

# BY-LAWS

of

## WOODSTREAM EAST HOMEOWNERS ASSOCIATION, INC.

### Article I

Section 1. Name and Location. The name of this corporation is WOODSTREAM EAST HOMEOWNERS ASSOCIATION, INC. Its principal place of business and mailing address is P. O. Box 1006, Seabrook, Maryland 20706-1006. Said principal office may be changed by the Board of Directors at any time and from time to time. The corporation is a non-profit, non-stock corporation organized under the laws of the State of Maryland. The Corporation may have such other offices within or without the State of Maryland as the Board of Directors or the Members may from time to time designate. This Corporation shall be the Association described in the Declaration, and for purposes of identification shall be hereinafter referred to in these By-Laws as the "Corporation".

Section 2. Applicability. These By-Laws and each provision thereof shall be applicable to all Lots and Members within the community known as "WOODSTREAM EAST", situate in Prince George's County, Maryland, and described in the Declaration.

### Article II

Section 1. "Declaration" as used herein, means that certain Declaration of Covenants, Conditions and Restrictions made the 20th day of March, 1980 by Northridge Limited Partnership, a Maryland Limited Partnership, recorded among the Land Records of Prince George's County, Maryland, and any declaration amendatory or supplementary thereto and also the Declaration of Ratification and Imposition of Covenants dated the 28th day of March, 1980 and recorded among the aforesaid Land Records.

Section 2. "Owner" means any person to whom fee simple title to all or any part of the property is conveyed other than those holding title or an interest therein solely as security for the performance of an obligation.

Section 3. "Occupant" shall mean any person owning, leasing or otherwise occupying a dwelling unit situate on the property.

Section 4. "The Property" shall mean all that real property described in Schedule "A" to the Declaration together with such additions thereto as may be hereafter made.

Section 5. "Lot" shall refer to any building or portion of a building situate on the Property and designed and intended for use and occupancy as a residence by a single family. Lot shall include the land underlying and appurtenant to the building to the extent the same is owned by the owner of the building.

Section 6: "Association" shall mean the homeowner's association, (i) created pursuant to, or in accordance with, the Declaration of Covenants, Conditions and Restrictions, (ii) formed for the purpose of preserving, maintaining and managing residential and ancillary areas within the Property and any annexation thereto, and (iii) membership in which is appurtenant to a Lot within the Property. Association shall be synonymous with "Corporation".

Section 7. "Member" shall mean and refer to every person, group of persons or entity who holds membership in the Corporation.

Section 8. "Common Area" shall mean any portion of the Property held by the Corporation for the use and benefit of the Members. Common Areas shall include, by way of illustration and not of limitation, parking areas, roadways, pathways, green areas, and the like.

Section 9. "Person" shall mean any individual, firm, corporation, partnership, association, trust or other legal entity or any combination thereof.

Section 10. "Community" shall mean the development known as "Woodstream East" situate on the property.

Section 11. "Manager or Management Agent" shall mean and refer to that person retained by the Corporation to provide maintenance and management services (including the collecting and disbursing of Corporation funds upon appropriate direction therefor) for the Community.

Section 12. Any other term used in these By-Laws shall have the same meaning as set forth in the Declaration except where said meaning is clearly inappropriate.

## Article III

### Membership

Section 1. Members. Every person, group of persons, corporation, trust, firm, partnership, association or other legal entity, or any combination thereof, which owns or occupies a Lot within that portion of the community subject to the Declaration shall be a member of the Corporation, provided, however, that any person, group of persons, corporation, trust, firm, partnership, association or other legal entity or any combination thereof, which holds such interest solely as security for the performance of an obligation shall not be a member solely by reason of such interest. Occupants, lessees of a record owner, shall not be members of the Corporation but shall, nevertheless, be bound by the provisions of these By-Laws.

Section 2. Liquidation Rights. In the event of any voluntary or involuntary dissolution of the Corporation, the assets of the Corporation shall be distributed to an appropriate public agency to be used for similar purposes to those for which this corporation was created. In the event that such distribution is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization organized and operated for such similar purposes.

