

BY-LAWS
OF
CHATHAM HOMEOWNERS ASSOCIATION, INC.

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BY-LAWS

OF

CHATHAM HOMEOWNERS ASSOCIATION, INC.

ARTICLE I.

Section 1. Name and Location. The name of this Corporation is CHATHAM HOMEOWNERS ASSOCIATION, INC. Its principal place of business and mailing address is c/o Harold K. Resnick, 6 W. Saint Georges Road, Baltimore, Maryland 21210-2011. Said principal office may be changed by the Board of Directors (the "Board") at any time and from time to time. The Corporation is a non-profit, non-stock corporation organized under the laws of the State of Maryland. The Corporation may have such other offices within or without the State of Maryland as the Board or the Members may from time to time designate. The Corporation shall be the Association described in the Declaration, and for purposes of identification shall be hereinafter referred to in these By-Laws as the "Corporation."

Section 2. Applicability. These By-Laws and each provision thereof shall be applicable to all Plot Owners within this community known as Chatham Homeowners Association, Inc., situate in Baltimore, Maryland, and described in the Deed and Agreement.

ARTICLE II. DEFINITIONS

Section 1. Declaration as used herein, means that certain Deed and Agreement, dated April 14, 1938, duly recorded among the Land Records of Baltimore City, Maryland in Liber M.L.P. 5814, folio 549, et seq., (the "1938 Deed and Agreement"); that certain Declaration and Agreement, dated February 3, 1940, duly recorded among the Land Records of Baltimore City in Liber 6010, folio 95, et seq., (the "1940 Declaration and Agreement"); and that certain Amendment to Deed and Agreement for Chatham Homeowners Association, Inc. (Formerly known as Chatham Building and Maintenance Committee, Inc.), dated September 24, 2005, duly recorded among the Land Records of Baltimore City in Liber 6805, page 813, et seq., (the "Amendment to Deed and Agreement"), all jointly referred to as the "Declaration."

Section 2. Other Definitions. Any other term used in these By-Laws shall have the same meaning as set forth in the Declaration except where said meaning is clearly inappropriate.

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ARTICLE III. MEMBERSHIP

Section 1. Members. Every person, group of persons, corporation, trust, firm, partnership, association or other legal entity, or any combination thereof, which owns or occupies a Plot within that portion of the Property subject to the Declaration shall be a member of the Corporation; PROVIDED, HOWEVER, that any person, group of persons, corporation, trust, firm, partnership, association or other legal entity, or any combination thereof, which holds such interest solely as security for the performance of any obligation shall not be a Member solely by reason of such interest. Members shall be entitled to one vote for each Plot in which they hold the interest required for membership. In the event that more than one person, group of persons, corporation, partnership, trust or other legal entity is the record owner of a fee simple interest in any Plot, then the vote for the membership appurtenant to such Plot shall be exercised as they among themselves determine in the manner provided herein below, but (except as herein provided) no more than one vote shall be cast with respect to any Plot.

Section 2. Assignment of Membership. The memberships shall be appurtenant to the Plot owned by a Member and may not be assigned except in conjunction with the Plot to which they are appurtenant.

Section 3. Liquidation Rights. In the event of any voluntary or involuntary dissolution of the Corporation, the assets of the Corporation shall be distributed to an appropriate public agency to be used for similar purposes to those for which this Corporation was created. In the event that such distribution is not accepted, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization operated for similar purposes.

Section 4. Method of Voting Membership Held by More Than One Person. In the event a membership is held by more than one person, that membership shall, nevertheless, be entitled to only one indivisible vote. The method of voting such membership shall be as described in Article IV, Section 7 of these By-Laws.

ARTICLE IV. MEETING OF MEMBERS

Section 1. Place of Meeting. Meetings of the membership shall be held at the principal office or place of business of the Corporation or at such other suitable place convenient to the membership as may be designated by the Board.

