

LONG REACH COMMUNITY ASSOCIATION

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ARTICLE I MEMBERS

SECTION 1.01. Annual Meetings. The Association shall hold each year an annual meeting of the members for the election of directors, the election of a representative, in alternate years, to serve for a two-year term as the representative of the Association of the Columbia Council, and the transaction of any business within the powers of the Association, at 9:00 a.m. on the third Saturday in February in 1973, and thereafter, beginning with the year 1977 on any Saturday in April of each year. Any business of the Association may be transacted at an annual meeting without being specially required by statute or by the charter to be stated in the notice. Failure to hold an annual meeting at the designated time shall not, however, invalidate the corporate existence or affect otherwise valid corporate acts.

SECTION 1.02. Special Meetings. At any time in the interval between annual meetings, special meetings of the members may be called by the Chairman of the Board or the Manager or by a majority of the Board of Directors by a vote at a meeting or in writing with or without a meeting.

SECTION 1.03. Place of Meetings. All meetings of members shall be held at the principal office of the Association in Columbia, Maryland, except in cases in which the notice thereof designates some other place and except for the election portion of the annual meeting which may be conducted at various polling places within the Village of Long Reach, Columbia, Maryland; but all such meetings shall be held within the State of Maryland.

SECTION 1.04. Notice of Meetings. Not less than ten days nor more than ninety days before the date of every members' meeting, the Manager shall give to each member entitled to vote at such meeting, written or printed notice stating the time and place of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, either by mail or by presenting it to him personally or by leaving it at his residence or usual place of business. If mailed, such notice shall be deemed to be given when deposited in the United States Mail addressed to the member at his post office address as it appears on the records of the Association, with postage thereon prepaid. Notwithstanding the foregoing provision a waiver of notice in writing, signed by the person or persons entitled to such notice and filed with the records of the meeting, whether before or after the holding thereof, or actual attendance at the meeting in person, shall be deemed equivalent to the giving of such notice to such persons. Any meeting of members, annual or special, may adjourn from time to time to reconvene at the same or some other place, and no notice need be given of any such adjourned meeting other than by announcement.

SECTION 1.05. Quorum. Fifty (50) members of the Association eligible to vote shall constitute a quorum for the election of members of the Board of Directors and representative to the Columbia Council for any election conducted after April 23, 1988. In the absence of a quorum the members present in person, by majority vote and without notice other than by announcement, may adjourn the meeting from time to time until a quorum shall attend. In addition, at such a meeting where a quorum of members is not present in person, a majority of the members present may call a further meeting of members, in accordance with the provisions of Section 135 of Article 23 of the Annotated Code of Maryland (1957 Ed.) and at such further meeting the members present in person shall constitute a quorum and by majority vote of those present may approve or authorize any proposed action, and take any other action, including, without limitation, the election of directors, which might have been taken at the original meeting, if a sufficient number of members had been present.

SECTION 1.06. Votes Required. A majority of the votes cast at a meeting of members, duly called and at which a quorum is present shall be sufficient to take or authorize action upon any matter which may properly come before the meeting, unless more than a majority of votes cast is required by statute or by the charter. Unless the charter provides for a greater or less number of votes per member or limits or denies voting rights, each member, regardless of class, shall be entitled to one vote on each matter submitted to a vote at a meeting of members; but no member shall be entitled to any vote (except a vote for a representative on the Columbia Council):

- (i) if any dues established by the Board of Directors and payable by such member are due and unpaid at the time of such meeting;

(ii) if any special assessment established by the Board of Directors, and payable by such member is due and unpaid at the time of such meeting; or

(iii) if such member, as determined by the Board of Directors, shall be, at the time of such meeting, in violation of any of the Long Reach Restrictions contained in the Deed Agreement and Declaration between the Howard Research and Development Corporation (HRD) and Vera H. Campbell, dated the 15th day of May, 1970 and filed for recording among the Land Records of Howard County the Long Reach Declaration).

