

Amended and Restated Bylaws

of

THE OTTERBEIN COMMUNITY ASSOCIATION, INCORPORATED

(A Maryland Non-Stock Corporation)

ARTICLE I – NAME, PRINCIPAL OFFICE, AND REGISTERED AGENT

Section 1. *Name.* The name of the Corporation is “**THE OTTERBEIN COMMUNITY ASSOCIATION, INCORPORATED**” (hereinafter referred to as the “Corporation”).

Section 2. *Principal Office.* The principal office of the Corporation shall be located at **P.O. Box 6394, Baltimore, Maryland 21230-6394**. The Corporation may from time to time have such other offices as the Board of Directors may determine or as the affairs of the Corporation may require.

Section 3. *Registered Agent.* The Corporation shall have and continuously maintain a registered agent in the State of Maryland. The Corporation’s current Registered Agent is **Gregory Fahlund, residing at 121 West Lee Street, Baltimore, Maryland 21230**. The address of the registered agent may from time to time be changed by the Board of Directors.

ARTICLE II – GEOGRAPHIC AREA

Section 1. *Geographic Area.* The Corporation’s Geographic Area shall include the following houses and parks listed below:

- The houses located on Barre Street with the following addresses: #101, 109, 111, 113, 115, 117, 119, 123, 131, 133, 135, and 137;
- The houses located on Hanover Street with the following addresses: #502, 504, 506, 508, 510, 512, 516, 518, 520, 522, 524, 526, 528, 530, 600, 602, 604, 606, 608, 610, 612, 614, 616, 618, 620, 622, 624, 626, 628, 630, 632, 702, 704, 706, 708, 710, and 712;
- The houses located on Hill Street with the following addresses: #100, 101, 103, 104, 105, 106, 107, 108, 109, 111, 113, 115, 117, 119, 120, 121, 123, 125, 127, 130, 131, 132, 133, 134, 135, 137, 143, 145, 147, 201, 203, 205, 207, 209, 211, 213, 215, 217, 219, 221, and 223;
- The houses located on Lee Street with the following addresses: #100, 102, 103, 104, 105, 106, 107, 108, 109, 110, 111, 112, 113, 114, 115, 116, 118, 119, 121, 122, 123, 124, 125, 126, 127, 128, 129, 130, 131, 132, 133, 135, and 137;
- The houses located on Pubped Way with the following addresses: #612, 614, 616, and 618;

- The houses located on Sharp Street with the following addresses: #501, 503, 511, 513, 515, 517, 519, 521, 523, 525, 527, 529, 531, 533, 603, 605, 607, 609, 613, 615, 617, 619, 621, 623, 625, 709, 711, and 713;
- The houses located on Welcome Alley with the following addresses: #100, 111, 113, 115, 117, 119, 121, 123, 125, 133, 134, 135, 136, 137, 138, and 139;
- The houses located on York Street with the following addresses: #142; and
- The following seven (7) parks listed below.

<u>Park Name:</u>	<u>Location:</u>
1. Concert Park	(between York Street and Lee Street)
2. Flower Bed Park	(between Lee Street and Welcome Ally)
3. Hermitage Square Park	(at Sharp Street between Hill Street and Montgomery Street)
4. Hill Street Park	(between Hughes Street and Hill Street)
5. Homesteader Park	(also between Lee Street and Welcome Alley)
6. Welcome Alley Park	(between Welcome Alley and Barre Street)
7. York Street Park	(between Hill Street and York Street)

ARTICLE III – PURPOSE STATEMENT

Section 1. *Purpose Statement.* The Corporation is organized and shall be operated exclusively for charitable and educational purposes as they are now or hereafter may be defined by Section 501(c)(3) of the Internal Revenue Code, or the corresponding provision of any future United States Internal Revenue Code.

The Corporation is organized and shall be operated exclusively for charitable and educational purposes as they are now or hereafter may be defined by Section 501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue law.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, its Members, Directors, Officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for service rendered and to make payments and distributions in furtherance of the purpose of the Corporation.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation,

contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE IV – SEAL

Section 1. *Corporate Seal.* The corporate seal of this Corporation shall be circular in design and have inserted thereon, “The Otterbein Community Association, Incorporated 1976”.