Section 2. Annual Meetings. The annual meetings of the Members of the Corporation shall be held on such date as the Board

may determine but not less than two (2) nor more than four (4) months after the last day of the Corporation's fiscal year. If the Board shall fail to set a date for the annual meeting, in any year, then such meeting for that year shall be held at 7:30 p.m. on the 1st day of October. At such meeting there shall be elected by ballot of the Members, a Board in accordance with the requirements of Article V, Section 4 of these By-Laws. The Members may also transact such other business of the Corporation as may properly come before them.

Section 3. Special Meetings. It shall be the duty of the President to call a special meeting of the Members as directed by resolution of the Board or upon a petition signed by Members representing at least twenty-five percent (25%) of the total membership entitled to vote having been presented to the Secretary/Treasurer. The notice of any special meeting shall state the time and place of such meeting and the purpose thereof. No business shall be transacted at a special meeting except as stated in the notice.

Section 4. Notice of Meetings. Written notice of each meeting of the Members shall be given by, or at the discretion of the Secretary/Treasurer or person authorized to call the meeting at least fifteen (15) days before such meeting to each Member entitled to vote at such meeting. Notice shall be given pursuant to this Section when it is (i) personally delivered to a Member, (ii) left at a Member's residence, (iii) mailed to a Member at the Member's address as it last appears on the records of the Association, (iv) transmitted to a Member by electronic mail to any electronic mail address of the Member or by any other electronic means, or (v) delivered by any other means allowed under applicable law. All meetings of the Members shall be held at places and times convenient to the greatest practicable number of Members.

Section 5. Quorum. The presence, either in person or by proxy, of Members entitled to cast one-fourth (1/4) of the votes of each class of Members shall be requisite for, and shall constitute a quorum for the transaction of business at all meetings of Members unless a greater number is provided by the Articles of Incorporation, the Declaration or these By-Laws.

Section 6. Adjourned Meetings. If any meeting of Members cannot be organized because a quorum has not attended, the Members who are present, either in person or by proxy, may, except as otherwise provided by law, adjourn the meeting to a time not less than forty-eight (48) hours from the time the original meeting was called.

Section 7. Voting. At every meeting of the Members, each of the Members shall have the right to cast one (1) vote for each membership which he or she owns on each question. The vote of

the Members representing fifty-one percent (51%) of the membership present and voting at the meeting, in person or by proxy, shall be necessary to decide any question brought before such meeting, unless the question is one upon which, by express provision of statute or of the Articles of Incorporation, or of the Declaration or of these By-Laws, a different vote is required, in which case such express provision shall govern and control. The vote for any membership which is owned by more than one person may be exercised by any of them present at any meeting unless any objection or protest by any other owner of such membership is noted at such meeting. In the event all of the co-owners of any membership who are present at any meeting of the Members are unable to agree on the manner in which the vote for such membership shall be cast on any question, then such vote shall not be counted for purposes of deciding that question. In the event that the membership is owned by a corporation, then the vote for any such membership shall be cast by a person designated in a certificate and attested by the secretary or an assistant secretary of such corporation and filed with the Secretary/Treasurer of the Corporation prior to the meeting. The vote for any membership which is owned by a trust or partnership may be exercised by any trustee or partner thereof, as the case may be and, unless any objection or protest by any other such trustee or partner is noted at such meeting, the Chairman of such meeting shall have no duty to inquire as to the authority of the person casting such vote or votes. No Member shall be eligible to vote, either in person or by proxy, or to be elected to the Board if the books or management accounts show such Member to be more than sixty (60) days delinquent in any payment due the Corporation. No vote may be divided into fractional votes on any question.

Section 8. Proxies. A Member may appoint any other Member as his proxy. Any proxy must be in writing and must be filed with the Secretary/Treasurer in a form approved by the Board before the appointed time of each meeting. Unless limited by its terms or by statute, any proxy shall continue until revoked by a written notice of revocation filed with the Secretary/Treasurer, by the death of the Member, or by conveyance of the Plot to which the membership is appurtenant.