Section 3. Method of Voting Membership Held By More Than One Person. In the event a membership is held by more than one person, that membership shall, nevertheless, be entitled to only one indivisible vote. The method of voting such membership shall be as described in Articles IV, Section 7 of these By-Laws.

## Article IV

### Meeting of Members

Section 1. Place of Meeting. Meetings of the membership shall be held at the principal office or place of business of the corporation or at such other suitable place convenient to the membership as may be designated by the Board of Directors.

Section 2. Annual Meetings. The first annual meeting of the members of the Corporation shall be held at such time as the event, within one (1) year following the date of filing of the Articles of Incorporation with the State Department of Assessments and Taxation of Maryland. Thereafter, the annual meetings of the members of the Corporation shall be held on such date as the Board of Directors may determine but not less than three nor more than five months after the last day of the Corporation's fiscal year. If the Board of Directors shall fail to set a date for the annual meeting, in any year, then such meeting for that year shall be held at 7:30 p.m. on the third Wednesday of September. At such meeting there shall be elected by ballot of the members a Board of Directors in accordance with the requirements of Section 5 of Article V of these By-Laws. The members may also transact such other business of the Corporation as may properly come before them.

Section 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 members representing at least twenty percent (20%) of the total memberships entitled to vote having been presented to the Secretary. 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.

Section 4. Notice of Meetings. It shall be the duty of the Secretary to mail 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 address as it appears on the membership books of the Corporation, or if no address appears, at his last known place of address, at least ten but not more than ninety days prior to such meeting. Service may also be accomplished by the delivery of any such notice to the member at his Unit or last known address. 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.

Section 5. Quorum. The presence, either in person or by proxy, of members entitled to cast one-tenth of the votes shall be requisite for, and shall constitute a quorum for the transaction of business at all meetings of members unless a greater number is provided by the Articles of Incorporation, the Declaration or these By-Laws.

Section 6. 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, except as otherwise provided by law, adjourn the meeting to a time not less than forty-eight (48) hours from the time the original meeting was called.

Section 7. Voting. At every meeting of the members, each of the members shall have the right to cast one vote for each membership which he owns on each question. The vote of the members representing fifty-one percent (51%) of the membership present and voting at the meeting, in person or by proxy, shall be necessary to decide any question brought before such meeting, unless the question is one upon which, by express provision of statute 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. The vote for any membership which is owned by more than one person may be exercised by any of them present at any meeting unless any objection or protest by any other owner of such membership is noted at such meeting. In the event all of the co-owners of any membership who are present at any meeting of the members are

unable to agree on the manner in which the vote for such membership shall be cast on any question, then such vote shall not be counted for purposes of deciding that question. In the event that the 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 attested by the secretary or an assistant secretary of such corporation and filed with the Secretary of the Corporation prior to the meeting. 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 if the books or management accounts shown such member to be more than sixty days delinquent in any payment due the Corporation. No vote may be divided into fractional votes on any question.

Section 8. Proxies. A member may appoint any other member or Management Agent as his 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 or by statute, any proxy shall continue until revoked by a written notice of revocation filed with the Secretary, by the death of the member, or by conveyance of the Lot to which the membership is appurtenant.

Section 9. Rights of Mortgagees. Any institutional mortgagee of any Lot who desires notice of the annual and special meetings of the members shall notify the Secretary to that effect by registered mail, return receipt requested. Any such notice shall contain the name and post office address of such institutional mortgagee and the name of the person to whom notice of the annual and special meetings of the members should be addressed. The Secretary of the Corporation shall maintain a roster of all institutional mortgages from whom such notices are received and it shall be the duty of the Secretary to mail or otherwise cause the delivery of a notice of each annual or special meeting of the members to each such institutional mortgagee, in the same manner, and subject to the same requirements and limitations as are provided in Section 4 of this Article for notice to the members. Any such institutional mortgagee shall be entitled to designate a representative to attend any annual or special meeting of the members and such representative may participate in the discussion at any such meeting and may, upon his request made to the Chairman in advance of the meeting, address the members present at any such meeting. Such representatives shall have no voting rights at any such meeting.

