

CONSTITUTION OF FOX HILLS CIVIC ASSOCIATION

ARTICLE I - NAME

The name of this Association shall be the Fox Hills Civic Association.

ARTICLE II - AREA

The area of jurisdiction embraced by this Association shall comprise, and be limited to,

(1) all of the lands and property situated within the community known as Fox Hills, Potomac, Maryland, as developed by William J. Pulte Corporation, and

(2) any home on any Pulte developed Fox Hills street (east of Falls Road,) even though not built by Pulte, that a reasonable person would consider is de facto part of the Fox Hills neighborhood, and whose owner or resident has applied for membership in the Fox Hills Civic Association.

ARTICLE III - OBJECTIVES

The primary purposes of this Association shall be to promote and preserve the best interests of property owners in Fox Hills; to promote better, more healthful, more congenial living conditions for all; to aid in the improvement of services rendered by public utilities within the area; to deal with problems of road maintenance, sanitation and drainage, schools and other public services; to promote social activity within the Association; in general to do all those things necessary which will tend to make the community a better place in which to live; and to work for the accomplishment of common objectives in cooperation with other civic associations and agencies.

ARTICLE IV

Section 1: Membership in the Association shall be limited to, and open to, all persons owning property in, or residing within, the community.

Section 2: Joint owners shall be entitled to a single membership.

Section 3: Regardless of the number of lots owned, no person shall be entitled to more than one membership.

ARTICLE V - MEETINGS

An annual meeting of the members of the Association shall be held during the month of May each year, the specific date to be determined by the Board of Directors of the Association. Special meetings may be called at any time as provided for in the By-Laws of this Association.

ARTICLE VI

Section 1: There shall be a minimum of 7 (seven) and a maximum of 11 (eleven) directors of this Association who shall be members of the Association in good standing and who shall be elected by the Association's members at the annual meeting. [Amended November 3, 1998] The directors shall have the responsibility for carrying forth the objectives of the Association as set forth in Article III hereof, and such additional or more specific responsibilities and duties as may be set forth in the By-Laws.

Section 2: The officers of this Association shall be a president, a vice president, a secretary and a treasurer, all of whom shall be selected from the Board of Directors. The terms of office of such officers shall be one

FOX HILLS CIVIC ASSOCIATION CONSTITUTION AND BY-LAWS

As amended 18 May 2005

Page 2

year and they shall be elected by the Board of Directors. The duties and responsibilities of the officers shall be as provided in the By-Laws.

Section 3: All directors and officers shall serve without remuneration.

ARTICLE VII-RULES OF ORDER

Robert's Rules of Order shall be the parliamentary authority governing matters of procedure except that if there is any conflict between this Constitution or the By-Laws of this Association and such Rules of Order, the Constitution and By-Laws shall prevail.

ARTICLE VIII - AMENDMENTS

Section 1: This Constitution may be amended at any meeting of the members after 30 (thirty) days' written notice, containing the text of the proposed amendment, is sent to all members, as provided for by the By-Laws, upon an affirmative vote of the majority of voting memberships present and voting.

Section 2: By-Laws may be amended at any meeting of the members after 30 (thirty) days' written notice, containing the text of the proposed amendment, is sent to all members, as provided for by the By-Laws, upon an affirmative vote of the majority of voting memberships present and voting, or by 2/3 vote of the Board of Directors.

BY-LAWS OF FOX HILLS CIVIC ASSOCIATION

ARTICLE I - MEETINGS

Section 1: Annual Meeting

The annual meeting of the Association shall be held within a ten-mile radius of the community of Fox Hills, on premises selected by the Board of Directors, and at a time, on a day, within the period specified in the Constitution, selected by the Board of Directors.

Section 2: Special Meetings

Special meetings of the members may be held at any time, at a location within a ten-mile radius of the community of Fox Hills, pursuant to a resolution of the Board of Directors, a resolution passed by a majority of members present at the annual or any special meeting, or to a call signed by 20 (twenty) of the Association members. Calls for special meetings shall specify the time, place and object or objects thereof, and no other business than that specified in the call shall be voted upon at any such meeting.