Section 9. Electronic Transmission of Votes or Proxies. A Member may submit a vote or proxy by electronic transmission, if the electronic transmission contains information that verifies that the vote or proxy is authorized by the Member or the Member's proxy.

Section 10. Rights of Mortgagees. Any institutional mortgagee of any Plot who desires notice of the annual and special meetings of the Members shall notify the Secretary/Treasurer to that effect by registered mail, return receipt requested. Any such notice shall contain the name and post office address of such

institutional mortgagee and the name of the person to whom notice of the annual and special meetings of the Members should be addressed. The Secretary/Treasurer of the Corporation shall maintain a roster of all institutional mortgagees from whom such notices are received and it shall be the duty of the Secretary/Treasurer to mail or otherwise cause the delivery of a notice of each annual or special meeting of the Members to each such institutional mortgagee, in the same manner, and subject to the same requirements and limitations as are provided in Section 4 of this Article for notice to the Members. Any such institutional mortgagee shall be entitled to designate a representative to attend any annual or special meeting of the Members and such representative may participate in the discussion at any such meeting and may, upon his request to the Chairman in advance of the meeting, address the Members present at any such meeting. Such representatives shall have no voting rights at any such meeting.

Section 11. Order of Business. The order of business at regularly scheduled meetings of the Members shall be as follows:

- (a) Roll call and certification of proxies;
- (b) Proof of notice of meeting or waiver of notice;
- (c) Reading of minutes of preceding meeting;
- (d) Reports of Officers, if any;
- (e) Reports of committees, if any;
- (f) Election or appointment of inspectors of election;
- (g) Election of Directors;
- (h) Unfinished business; and
- (i) New business.

In the case of a special meeting, items (a) and (b) shall be applicable and thereafter the agenda shall consist of the items specified in the notice of the meeting.

Section 12: Open Meetings. Except as otherwise provided herein, all meetings of the Board shall be open for observation by all Members and their authorized agents. The Board will provide a period of time at the beginning of each Board meeting for Owners to provide input to the Board on matters of concern to them (an "**Owner Forum**"). After the conclusion of that Owner Forum, persons who are not on the Board shall not be allowed to participate in Board discussions unless specifically invited to do so by the Board. Any Owner or Owner's representative who the Board considers to be disruptive of the business of the Board shall be warned by the President to cease his or her disruption. If he or she again disrupts the meeting he or she may be expelled from the meeting by the vote of the Board. If it becomes necessary to expel anyone from a meeting twice in a six-month period, that person may be barred from attending Board meetings for a period of three (3)

months. If it becomes necessary to expel anyone from a meeting a third time in a one-year period, that person may be barred from attending Board meetings for a period of one (1) year. Upon a vote in open meeting to assemble in closed session, the Board may convene in closed executive session to consider any matter which the Board determines in good faith should not be considered in open session in furtherance of the best interests of the Association and its Members, including but not limited to matters involving personnel issues, consultation or consideration of communications with legal counsel, likely or pending litigation, possible violations of the Governing Documents, and the possible liability of an Owner to the Association. The motion shall state specifically the purpose(s) for the closed session. Reference to the motion and the stated purpose(s) for the closed session shall be included in the minutes. The Board shall restrict the consideration of matters during the closed portions of meetings only to those purposes specifically exempted and stated in the motion.

ARTICLE V. DIRECTORS

Section 1. Number. The affairs of the Corporation shall be managed by a Board of Directors consisting of three (3) natural persons who should be Members of the Corporation, who shall hold office until the election of their successors at the annual meeting of the Members of the Corporation.

