

BYLAWS
WASHINGTONIAN WOODS HOMEOWNERS ASSOCIATION

ARTICLE I

NAME AND LOCATION. The name of the Corporation is WASHINGTONIAN WOODS HOMEOWNERS ASSOCIATION, INC., hereinafter referred to as the "Association". The principal office of the Association shall be located at 932 Hungerford Drive, Suite 31B, Rockville, Maryland 20850, but meetings of Members and Directors may be held at such places within the State of Maryland, County of Montgomery, as may be designated by the Board of Directors.

ARTICLE II
DEFINITIONS

Definitions are provided in Article I, Sections 1 through 11 of the Declaration of Covenants, Easements, and Restrictions recorded among the Land Records of Montgomery County, Maryland.

ARTICLE III
MEETING OF MEMBERS

Section 1: Annual Meetings. The first annual meeting of the Members shall be held within one (1) year from the date of incorporation of the Association on such date as the Board of Directors shall designate and each subsequent regular annual meeting of the Members shall be held on the same day of the same month of each year thereafter, at the hour of 8 o'clock p.m. If the day for the annual meeting of the Members is a legal holiday, the meeting will be held at the same hour on the first day following which is not a legal holiday. The Board of Directors of the Association may change the date of the annual meeting of the Members from time to time, but in no case shall the date be changed by the Board so that more than fifteen months elapse since the date of the last previous meeting.

Section 2: Special Meetings. Special meetings of the Members may be called at any time by the President or by the Board of Directors, or upon written request of the Members who are entitled to vote one-third (1/3) of all of the votes of either the Class A membership or the Class B membership.

Section 3: Notice of Meetings. Written notice of each meeting of the Members shall be given by, or at the direction of, the secretary or person authorized to call the meeting by mailing a copy of such notice, postage prepaid, at least 15 days before such meeting to each Member entitled to vote thereat, addressed to the Member's address last appearing on the books of the Association, or supplied by such Member to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting and, in the case of a special meeting, the purpose of the meeting.

Section 4: Quorum. The presence at the meeting of Members, or of proxies, entitled to cast one-third (1/3) of the votes of each class of membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these Bylaws. If, however, such quorum shall not be present or represented at any meeting,

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the Members entitled to vote thereat shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

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

ARTICLE IV BOARD OF DIRECTORS, SELECTION, TERM OF OFFICE

Section 1: Number. The affairs of this Association shall be managed by a Board of at least five (5) Directors, except for the initial Board of Directors.

Section 2: Term of Office. At the first annual meeting of the Members of the Corporation, five (5) Directors shall be elected; one of them for a term of one year, two for a term of two years, and two for a term of three years. At each annual meeting of Members thereafter, Directors shall be elected for the vacancy or vacancies then occurring for a term of three years.

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

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

ARTICLE V NOMINATION AND ELECTION OF DIRECTORS

Section 1: Nomination. Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two or more Members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting to serve until the close of the next annual meeting, and such appointment shall be announced at each annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nomination may be made from among members or non-members.

Section 2: Election. Election to the Board of Directors shall be by secret written ballot. At such election the Members or their proxies may cast, with respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted. Vacancies on the Board of Directors shall be filled by vote of the majority of the remaining Directors, even though the remaining Directors may constitute less than a

quorum, and each person so elected to fill a vacancy shall be a Director until a successor is elected at the next annual meeting to serve out the unexpired portion of the term vacated. At an annual meeting of the 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 the majority of the votes cast at the meeting in person or by proxy, and a successor may then and there be elected to fill the vacancy thus created.

ARTICLE VI MEETINGS OF DIRECTORS

Section 1: Regular Meetings. Regular meetings of the Board of Directors shall be held monthly, at such place and hour as may be fixed from time to time by resolution of the Board. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day that is not a legal holiday. It shall not be necessary to give written notice of regular meetings of the Board.

Section 2: Special Meetings. Special meetings of the Board of Directors shall be held when called by the President of the Association or by any two Directors after not less than three (3) days notice of the time, place and purpose thereof to each Director. Any Director may in writing waive notice of such meeting. Attendance by a Director at any meeting shall be a waiver of notice.

Section 3: Quorum. A majority of the number of Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

Section 4: 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 concur in writing to such action, and such consent or consents are filed with the Minutes of the proceedings of the Board of Directors.

ARTICLE VII POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1: Powers. The Board of Directors shall have the following powers:

(a) Adopt and publish rules and regulations governing the use of the Common Area and facilities, the personal conduct of the Members and their guests thereon, and to establish penalties for the infraction hereof.

(b) Suspend the voting rights and right to use the recreational facilities of a Member during any period in which such Member shall be in default in the payment of any assessment levied by the Association. Such right may also be suspended after notice and hearing for a period not to exceed 60 days for infraction of published rules and regulations. Such suspension may be appealed to a meeting of the Members; but it shall be the responsibility of the appellant to obtain the written requests necessary to call any special meeting for that purpose in accordance with the provisions of Article III, Section 2, unless the Board of Directors elects to call such meeting.