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

- (a) Roll Call and certification of proxies.
- (b) Proof of notice of meeting or waiver of notice.
- (c) Reading of minutes of preceding meeting.
- (d) Reports of officer, if any.
- (e) Reports of committees, if any.
- (f) Election or appointment of inspectors of election.
- (g) Election of Directors
- (h) Unfinished business
- (i) New business

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

# Article V

## Directors

Section 1. Number and Qualification. The affairs of the Corporation shall be governed by the Board of Directors composed of at least three (3) natural persons and not more than seven (7) natural persons, a majority of whom (after the first annual meeting of members) shall be members of the Corporation.

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

To provide for the

(a) care, upkeep, and surveillance of the Common Areas and Recreation Facilities in a manner consistent with the law the provisions of these By-Laws, and the Declaration.

(b) establishment and collection of assessments and/or carrying charges from the members and for the assessment and/or enforcement of liens therefor in a manner consistent with law and the provisions of these By-Laws and the Declaration.

(c) designation, hiring and/or dismissal of the personnel necessary for the good working order of the Community and for the proper care of the and to provide services for the Community in a manner consistent with law and the provisions of these By-Laws and the Declaration.

(d) 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 Recreation Facilities as are designated to prevent unreasonable interference with the use and occupancy of the Community by the members, all of which shall be consistent with law and the provisions of these By-Laws and the Declaration.

Section 3. Management Agent. The Board of Directors may employ for the Corporation a management agent (the "Management Agent") at a rate of compensation approved by the Board of Directors to perform such duties and services as the Board of Directors shall from time to time authorize in writing. Any agreement with any such management agent shall provide for a maximum term of one year and be terminated without cause upon 90 days notice.

Section 4. Budget. The Board of Directors, with the assistance of counsel and the Management Agent, shall prepare and adopt a budget for each annual assessment period which shall include estimates of the funds required by the Corporation to meet its annual expenses for that period and shall include reasonable reserves for repair and replacement. The budget herein required to be prepared and adopted by the Board of Directors shall be in format consistent with the classification of the accounts of the Corporation, and shall provide for sufficient estimates, on a consistent periodic basis, to permit comparison to and analysis of deviations from the various periodic reports of the actual results of operations and the actual financial condition of the Corporation, on both a current basis and for prior corresponding periods, all in accordance with generally accepted accounting practices, consistently applied. Copies of the budget shall be available for examination by the members and by their duly authorized agents and attorneys, and by the institutional holder of any first mortgage on any Lot in the project and by their duly authorized agents and attorneys, during normal business hours, for purposes reasonably related to their respective interests.

Section 5. Election and Term of Office. The term of the Directors named in the Incorporation shall expire when their successors have been elected at the first annual meeting and are duly qualified. Thereafter, the membership shall determine the number of Directors with these By-Laws, who shall constitute the Board of Directors, and shall elect a Board of Directors to serve until the next annual meeting. The term of office of each Director shall be for a period of one year and until their successors have been elected and hold their first meeting.

Section 6. 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 Board of Directors, even though they may constitute less than a quorum; and each person so elected shall serve as a Director until a successor is elected by the members at the next annual meeting.

Section 7. Removal of Directors. At a regular meeting or special meeting, duly called for that purpose, any Director may be removed with or without cause by the affirmative vote of the majority of the entire regular membership of record 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 a reasonable opportunity to be heard at the meeting.

Section 8. Compensation. No compensation shall be paid to Directors for their services as Directors. No remuneration shall be paid to any Director for services performed by him for the Corporation in any capacity unless a resolution authorizing such remuneration shall have been adopted by the Board of Directors before the services are undertaken.

Section 9. 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 place at which such Directors were elected, and no notice shall be necessary to the newly elected Directors to constitute such meeting, provided a majority of the whole Board of Directors shall be present.

Section 10. Regular Meetings. Regular meetings of the Board of Directors may be called at any time and place as shall be determined from time to time by a majority of the Directors, but such meetings shall be held during each fiscal year. Notice of regular meetings of the Board of Directors shall be given to each Director, personally or by mail, telephone or telegraph, at least six (6) days before the day named for such meeting.