Section 2. Powers and Duties. The Board shall have all the powers and duties necessary for the administration of the affairs of the Corporation and may do all such acts and things, as are not by law or by these By-Laws, directed to be exercised and done by the Members. The powers and duties of the Board shall include, but not be limited to, the following:

To provide for the:

(a) establishment and collection of assessments and/or carrying charges from the Members and for the assessments and/or enforcement of liens therefore in a manner consistent with law, the provisions of these By-Laws, and the Declaration;

(b) designation, hiring, and/or dismissal of personnel necessary for the good working order of the Corporation and to provide services for the Corporation in a manner consistent with law, the provisions of these By-Laws, and the Declaration; and

(c) promulgation and enforcement of such rules as may be deemed proper respecting the use, occupancy, maintenance and appearance of the Plots as are designated to prevent unreasonable interference with the use and occupancy of the Plots by the

Members, all of which shall be consistent with law and the provisions of these By-Laws, the Articles of Incorporation, and the Declaration.

Section 3. Budget. The Board, with the assistance of counsel, shall prepare and adopt a budget for each annual assessment period which shall include estimates of the funds required by the Corporation to meet its annual expenses for that period and shall include reasonable reserves for repair and replacement. The budget herein required to be prepared and adopted by the Board shall be in a format consistent with the classification of the accounts of the Corporation, and shall provide for sufficient estimates, on a consistent periodic basis, to permit comparison to and of deviations from the various periodic reports of the actual results of operation and the actual financial condition of the Corporation, on both a current basis and for prior corresponding periods, all in accordance with generally accepted accounting practices, consistently applied. Copies of the budget shall be available for examination by the Members and by their duly authorized agents and attorneys, and by the institutional holder of any first mortgage on any Plot in the Association and by their duly authorized agents and attorneys, during normal business hours, for purposes reasonably related to their respective interests, and upon reasonable notice.

Section 4. Term of Office. The term of office for each Director elected at any such meeting shall be one (1) year. Directors shall hold office until their successors have been elected and hold their first regular meeting.

Section 5. Vacancies. Vacancies in the Board caused by any reason other than the removal of a Director through normal annual elections as herein provided shall be filled by vote of the majority of the remaining Directors, even though they may constitute less than a quorum; each person so elected shall be a Director until a successor is elected by the Members at the next annual meeting.

Section 6. Removal. Any Director may be removed from the Board, with or without cause, by a majority vote of the Members of the Corporation.

Section 7. Compensation. No Director shall receive compensation for any service he or she may render to the Corporation, unless approved by a vote of two-thirds (2/3) of the Members. However, any Director may be reimbursed for his or her actual expenses incurred in the performance of his or her duties.

Section 8. Organizational Meeting. The first meeting of

a newly elected Board shall be held within ten (10) days of election at such place as shall be fixed by the Directors at the meeting at which such Directors were elected, and no notice shall be necessary to the newly elected Directors in order legally to constitute such meeting, provided a majority of the entire Board shall be present.

Section 9. Regular Meetings. Regular meetings of the Board may be held at such time and place as shall be determined by a majority of the Directors, but at least two (2) such meetings shall be held during each fiscal year. Notice of regular meetings of the Board shall be given to each Director and all Members, personally or by mail, telephone or electronic transmission, at least six (6) days prior to the day named for such meeting.

Section 10. Special Meetings. Special meetings of the Board may be called by the President of the Board on three (3) days' notice to each Director, given personally or by mail, telephone or electronic transmission, which notice shall state the time, place, as hereinabove provided, and purpose of the meeting. Special meetings of the Board shall be called by the President or Secretary/Treasurer in like manner and on like notice on the written request of at least one-third (1/3) of the Directors.

Section 11. Waiver of Notice. Before or at any meeting of the Board, any Director may, in writing, waive notice of such meeting and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a Director at any meeting of the Board shall be waiver of notice by him or her of the time, place and purpose thereof. If all the Directors are present at any meeting of the Board, no notice shall be required and any business which may properly come before the Board at such meeting may be transacted.

