

BY-LAWS OF THE ROLAND PARK ROADS AND MAINTENANCE CORPORATION
Amended and Restated November, 2011

Article I. Name and Purpose

THE ROLAND PARK ROADS AND MAINTENANCE CORPORATION (Corporation) is charged with maintaining the architectural integrity of Roland Park and maintaining the property belonging to the corporation.

Article II. Stockholders

The stockholders of the Corporation shall appoint Directors to the Board.

Article III. Directors of the Board (Plat Representatives)

Section 3.01 Composition

- The property, business, and affairs of the Corporation shall be managed by a Board of no fewer than eight (8) and no more than twelve (12) residents and property owners from the numbered plats of the area known as Roland Park as recorded in the land records of Baltimore County and Baltimore City as follows:
 - Plat 1 – 2 directors
 - Plat 2 – 1 director
 - Plat 3 – 2 directors
 - Plat 4A – 1 director
 - Plat 5 - (both City and County) 2 directors
 - Plat 6 - 1 director

Section 3.02 Qualifications

- In order to be qualified to serve as a Director, each person must
 - Be a property owner in and resident of Roland Park whose property is under covenant.
 - Pay fees and assessments of the Corporation and Civic League, both mandatory and voluntary (that is, full fees for Roads and Maintenance)
 - Live in the area encompassed by the Plat which the person represents
 - Director may serve a total of five consecutive years, in any capacity, and then must remain off the Board for a minimum of two years. No Director may serve more than five years in any seven year period
 - Each Director shall serve as a plat representative and/or Officer during the Director's term

Section 3.03 Authorities and Duties

- The Board of Directors manages the property, business, and affairs of the Corporation and may exercise all powers and authority granted to the Corporation by law.
- Directors review and approve or deny proposed architectural changes to insure adherence to the covenants in Roland Park and to preserve the architectural integrity of the community
- Directors shall have the general responsibility for advising the Board in matters involving the Plat in which they reside and acting as liaison with the residents they represent.
- Directors are to attend monthly meetings of the Board and attend special meetings as requested.

Section 3.04 ***Term of Office***

No director may serve more than 5 consecutive years in any capacity on the Board.

Section 3.05 ***Meetings***

- Meetings are held on the first Tuesday of each month or any other date and time designated by the Board of Directors with five days' notice provided to the community.
- Special meetings of the Directors may be called by the President or by one-third of the Directors by notice served personally, by telephone, by e-mail, or mailed to each Director's address upon the books of the Corporation, at least three days prior to the meeting.

Section 3.06 ***Quorum***

A majority of the Directors shall constitute a quorum for the transaction of business, but if, at any meeting of the Board, there be less than a quorum present, the members at the meeting may, without further notice, adjourn the same from time to time.

Section 3.07 ***Action without meeting***

Any action required or permitted to be taken at a meeting of the Directors or of any committee may be taken without a meeting if all Directors or committee consent in writing (including e-mail) to taking the action without a meeting and to approving the specific action. Such consents shall have the same force and effect as a unanimous vote of the Board or of the committee as the case may be.

Section 3.08 ***Committees***

The Board may appoint committees as needed.

Section 3.09 ***Reimbursement***

Directors shall serve without compensation with the exception that expenses incurred in the furtherance of the Corporation's business are allowed to be reimbursed with documentation and prior approval.

Section 3.10 ***Conflict of Interest***

Any member of the Board who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the Board, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will offer to the Board to voluntarily excuse him/herself and will vacate his seat and refrain from discussion and voting on said item.

Section 3.11 ***Removal of Director***

The Board of Directors, by affirmative vote of two-thirds of all of the members of the Board, may suspend or expel a member, and may terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall become unqualified as defined above, or who misses three consecutive meetings of the Board of Directors.

Section 3.12 ***Resignation of Directors:***

Any Director may resign by written notification of resignation to the President of the Corporation

Article IV. Authority and Duties of Officers

Section 4.01 Officers

The Officers of the Corporation shall include a President, a Vice-President for Restrictions, a Vice-President for Maintenance, a Treasurer, and a Secretary.

Section 4.02 Qualifications

Officers must meet the same qualifications as stated in Section 3.02 and may not have served as an officer of the Board within the past two years.

Section 4.03 Election of Officers

The Officers of the Corporation shall be elected by a majority vote of the Board of Directors. The Board of Directors may from time to time appoint such other officers and agents with such power and duties as they deem necessary.

Section 4.04 Term of Office

Officers shall serve a term of 3 years. If the position of any officer becomes vacant, the Directors, by a majority vote of their number, may elect a successor, who shall serve for the remainder of the term of the position to which the successor is elected

Section 4.05 Resignation

Any Officer may resign by written notification of resignation to the President.

Section 4.06 Removal of Officers

The Board of Directors, by affirmative vote of two-thirds of all of the members of the Board, may suspend or expel an officer, and may terminate the membership of any officer who becomes ineligible for membership, or suspend or expel any officer who shall become unqualified as defined above, or who misses three consecutive meetings of the Board of Directors.