(c) Exercise for the Association all powers, duties and authority ~~vested~~ in or delegated to this Association and not reserved to the membership by other provisions of these Bylaws, the Articles of Incorporation or the Declaration, including the exercise of the power to levy assessments in accordance with the provisions of the Declaration of Covenants, Easements, and Restrictions recorded among the Land Records of Montgomery County, Maryland.

(d) Declare the office of a member of the Board of Directors to be vacant in the event that such member shall be absent from three (3) consecutive regular meetings of the Board of Directors.

(e) Employ a manager, an independent contractor, or such other employees as they deem necessary, and prescribe their duties.

(f) Grant such licenses, easements and/or rights-of-way for sewer lines, water lines, T. V. cables, electrical cables, gas lines, storm drains, underground conduits and/or such other purposes related to the provision of public utilities and/or to grant easements and/or rights-of-way for ingress, egress, regress, and access on, over, across, or under any Common Area and Lots as may be considered necessary and appropriate by the Board of Directors for the orderly maintenance, preservation and enjoyment of the common elements or for the preservation of the health, safety, convenience and/or welfare of the Owners of the Lots. The same may be granted only over those portions of the Common Areas upon which no building or structure has been erected.

Section 2: Duties. The following shall be the duties of the Board of Directors:

(a) Cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the Members at the annual meeting of the Members or any special meeting when such statement is requested in writing by one-third (1/3) of the Class A Members who are entitled to vote.

(b) Supervise all officers, agents and employees of the Association and see that their duties are properly performed.

(c) As more fully provided in the Declaration:

- (1) fix the amount of the annual assessment against each Lot at least thirty (30) days in advance of each annual assessment period;
- (2) send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period; and
- (3) cause to be filed among the Land Records Notices of Lien, foreclose the lien against any property for which assessments are not paid within thirty (30) days after due date, or as soon after that time as may be feasible or bring any action at law against the Owner personally obligated to pay the same.

(d) Issue, or cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid, and releases of liens, when the assessment, interest and reasonable attorney's fees relating thereto have been paid. A reasonable charge may be made by the Board for the issuance of these certificates of release. If a certificate states that an assessment has been paid, such certificate shall be conclusive evidence of such payment.

(e) Procure and maintain adequate liability and hazard insurance on property owned by the Association.

(f) Cause all officers or employees having fiscal responsibilities to be bonded as it may deem appropriate.

(g) Cause the Common Area and/or any easement areas to be maintained.

(h) To perform all duties that may be required of the Board of Directors by the Declaration, Articles of Incorporation and in these Bylaws.

Nothing in these Bylaws shall be deemed to require the Board of Directors to perform any particular acts of maintenance except as may be specifically set forth in the provisions of the Declaration; it being the intent of these Bylaws that the Board of Directors shall be vested with full discretion in relation thereto.

ARTICLE VIII OFFICERS AND THEIR DUTIES

Section 1: Enumeration of Offices. The officers of this Association shall be a president and a vice-president, who shall at all times be members of the Board of Directors; a secretary; a treasurer; and such other officers as the Board may from time to time by resolution create.

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

Section 3: Term. The officers of this Association shall be elected annually by the Board, and each shall hold office for one (1) year unless he shall sooner resign or shall be removed, or is otherwise disqualified to serve.

Section 4. Special Appointments. The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may from time to time determine.

Section 5: Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time by giving written notice to the Board, the President or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein. The acceptance of such resignation shall not be necessary to make it effective.

Section 6: Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he/she replaces.

Section 7: Multiple Offices. The offices of Secretary and Treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

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

President

(a) The president shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments and shall co-sign all checks and promissory notes.

Vice-President

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

Secretary

(c) The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members, keep the corporate seal of the Association and affix it on all papers requiring said seal, serve notice of meetings of the Board and of the Members, keep appropriate current records showing the Members of the Association together with their address, and shall perform such other duties as required by the Board.

Treasurer

(d) The treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors, shall sign all checks and promissory notes of the Association, keep proper books of account, cause an annual audit of the Association books to be made by a public accountant at the completion of each fiscal year, and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy of each to the Members.

ARTICLE IX
COMMITTEES

The Association shall appoint a Nominating Committee as provided in these Bylaws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

ARTICLE X
BOOKS AND RECORDS

The books, records and papers of the Association shall at all times during reasonable business hours be subject to inspection by any Member. The Declaration, the Articles of Incorporation and the Bylaws of the Association shall be

available for inspection by any Member at the principal office of the Association, where copies may be purchased at a reasonable price.

ARTICLE XI
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 Corporation by such officers, agents or other persons as are from time to time so authorized by the Board of Directors.

ARTICLE XII
COMMON AREA

Section 1: No Obstruction of Common Areas. There shall be no obstruction of any of the Common Areas. Nothing shall be stored upon any Common Area without the approval of the Board of Directors. Vehicular parking upon Common Areas shall be regulated by the Board of Directors.