Section 12. Quorum. At all meetings of the Board, a majority of the Directors shall constitute a quorum for the transaction of business, and the acts of the majority of the Directors present and voting at a meeting at which a quorum is present shall be the acts of the Board. If at any meeting of the Board there be less than a quorum present, the majority of those present, may adjourn the meeting from time to time. At any such meeting, any business which might have been transacted at the meeting as originally called may be transacted without further notice.

Section 13. Action Without Meeting. Any action by the Board required or permitted to be taken at any meeting may be taken without a meeting if all of the members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

Section 14. Fidelity and D & O Coverage. The Board shall require that all Officers and employees of the Corporation handling or responsible for association, corporate or trust funds shall furnish adequate fidelity coverage in the form of insurance or bonds. All Directors and Officers shall be insured under a Directors and Officers Liability Insurance policy. The premiums on all such insurance and/or bonds shall be paid by the Corporation.

ARTICLE VI. OFFICERS

Section 1. Designation. The principal Officers of the Corporation shall be a President, a Vice President, and a Secretary/Treasurer all of whom shall be elected by the Board and none of whom shall be related by marriage or otherwise. All Officers of the Corporation shall be Members of the Corporation.

Section 2. Election of Officers. The Officers of the Corporation shall be elected annually by the Board at the organizational meeting of each new Board and shall hold office at the pleasure of the Board.

Section 3. Removal of Officers. Upon an affirmative vote of a majority of the members of the Board, any Officer may be removed either with or without cause, and his successor elected at any regular meeting of the Board, or any special meeting of the Board called for such purpose.

Section 4. President. The President shall be the chief executive officer of the Corporation. The President shall preside at all meetings of the Members and of the Board. The President shall have all of the general powers and duties which are usually vested in the office of president of a corporation, including but not limited to the power to appoint committees from among the membership from time to time as he or she may, in his or her discretion, decide is appropriate to assist in the conduct of the affairs of the Corporation.

Section 5. Vice President. The Vice President shall take the place of the President and perform his or her duties whenever the President shall be absent or unable to act. If neither the President nor the Vice President is able to act, the Board shall appoint some other member of the Board to do so on an interim basis. The Vice President shall also perform such other duties as shall from time to time be delegated to him or her by the Board.

Section 6. Secretary/Treasurer. The Secretary/Treasurer shall keep the minutes of all meetings of the Board and the minutes of all meetings of the Members of the Corporation. He shall have charge of the membership transfer books and of such other books and papers as the Board may direct. He shall, in general, perform all

the duties incident to the office of Secretary/Treasurer including counting the votes at meetings of the Corporation. The Secretary/Treasurer shall have responsibility for Corporation funds and securities and shall be responsible for keeping full and accurate accounts of all receipts and disbursements in books belonging to the Corporation. He shall be responsible for the deposit of all moneys and other valuable effects in the name, and to the credit, of the Corporation, in such depositories as may from time to time be designated by the Board.

ARTICLE VII. LIABILITY AND INDEMNIFICATION OF OFFICERS AND DIRECTORS

Section 1. Liability and Indemnification of Officers and Directors. The Corporation shall indemnify every Officer and Director of the Corporation against any and all expenses, including counsel fees reasonably incurred by or imposed upon any Officer or Director in connection with any action, suit or other proceeding (including the settlement of any such suit or proceeding if approved by the then Board of the Corporation) to which he or she may be made a party by reason of being or having been an Officer or Director of the Corporation whether or not such person is an Officer or Director at the time such expenses are incurred. The Officers and Directors of the Corporation shall not be liable to the Members of the Corporation for any mistake of judgment, negligence, or otherwise, except for their own individual willful misconduct or bad faith. The Officers and Directors of the Corporation shall have no personal liability with respect to any contract or other commitment made by them, in good faith, on behalf of the Corporation (except to the extent that such Officers or Directors may also be Owners of Plots) and the Corporation shall indemnify and forever hold each such Officer and Director free and harmless against any and all liability to others on account of any such contract or commitment. Any right to indemnification provided for herein shall not be exclusive of any other rights to which any Officer or Director of the Corporation, or former Officer or Director of the Corporation may be entitled.