Section 11. Special Meetings. Special meetings of the Board of Directors may be called by the President or the Chairman of the Board of Directors on three (3) days' notice to each Director, personally or by mail, telephone or telegraph, which notice shall state the time, place (as hereinafter provided) and purpose of the meeting. Special meetings of the Board of Directors shall be called by the President or Secretary in like manner and on like notice on the written request of at least one-third (1/3) of the Directors.

Section 12. Waiver of Notice. Before or at any meeting of the Board of Directors, any Director may, in writing, waive notice of such meeting and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a Director at any meeting of the Board of Directors shall be deemed a waiver by him of the time, place and purpose thereof. If all the Directors are present at any meeting of the Board of Directors, no notice shall be required and any business which may properly come before the Board of Directors at such meeting may be transacted.

Section 13. 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 and voting at a meeting at which a quorum is present shall be the acts of the Board of Directors. If at any meeting of the Board of Directors there be less than a quorum present, the majority of those present may adjourn the meeting from time to time. At any such meeting, any business which might have been transacted at the meeting as originally called may be transacted without further notice.

Section 14. 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.

Section 15. Fidelity Bonds. The Board of Directors shall require that all officers and employees of the Corporation handling or responsible for corporate or trust funds shall furnish adequate fidelity bonds. The premiums on such bonds shall be paid by the Corporation.

## Article VI

### Officers

Section 1. Designation. The principal officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer, all of whom shall be elected by the Board of Directors. Prior to the first annual meeting of members, the officers of the Corporation need not be members of the Corporation. Thereafter, except for the President, the officers of the Corporation need not be members of the Corporation.

Section 2. Election of Officers. The officers of the Corporation 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.

Section 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 any special meeting of the Board of Directors called for such purpose.

Section 4. President. The President shall be the chief executive officer of the Corporation. 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 vested in the office of president of a corporation, including, but not limited to, the power to appoint committees from among the membership from time to time as he may, in his discretion, decide is appropriate to assist in the conduct of the affairs of the Corporation.

Section 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 perform such other duties as shall from time to time be delegated to him by the Board of Directors.

Section 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 Corporation; he shall have custody of the seal of the Corporation; he 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 the duties incident to the office of Secretary.

Section 7. Treasurer. The Treasurer shall have responsibility for corporate funds and securities and shall be responsible for keeping full and accurate accounts of all receipts and disbursements in books belonging to the Corporation. He shall be responsible for the deposit of all moneys and other valuable effects in the name, and to the credit, of the Corporation, in such depositories as may from time to time be designated by the Board of Directors.

## Article VII

### Liability and Indemnification of Officers and Directors

Section 1. Liability and Indemnification of Officers and Directors. The Corporation shall indemnify every officer and director of the Corporation 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 Corporation) to which he may be made a party by reason of being or having been an officer or director of the Corporation whether or not such person is an officer or director at the time such expenses are incurred. The officers and directors of the Corporation shall not be liable to the members of the Corporation for any mistake of judgment, negligence, or otherwise, except for their own individual willful misconduct or bad faith. The officers and directors of the Corporation shall have no personal liability with respect to any contract or other commitment made by them, in good faith, on behalf of the Corporation (except to the extent that such officers or directors may also be owners of units) and the Corporation 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 Corporation, or former officer or director of the Corporation may be entitled.

Section 2. Common or Interested Directors. The Directors shall exercise their powers and duties in good faith and with a view to the interests of the Corporation. No contract or other transaction between the Corporation and one or more of its Directors, or between the Corporation and any corporation, firm or association in which one or more of the Directors of this Corporation are directors or officers or are pecuniarily or otherwise interested, is either void or voidable because such Director or Directors are present at the meeting of the Board of Directors or Directors of any committee thereof which authorizes or approves the contract or transaction, or because his or their votes are counted for such purposes, if any of the conditions specified in any of the following subparagraphs exist:

(a) The fact of the common directorate or interest is disclosed or known to the Board of Directors or a majority thereof or noted in the Minutes and the Board authorizes, approves, or ratifies such contract or transaction in good faith by a vote sufficient for the purpose; or

(b) The fact of the common directorate or interest is disclosed or known to the members, or a majority thereof, and they approve or ratify the contract or transaction in good faith by a vote sufficient for the purpose.