SECTION 1.07A. Votes to be Cast in Person. Except as specified in this Section 1.07A and in the next succeeding Section 1.07B, no member shall be entitled to assign his right to vote, by power of attorney, by proxy or otherwise, and no vote shall be valid unless cast in person by the individual member, provided, however,

(i) that in the case of a corporate member, the vote may be cast by the president or a vice president of such corporation or such other officer as may be designated in writing by the president or a vice president of the corporation;

(ii) that members unable to attend a meeting at which Directors of the Association are to be elected or at which a representative to the Columbia Council is to be elected, or a meeting to vote on the removal of a Director or Columbia Council Representative, shall be entitled to file a written vote under the procedure set forth in this Section 1.07A; and

(iii) agencies or instrumentalities of the Federal Government, otherwise entitled to vote, may vote by written proxy.

Any member unable to attend a meeting of the type specified in clause (ii) in the preceding sentence may vote by casting an absentee ballot in accordance with the procedures set forth in Section 8.07.

SECTION 1.07B. On any matter submitted to the members for vote, other than the election of Directors or the election of a representative to the Columbia Council, or removal of a Director or the Columbia Council Representative, any member entitled to vote may cast a vote without attending the meeting in question by either of the following procedures, at his election:

(i) the member may sign a written proxy designating a particular individual to cast the member's vote on any issue coming before a particular meeting (other than the aforesaid excluded matters), which proxy shall be valid only with respect to the meeting specified therein: or

(ii) file a written statement with the Board of Directors prior to the meeting in question, specifying the issue on which the member intends to vote (other than the aforesaid excluded matters) and that the member votes for or against the same.

Any vote cast under either of the procedures set forth in this Section 1.07B shall have the same force and effect as if the member in question had appeared at the meeting and had cast his vote in person.

SECTION 1.08. List of Members. The Manager shall provide to the Election Monitor Committee a list of street addresses designating all dwelling units in the Village of Long Reach.

SECTION 1.09. Members. The qualification for membership shall be that stated in the Charter of the Association.

SECTION 1.10. Voting. The rules and regulations concerning the right to vote shall be those stated in the Charter of the Association. A current, valid identification (lease, driver's license, utility bill) will serve as proof of resident membership.

SECTION 1.11. Informal Action by Members. Any action required or permitted to be taken at any meeting of members may be taken without a meeting, if a consent in writing, setting forth such action, is signed by all the members entitled to vote on the subject matter thereof and any other members entitled to notice of a

meeting of members (but not to vote thereat) have waived in writing any rights which they may have to dissent from such action, and such consent and waiver are filed with the records of the Association.

ARTICLE II BOARD OF DIRECTORS

SECTION 2.01. Powers. The business and affairs of the Association shall be managed by its Board of Directors. The Board of Directors may exercise all the powers of the Association, except such as are by statute or the charter or the by-laws conferred upon or reserved to the members. The Board of Directors shall keep full and fair accounts of its transactions.

SECTION 2.02. Number of Directors. The number of directors of the Association shall be five, as provided in the charter, until such number be changed as herein provided. By vote of a majority of the entire Board of Directors, the number of directors may be increased or decreased, from time to time, to not exceeding fifteen nor less than five directors, but the tenure of office of a director shall not be affected by any decrease in the number of directors so made by the Board.

SECTION 2.03. Election of Directors. At the first annual meeting of members and at each annual meeting thereafter, the members shall elect directors to hold office beginning on May 1st in the year of election and extending for a two year period until April 30. At any meeting of members duly called and at which a quorum is present, the members may, by the affirmative vote of the members entitled to cast the majority of votes thereon, remove any directors or the Columbia Council Representative from office and may elect a successor or successors to fill any resulting vacancies for the unexpired terms of removed directors. If the Columbia Council Representative is removed, the Board of Directors shall nominate a successor to the Columbia Council.

SECTION 2.04. Vacancies. Any vacancy occurring in the Board of Directors for any cause other than by reason of an increase in the number of directors may be filled by a majority of the remaining members of the Board of Directors, although such majority is less than a quorum. Any vacancy occurring by reason of an increase in the number of directors may be filled by action of a majority of the entire Board of Directors. A director elected by the Board of Directors to fill a vacancy other than by reason of an increase in the number of directors shall serve as such until the expiration of the term of the vacant director position. A director elected by the Board of Directors to fill a vacancy occurring by reason of an increase in the number of directors shall be elected to hold office until the next annual meeting of members.