Section 2. Common or Interested Directors. The Directors shall exercise their powers and duties in good faith and with a view to the best interests of the Corporation. No contract or other transaction between the Corporation and one or more of its Directors, or between the Corporation and any corporation, firm or association in which one or more of the Directors of this Corporation are Directors or Officers or are pecuniarily or otherwise interested, is either void or voidable because such Director or Directors are present at the meeting of the Board or any committee thereof which authorizes or approves the contract for such purposes, if any of the conditions specified in any of the following subparagraphs exist:

(a) The fact of the common directorate or interest is disclosed or known to the Board or a majority thereof or noted in the minutes, and the Board authorizes, approves, or ratifies such contract or transaction in good faith by a vote sufficient for the purpose;

(b) The fact of the common directorate or interest is disclosed or known to the Members, or a majority thereof, and they approve or ratify the contract or transaction in good faith by a vote sufficient for the purpose; or

(c) The contract or transaction is commercially reasonable to the Corporation at the time it is authorized, ratified, approved or executed.

Common or interested Directors may be counted in determining the presence of a quorum at any meeting of the Board or committee thereof which authorizes, approves or ratifies any contract or transaction, and may vote thereat to authorize any contract or transaction with like force and effect as if he were not such a Director or Officer of such corporation or not so interested.

ARTICLE VIII. MANAGEMENT

Section 1. Management and Common Expenses. The Corporation, acting by and through its Board shall enforce the provisions hereof and shall pay out of the common expense fund hereinelsewhere provided for, the following:

(a) The cost of general public liability insurance, directors and officers liability, and the cost of such other insurance as the Corporation may effect, or deem appropriate;

(b) The cost of the services of a person or firm to manage the Corporation together with the services of such other personnel as the Board shall consider necessary for the operation of the Corporation;

(c) The cost of providing such legal and accounting services as may be considered necessary to the operation of the Corporation; and

(d) The cost of any and all other materials, supplies, labor, services, maintenance, repairs, taxes, assessments or the like, which the Corporation is required to secure or pay for by law, or otherwise, or which in the discretion of the Board shall be necessary or proper for the operation of the Corporation.

Section 2. Fiscal Year. The fiscal year of the Corporation shall be determined by the Board.

Section 3. Books and Accounts. Books and accounts of the Corporation shall be kept under the direction of the Secretary/Treasurer in accordance with good accounting practices. The same shall include books with detailed accounts, in chronological order, of receipts and of the expenditures affecting the Corporation and its administration and shall specify the expenses of services and of any other expenses incurred. The amount of any assessment required for payment of any capital expenditures of the Corporation shall be credited upon the books of the Corporation to the "**Paid-in-Surplus**" account as a capital contribution by the Members.

Section 4. Auditing. At the close of each fiscal year, the books and records of the Corporation shall be: (a) audited every third year; and (b) reviewed for the intervening two (2) years. Such review or audit shall be by an independent Certified Public Accountant and conducted in accordance with generally accepted accounting standards. Based upon such review or audit, the Corporation shall furnish its Members with an annual financial statement, including the income and disbursements of the Corporation.

Section 5. Inspection of Books. The books and accounts of the Corporation, and vouchers accrediting the entries made thereupon, shall be available for examination by the Members of the Corporation, attorneys representing any of the Members, and to the institutional holder of any first mortgage on any Plot and/or its duly authorized agents or attorneys, during normal business hours and for purposes reasonably related to their interests as Members.

Section 6. Execution of Corporation Documents. With the prior authorization of the Board, 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 authorized by the Board.

ARTICLE IX. USE RESTRICTIONS

Section 1. Residential Use. All Plots shall be used for private, residential purposes exclusively, except for such temporary non-residential uses as may from time to time be authorized by the Board and the Zoning Ordinances of Baltimore City.

