

CARDEROCK SPRINGS CITIZENS' ASSOCIATION, INC.

BY-LAWS

(As Amended Through April 2012)

Article I - Membership and Dues

Section 1 - Membership. Membership in the Association shall be open to adult persons residing or owning houses within the suburban subdivisions known as Carderock Springs and Carderock Springs South in Montgomery County, Maryland.

Section 2 - Dues. The annual dues shall be set by the Board which shall provide written notice to the membership at least sixty (60) days in advance of the due date for payment. Notice of the current dues shall also be posted on the website of the Association. Dues shall be payable on receipt of a dues notice. The Treasurer shall cause dues notices to be sent to all eligible households, but failure to receive notice shall not excuse non-payment of dues. No person who has not paid his dues for the current year in full before the opening of any general or special meeting of the Association may vote at that meeting. (Amended 4/25/10)

Article II - Organization

Section 1 - Directors. The number of directors shall be no less than seven, consisting of the officers and other board members elected or appointed in accordance with these By-Laws. (Amended 4/22/12)

Section 2 - Officers. The officers of the Association shall be President, Vice-President, Secretary, Membership Secretary, and Treasurer. There shall be in addition two or more At-Large Representatives, with functions as assigned by the Board, including welcoming, activities and events, covenants and liaison to swim club.

The President shall preside at all meetings of the Association and the Board of Directors and shall be the executive head of the Association.

The Vice President shall act in the absence of the President, with all the powers of the President.

The Secretary shall keep summary minutes of the meeting of the Association and of the Board of Directors and shall conduct the correspondence of the Association, as directed by the Board.

The Membership Secretary shall solicit and collect membership dues, maintain the membership directories, and coordinate the publication of the CSCA Neighborhood Directory.

The Treasurer shall collect and disburse funds of the Association as directed by the Board of Directors and shall be accountable to the Association. These records shall be subject to audit. The officers shall keep the membership of the Association informed of all important problems facing the Carderock Springs community. (Amended 4/22/12)

Section 3 - Architectural Committee. At such time and to such extent as the Association is empowered to enforce the esthetic covenants in the Carderock Springs subdivision as set forth in the Declarations on file in the land records of Montgomery County, the Board of Directors shall appoint an Architectural Committee of three members of the Association, who shall review, approve, or disapprove all proposed building plans and other land uses within the terms of the covenants. Decisions of the Architectural Committee may be appealed to the Board of Directors by any member of the Association, and the Board of Directors shall establish reasonable provisions for notice and hearing with respect to such appeals. Any party to such appeals before the Board of Directors, may within thirty (30) days from notification of the Board of Director's decision, appeal such decision to a special meeting of the Association called in accordance with the provisions of Article IV, Section 2, hereof. Final decisions of the Board of Directors, or the Association, as the case may be, with respect to the aforesaid building plans and land uses within the terms of the covenants, shall for all purposes be considered the official decision of the "Architectural Committee" as referred to in the said Declarations on file in the land records of Montgomery County.

Section 4 - Nominating Committee. At least two months in advance of the first annual meeting of each calendar year, the President shall appoint a Nominating Committee consisting of three members of the Association, not including himself.

Section 5 - Other Committees. The Board of Directors may establish such other committees for such purposes as it deems appropriate.

Section 6 - Delegates. Additional delegates and alternative delegates to the Montgomery County Civic Federation or other neighborhood associations shall be appointed by the Board of Directors. These delegates may also represent the Association before such other County and State activities whose objects and actions may be of concern to the Association. The delegates shall present the views of the Association only on matters as to which the Association has determined a position at a general or special meeting and shall state the number of votes on each such position. However, in emergency circumstances and in the absence of a prior determination of policy by the Association, the delegates may present the views of the Board of Directors, and the Association shall be notified accordingly. (Amended 4/22/12)

Article III - Election of Officers and Board Members

Section 1 - Elections. The officers and board members shall be elected at the first annual meeting of each calendar year and shall serve for one year, or until their successors are chosen. Nominations shall be made by the Nominating Committee. Additional nominations may be made by any group of three or more members of the Association who have notified the President of such nominations in writing at least one month prior to the voting meeting. No other nominations shall be permitted. The consent of the nominee shall be obtained in advance of all nominations. The membership shall be notified in writing of all nominees for office at least two weeks in advance of the voting meeting. (proposed to be amended 4/22/12)

Section 2 - Voting. Election for all contested offices shall be by secret written ballot. A majority vote of the members voting is required for election. Ballots may be cast either at the annual meeting or by delivery to the Secretary prior to the meeting.

Section 3 - Vacancies. In case of a vacancy in any office or a vacancy of any other board member, a replacement officer and/or member shall be selected by the Board of Directors to serve for the duration of the unexpired term of his/her predecessor. (Amended 4/22/07)

Article IV - Meetings

Section 1 - General Meetings. There shall be at least two general meetings of the Association annually, one in April, and one in October, unless otherwise determined by the Board of Directors. Due notice of the general meetings shall be sent to all members.

Section 2 - Special Meetings. Special meetings of the Association may be called by the President, by any three members of the Board of Directors, or at the request in writing of ten members of the Association. Three days' written notice shall be given all members concerning such special meetings, and the business of such meetings shall be limited to the purpose for which such meetings were called, except that with unanimous consent of the members present, other subject may be discussed.

Section 3 - Procedure. Each member of the Association shall be entitled to one vote in all matters concerning the Association. A quorum for the transaction of business at any meeting of the Association shall consist of 20 members. Except in elections, members present at a meeting may vote the proxies of absent members, provided such proxies are in writing and given to the Secretary at the opening of the meeting. As to any matter not covered in these By-Laws, the latest edition of "Robert's Rules of Order" shall govern the procedure at all meetings.

Section 4 - Board of Directors. The Board of Directors shall meet at the call of the President. Its decisions shall be by majority vote. Three members of the Board shall constitute a quorum, and business may be transacted by a simple majority of the members present. Meetings of the Board of Directors shall be open to all members, without vote, unless the Board by unanimous vote declares itself in executive session.

Article V - Amendments

These By-Laws may be amended by majority vote of the members present at any meeting of the Association, provided that a copy of any proposed amendment has been distributed to the membership, with identification of its sponsor, at least ten days before the date of the meeting. Upon timely request, the officers shall include notice of any proposed amendment in the notice of meeting.