SECTION 2.05. Regular Meetings. After each meeting of members at which a Board of Directors shall have been elected, the Board of Directors so elected shall meet as soon as practicable for the purpose of organization and transaction of other business, at such time as may be designated by the members at such meeting; and in the event that no other time is designated by the members, the Board of Directors shall meet at 12:00 noon on the day of such meeting. Such first meeting shall be held at such place within or without the State of Maryland as may be designated by the members, or in default of such designation at the place designated by the Board of Directors for such first regular meeting, or in default of such designation at the office of the Corporation in Columbia, Maryland. No notice of such first meeting shall be necessary if held as hereinabove provided. Other regular meetings of the Board of Directors shall be held on such dates and at such places within or without the State of Maryland as may be designated from time to time by the Board of Directors, if held as herein provided.

SECTION 2.06. Special Meetings. Special meetings of the Board of Directors may be called at any time by the Chairman of the Board or the Manager or by a majority of the Board of Directors by vote at a meeting, or in writing with or without a meeting. Such special meetings shall be held at such place or places within or without the State of Maryland as may be designated from time to time by the Board of Directors. In the absence of such designation such meetings shall be held at such places as may be designated in the calls.

SECTION 2.07. Notice of Meetings. Except as provided in Section 2.05, notice of the place, day and hour of every regular and special meeting shall be given to each director two days (or more) before the meeting, by delivering the same to him personally, or by sending the same to him by telegraph, or by leaving the same at his residence or usual place of business, or, in the alternative, by mailing such notice three days (or more) before the meeting, postage prepaid, and addressed to him at his last known post office address, according to the records of the Association. Unless required by these by-laws or by resolution of the Board of Directors, no notice of any meeting of the Board of Directors need state the business to be transacted thereat. No notice of any meeting of the Board of Directors need be given to any director who attends, or to any director who in writing executed and filed with the records of the meeting either before or after the holding thereof, waives such notice. Any meeting of the Board of Directors, regular or special, may adjourn from time to time to reconvene at the same or some other place, and no notice need be given of any such adjourned meeting other than by announcement.

SECTION 2.08. Quorum. At all meetings of the Board of Directors, a majority of the entire Board of Directors shall constitute a quorum for the transaction of business. Except in cases in which it is by statute, by the charter or by the by-laws otherwise provided, the vote of a majority of such quorum at a duly constituted meeting shall be sufficient to elect and pass any measure. In the absence of a quorum, the directors present by majority vote and without notice other than by announcement may adjourn the meeting from time to time until a quorum shall attend. At any such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified.

SECTION 2.09. Compensation. Directors as such shall not receive any compensation for their services.

SECTION 2.10. Informal Action by Directors. Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting, if a written consent to such action is signed by all members of the board or of such committee, as the case may be and such written consent is filed with the minutes of the proceedings of the board or committee.

SECTION 2.11. Removal of Directors for Non-Attendance. Absence by a director from four (4) consecutive scheduled Board of Directors meetings or from six (6) scheduled Board of Directors meetings during the 12-month period following the most recent Village election shall constitute grounds for that director's immediate removal from office and shall require the institution of removal proceedings in the manner described in this section. Absence by the Long Reach representative to the Columbia Council from four (4) consecutive scheduled Board of Directors meetings or from six (6) scheduled Board of Directors meetings during the 12-month period following the most recent Village election shall constitute grounds for immediate removal of that representative as an ex-officio director and shall require the institution of removal proceedings in the manner described in this section. For purposes of this section the term "scheduled Board of Directors meetings" shall not include work sessions. Absence shall include those instances in which a director or council representative is more than 30 minutes late for a scheduled meeting.