Section 2. Leasing. No Plot within the Association shall be rented for transient or hotel purposes, or in any event

for an initial term of less than twelve (12) months. No portion of any Plot, other than the entire Plot, shall be leased. Any Owner of any Plot who shall lease such Plot shall promptly, following the execution of any such lease, forward a conformed copy thereof to the Board. Each lease shall contain a provision to the effect that the rights of the tenant to use and occupy the Plot shall be subject to and subordinate to the provisions of the Declaration and these By-Laws and to such rules relating to the use of the Plots or such other rules as the Board may from time to time promulgate. The provisions of this Section shall not apply to any institutional mortgagee who comes into possession of the Plot as a result of a foreclosure sale or as a result of a proceeding in lieu of foreclosure.

Section 3. Rule-Making Authority. Set forth in the Declaration are various specific restrictions on the use to which any Owner or Occupant may put his Plot. The Corporation, acting by vote of its Board, shall have the right to promulgate rules implementing and supplementing said restrictions and such rules shall have the same force and effect as if they were incorporated into the Declaration. Except where immediate implementation is necessary to prevent injury to the health, safety or welfare of persons, such rules shall be published to the Community for not less than thirty (30) days after their promulgation and placed in the Homeowners Association Depository in Baltimore City prior to becoming effective and during that time there shall be a hearing scheduled by the Board for obtaining comments from the Members. Rules do not become effective and enforceable unless and until they are filed in the Depository.

ARTICLE X. ARCHITECTURAL STANDARDS

Section 1. Architectural Standards - Procedure. Each Owner of a Plot in the Corporation by virtue of his acceptance of a warranty deed and the Declaration acknowledges the necessity of maintaining the physical appearance and image of the entire residential community as a quality residential community. Except for purposes of proper maintenance and repair or as otherwise in these By-Laws provided, it shall be prohibited to install, erect, attach, place, build, alter, plant, remove or construct any structures or other additions to a Plot, or to any building on a Plot, including but not limited to any awnings, hot tubs, greenhouses, gazebos, patios, balconies, sundecks, porches, covers over patios/balconies/sundecks and porches, solar collecting devices, privacy enclosure walls or retaining walls; or to make any changes or alterations (including alterations in color) within any Plot which will alter the structural integrity or appearance of a building or a Plot, or otherwise affect the property, interest or welfare of any other Plot Owner, or impair any easement, until the complete plans and specifications, showing the location, nature,

shape, dimensions, material, color, type of construction and/or any other proposed form of change including without limitation, any other information specified by the Board (or its designated committee) shall have been submitted to and approved in writing as to safety, the effect of any such alterations on the costs of maintaining and insuring the property, and harmony of design, color and location in relation to surrounding structures and topography by the Board, or by an Architectural Committee designated by it.

ARTICLE XI. AMENDMENT AND APPROVALS

Section 1. Amendments by Members. These By-Laws may be amended by the affirmative vote of Members representing sixty-six and two-thirds percent (66-2/3%) or more of the votes of the Members at any meeting of the Members duly called for such purpose.

ARTICLE XII. MORTGAGES - NOTICES

Section 1. Notice to Board of Directors. Any Owner of any Plot in the Corporation who mortgages such Plot shall promptly notify the Board of the name and address of his mortgagee. The Board shall maintain suitable records pertaining to such mortgages.

Section 2. Consents. Any provision of these By-Laws to the contrary notwithstanding, the Corporation shall not, nor shall the Members, except by consent of two-thirds (2/3) thereof or the consent of two-thirds (2/3) of all first mortgagees of record, materially modify or amend the provisions of these By-Laws.

Section 3. Definition. As used in this Article, the term "**mortgagee**" shall mean any mortgagee, and shall not be limited to institutional mortgagees, and the term "**Mortgage**" shall include a deed of trust. As used generally in these By-Laws, the term "**institutional holder**" or "**institutional mortgagee**" shall include banks, trust companies, insurance companies, savings and loan associations, pension funds and any corporation, including a corporation of, or affiliated with, the United States Government, or any agency thereof.