ARTICLE V – MEMBERS

Section 1. *Regular Members.* Regular Members of the Corporation are those Members of any household or apartment (collectively “household”) that is (1) located within the Corporation’s Geographic Area, as defined in Article II; and (2) has paid the park fees in a timely manner pursuant to Article VI. Regular Members may elect to pay the optional annual dues of the Corporation. However, Regular Members are not required to pay the annual dues. Furthermore, each Regular Member shall be of voting age. A Regular Member shall automatically cease to be a Regular Member upon moving from the Geographic Area, as defined in Article II. All of the residents of any household shall together constitute one (1) Regular Member of the Corporation.

Section 2. *Associate Members.* Associate Members of the Corporation shall be open to all persons affiliated with associations, organizations, and corporations that share in the aims of the Corporation and desire to assist the Corporation. Associate Members shall be considered in good standing following the payment of the park fees as defined in Article VI. Associate Members in good standing shall have all the rights and privileges of Regular Members in good standing except the right to vote. Associate Members may serve on the committees outlined in Article XII.

Section 3. *Members.* The term “Members” is collectively defined as both Regular Members and Associate Members.

ARTICLE VI – DUES AND FISCAL POLICIES

Section 1. *Park Fees and Annual Dues.* Each Regular Member is required to pay the parks fees. Each Regular Member may elect to pay the optional annual dues of the Corporation. The parks fees and annual dues shall be in such amount, and shall from time to time be approved by the Board of Directors. The Board of Directors may change the annual dues and park fees by a two-thirds (2/3) vote of the Directors present and voting after written notice to the Members of no less than two (2) weeks.

Section 2. *Payment of Park Fees.* The park fees shall be payable in quarterly payments or annual payments pursuant to the Otterbein Covenants and Exterior Design Standards (“OCEDS”), attached hereto as **Exhibit A**. The first park fees payment is due on July 1 of each year, or within ten (10) days after the mailing of such bill by the Corporation to the last known address of the Regular Member pursuant to the Corporation’s records. The Corporation shall have the power to charge for a

proportionate part of a year. The Corporation may charge a late payment fee for Regular Members who do not pay the park fees pursuant to the OCEDS, attached hereto as **Exhibit A**. Pursuant to the OCEDS, Regular Members are subject to a late payment fee of ten dollars (\$10.00) or ten percent (10%) of the park fees billed for that year, whichever is higher, and such late fee will continue to accrue for each succeeding sixty (60) day period of nonpayment up to a maximum of fifty percent (50%) of the amount billed for that year, for park fees that are not paid within sixty (60) days of the date listed on the bill. Furthermore, pursuant to the OCEDS, attached hereto as **Exhibit A**, the Corporation with the consent of the Board of Directors, may issue a lien of any mortgage against a Regular Member's property because of the Regular Member's failure to pay his/her park fees.

Section 3. *Payment of Annual Dues.* Regular Members are not required to pay the annual dues. However, the Regular Members of the Corporation may elect to pay the optional annual dues of the Corporation.

Section 4. *Budget.* The Executive Committee shall provide written notice of the proposed budget for consideration and approval before the annual meeting of the Board of Directors.

Section 5. *Statement of Affairs of the Corporation.* At the annual meeting, the Treasurer shall submit to the Members a true and full statement of the fiscal affairs of the Corporation. Such statement shall include the amount of assets, liabilities, and receipts and disbursements of the previous twelve (12) months.

Section 6. *Fiscal Year.* The fiscal year of the Corporation shall be a twelve (12) month period beginning on July 1 of each year, unless otherwise specified by the Board of Directors of the Corporation.