Common or interest Directors may be counted in determining the presence of a quorum of any meeting of the Board of Directors or committee thereof which authorizes, approves or ratifies any contract or transaction, and may vote thereat to authorize any contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.



# Article VIII

## Management

Section 1. Management and Common Expenses. The corporation, acting by and through its Board of Directors, shall manage, operate and maintain the Common Areas and Recreation Facilities and, for the benefit of the units and the owners thereof, shall enforce the provisions hereof and shall pay out of the common expense fund hereinelsewhere provided for, the following:

(a) The cost of providing water, sewer, garbage and trash collection, electrical and other necessary utility services for the Common Areas and Recreation Facilities.

(b) The cost of fire and extended liability insurance for the Common Areas and Recreation Facilities and the cost of such other insurance as the Corporation may effect.

(c) The cost of the services of a person or firm to manage the project together with the services of such other personnel as the Board of Directors of the Corporation shall consider necessary for the operation of the project.

(d) The cost of providing such legal and accounting services as may be considered necessary to the operation of the corporation.

(e) The cost of painting, maintaining replacing, repairing and landscaping the Common Areas and Recreation Facilities and such furnishings and equipment as the Board of Directors shall determine are necessary and proper, and the Board of Directors shall have the exclusive right and duty to acquire the same; provided, however, that nothing herein contained shall require the Corporation to paint, repair or otherwise maintain any lot or any fixtures, appliances or equipment located therein the maintenance of each Lot and the building on which such Lot may be located being the sole responsibility of the owner or occupant thereof.

(f) The cost of any and all other materials, supplies labor, services, maintenance, repairs, taxes, assessments or the like, which the Corporation is required to secure or pay for by law, or otherwise, or which in the discretion of the Board of Directors shall be necessary or proper for the operation of the Corporation and its property.

Section 2. Management Agent. The Corporation may, by contract in writing, delegate any of its ministerial duties, powers or functions to a Management Agent. The Corporation and the Board of Directors shall not be liable for any omission or improper exercise by the Management Agent of any such duty, power or function so delegated.

Section 3. Easements for Utilities and Related Purposes. The Corporation is authorized and empowered to grant (and shall from time to time grant) such licenses, easements and/or rights-of-way for sewer lines, water lines, electrical cables, telephone cables, television and other communication cables, internal and external wiring and antennae, gas lines, storm drains, underground conduits and/or such other purposes related to the provision of public utilities and other common services to the Property or any part thereof as may be considered necessary, appropriate or desirable by the Board of Directors for the orderly maintenance, preservation and enjoyment of the Property or for the preservation of the health, safety, convenience and/or welfare of the owners of the units. Said easements, licenses and rights-of-way shall be granted by vote of the Board of Directors of the Corporation and the Members shall not be required to approve such grants.

Section 4. Limitation of Liability. The corporation shall not be liable for any failure of utilities or other services to be obtained by the Corporation or paid for out of the common expense fund, or for injury or damage to person or property caused by the elements or by the owner of any unit, or any other person, or resulting from electricity, water, snow or ice which may leak or flow from any portion of the Property owned and/or maintained by the Corporation or from any wire, pipe, drain, conduit, appliance or equipment. The Corporation shall not be liable to the owner of any Unit for loss or damage, by theft or otherwise, of articles which may be stored upon any of the Common Areas. No diminution or abatement of common expense assessments, as herein elsewhere provided shall be claimed or allowed for inconvenience or discomfort arising from the making of repairs or improvements to the Common Areas, or to any Unit or from any action taken by the Corporation to comply with any law, ordinance or with the order or directive of any municipal or other governmental authority.

Section 5. Fiscal Year. The fiscal year of the Corporation shall be determined by the Board of Directors.

Section 6. Books and Accounts. Books and accounts of the Corporation shall be kept under the direction of the Treasurer in accordance with good accounting practices. The same shall include books with detailed accounts, in chronological order, of receipts and of the expenditures affecting the project and its administration and shall specify the maintenance and repair expenses of the Common Areas and services and of any other expenses incurred. That amount of any assessment required for payment of any capital expenditures of the Corporation shall be credited upon the books of the Corporation to the "Paid-in-Surplus" account as a capital contribution by the Members.