ARTICLE XIII. INTERPRETATION - MISCELLANEOUS

Section 1. Conflict. These By-Laws are subordinate and subject in all respects to the provisions of the Declaration. All of the terms hereof, except where clearly repugnant to the content, shall have the same meaning as in the Declaration. In the event of any conflict between these By-Laws and the Declaration, the provisions of the Declaration shall control. The provisions of the

Declaration are incorporated herein by reference.

Section 2. Notices. Unless another type of notice is hereinelsewhere specifically provided for, any and all notices called for in the Declaration and in these By-Laws shall be given in writing.

Section 3. Severability. In the event any provision or provisions or these By-Laws shall be determined to be invalid, void or unenforceable, such determination shall not render invalid, void or unenforceable any other provisions hereof which can be given effect.

Section 4. Waiver. No restoration, condition, obligation or provision of these By-Laws shall be deemed to have been abrogated or waived by reason of any failure or failures to enforce the same.

Section 5. Captions. The captions and headings contained in these By-Laws are for convenience only and are not a part of these By-Laws and are not intended in any way to limit or enlarge the terms and provisions of these By-Laws.

Section 6. Gender, Etc. Whenever in these By-Laws the context so requires, the singular number shall include the plural and the converse; and the use of any gender shall be deemed to include all genders.

IN WITNESS WHEREOF, we, being all of the Directors of Chatham Homeowners Association, Inc., have hereunto set our hands this 12 day of September, 2010.

WITNESS:

Harold K. Resnick

Harold K. Resnick
President

Suzanne L. Merriman

Suzanne L. Merriman
VP

Robert L. Dubean

Robert L. Dubean
Secretary

STATE OF MARYLAND)
) to wit
BALTIMORE CITY)

I HEREBY CERTIFY that on this 12th day of September,
2010, before me, the subscriber, a Notary Public of the State of
Maryland, in and for Baltimore County, personally appeared
Harold K. Resnick, Suzanne Neumann and Robert L. Dusek, and
acknowledged the foregoing By-Laws to be their Corporate act and
deed.

WITNESS my hand and Notarial Seal the day and year first
above written.


NOTARY PUBLIC

My Commission Expires:

7/13/12

CERTIFICATION

I, the undersigned, do hereby certify:

1. That I am the duly elected and acting Secretary/Treasurer of Chatham Homeowners Association, Inc., and;

2. That the foregoing By-Laws constitute the original By-Laws of said Corporation, as duly adopted at a meeting of the Board of Directors thereof, held on the 12 day of September 2010 200.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said Corporation this 12 day of September, 2010.

Robert I. Dabean
Secretary/Treasurer

Glossary

Corporation	3
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institutional mortgagee	16
Mortgage	16
Paid-in-Surplus	14

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STATE OF MARYLAND)
) to wit:
BALTIMORE CITY)

I HEREBY CERTIFY, that on this 24th day of ^{September} March, 2005, before me, the subscriber, a Notary Public of the State aforesaid, personally appeared David Syner and Melissa Hilbush, who acknowledged that they are President and Secretary, respectively, of the Board of Directors of Chatham Homeowners Association, Inc. and that they, as President and Secretary, being authorized so to do, executed the foregoing instrument herein contained by signing for the Association by themselves as President and Secretary.

AS WITNESS, I have hereunto set my hand and Notarial Seal.

John P. Smith

NOTARY PUBLIC

My Commission Expires: 9/1/07

I Herby Certify that this instrument was prepared by the undersigned Maryland attorney.

Michael H. Mannes
Michael H. Mannes, Esq.

AFTER RECORDATION MAIL TO:

Michael H. Mannes, Esq.
Michael H. Mannes, P.A.
108 Water Street - Suite 200
Baltimore, Maryland 21202-1001

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