Section 7. *Fiscal Policies.*

- All checks, drafts, and orders for payment in excess of Five Hundred Dollars (\$500.00) shall bear signatures of two (2) of the following: the President, Vice President, or Treasurer.
- The Board of Directors shall approve any contracts or financial commitments in excess of Five Hundred Dollars (\$500.00), and any deeds or legal proceedings;
- There shall be a quarterly financial report submitted by the Treasurer to the Board of Directors. Thus, quarterly reports are due on the first day of each of the following months March, June, September, and December; and
- The books and accounts of the Corporation shall be kept in accordance with sound accounting practices and shall be reviewed annually by the Executive Committee whose written report shall be submitted for action to the Board of Directors.

Section 8. *Notice.* Written notice shall consist of the following: (1) hand delivery; (2) electronic mail; (3) electronic posting; and (4) first class mail to the Members at the address listed in the membership records located with the Treasurer.

ARTICLE VII – MEETINGS OF THE MEMBERS

Section 1. *Meetings.* The Members of the Corporation shall hold regular quarterly meetings during the months of March, June, September, and December. The purpose of the quarterly meetings is to transact routine business of the Corporation. The Board of Directors will provide written notice to the Members of the quarterly meeting dates and times.

Section 2. *Annual Meeting.* The annual meeting of the Members of the Corporation shall be held during the month of June at a time and place designated by the Board of Directors. The purpose of the annual meeting is to elect the Board of Directors; to elect Officers; approve the Treasurer's report; and have a presentation of the President's report, reports of other officers, committee chairmen, and any other appropriate business. Written notice of the time and place shall be given to the Members at least two (2) weeks prior to the date of the annual meeting.

Section 3. *Special Meetings.* At any time, special meetings may be called by the President, or at the written request to the President, by five (5) Members of the Board of Directors, or by twenty five (25) Members of the Corporation. Written notice of the time, place, and purpose of the special meeting and information concerning the question(s) to be voted upon shall be given to the Members at least two (2) weeks prior to the date of the special meeting.

Section 4. *Voting.* Each household, as defined in Article V, containing a Regular Member located in the Geographic Area as defined in Article II, that has paid the park fees as outlined in Article VI, shall be entitled to one (1) vote per household. Where the Regular Members of a household are in disagreement as to the casting of a vote, each Regular Member of the household shall be entitled to cast a percentage of the vote equal to the percentage of the number of Regular Members of the household which the person casting the vote represents. For example, a husband and wife shall each be entitled to case one-half (1/2) of a vote each.

Section 5. *Quorum.* There shall be no quorum requirement of the Regular Members for the meeting of Members of the Corporation. However, there must be a majority of the Regular Members comprising the Board of Directors, which is also a majority of the Executive Committee, which must be present to constitute a quorum for the meeting of the Members of the Corporation.

Section 6. *Proxies.* Each Regular Member of the Corporation shall be entitled to one (1) vote per household, as defined in Article V. The Board of Directors will provide the proxies that must be completed by the Regular Members who are in good standing as described in Article V, and who are unable to vote in person. At all meetings of the Members, a Member may vote by proxy executed in writing. Such proxy shall be filed with the Secretary before or at the time of the meeting. No proxy shall be valid after sixty (60) days form the date of its execution, unless otherwise provided by the proxy.

Section 7. *Notice.* Written notice shall consist of the following: (1) hand delivery; (2) electronic mail; (3) electronic posting; and (4) first class mail to the Members at the address listed in the membership records located with the Treasurer.

ARTICLE VIII – OFFICERS

Section 1. *Officers.* The Officers shall be Regular Members in good standing as defined in Article V, and shall consist of the (1) President; (2) Vice President; (3) Treasurer; and (4) Secretary. At no time shall there be less than four (4) Officers of the Corporation.

Section 2. *Nomination of Officers.* The Nominating Committee shall present a slate of at least one (1) candidate for each office to be filled. The slate shall be read at the annual meeting held each June, and shall be included in the *Mullion* (the Corporation's quarterly newsletter) to the Members at least two (2) weeks prior to the annual meeting. Additional nominations may be made from the floor at the annual meeting.

