secretary shall have charge of the membership transfer books and of such other books and papers as the Board of Directors may direct and he shall, in general, perform all of the duties incident to the office of Secretary.

 7. Treasurer. The Treasurer shall have responsibility for funds and securities of the Association and shall be responsible for keeping, or causing to be kept, full and accurate accounts of all receipts and disbursements in books belonging to the Association. The Treasurer shall be responsible for causing the deposit of all monies and other valuable effects in the name and to the credit of the Association in such depositaries as may from time to time be designated by the Board of Directors. The Treasurer shall serve as the chair of the Finance Committee and report the financial status of the Association to the Board of Directors as the Directors require.

ARTICLE VII

Committees

 1. Number, Tenure and Qualifications. As early as possible each calendar year, but no later than March 31, the Board of Directors shall appoint from among the membership of the Association the members of the Standing Committees and shall designate a chair, except in the case of the Finance Committee where the Treasurer shall serve as chair.

 2. Standing Committees. There shall be two (2) permanent Standing Committees of the Board: the Architectural and Environmental Review Committee and the Finance Committee. The Board may wish to authorize, through a standing rule, the establishment of other committees such as a Ground Committee, a Ponds Committee, and a Pier Committee.

 (a) Architectural and Environmental Review Committee. The membership, duties, and responsibilities are as proscribed in Article VII of the Second Amended Declaration and Restatement of Covenants, Conditions, and Restrictions dated May 18, 2019, as amended.

 (b) Finance Committee. The duties and responsibilities of the Finance Committee are to prepare an annual budget for consideration by the Board and, provide for ongoing budget oversight, provide oversight of the Association’s finances, develop an investment plan for assets of the Association, and establish accounting and disbursement procedures.

 3. The Board may, from time to time, appoint work groups to address specific areas of concern or interest to the Association.

ARTICLE VIII

Insurance

 1. Insurance. The Board of Directors of the Association shall obtain and maintain adequate liability insurance covering the Corporation, its Directors, officers, agents and employees, and to procure and maintain adequate hazard insurance on such of the Corporation’s real and personal properties as deemed appropriate by the Board. In addition, the Board shall maintain adequate insurance or fidelity coverage to protect against dishonest acts on the part of officers, Directors, trustees, volunteers, employees, or agents of the Association who handle or are responsible for handing the funds of the Association.

ARTICLE IX

Casualty Damage – Reconstruction or Repair

 1. Use of Insurance Proceeds. In the event of damage or destruction to the common areas and community facilities by fire or other casualty, the same shall be promptly repaired, replaced or reconstructed in substantial conformity with the original plans and specifications for the common areas and community facilities with the proceeds of insurance available for that purpose if any. The Association shall not use the proceeds of casualty insurance received as a result of damage or destruction of the common areas and community facilities for purposes other than the repair, replacement or reconstruction of the common areas and community facilities without the prior written consent and approval of the holders of all first mortgages of record on the lots.

 2. Proceeds Insufficient. In the event that the proceeds of the insurance are not sufficient to repair damage or destruction of the common areas and community facilities caused by fire or other casualty, or in the event such damage or destruction is caused by any casualty not insured against, then and in either of those events, upon resolution of the Board of Directors, the repair, replacement or construction of the damage shall be accomplished promptly by the Association at its common expense.

ARTICLE X

Fiscal Management

 1. Fiscal Year. The fiscal year of the Association shall begin on the first day of January every year.

 2. Principal Office – Change of Same. The principal office of the Association shall be as set forth in Article I of these By-Laws. The Board of Directors, by appropriate resolution, shall have the authority to change the location of the principal office of the Association from time to time.

 3. Books and Accounts. Books and accounts of the Association shall be kept under the direction of the Treasurer in accordance with general accepted accounting practices, consistently applied.

 4. Auditing. At the close of each fiscal year, the books and records of the Association shall be reviewed by an independent public accountant according to generally accepted accounting principal guidelines for reviews, and shall be audited at the end of every fourth year by an independent Certified Public Accountant whose report shall be prepared in accordance with generally accepted auditing standards, consistently applied. Based upon these reports, the Association shall furnish the members and any mortgagee requesting the same with an annual financial statement, including the income and disbursements of the Association, within ninety (90) days following the end of each fiscal year.

 5. Inspection of Books. The books and accounts of the Association, vouchers accrediting the entries made thereupon and all other records maintained by the Association shall be available for examination by the members and their duly authorized agents or attorneys, and to the institutional holder of any first mortgage on any lot and its duly authorized agents or attorneys, at some place designated by the Board of Directors during normal business hours and after reasonable notice.

 6. Execution of Corporate Documents. With the prior authorization of the Board of Directors, all notes and contracts shall be executed on behalf of the Association by either the President or a Vice President, and all checks shall be executed on behalf of the Association by such officers, agents or other persons as are from time to time so authorized by the Board of Directors.

 7. Seal. The Board of Directors may provide a suitable corporate seal containing the name of the Association, which seal shall be in the charge of the Secretary. If so directed by the Board of Directors duplicate seal may be kept and used by the Treasurer or any assistant secretary or assistant treasurer.

ARTICLE XI

Amendment

 1. Amendments. Subject to the other limitations set forth in these By-Laws, these By-Laws may be amended by the members then in good standing entitled to cast not less than sixty percent (60%) of the total votes of the membership.

 2. Proposal of Amendments. Amendments to these By-Laws may be proposed by the Board of Directors of the Association or by petition signed by members holding at least twenty-five percent (25%) of the total votes of the membership, which petition shall be delivered to the Secretary. A description of any proposed amendment shall accompany the notice of any annual or special meeting of the members at which such proposed amendment is to be considered and voted upon.

Approved by Members on, and dated as of, May 18, 2019.

*Note to Art. III, Sec 1. Membership. An amendment to replace the words “or proposed” with “and recorded” was inadvertently omitted from the text of this provision submitted to the Membership for approval at the special meeting dated May 18, 2019. Upon the advice of counsel, the Association cannot give effect to the words “or proposed” because such language is unenforceable under the provisions of the Md. Homeowners Association Act and is superseded and controlled by Article III, Sec 1 of the Second Amended Declaration of Covenants, in accordance with Article II, Sec 2 of the By-Laws. The Association intends to correct this language by formal amendment the next time other By-Law amendments are proposed for approval by the Membership.*