Section 2: Rate of Insurance. Nothing shall be done or maintained in or upon any Common Area that will increase the rate of insurance on any Lot or Common Area, or result in the cancellation thereof, without the prior written approval of the Board of Directors. Nothing shall be done or maintained in or upon any Common Area that would be in violation of any law. No waste shall be committed upon any Common Area.

Section 3: Junk Vehicles. No junk vehicle or other vehicle on which current registration plates are not displayed shall be kept upon any Common Area, nor shall the repair or maintenance of automobiles or other vehicles be carried out thereon.

Section 4: Trash. No burning of any trash and no unreasonable or unsightly accumulation or storage of litter, new or used building materials, or trash of any other kind shall be permitted on any Common Area.

Section 5: Rules Promulgated by Board of Directors. There shall be no violation of any rule for the use of Common Areas which may from time to time be adopted by the Board of Directors and promulgated among the membership by them in writing, and the Board of Directors is hereby and elsewhere in these Bylaws authorized to adopt such rules.

ARTICLE XIII
CORPORATE SEAL

The Association shall have a seal in a circular form, having within its circumference the words:
WASHINGTONIAN WOODS HOMEOWNERS ASSOCIATION, INC.
Corporate Seal, Maryland

ARTICLE XIV
MORTGAGES; AMENDMENTS; ARTICLES OF INCORPORATION
AND DECLARATION CONTROL

Section 1: Notice to the Board of Directors. Any Owner of any Lot subject to the Declaration shall promptly notify the Board of Directors of the name and address of his mortgagees or holder of his Deed of Trust and, if requested to

do so, shall file a confirmed copy of such mortgage or Deed of Trust with the Board of Directors.

Section 2: Amendment. These Bylaws may be amended, at a regular or special meeting of the Members, by a vote of a majority of a quorum of Members present in person or by proxy, subject to the provision as to governmental approval of such amendments set forth in the Articles of Incorporation and the Declaration of the Association.

Section 3: Conflicts. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control; and in the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

ARTICLE XV
MISCELLANEOUS

The fiscal year of the Association shall begin on the first day of January and end on the thirty-first day of December of every year, except that the first fiscal year shall begin on the date of incorporation.

ARTICLE XVI
PARTY WALLS

Section 1. General Rules of Law to Apply. Each wall which is built as a part of the original construction of the homes upon the Property and placed on the dividing line between the Lots shall constitute a party wall, and, to the extent not inconsistent with the provisions of this Article, the general rules of law regarding party walls and liability for property damage due to negligence or willful acts or omissions shall apply thereto.

Section 2. Repairs and Maintenance. The cost of reasonable repair and maintenance of a party wall shall be shared by the Owners who make use of the wall in equal shares. Nothing shall be done by any Owner which impairs the structural integrity of any party wall or which diminishes the fire protection afforded by any party wall. No Owner shall use any party wall for any purpose which creates a hazard or nuisance for any other Owner who makes use of the party wall.

Section 3. Destruction by Fire or Other Casualty. If a party wall is destroyed or damaged by fire or other casualty, any Owner who has use of the wall may restore it, and if the other Owners thereafter make use of the wall, they shall contribute to the cost of restoration thereof in proportion to such use without prejudice, however, to the right of any such Owner to call for a larger contribution from the owners under any rule of law regarding liability for negligent or willful acts or omissions.

Section 4. Weatherproofing. Notwithstanding any other provision of this Article, any Owner who by his negligent or willful act causes a party wall to be exposed to the elements shall bear the whole cost of furnishing the necessary protection against such elements.

Section 5. Right to Contribution Runs With Land. The right of any Owner to contribution from any other Owner under this Article shall be appurtenant to the land and shall pass to such Owner's successors in title.

Section 6. Encroachments. If any portion of a party wall shall encroach upon any adjoining lot, or upon the common areas or community facilities, by reason of reconstruction, settlement or shifting of any building, or otherwise, a valid easement for the encroachment and for the maintenance of the same as long as the building stands, shall exist.

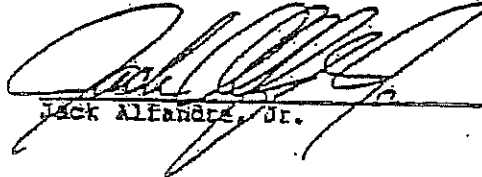
ARTICLE XVII
EASEMENT RIGHTS

General Easement. Any and all streets, walkways, roadways, parking areas, sidewalks and the like that are within the Association shall be subject to non-exclusive easements for ingress, egress and regress for the benefit of all Members of the Association, the Residents, the Declarant, their respective heirs, personal representatives and assigns.

THIS IS TO CERTIFY that the foregoing is a true and complete copy of the Bylaws of Washingtonian Woods Homeowners Association, Inc., duly adopted by the Board of Directors thereof.



Witness



Jack Alfandre, Jr.

February 10, , 1986