Section 3. *Election and Term of Officers.* Officers shall be elected for a term of two (2) years by majority vote of the Regular Members present and qualified to vote at the annual meeting. Officers are eligible for an additional term of two (2) years, and then shall not be eligible for reelection for one (1) year.

Section 4. *Duties.* The powers and duties of the Officers shall be as follows:

- **President:** The President shall be the executive officer of the Corporation, shall call and preside at meetings of the Corporation, the Board of Directors, and the Executive Committee, and shall be member ex officio of all committees, as outlined in Article XII. The President shall appoint the chairmen of all committees and when necessary a Secretary pro tem. The President shall have such powers and perform such duties as may from time to time be vested in the President by the Corporation
- **Vice President:** The Vice President shall assist the President and shall assume all duties of the President in his/her absence or temporary inability to serve. The Vice President shall automatically be an ex-officio member of all Committees.
- **Treasurer:** The Treasurer shall be the official custodian of all moneys of the Corporation. The Treasurer shall be responsible for the financial affairs of the Corporation, including the care and custody of the Association's membership and park maintenance funds, certificate of deposit, and all other financial records. The Treasurer shall keep the Members and the Board of Directors informed of fiscal affairs and presents a quarterly and annual report to the Members. The Treasurer shall supervise the financial affairs of the Corporation according to acceptable accounting procedures for audit purposes. The Treasurer shall make all financial records available at all times to inspection by any Member. The Treasurer is authorized to pay expenses of the Corporation in the amount of not more than Five Hundred Dollars (\$500.00). Expenses in excess of Five Hundred Dollars (\$500.00) (or such other amount as the Board from time to time may determine) shall be incurred and paid only in accordance with the budget or by order of the Board of Directors. The Treasurer shall keep a current list of the Members; records of the membership dues; and send bills to the Regular Members.
- **Secretary:** The Secretary shall keep the minutes at the meetings of the Corporation, the Board of Directors, and the Executive Committee. The Secretary shall maintain a file containing

essential records, which shall be transmitted to his/her successor at the close of the Secretary's term of office. The Secretary shall send notices of all meetings and direct all mailings of the Corporation. The Secretary shall perform such other duties as are traditionally performed by a corporate secretary.

Section 5. *Resignation of Officers.* Any Officer may resign at any time by providing written notice to the Board of Directors. Such resignation shall take effect at the time specified therein. Acceptance by the Board of Directors of such resignation shall not be necessary to make it effective.

Section 6. *Removal of Officers.* Any Officer may be removed, either with or without cause, by a majority vote of the Board of Directors at any meeting.

Section 7. *Vacancies.* A vacancy in any office caused by resignation, removal, or death may be filled for the unexpired term of the predecessor in office by the Board of Directors at any meeting. An Officer elected to fill a vacancy shall hold office for the unexpired term of his predecessor, and then shall be elected for a term of two (2) years, and will be eligible for an additional term of two (2) years, and then shall not be eligible for reelection for one (1) year.

Section 8. *Notice.* Written notice shall consist of the following: (1) hand delivery; (2) electronic mail; (3) electronic posting; and (4) first class mail to the Members at the address listed in the membership records located with the Treasurer.

ARTICLE IX – BOARD OF DIRECTORS

Section 1. *Board of Directors.* The Board of Directors shall be Regular Members in good standing as defined in Article V, and shall consist of the (1) President; (2) Vice President; (3) Treasurer; (4) Secretary; and (5) three (3) Members at Large, defined immediately below in Section 2. At no time shall there be less than five (5) Directors serving on the Board of Directors.

Section 2. *Members at Large.* Members at Large consist of Regular Members who are in good standing as defined in Article V.

Section 3. *Nomination of the Board of Directors.* The Nominating Committee shall present a slate of seven (7) Directors at the annual meeting, who shall serve for an initial term of two (2) years, but be eligible for an additional term of two (2) years, and then shall not be eligible for reelection for one (1) year. The Nominating Committee shall provide written notice to the Members concerning the slate of Directors at least two (2) weeks prior to the annual meeting. Nominations may be made from the floor at the annual meeting.