(i) The Village Manager shall keep a record of attendance at scheduled Board of Directors meetings and a cumulative record of absences for each director and the Columbia Council representative for the current year. When the number of absences accumulated by a director or the Columbia Council representative exceeds the number of absences permitted by this section, the director or the Columbia Council representative shall be notified in writing of a failure to comply with the attendance requirements of this section, and directed to show cause within ten days, or whatever time may be established by the remaining directors, why the director or the Columbia Council representative should not be removed from the office of director. The written notice shall be prepared by the Village Manager, signed by any member of the Board of Directors and mailed to the director's or the Columbia Council representative's most current address as reflected in the Long Reach Village Records.

(ii) A director or the Columbia Council representative, notified and directed to show cause pursuant to this section, may submit within ten days of the date of the notice a written response or written

request for hearing before the remaining directors, which shall be mailed to the Board of Directors in care of the Village Office. If a hearing is requested, a hearing shall be granted and the hearing shall be scheduled at the convenience of all concerned but no later than fifteen days after the request is received. The director or the Columbia Council representative shall be removed upon:

(a) failure to submit a written response or request a hearing; or

(b) a determination by the remaining directors after consideration of the written response or after a hearing if one is requested.

No action of the members of the Association shall be required. The Board's determination shall be made no later than ten days from the close of the hearing or from the date the director's or the Columbia Council representative's written response was received at the Village Office. A quorum for such a determination shall be one less than the normal quorum required for the conduct of business before the Board of Directors, except in the proposed removal of the Columbia Council representative. A director shall not vote upon the question of the director's own removal for absence. The Board of Directors determination shall be final.

(iii) No action of the Board of Directors shall be rendered invalid by reason of the Board of Directors' failure to comply with the provisions of this section.

ARTICLE III COMMITTEES

SECTION 3.01. Committees. The Board of Directors may by resolution provide for an Executive Committee and for such other standing or special committees as it deems desirable, and discontinue the same at pleasure. Each such committee shall have powers and perform such duties, not inconsistent with law, as may be assigned to it by the Board of Directors.

ARTICLE IV OFFICERS

SECTION 4.01. Chairman. The Board of Directors shall in each year elect a Chairman of the Board from among the Directors. The Chairman shall preside at all meetings of the Board of Directors and meetings of members at which he shall be present and shall and may exercise such additional powers and duties as are from time to time assigned to him by the Board of Directors. The Board of Directors shall also elect a vice-chairman who shall preside in the absence of the chairman.

SECTION 4.02. Managers. The Board of Directors shall in each year elect one person (who need not be a member of the Association) to serve as the Manager of the Association. The Manager of the Association shall, ex officio, be the Secretary and the Treasurer of the Association. The Manager shall provide liaison between CPRA and the Association and shall generally advise the Association in the conduct and operation of its affairs. In the absence of the Chairman and Vice Chairman of the Board, the Manager shall preside at all meetings of the members and of the Board of Directors at which he shall be present; he shall have general charge and supervision of the business of the Association; he may sign and execute bonds, contracts or other instruments, except in cases in which the signing and execution thereof shall have been expressly delegated to some other officer or agent of the Association; and, in general, he shall perform all duties incident to the office of a City Manager with regard to the Village of Long Reach and such other duties as, from time to time, may be assigned to him by the Board of Directors.

As Secretary of the Association, the Manager shall keep the minutes of the meetings of the members, and the Board of Directors, in books provided for the purpose; he shall see that all notices are duly given in

accordance with the provisions of the by-laws or as required by law; he shall be the custodian of the records of the Association; he shall see that the corporate seal of the Association is affixed to all documents the execution of which, on behalf of the Association, under its seal, is duly authorized, and when so affixed may attest the same; and in general, he shall perform all duties incident to the office of a Secretary of a corporation.

As Treasurer of the Association, the Manager shall have charge of and be responsible for all funds, receipts and disbursements of the Association, and shall deposit, or cause to be deposited, in the name of the Association, all monies or other valuable effects in such banks, trust companies or other depositories as shall, from time to time, be selected by the Board of Directors; he shall render to the Board of Directors whenever requested, an account of the financial condition of the Association, and in general, he shall perform all the duties incident to the office of a Treasurer of a corporation.

The Manager shall serve at the pleasure of the Board of Directors and any vacancy in such office by reason of death, removal, resignation or otherwise shall be filled by the Board of Directors.