Section 7. Auditing. At the close of each fiscal year, the books and records of the Corporation shall be audited by an independent Certified Public Accountant whose report shall be prepared and certified in accordance with generally accepted auditing standards. Based upon such report, the Corporation shall furnish its Members with an annual financial statement, including the income and disbursements of the Corporation.

Section 8. Inspection of Books. The books and accounts of the Corporation, and vouchers accrediting the entries made thereupon, shall be available for examination by the Members of the Association, attorneys and to the institutional holder of any first mortgage or any unit and/or its duly authorized agents or attorneys, during normal business hours and for purposes reasonably related to their interests as Members.

Section 9. Execution of Corporate Documents. With the prior authorization of the Board of Directors, all notes and contracts shall be executed on behalf of the Corporation by either the President or 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 authorized by the Board of Directors.

## Article IX

### Use Restrictions

Section 1. Residential Use. All lots shall be used for private, single household, residential purposes exclusively, except for such non-residential uses as may be permitted by the Board of Directors and the Zoning Ordinances of Prince George's County.

Section 2. Leasing. No lot within the project shall be rented for transient or hotel purposes or in any event for an initial period of less than twelve (12) months. No portion of any lot (other than the entire lot) shall be leased for any period. Any owner of any lot who shall lease such lot shall, promptly

following the execution of any such lease, forward a conformed copy thereof to the Board of Directors. Any such lease shall contain a provision to the effect that the rights of the tenant to use and occupy the lot shall be subject and subordinate in all respects to the provisions of the Declaration and these By-Laws and to such rules and regulations relating to the use of the Common Areas or other "house rules" as the Board of Directors may from time to time promulgate. The provisions of this subsection shall not apply to any institutional mortgagee of any lot who comes into possession of the lot as a result of a foreclosure sale or as a result of any proceeding in lieu of foreclosure.

Section 3. Rule-Making Authority. Set forth in the Declaration are various specific restrictions on the use to which any Owner or Occupant may put his Lot and/or the Common Areas and Recreation Facilities. The Corporation, acting either by vote of its Board of Directors or its Members so entitled to vote, or both shall have the right to promulgate rules and regulations implementing and supplementing said restrictions and such rules and regulations shall have the same force and effect as if they were incorporated into the Declaration. Except where immediate implementation is necessary to prevent injury to the health, safety or welfare of persons or to prevent damage or waste to Property, such rules and regulations shall be displayed for thirty days after their promulgation prior to becoming effective.

## Article X

### Destruction and Damage

Section 1. Use of Insurance Proceeds. In the event of damage or destruction by fire or other casualty, the same shall be promptly repaired or reconstructed in substantial conformity with the original plans and specifications with the proceeds of insurance available for that purpose, if any.

Section 2. Proceeds Insufficient. In the event that the proceeds of insurance are not sufficient to repair damage or destruction by fire or other casualty, or in the event such damage or destruction is caused by any casualty not herein required to be insured against, then the repair or reconstruction of the damaged Common Areas shall be accomplished promptly by the Corporation at its common expense. The ratable share of the expense of such repairs or reconstruction may be assessed and the lien for the same shall have all the priorities provided for in the Declaration.

## Article XI

### Architectural Control

Section 1. Architectural Control Committee. Each Owner of a Lot in the Community by virtue of his acceptance of a warranty deed, acknowledges the necessity of maintaining the physical appearance and image of the entire residential community as a quality residential community. Except for purposes of proper maintenance and repair or as otherwise in these By-Laws provided, it shall be prohibited to install, erect, attach, apply, paste, hinge, screw, nail, build, alter, plant, remove or construct any lighting, shades, screens, awnings, patio covers, decorations, fences, hedges, landscaping, features, walls, aerials, antennas, radio or television broadcasting or receiving devices, slabs, sidewalks, curbs, gutters, patios, balconies, porches, driveways, walls to make any change or otherwise alter (including any alteration in color) in any manner whatsoever the exterior of any lot or upon any of the Common Areas within the project or of any lot or upon any of the Common areas within the project or to combine or otherwise join two or more lots,