Section 4. *Election and Term of the Board of Directors.* Directors shall be elected for a term of two (2) years by majority vote of the Regular Members present and qualified to vote at the annual meeting. Directors are eligible for an additional term of two (2) years, and then shall not be eligible for reelection for one (1) year.

Section 5. *Duties of the Board of Directors.* Except as otherwise provided in these Bylaws, the Board of Directors shall have charge and general control of the affairs and funds of the Corporation and shall designate the time and place of all meetings except as previously designated under Article VII of these Bylaws. The Board of Directors shall inform the Members of all major proposals and programs presented and the action taken by the Board of Directors.

Section 6. *Meetings of the Board of Directors.* The Board of Directors shall hold regular quarterly meetings during the following months March, June, September, and December. Special meetings may be called by the President. Special meetings may also be called by the written request of two (2) Members of the Board of Directors to the President. Written notice of a special meeting shall be given at least one (1) day prior to the meeting to all Members of the Board of Directors. Notice shall state the purpose of the special meeting and the question(s) to be voted upon.

Meetings of the Board of Directors shall be open to the Members of the Corporation.

Members of the Board of Directors who miss three (3) consecutive meetings without a reasonable excuse shall be notified by the Board of Directors that he/she has forfeited his/her position on the Board of Directors upon recommendation of the President.

Section 7. *Executive Committee.* The Executive Committee shall be composed of the following: (1) President; (2) Vice President; (3) Treasurer; (4) Secretary; and (5) three (3) Members at Large. All Executive Committee Members must be Regular Members of the Corporation.

Section 8. *Quorum.* A majority of the Regular Members of the Board of Directors, which is also a majority of the Executive Committee, shall constitute a quorum for the respective meetings. In the event of lack of a quorum, the meeting of the Board of Directors shall be postponed. Notice of a postponed meetings shall be the same as for a special or a called meeting.

Section 9. *Resignation of Board of Directors.* Any Director may resign at any time by providing written notice to the Board of Directors. Such resignation shall take effect at the time specified therein. Acceptance by the Board of Directors of such resignation shall not be necessary to make it effective.

Section 10. *Removal of Board of Directors.* Directors may be removed from office at any time, with or without cause, upon a majority vote of the Board of Directors at a meeting called for that purpose. Written notice of the interest to remove a Director shall consist of the following: (1) hand delivery; (2) electronic mail; (3) electronic posting; and (4) first class mail to the Member at the address listed in the membership records located with the Treasurer.

Section 11. *Vacancies.* Vacancies in the Board of Directors shall be deemed to exist in the event of the resignation, removal, or death of a Director, or in the event of an increase in the number of Directors. Any such vacancy shall be filled by a majority vote of the remaining Directors. A Director elected to fill a vacancy shall hold office for the unexpired term of his predecessor, and then shall be elected for a term of two (2) years, and will be eligible for an additional term of two (2) years, and then shall not be eligible for reelection for one (1) year.

Section 12. *Notice.* Written notice shall consist of the following: (1) hand delivery; (2) electronic mail; (3) electronic posting; and (4) first class mail to the Members at the address listed in the membership records located with the Treasurer.

ARTICLE X – COMPENSATION OF DIRECTORS AND OFFICERS

Section 1. *Compensation of Directors and Officers.* Directors and Officers shall not receive any compensation for their services as such; however, the Board of Directors may authorize reasonable reimbursement for all expenses incurred in connection with the performance of services for the Corporation.

ARTICLE XI – LIABILITY AND INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1. *Liability.* In the absence of fraud or bad faith, the Directors and Officers of the Corporation shall not be personally liable for its debts, obligations, or liabilities.

Section 2. *Indemnification.* The Corporation shall indemnify any Director or Officer, or former Director or Officer, against expenses incurred in connection with the defense of any action, suit, or proceeding in which he is made a party by reason of being, or having been, such Director or Officer, to the maximum extent permitted by law. Such indemnification shall not be deemed exclusive of any other rights to which such Director or Officer may be entitled, under any Bylaw provision, agreement, vote of the Board of Director, or otherwise.