SECTION 4.03. Additional Executive Officers. The Board of Directors may choose one or more assistant managers, one or more assistant secretaries and one or more assistant treasurers, none of whom need be a director, but all of whom shall be members of the Association. Any two or more of the offices mentioned in this Article IV may be held by the same person; but no officer shall execute, acknowledge or verify any instrument in more than one capacity if such instrument be required by statute, by the charter, by the by-laws or by resolution of the Board of Directors to be executed, acknowledged or verified by any two or more officers. Each such officer shall hold office until the first meeting of the Board of Directors after the annual meeting of members next succeeding his election, and until his successor shall have been duly chosen and qualify, or until he shall have resigned for the unexpired portion of the term of the Board of Directors at any regular or special meeting.

The assistant officers, if any, described in this Section 4.03, shall have such duties as may from time to time be assigned to them by the Board of Directors or the Manager.

SECTION 4.04. Columbia Council Representative. The member elected as representative on the Columbia Council shall perform those functions, and shall have those powers, specified in the Charter of the Association and the Charter of The Columbia Park and Recreation Association, Inc.

SECTION 4.05. Subordinate Officers. The Board of Directors may from time to time appoint such subordinate officers as it may deem desirable. Each such officer shall hold office for such period and perform such duties as the Board of Directors or the Manager may prescribe. The Board of Directors may, from time to time, authorize any committee or officer to appoint and remove subordinate officers and prescribe the duties thereof.

SECTION 4.06. Compensation. None of the officers of the Association (other than the Manager or Assistant Managers) shall be compensated by the Association for services rendered in the capacity of such office. The Manager and any Assistant Managers may receive such compensation as may be determined from time to time by resolution of the Board of Directors.

SECTION 4.07. Removal. Any officer or agent of the Association may be removed by the Board of Directors whenever, in its judgment, the best interests of the Association will be served thereby.

ARTICLE V FINANCE

SECTION 5.01. Checks, Drafts, Etc. All checks, drafts and orders for the payment of money, notes and other evidences of indebtedness, issued in the name of the Association, shall unless otherwise provided by

resolution of the Board of Directors, be signed by the Manager and countersigned by one Director of the Association. Checks issued in the name of the Association in amounts not to exceed \$1000, shall only require the signature of the Association Manager.

SECTION 5.02. Annual Reports. There shall be prepared annually by the Manager, a full and correct statement of the affairs of the Association, including a balance sheet and a financial statement of operations for the preceding calendar year, which shall be submitted at the annual meeting of the members and filed within twenty days thereafter at the principal office of the Association in this State.

SECTION 5.03. Fiscal Year. The fiscal year of the Association shall be the twelve calendar months period ending April 30 of each year, unless otherwise provided by the Board of Directors.

ARTICLE VI CERTIFICATES OF MEMBERSHIP

SECTION 6.01. Certificates of Membership. The Board of Directors may provide for the issuance of certificates evidencing membership in the Association, which shall be in such form as may be determined by the Board of Directors. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the Association. If any certificate shall become lost, mutilated or destroyed, a new certificate may be issued therefor upon such terms and conditions as the Board of Directors may determine or prescribe.

ARTICLE VII SUNDRY PROVISIONS

SECTION 7.01. Seal. The Board of Directors shall provide a suitable seal, bearing the name of the Association, which shall be in the charge of the Manager. The Board of Directors may authorize one or more duplicate seals and provide for the custody thereof.

SECTION 7.02. Voting upon Shares in Other Corporations. Any shares in other corporations or associations, which may from time to time be held by the Association, may be voted at any meeting of the shareholders thereof by the Manager or an Assistant Manager of the Association or by proxy or proxies appointed by the Manager or an Assistant Manager of the Association. The Board of Directors, however, may by resolution appoint some other person or persons to vote such shares, in which case such person or persons shall be entitled to vote such shares upon the production of a certified copy of such resolution.

ARTICLE VIII ELECTIONS

SECTION 8.01. Elections. The election of directors and a representative to the Columbia Council shall be conducted during the annual meeting of members to be held each year on any Saturday in April. Polling places shall be as specified by the Board of Directors and will be opened for voting at a time to be specified each year. There shall be no electioneering within 100 feet of any polling place.