Section 3: Notice of Meetings

A written, typed, or printed notice of every meeting of Association members, stating the time and place and the object or objects thereof, shall be prepared and delivered by the Secretary, at least 15 (fifteen) days before the date of the annual meeting and at least 10 (ten) days before the date of any special meeting. Each member shall be considered to have received such notice if the above requirements have been fulfilled with respect to that member.

ARTICLE II - VOTING

Each membership shall be entitled to one vote when present at any meeting of the Association. The use of proxies at any Association meeting is prohibited.

ARTICLE III - ELECTIONS

Section 1: Directors

Each director elected shall take office immediately following the adjournment of the meeting at which he is elected. Voting for directors shall be by secret written ballot. No spouses shall be eligible, or shall serve on the same Board of Directors.

Section 2: Officers

Within 30 (thirty) days after the meeting at which there has been an election of directors, the Board of Directors shall meet and shall elect from among them, by secret written ballot, a president, a vice president, a secretary and a treasurer, such officers to take office immediately following their election. In the event any officer is unable to continue in office, or declines, the directors shall, by secret written ballot, elect from among them a successor to fill the unexpired term of such office.

Section 3: Auditing Committee

At the annual meeting, the membership of the Association present shall elect by secret ballot 3 (three) members for an Auditing Committee, other than members of the Board of Directors or their spouses. The Committee will select its own chairman.

Section 4: Procedure

Subsequent to the first election as specified under Section 1 of this Article, in all elections of directors and Auditing Committee members, each Association member present shall cast one ballot specifying the 3

FOX HILLS CIVIC ASSOCIATION CONSTITUTION AND BY-LAWS

As amended 18 May 2005

Page 4

(three) persons for whom he votes and the 3 (three) persons receiving the largest number of votes shall be deemed elected. In the event of a tie vote, the victor(s) shall be decided by a second ballot. For each election the Nominating Committee, as formed under Article AXE hereof, shall name a slate of nominees; however, the Association members shall also be entitled to make nominations from the floor at the meeting at which the election is to take place.

There shall be no quorum requirement for the transaction of business at the annual meeting. Ten percent of the members of the Association shall constitute a quorum for the transaction of business at any special meeting.

ARTICLE V - MEMBERSHIP

Membership shall be granted to qualified persons upon application to the Secretary and upon payment of the membership fee to the Treasurer. Membership in the Association may be terminated by mailing to the Secretary a written notice of such resignation.

ARTICLE VI - DUES

Section 1: A membership fee of \$30.00 (thirty dollars), or such other amount as the Board shall determine from time to time (but no more than an increase of \$5.00 per year), shall be paid upon joining the Association. The \$30.00 shall constitute the first year annual dues. Thereafter dues shall be payable by January 1st for the twelve months following. If dues are not paid by January 10th of the dues year, there will be a \$5.00 penalty and a loss of membership privileges; membership privileges will be restored upon full payment of the dues and penalty.

Section 2: Any membership whose dues are in arrears shall be considered not in good standing, and shall not have a vote in any meeting or be eligible to hold any office or committee membership in this association. Reinstatement may be accomplished by payment of current dues.

Section 3: All membership fees and dues shall be deposited to the account of the Association in a recognized banking institution, which the Board of Directors shall be authorized to open and to draw from in accordance with Section 3 of Article VII of these By-Laws.

Section 4: Association social functions shall be financially supported by those who attend, except that the Board of Directors shall be authorized to accept any overages or pay any minor shortages resulting from such social functions.

Section 5: The annual meeting expenses shall be borne by the association.

ARTICLE VII - DIRECTORS

Section 1: The Board of Directors shall be the governing body of the Association. It shall hold not less than six (6) meetings each year, on dates and at times determined by such Board. The President of the Association shall be the presiding officer of the Board of Directors, and the Secretary of the Association shall act as secretary of the Board. Each director shall have one vote, and a quorum of such Board shall be 5 (five).

Section 2: In the case of inability of any director to complete his elected term, the Board of Directors may appoint an Association member in good standing to succeed such director, who shall serve until the next annual meeting, at which meeting a successor to fill the unexpired term shall be elected by the Association members present; provided, however, that the Board of Directors may, at its option, call a special meeting of the Association at which the membership shall elect an Association member to succeed such director for unexpired term.

