

**BYLAWS OF THE  
NORTH FARM CITIZENS ASSOCIATION, INC.**

**ARTICLE I**

**Name**

**Section 1.** The name of the organization as set out in its Articles of Incorporation is NORTH FARM CITIZENS ASSOCIATION, INC. and is referred to elsewhere in these Bylaws as the "Association." The Association is incorporated as a nonstock corporation under the laws of the State of Maryland.

**ARTICLE II**

**Objectives and Powers**

**Section 1.** The objectives of the Association shall be:

- a) To promote and develop the common good and social welfare of residents of the North Farm Subdivision, located in the City of Rockville, Montgomery County, Maryland.
- b) To preserve and enhance the value of the property in the North Farm Subdivision.
- c) To enforce or assist in the enforcement of the covenants restricting the use of the property in the North Farm Subdivision, such covenants having been recorded as Declaration of Covenants in the land records of Montgomery County, Maryland.
- d) To act as a liaison between property owners in the North Farm Subdivision and local city, county and state governments and agencies thereof.
- e) (e) To engage in such other activities as may be to the mutual benefit of the owners of property in the North Farm Subdivision.

**Section 2.** In furtherance of the Association's objectives, but not in limitation thereof, the Association shall have power:

- a) To collect dues or special assessments to carry on its work.
- b) To enforce the Declaration of Covenants in the manner prescribed by those Covenants.
- c) To engage in any lawful activity which may enhance the value of the properties within the North Farm Subdivision and best serve the interests of the Association and its members.

**ARTICLE III**

**Members and Membership Meetings**

**Section 1.** Every owner of property within the North Farm Subdivision is automatically a Member of the Association. There shall be no other requirement for Membership.

**Section 2.** The annual meeting of Members for the election of Directors and the transaction of any business of the Association shall be held in June of each year at a time and place designated by the President of the Association.

At said annual meetings, the President shall be the Chairman of the meeting and he shall announce the order of business, which order shall be followed.

**Section 3.** Special meetings of the Members may be called at any time by (a) any two officers of the Association; or (b) by a majority of the Board of Directors; or (c) by a petition signed by twenty-five (25%) percent of the Members and deposited with the Secretary of the Association. Notices of special meetings of the Members shall be given by the Secretary to all of the Members at least ten (10) days before the meeting is to be held.

**Section 4.** A notice of each annual meeting of the Members shall be given not less than ten (10) days prior to the date of the meeting to all Members. Such notice shall state the number of Directors to be elected at the annual meeting.

Notices and petitions for special meetings shall specify the date and hour of the meeting, the place where it is to be held, and the object or objects thereof; and no business shall be considered or transacted at such special meeting other than as specified in the notice or petition.

**Section 5.** At all meetings of the Members, one vote may be cast for each parcel of property within the North Farm Subdivision for which all dues and assessments have been paid as of the date of the meeting. Members' votes may be cast either in person or by proxy and if by proxy, such proxy shall be dated and signed and shall designate the person or persons named as proxy. The proxy must be filed with the Secretary of the Corporation prior to or at the meeting at which the proxy is to be voted.

**Section 6.** Excepting as may be otherwise provided by the law at any time in force in the State of Maryland, it shall be necessary that twenty percent (20%) of the Members entitled to vote be present in person or by proxy to constitute a quorum at any special or annual meeting of the Members, and every act of a majority of the Members entitled to vote and represented at such meetings shall be valid as an act of the Association.

Should there be less than a quorum present at any such meeting, a majority of the Members entitled to vote and represented at the meeting in person or by proxy may adjourn and readjourn the meeting to a future date or dates.

**Section 7.** Residents of rental property shall not be permitted to vote at any meetings of the Members. They shall be permitted to attend all meetings and otherwise participate therein.

## **ARTICLE IV**

### **Dues and Special Assessments**

**Section 1.** Annual dues for the succeeding fiscal year shall be proposed by the Board of Directors to the community for review and questions, with adoption at the annual meeting. The Budget is not to increase by more than 10% each year unless presented to and approved by a majority of the Members entitled to vote at the annual meeting of Members. Special assessments shall be proposed by the Board

of Directors and approved by the Members by a majority vote of the Members entitled to vote at any annual or special meeting of the Members.

**Section 2.** Dues and special assessments shall be assessed on the basis of each parcel of property within the North Farm Subdivision, not on the basis of each individual Member.

**Section 3.** Annual dues shall be paid not later than August 15 of each year, except that new property owners shall pay their dues within sixty (60) days of taking possession of their property.