SECTION 8.02. Election Committee. The Board of Directors of the Association shall appoint an Election Committee and its chairperson before the first week in March of each year. The Board shall fill any vacancies from time-to-time as they occur. Members of the Committee must be eligible to vote in the next election of Directors and Council Representative and shall not be candidates for any Association office nor employees of the Association. No member of the Election Committee shall campaign for or against any candidate.

SECTION 8.03. Duties of the Election Committee. The Election Committee shall be responsible for the proper conduct of the annual election and, to that end, shall be empowered to:

- (i) establish such administrative rules and regulations as are necessary to the orderly conduct of the election, which shall be consistent with the Long Reach Covenants, Articles of Incorporation and these By-laws
- (ii) prepare and make available forms, such as nomination petitions and ballots, as are necessary
- (iii) validate nomination petitions and accept all validated nomination petitions
- (iv) accept any written withdrawal of candidacy signed by the candidate and obscure that candidate's name from the ballot
- (v) establish and publicize a location for receiving requests for, issuing, and receiving absentee ballots
- (vi) appoint such interim associates as are necessary to the conduct of the election itself
- (vii) issue, receive and count all ballots cast and post results upon the closing of the polls
- (viii) validate all regular ballots as they are issued at the polls and accept only those ballots which have been properly validated
- (ix) validate absentee ballots and accept only validated absentee ballots
- (x) certify, in writing, the names of those persons elected and the offices and length of terms to which they are elected to the Board of Directors of the Association
- (xi) accept and rule on any properly submitted election challenge
- (xi) in the event of a challenge, prepare and submit a statement of the conduct of the election to the incumbent Board of Directors.

SECTION 8.04. Nominations. All candidates otherwise qualified for election to the Board of Directors or as Columbia Council Representative must be nominated by petition submitted during the time period specified by the Election Committee. The petition will be circulated by the candidate or by other persons in the candidate's behalf and will show the candidate's full name, address, signature and the office sought. Each candidate may be nominated for one office only. Nomination petitions shall be valid when submitted in a timely manner and signed by ten or more members of the Association. Association members may sign one or more petitions. Each candidate will submit a petition to the Election Committee for validation. The Election Committee shall accept petitions during the first three weeks of the month immediately preceding the month in which the election will be held. At the discretion of the Election Committee the nomination period may be extended if no more than six (6) candidates for the Board of Directors or one (1) candidate for Columbia Council Representative have filed petitions at the end of the regular nominating period. Each candidate submitting a valid petition during the nomination period will be listed on the appropriate ballot.

SECTION 8.05. Candidates' Statements. Each candidate otherwise qualified may prepare a written campaign statement of not more than one hundred and fifty (150) words. This statement, in order to be reproduced and distributed at the expense of the Association, shall be submitted to the Village Manager no later than the 21st day of the month immediately preceding the month in which the election will be held, or the day after the Election Committee otherwise declares that nominations shall be closed. The Village Manager, with such assistance as required, shall prepare and distribute no later than five (5) days before the election, in either a regular or special publication, the names of all candidates, the positions they seek and their prepared statements. Candidates' statements shall not be edited.

SECTION 8.06. Preparation of Ballots. The Election Committee shall draw the names of the candidates by lot to determine position on the ballot. Candidates for Board of Directors and Council Representative shall be listed separately. Candidates shall be listed by name (first name, middle initial, last name), neighborhood in which they reside and without reference to titles.

SECTION 8.07. Balloting. Members in good standing pursuant to Article III of the Declaration of the Association shall be eligible to vote in the annual election. The Columbia Association assessment rolls and apartment listings together form the official voter registration list. This list shall be posted at the polling place no later than two weeks prior to the election. Non-appearance of a qualified voter's name shall be referred to the Election Committee for resolution. The candidates receiving the largest number of votes for Board of

Directors shall be declared winners of that election. The candidate receiving the largest number of votes for Columbia Council Representative shall be declared the winner of that election. Ballots shall be secured and held by the chairperson of the Election Committee for at least five (5) days after the posting of the election results or until the disposition of any challenge. Votes for write-in candidates shall not be counted.

