

Current

AMENDED AND RESTATED
BYLAWS
OF
THE SOUTHLAND HILLS IMPROVEMENT ASSOCIATION OF
BALTIMORE COUNTY, INC.

ARTICLE I - MEMBERS AND MEMBERSHIP

Section 1. Membership in the Association shall be limited to persons residing in the area designated as "Southland Hills" on the land records of Baltimore County. Additionally, in the discretion of the the Board of Directors of the Association from time to time, an offer of membership may be tendered to persons residing in residential developments contiguous to the area generally known as Southland Hills.

Section 2. Subject to Article VI, the rights and privileges of membership in the Association shall be extended to any two adult residents of any residential household within the geographical boundaries of the Association. The Board of Directors of the Association, from time to time, may waive the provisions of this section, but only as to the number of residents from each household eligible for membership.

ARTICLE II - MEETINGS

Section 1. Annual Meeting. The Annual Meeting of the Association shall be held on the first Sunday of June, or any other Sunday in June as may be determined by the Board of Directors in its discretion. The purpose of the Annual Meeting shall be for the election of Directors and Officers and for the transaction of any other business which may properly come before the meeting.

Section 2. Special Meetings. Special Meetings of the Association may be called at any time by the President or by a majority of the Board of Directors. No business not related to the purpose of the Special Meeting may be conducted at such meeting.

Section 3. Notice of Meeting. Notice of each Annual and Special Meeting shall be given in writing at least ten days in advance of the date of such meeting. Notice shall be deemed given to each member of the Association by delivery of the Notice to each member's residence. Each such Notice shall contain the place, date and time of the meeting as well as the purpose therefor.

Section 4. Waiver of Notice. The Board of Directors, by unanimous vote, may waive the provisions of Section 3 herein if, in its discretion, it believes that the Association may be prejudiced in a matter pending for a Special Meeting because of the Notice requirement. In such case, notice of such Special Meeting may be given as prescribed herein two days prior to the date of such meeting.

Section 5. Quorum. The presence of ten percent of the members eligible and entitled to vote at any Annual or Special Meeting shall be necessary to form a quorum for the transaction of business properly coming before the meeting.

Section 6. Voting. Each member of the Association shall be entitled to one vote, however, only those members from residences for which current dues have been paid as of the date of the meeting shall be entitled to vote. The records of the Treasurer shall be considered as to the payment of dues. Election of Directors, the passage of Resolutions and the transaction of any business properly coming before the meeting shall be accomplished by the affirmative vote of a majority of the members present at the meeting. All voting shall be by voice vote unless the majority of members present elect to vote by secret ballot. There shall be no vote by proxy.

ARTICLE III - DIRECTORS

Section 1. Powers. The Board of Directors shall have the control and management of the affairs, business and properties of the Association. They shall have and exercise in the name of the Association and on behalf of the Association all the rights and privileges legally exercisable by the Association, except as otherwise provided by law, by the Charter or by these bylaws.

Section 2. Number. There shall be fourteen directors. The number of directors may be decreased to not less than seven or increased to not more than twenty from time to time by amendment of this bylaw by the Board of Directors. Each director shall serve until the next annual meeting of the Association or until his or her successor shall be elected and shall have qualified. The immediate Past President shall be an ex officio director.

Section 3. Term. Directors shall be elected for an original term of ^{two} ~~two consecutive~~ years.

Section 4. Vacancies. If the office of a director becomes vacant, or if the number of directors is increased, such vacancy may be filled by the Board by a vote of a majority of directors then in office.

Section 5. Meetings. The Board of Directors shall meet at least six times during each twelve month period beginning after the Annual Meeting. The Board shall meet at the call of the President at such place and time as determined by the President.

Section 6. Notice of Meeting. Notice of the place, date and time of each meeting shall be given orally or in writing to each director by the President at least two days prior to such meeting.

Section 7. Quorum. A majority of the Board of Directors shall constitute a quorum.

Section 8. Removal. Any director may be removed from office by the vote of a majority of the members eligible to vote at any Special Meeting called for the purpose of such removal. Any vacancy created by such removal of a director shall be filled by the Board of Directors as provided in Section 4 herein.

ARTICLE IV - OFFICERS

Section 1. The elected officers of the Association shall be the President, Vice President, Recording Secretary, Corresponding Secretary and the Treasurer. The immediate Past President shall be an ex officio officer. Each officer shall be a director of the

Association and shall be elected to such office at the Annual Meeting. Each officer shall serve for a term of one year and may be elected to two consecutive terms in the same office.

Section 2. President. The President shall be the Chief Executive Officer of the Association and shall preside at all meetings of the Association and the Board of Directors.

Section 3. Vice President. The Vice President shall perform all the duties of the President in his or her absence and shall perform such other duties as assigned from time to time by the President or Board of Directors.

Section 4. Recording Secretary. The Recording Secretary shall be the Custodian of Records of the Association, shall keep minutes of all meetings of the Association and Board of Directors, and may, where appropriate, attest to the signature of any other officer of the Association on any document.

Section 5. Treasurer. The Treasurer shall have responsibility for collection and disbursement of all funds of the Association, all at the direction of the Board of Directors. The Treasurer shall prepare a report of the periodic financial condition of the Association for presentation at each Board meeting and at the Annual Meeting. The Treasurer shall at all times be bonded by a regulated insurance company in an amount to be established, from time to time, by the Board of Directors.

Section 7. Vacancies. If an office becomes vacant, such vacancy may be filled by the Board by a vote of a majority of directors then in office.

ARTICLE V - COMMITTEES

Section 1. Nominating Committee. At least sixty days prior to the Annual Meeting, the President, with the consent of a majority of the Board of Directors, shall appoint a Nominating Committee. The Nominating Committee shall propose a slate of directors and officers to be voted upon for their appropriate terms at the Annual Meeting. The recommendations of the Nominating Committee shall be disclosed to the members in the

manner provided for in Article II, Section 3 hereof. Nothing herein shall preclude nomination of members not on the slate from the floor at the Annual Meeting, except that each member so nominated must receive a secondary nomination.

Section 2. Other Committees. The Board of Directors may create such other Committees as it deems desirable from time to time.

ARTICLE VI - DUES

Section 1. Dues. The Board of Directors may, in its discretion, establish the amount and method of payment of dues payable by members to entitle them to full membership privileges in the Association. The amount of any dues assessed shall be established equally on a residential household, and not a per member, basis.

ARTICLE VII - SUNDRY PROVISIONS

Section 1. Directory. Once during each term of office, the Officers shall examine the membership rolls of the Association and determine to publish a revised "Southland Hills Directory" or to publish an amendment to the then existing Southland Hills Directory.

Section 2. Amendment of Bylaws. Except for the powers reserved to the Board of Directors under Article III, Section 2, these bylaws may be amended or revoked at any Annual or Special meeting by a vote of two thirds of the members present and eligible to vote.