Section 4.07 President

The President shall preside at all meetings of the Board of Directors and shall have general and active management of the affairs of the Corporation. The President, when authorized by the Board, shall sign all deeds, mortgages, leases, contracts and other instruments in writing. The President shall have the general superintendence and direction of all the officers of the Corporation and shall see that their duties are properly performed

Section 4.08 Vice President for Maintenance

The Vice-President for Maintenance (VPM) shall be vested with all the powers and required to perform all duties of the President in the President's and Vice-President for Restriction's absence.

The VPM shall act as primary contact in the Corporation for maintenance issues, provide oversight of contractors acting as agents for the Corporation, be liaison to City for landscape and hardscape issues, disseminate pertinent information to the community at large regarding maintenance issues, make regular reports to the Board of Directors on maintenance issues, and authorize expenditures up to the maximum amount of \$2500 approved by the Board.

Section 4.09 *Vice President for Restrictions*

The Vice President for Restrictions (VPR) shall be vested with all the powers and required to perform all duties of the President in the President's absence. The VPR is empowered to approve applications which unambiguously meet existing standards for color and material. The VPR is responsible for maintaining and communicating up to date guidelines and standards to the community. The VPR shall review applications and assure that they are complete for presentation to the Board at monthly meetings, present applications to the Board and gain consensus on actions, gathering additional information or clarifications as necessary, oversee the process to conclusion including completed work and write letters to applicants explaining the Board's actions on applications.

Section 4.10 *Treasurer*

The Treasurer shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation, deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors, disburse the funds of the Corporation as may be ordered by the Board, taking proper vouchers for such disbursements, render to the President and the Directors at the regular meetings of the Board, or whenever they may require it, an account of all the Treasurer's transactions as Treasurer and of the financial condition of the Corporation. If required by the Board, the Treasurer shall give bond for the faithful discharge of the Treasurer's duties. Said bond shall be in such amount and with such surety or sureties as the Board of Directors shall approve. The cost of such bond shall be paid for by the Corporation. In case of the absence or disability of the Treasurer, the Board of Directors may appoint a Treasurer pro tem. The Treasurer shall, in consultation with the other officers, prepare and present an annual budget in the month prior to the start of the fiscal year.

Section 4.11 *Secretary*

The Secretary shall record in writing and maintain all the votes and proceedings of meetings of the Board of Directors. Certificates of stock, when signed by the President shall be countersigned by the Secretary. The Secretary shall keep the accounts of stock registered and transferred in such form and manner and under such regulations as the Board of Directors may prescribe. The Secretary shall perform such other duties as pertain to the Secretary's office or as the President or the Board of Directors may require. The Secretary shall sign with the President all deeds, mortgages, leases and other instruments in writing. The Secretary shall have charge of the Corporation's seal and affix it to all instruments requiring such seal. In the absence of the Secretary from any meeting of the Directors, the record of the proceedings shall be kept and authenticated by such other persons as may be appointed for that purpose at the meeting.

Section 4.12 *Committees*

The Officers shall constitute an Executive Committee. This committee functions between meetings of the Board and possesses the authority to exercise all powers of the Board. If the Committee acts on matters requiring formal Board action, those acts are reported to the Board at its next meeting for ratification.

Article V. Indemnification

To the maximum extent permitted by Maryland law in effect from time to time, the Corporation shall indemnify and shall pay or reimburse reasonable expenses to any present or former Director, Officer, employee or agent of the Corporation made a party to any proceeding by reason of service in that capacity

so long as the activity giving rise to the proceeding was within the scope of duties of the Director or Officer and was done in good faith. Neither the amendment nor repeal of this Article, nor the adoption or amendment of any other provision of the Bylaws or charter of the Corporation inconsistent with this Article, shall apply to or affect in any respect the applicability of the indemnification contained herein with respect to any act or failure to act which occurred prior to such amendment, repeal or adoption.

Article VI. Financial Administration

Section 6.01 *Fiscal Year*

The fiscal year of the Corporation shall commence on the first day of May in each year and end the following thirtieth day of April. The Board of Directors shall have the power, from time to time, to fix the fiscal year of the Corporation by a duly adopted resolution.

Section 6.02 *Checks, Deposits, Accounts and Investments*

All checks, orders for the payment of money and insurance certificates shall be signed or endorsed by such officers of the Corporation and in such a manner as shall from time to time be determined by resolution of the Board of Directors.

Article VII. Stock

Certificates of stock shall be issued and signed by the President and by the Secretary and sealed with the seal of the Corporation. All transfers of stock shall be made on the books of the Corporation by the holder of the share in person or by the holder's attorney. In case any certificate of stock is lost, mutilated or destroyed, the Board of Directors may issue a new certificate in place thereof upon such terms and conditions as it may deem advisable.

Article VIII. Books and Records

Correct books of account of the activities and transactions of the Corporation shall be kept at the office of the Corporation. These shall include a copy of the Certificate of Incorporation, financial records, a copy of these Bylaws, and all minutes of meetings of the Board of Directors. Additionally, property files and correspondence shall be maintained at the office of the Corporation.

Article IX. Amendment of Bylaws

These Bylaws may be altered, amended or added to by a three quarters majority vote of the stockholders. This can occur at any regular meeting provided a copy of the proposed amendment shall be mailed to each stockholder of record at least ten days prior to the meeting at which the same is to be acted upon.

Article X. Seal

The seal of the Corporation shall be circular in form, with the words "The Roland Park Roads and Maintenance Corporation, Incorporated June, 1909," thereon.