or to partition the same after combination, or to remove or alter any windows or exterior doors of any lot, or to make any change or alteration within any lot which will alter the structural integrity of a building or otherwise affect the property, interest or welfare of any other lot owner, materially increase the cost of operating or insuring the property or impair any easement, until the complete plans and specifications, showing the location, nature, shape, height, material color, type of construction and/or any other proposed form of change including, without limitation, any other information specified by the Board of Directors (or its designated committee) shall have been submitted to and approved in writing as to safety, the effect of any such alterations on the costs of maintaining and insuring the property and harmony of design, color and location in relation to surrounding structures and topography by the Board of Directors or by an architectural control committee designated by it.

Section 2. Architectural Control Committee - Operation. The Architectural Control Committee shall be composed of three (3) or more natural persons designated from time to time by the Board of Directors of the Corporation and such persons shall serve at the pleasure of the Board of Directors. In the event the Board of Directors fails to appoint an Architectural Control Committee, then the Board of Directors shall constitute the Committee. The affirmative vote of a majority of the members of the Architectural Control Committee shall be required in order to adopt or promulgate any rule or regulation, or to make any finding, determination, ruling or order, or to issue any permit, consent, authorization, approval or the like pursuant to the authority contained in this Article.

Section 3. Approvals, etc. Upon approval by the Architectural Control Committee of any plans and specifications submitted pursuant to the provisions of this Article, a copy of such plans and specifications, as approved, shall be deposited among the permanent records of such Committee and a copy of such plans and specifications bearing such approval, in writing, shall be returned to the applicant submitting the same. In the event the Architectural Control Committee fails to approve or disapprove any plans and specifications which may be submitted to it pursuant to the provisions of this Article within thirty (30) days after such plans and specifications (and all other materials and information required by the Architectural Control Committee) have been submitted to it in writing, then approval will not be required and this Article will be deemed to have been fully complied with.

Section 4. Limitations. Construction or alterations in accordance with plans and specifications approved by the Architectural Control Committee pursuant to the provisions of this Article shall be commenced within six (6) months following the date upon which the same are approved by the Architectural Control Committee (whether by affirmative action or by forbearance from action, as in Section 3 of this Article provided), and shall be substantially completed within twelve (12) months following the date of commencement, or within such longer period as the Architectural Control Committee shall specify in its approval. In the event construction is not commenced within the period aforesaid, then approval of the plans and specifications by the Architectural Control Committee shall be conclusively deemed to have lapsed and compliance with the provisions of this Article shall again be required. There shall be no deviations from plans and specifications approved by the Architectural Control Committee without the prior consent in writing of the Architectural Control Committee. Approval of any particular plans and specifications or design shall not be construed as a waiver of the right of the Architectural Control Committee to disapprove such plans and specifications, or any elements or features thereof, in the event such plans and specifications are subsequently submitted for use in any other instance.

Section 5. Certificate of Compliance. Upon the completion of any construction or alterations or other improvements or structure in accordance with plans and specifications approved by the Architectural Control Committee in accordance with the provisions of this Article, the Architectural Control Committee shall, at the request of the owner thereof, issue a certificate of compliance which shall be prima facie evidence that such constructions, alteration or other improvements referenced in such certificate have been approved by the Architectural Control Committee and constructed or installed in full compliance with the provisions of this Article and with such other provisions and requirements of these By-Laws as may be applicable.

Section 6. Rules and Regulations, etc. The Architectural Control Committee shall from time to time adopt and promulgate such rules and regulations regarding the form and content of plans and specifications to be submitted for approval and may publish such statements of policy, standards, guidelines and/or establish such criteria relative to architectural styles or details, or other matters, as it may consider necessary or appropriate. No such rules, regulations, statements, criteria or the like shall be construed as a waiver of the provisions of this Article or any other provision or requirement of these By-Laws. The Architectural Control Committee may charge and collect a reasonable fee for the examination of any plans and specifications submitted for approval pursuant to the provisions of this Article. The decisions of the Architectural Control Committee shall be final except that any member who is aggrieved by any action or forbearance from action by the Architectural Control Committee may appeal the decision of the Architectural Control Committee to the Board of Directors and, upon the request of such member, shall be entitled to a hearing before the Board of Directors. Two-thirds (2/3) of the Board of Directors shall be required to reverse the decision of the Architectural Control Committee.