FOX HILLS CIVIC ASSOCIATION CONSTITUTION AND BY-LAWS

As amended 18 May 2005

Page 5

Section 3: The Board of Directors shall have the right at any of its meetings at which a quorum is present to authorize, by a majority vote of those present, the expenditure of monies from the account of the Association for any of the following purposes:

- (1) To cover the printing, mailing and other expenses necessary for operation of the Association.
- (2) To cover the expenses of (a) maintenance services, (b) plantings or other materials for beautification or maintenance, (c) weed, tree disease or insect control, and (d) all other reasonable expenses necessary to fulfill the objectives of the Association as specified in Article III of the Constitution; except that the Board of Directors shall have no authority to expend any monies of the Association for services rendered or materials used on:
 - (i) any individual lot within the community of Fox Hills, unless such materials or services are a part of a project which includes a substantial number of lots and shall be of value to the community as a whole; or
 - (ii) any property outside the boundaries of the community of Fox Hills other than entrance areas.

unless it receives specific authorization for the particular such proposed expenditure by majority vote of the Association members present at the annual or any special meeting.

No deficit spending beyond Fifty Dollars by the Board of Directors is authorized. Nor shall the Board of Directors be authorized to borrow funds in the name of the Association or to pledge as security any asset or property of the Association except as authorized by a specific resolution passed by the membership.

ARTICLE VIII - OFFICERS

Section 1: The President shall be the chief executive officer of the Association, shall preside at all meetings, and shall perform such additional duties as may be assigned by the Board of Directors.

Section 2: The Vice President shall preside at meetings in the absence of the President, and shall perform such other duties as may be assigned to him by the President.

Section 3: The Secretary shall make and keep accurate records of actions taken at all meetings of members and directors, and give written report of the same at the next meeting, and shall perform all other services delegated to him by the President. The Secretary shall handle all correspondence of the Association, and shall also issue the notices of meetings. In the absence of the Secretary at any meeting, a Secretary Pro Tem shall be appointed by the presiding officer.

Section 4: The Treasurer shall collect all membership fees and dues belonging to the Association. He shall have custody of the Association fund and shall keep an accounting thereof. Expenditures from the fund shall be upon order of the Board of Directors and solely for expense and purposes of the Association, as specified in Section 3 of Article VII hereof. All checks paying out Association funds shall be signed by the Treasurer and countersigned by either the President, the Vice President or the Secretary,. The retiring Treasurer shall prepare a signed report covering the fiscal year and within 10 (ten) days after the close thereof shall submit such report to the Chairman of the Auditing Committee.

Section 5:

Paragraph 1: The Auditing Committee's term of office shall commence the day following its election and shall end at the next annual meeting.

FOX HILLS CIVIC ASSOCIATION CONSTITUTION AND BY-LAWS

As amended 18 May 2005

Page 6

Paragraph 2: Each Auditing Committee shall examine the Treasurer's Report submitted for the fiscal year ending during its term of office and shall conduct such interim examinations as it deems advisable. Records shall be submitted to the Auditing Committee as required for its purposes.

Each Auditing Committee shall attach its report to the Treasurer's Report which it has examined and at least 10 (ten) days prior to the close of its term of office shall mail a copy of such combined reports to the Board of Directors who shall summarize it for the next general meeting.

ARTICLE IX - COMMITTEES

Section 1: Committees may be appointed from time to time by the Board of Directors.

Section 2: Such committees shall meet with such regularity as required to properly perform their functions, upon call of the chairman.

Section 3: Committee chairmen shall make reports in writing at such time as directed by the President or the Vice President.

Section 4: The President will appoint a 3-person nominating committee, one of whom must be a member of the incumbent Board of Directors. They shall nominate at least one more candidate for the Board of Directors than the total vacancies.

ARTICLE X - NOTICE OF APPOINTMENTS

The Secretary shall send notices to the members of the names and addresses of newly elected and appointed officers, directors and committees. The Secretary shall send a copy of the minutes of any recent meeting to an Association member requesting same.