Section 3. *Prohibition Against Self Dealing.* Anything contained in this Article to the contrary notwithstanding, the Corporation shall in no event indemnify any person otherwise entitled to such indemnification if such indemnification would constitute “self dealing” as defined in Section 4941 of the Internal Revenue Code of 1986, as amended.

ARTICLE XII – COMMITTEES

Section 1. *Committees.* There shall at all times be the following committees: (1) Executive Committee; (2) Nominating Committee; (3) Finance Committee; (4) Architectural Review Committee (“ARC”); (5) Parks Committee; (6) Events Committee; and (7) Mullion Committee. The Corporation may from time to time have such other Committees as the Board of Directors may determine or as the affairs of the Corporation may require.

Section 2. *Executive Committee.* The Executive Committee shall be composed of the following: (1) President; (2) Vice President; (3) Treasurer; (4) Secretary; and (5) three (3) Members at Large. All Executive Committee Members must be Regular Members of the Corporation. The Executive Committee shall conduct the affairs of the Corporation between meetings of the Corporation and shall perform other duties as authorized by the Membership. The Executive Committee shall keep a record of its meetings, which shall be on file with the Secretary. The Executive Committee shall have the power to employ counsel on behalf of the Corporation when in their judgment counsel is necessary.

No debts shall be incurred on behalf of the Corporation except by an express resolution of the Committee authorizing the incurring of the debt in advance. The Committee shall, however, have no power to make the Corporation liable for any debts amounting to more than half of the amount in the Corporation's bank account.

The Executive Committee shall be responsible to the Members of the Corporation on matters of policy and report to the Members of the Corporation the Executive Committee's recommendations for action. Matters of policy shall include any issue or position considered subject to membership referendum by at least three (3) Members of the Executive Committee.

Section 3. *Nominating Committee.* The Nominating Committee shall consist of three (3) Members of the Corporation appointed by the President with the assistance and approval of the Board of Directors. The Nominating Committee shall prepare a slate of Officers and Directors annually and propose candidates to fill vacancies on the Board. The Secretary shall serve as ex officio as Secretary of the Nominating Committee without a vote.

Section 4. *Finance Committee.* The Finance Committee shall consist of the Treasurer who will serve as Chairperson and two (2) Members of the Corporation. The Finance Committee shall prepare an annual budget to be presented to the Members at the annual meeting. The Finance Committee will also recommend a schedule for dues for the fiscal year.

Section 5. *Architectural Review Committee ("ARC").* The ARC shall consist of a Chairperson who is a Regular Member, and three (3) other Regular Members of the Corporation all of whom are Regular Members who own property in the Geographic Area as defined in Article II, who are appointed by the President with the assistance and approval of the Board of Directors.

The ARC shall serve to uphold the adopted OCEDS, attached hereto as **Exhibit A**, as described in the Deed of 119 West Hill Street and 137 Welcome Alley and referenced in all property deeds recorded among the land records in Baltimore City, Maryland.

The ARC shall review and investigate promptly all reports of Otterbein properties that are not in compliance with the adopted OCEDS, and shall forward to the information to the Executive Committee all reports and the ARC's findings for appropriate action and disposition.

The ARC shall review and approve all submission, for conformance with the letter and intent of the adopted OCEDS including all homesteads, existing buildings, infill and multifamily development within the Geographic Area defined in Article II.

The ARC will endorse variances from the adopted standards in substantive, individual cases to the Baltimore City Department of Housing and Community Development ("BCDHCD"). The ARC will recommend to the Members and the BCDHCD additions to the standards. The ARC will inform the BCDHCD of observed deviations from approved submissions.

The ARC shall prepare and provide a report to be presented to the Members at the quarterly meetings and the annual meeting.