SECTION 8.08. Absentee Ballots. Any eligible member of the Association unable to cast a ballot in person at the designated polling place may cast an absentee ballot. Absentee ballots may be requested in writing or in person from the chairperson of the Election Committee or the chairperson's designee. The Election Committee will prepare, control, distribute, validate, count and account for absentee ballots. Absentee ballots may be requested in writing from the twenty-first (21st) day of the month immediately preceding the month the election is held or the day after nominations have been closed until the tenth (10th) day prior to the election or they may be requested in person during the same period until the day prior to the election. Absentee ballots shall contain a detachable statement signed by the member certifying that he will be unable to cast a ballot in person at the designated time and place and that no other member with whom the voter shares voting rights will cast a ballot at the polling place. The Election Committee will accept absentee ballots returned by the voter, in person or by mail, until midnight of the day prior to the election.

SECTION 8.09. Ties and Runoff Elections. In the event of a tie vote for the Columbia Council Representative or the last position to be filled on the Board of Directors, the Election Committee shall conduct a recount of the ballots within two days. Ballots shall be placed in a locked container and retained by the chairperson of the Election Committee until the recount occurs. Should the tie persist, the Village Manager shall immediately notify members of the Association of the date, time and place for a runoff election to resolve such ties. The runoff election shall be conducted within two weeks after the posting of the certified election results by the Election Committee. The names of only those candidates involved in the tie will appear on the runoff ballot. Such tie votes shall not affect the results of the entire election. Where a tie vote occurs and the election results are challenged, the runoff election shall take place within two weeks of the disposition of the challenge.

SECTION 8.10. Challenge to Election Results. Any challenge to the results of the election must be in writing, signed by any member of the Association and submitted to the chairperson of the Election Committee within five (5) days after the posting of the election results. The Election Committee shall accept and rule upon any properly submitted challenge within 45 days after receipt of the challenge and prepare a report upon the conduct of the election and submit their report to the incumbent Board of Directors.

SECTION 8.11. Consistency with Other Sections. Where the procedures set forth in this Article of the By-laws are found to be inconsistent with any other sections of these By-laws pertaining to elections, the procedures set forth in this Article shall take precedence, except with regard to provisions for time of election, length of term of office, staggering of terms of office and election to particular positions.

ARTICLE IX AMENDMENTS

SECTION 9.01. Amendments. Any and all provisions of these by-laws may be altered or repealed and new by-laws may be adopted by any annual meeting of the members or at any special meeting called for that purpose.

SECTION 9.02. Procedure. Amendments to the By-laws, Articles of Incorporation or Covenants may be proposed either upon the affirmative vote of a majority of the Board of Directors or by any member upon obtaining twenty (20) signatures of members of the Association, verified by the Election Committee. To place proposed amendments on the ballot of the next annual meeting of members, such amendments shall be submitted to the Election Committee prior to the closing of the nominations for officers of the Association. Procedures for proposing amendments to be voted upon at any special meeting of the members shall be adopted by majority vote of the Board of Directors.

SECTION 9.03. By-Laws. Any amendment to the By-laws shall be adopted upon the affirmative vote of a majority of the votes cast with reference to such amendment at any meeting at which a quorum is present.

SECTION 9.04. Articles of Incorporation. Any amendment to the Articles of Incorporation shall be adopted upon the affirmative vote of a two-thirds (2/3) majority of the votes cast with reference to such amendment at any meeting at which a quorum is present.

SECTION 9.05. Village Covenants. The Long Reach Village Covenants may be amended only under the provisions of Article XIII of the Covenants. Any such proposed change to the Village Covenants which shall receive a 2/3 majority of the votes cast with reference to such amendment at any meeting at which a quorum is present shall be submitted to the Board of Directors. The Board shall prepare an Instrument to amend the Covenants in recordable form and shall circulate said Instrument among those persons entitled under the Village Covenants to sign such an Instrument of Amendment. Such Instrument shall become effective as a change to the Village Covenants upon proper execution by the number of persons required under the Village Covenants to sign such Instrument.

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