## Article XII

### Amendment and Approvals

Section 1. Amendments by Members. These By-Laws may be amended by the affirmative vote of Members representing sixty-six and two-thirds percent (66-2/3%) or more of the votes at any meeting of the members duly called for such purpose.

Section 2. FHA/VA Approval. Any such sale, transfer, assignment, dedication or donation of any common areas or facilities, or any part thereof, in fee or otherwise, by the Association shall require approval of the Prince George's County Planning Board of the Maryland-National Capital Park and Planning Commission, said approval not to be unreasonably withheld. Furthermore, the Commission shall have the right to bring any action for any legal or equitable relief necessary to enforce the aforementioned rights. In addition, the rights, privileges and obligations afforded to the Prince George's County Planning Board of the Maryland National Capital Park and Planning Commission set forth herein shall not be subject to any amendment procedures.

## Article XIII

### Mortgages - Notices

Section 1. Notice to Board of Directors. Any owner of any lot in the Community who mortgages such lot shall promptly notify the Board of Directors of the name and address of his mortgagee and, if requested to do so, shall file a conformed copy of such mortgage with the Board of Directors. The Board of Directors shall maintain suitable records pertaining to such mortgages.

Section 2. Consents. Any other provision of these By-Laws or of the Declaration to the contrary notwithstanding, the Corporation shall not, and neither the members except by the consent of 75% thereof or the consent of 75% of all first mortgagees of record shall take any of the following actions:

- (a) abandon or terminate the Common Areas or Recreation Facilities; or
- (b) materially modify or amend the provisions of these By-Laws or of the Declaration; or

(c) modify the method of determining and collecting common expense assessments and/or other assessments as provided in the Declaration; or

(d) partition, subdivide, transfer or otherwise dispose of any of the common Areas or Recreation Facilities; or

(e) resolve to use the proceeds of casualty insurance for any purpose other than the repair or restoration of the Common Areas or Recreation Facilities.

Section 3. Definition. As used in this Article, the term "mortgagee" shall mean any mortgagee and shall not be limited to institutional mortgagees and the term "Mortgage" shall include a deed of trust. As used generally in these By-Laws, the term "institutional holder" or "institutional mortgagee" shall include banks, trust companies, insurance companies, savings and loan associations, pension funds and any corporation, including a corporation of, or affiliated with, the United States Government, or any agency thereof.

## Article XIV

### Interpretation - Miscellaneous

Section 1. Conflict. These By-Laws are subordinate and subject in all respects to the provisions of the Declaration. All of the terms hereof, except where clearly repugnant to the context, shall have the same meaning as in the Declaration. In the event of any conflict between these By-Laws and the Declaration the provisions of the Declaration shall control. The provisions of the Declaration are incorporated hereby by reference.

Section 2. Notices. Unless another type of notice is herein elsewhere specifically provided for, any and all notices called for in the Declaration and in these By-Laws shall be given in writing.

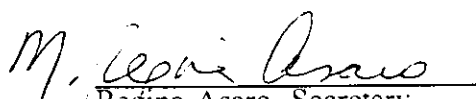
Section 3. Severability. In the event any provision or provisions of these By-Laws shall be determined to be invalid, void or unenforceable, such determination shall not render invalid, void or unenforceable any other provisions hereof which can be given effect.


Section 4. Waiver. No restriction, condition, obligation or provision of these By-Laws shall be deemed to have been abrogated or waived by reason of any failure or failures to enforce the same.

Section 5. Captions. The captions and headings contained in these By-Laws are for convenience only and 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.

Section 6. 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.

This is to certify that the foregoing Bylaws were approved by the Woodstream East Homeowners Association on September 20, 1995.

  
Regina Asaro, Secretary

  
Karen L. Thomas, President