Section 6. *Parks Committee.* The Parks Committee shall consist of a Chairperson who is a Member of the Corporation and three (3) Members of the Corporation appointed by the President with the assistance and approval of the Board of Directors. The Parks Committee shall be responsible for the upkeep and maintenance of the seven (7) parks, located in the Geographic Area, as defined in Article II. The Parks Committee is also responsible for maintaining and renewing the Otterbein Parks Agreement (lease) with the City of Baltimore. The Parks Committee shall prepare and provide a report to be presented to the Members at the quarterly meetings and the annual meeting. Listed immediately below are the names and locations of the seven (7) parks located in the Geographic Area.

Section 7. *Events Committee.* The Events Committee shall consist of a Chairperson who is a Member of the Corporation and three (3) Members of the Corporation appointed by the President with the assistance and approval of the Board of Directors. The Events Committee shall plan, prepare, and communicate events to the Members, in an effort to strive for neighborhood cohesiveness. Each January, the Events Committee shall prepare a list of events/activities for the year for the Members. The Board of Directors will approve all events and activities presented by the Events Committee before any of the events and activities are communicated to the Members. The Events Committee shall prepare and provide a report to be presented to the Members at the quarterly meetings and the annual meeting.

Section 8. *Mullion Committee.* The Mullion Committee shall consist of a Chairperson who is a Member of the Corporation and three (3) Members of the Corporation appointed by the President with the assistance and approval of the Board of Directors. The Mullion Committee shall prepare and distribute a quarterly newsletter, entitled the *Mullion*, to be published during the months of March, June, September, and December, which will be distributed and made available to the Members of the Corporation. The Mullion Committee shall prepare and provide a report to be presented to the Members at the quarterly meetings and the annual meeting.

ARTICLE XIII – PARLIMENTARY AUTHORITY

Section 1. *Parliamentary Authority.* Robert’s Rules of Order, Revised shall be the parliamentary authority for all matters of procedure not specifically covered by these Bylaws or the Articles of Incorporation of the Corporation.

ARTICLE XIV – TESTIMONY BEFORE ZONING OR SIMILAR TRIBUNALS

Section 1. *Testimony Before Zoning or Similar Tribunals.* A resolution passed at any meeting, annual meeting, or special meeting of the Corporation shall be deemed full and proper authority for any Officers and any other Member so designated by the Corporation to testify on behalf of the Corporation at such proceedings, and report fairly the actions of the Members.

ARTICLE XV – AMENDMENTS

Section 1. *Amendments.* The Bylaws may be amended by a two-thirds (2/3) vote of the eligible Regular Members present and qualified to vote at any meeting of the Corporation provided that the proposed amendment(s) shall have been previously submitted to, but not necessarily approved by, the Board of Directors. Notice of proposed amendment(s) shall be given to each member at least two (2) weeks prior to the date of the meeting.

Section 2. *Notice.* Written notice of any amendment(s) shall consist of the following: (1) hand delivery; (2) electronic mail; (3) electronic posting; and (4) first class mail to the Member at the address listed in the membership records located with the Treasurer.

ARTICLE XVI – DISSOLUTION

Section 1. *Dissolution.* Should it become necessary to dissolve the Corporation, a special Board of Directors meeting shall be called to adopt such a resolution and dissolution shall proceed in accordance with the Articles of Incorporation and the laws of the state of Maryland.

Specifically, upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all assets of the Corporation exclusively for the purpose of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue law), as the Board of Directors shall determine. Any assets not disposed of shall be disposed of by any court of competent jurisdiction in the country or city in which the Corporations' principal office is located, exclusively for such purposes or to such organizations, as said Court shall determine which are organized and operated exclusively for such purposes.

ARTICLE XVII – EFFECT OF PROVISION OF LAW

Section 1. *Effect of Provision of Law.* Each of the provisions of these Bylaws shall be subject to and controlled by specific provisions of the Maryland Nonprofit Corporation Act or the Articles of Incorporation which relate to their subject matter, and shall also be subject to any expectations or more specific provisions dealing with the subject matter appearing in these Bylaws, as amended from time to time.

Exhibit A

Otterbein Covenants and Exterior Design Standards