**Section 4.** Special assessments shall be paid within sixty (60) days from the date of their enactment. Members who fail to pay such special assessments shall not be eligible to vote until such special assessments have been paid.

## **ARTICLE V**

### **Board of Directors**

**Section 1.** The affairs of the Association shall be managed by a Board of Directors, elected at the annual meeting of the Members. Each term shall be limited to two years before re-election is required. An odd number of positions will be up for election in odd numbered calendar years and an even number of positions will be up for election in even numbered calendar years. The number of Directors shall be at least five (5) but not more than twenty-five (25) and shall be fixed for the succeeding fiscal year by the Board of Directors prior to each annual meeting of the Members. Each Director shall be an adult property owner in the North Farm Subdivision and a voting Member of the Association. There shall not be more than one (1) Director owning the same parcel of property within the North Farm Subdivision.

**Section 2.** Any vacancy occurring in the membership of the Board of Directors between annual meetings of the Members, whether by death, resignation or inability to act, may be filled until the next annual meeting by a majority vote of the remaining members of the Board of Directors at any regular or Special Meeting of the Board of Directors.

**Section 3.** Any Director may resign at any time by giving written notice to the Board of Directors, the President or the Secretary of the Association. Unless otherwise specified in such written notice, a resignation shall take effect upon delivery thereof to the Board of Directors or the designated officer. It shall not be necessary for a resignation to be accepted before it becomes effective.

**Section 4.** The Board of Directors shall hold regular quarterly meetings and by resolution, may provide for the holding of more frequent regular meetings.

Special meetings of the Board of Directors may be called by the President or Secretary at any time upon three (3) days notice to the other members of the Board of Directors. A majority of the Board of Directors may call a special meeting upon three (3) days notice to the other members of the Board of Directors.

**Section 5.** A majority of the number of Directors shall constitute a quorum for the transaction of business at any regular or Special Meeting of the Board of Directors. Should there be less than a quorum at any regular or special meeting, the Directors present shall have power to adjourn and readjourn the meeting to a future date or dates.

**Section 6.** The Board of Directors by majority vote shall have all the powers usually and customarily lodged in corporate boards of directors, and specifically shall have the power to open bank accounts and elect and remove the corporate officers.

**Section 7.** The Association shall indemnify each of its directors and officers, whether or not then in office (and his or her executor, administrator and heirs), against any and all claims and liabilities to which he or she has or shall become subject by reason of serving or having served as such director or officer, or by reason of any action alleged to have been taken, omitted, or neglected by him or her as such director or officer. The Association shall reimburse each such person for all his or her legal and other expenses reasonably incurred in connection with any such claim or liability. Notwithstanding the foregoing, no such person shall be indemnified against, or be reimbursed for any liabilities or expenses incurred in connection with any such claims arising out of his or her own willful misconduct or gross negligence in the performance or nonperformance of his or her duty to the Association.

As to any matter which shall have been the subject of an action, suit or proceeding which has been disposed of otherwise than by an adjudication on the merits, the determination as to whether a director or officer was liable for willful misconduct or gross negligence in the performance of his or her duties as such director or officer shall be made by the Board of Directors upon advice of legal counsel of its choice. The determination of the Board of Directors shall be final and binding upon any officer or director who is the subject of said determination.

The right of indemnification as provided herein shall not be exclusive to any rights to which any director or officer of the Association may otherwise be entitled by law, agreement or otherwise.

**Section 8.** Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if a written consent setting forth the action so to be taken shall be signed by all members of the Board of Directors. Such written consent shall be filed with the minutes of its proceedings.

## **ARTICLE VI**

### **Architectural Control Committee**

**Section 1.** The Board of Directors shall select five (5) or more Members of the Association to constitute an Architectural Control Committee. The Vice President - Architectural Controls, shall serve as Chairman of the Architectural Control Committee.

**Section 2.** The Architectural Control Committee shall act in the manner and with the authority prescribed by the Declaration of Covenants and under the guidance and consent of the Board of Directors. It may act upon the complaint of any Member and all of its actions shall be conducted in a manner deemed consistent with the objectives of the Association and the welfare of the North. Farm Subdivision and its property owners.

**Section 3.** The Architectural Control Committee may fix its own rules of procedure and shall meet at such times and at such place or places as may be provided by such rules or as the members of said

Committee shall provide. The Architectural Control Committee shall keep regular minutes of its meetings and deliver such minutes to the Board of Directors.

## **ARTICLE VII**

### **Other Committees**

**Section 1.** The Board of Directors, by a resolution adopted by a majority of the Directors at a meeting at which a quorum is present, may appoint such other committee or committees as it shall deem advisable and with such limited authority as the Board of Directors shall prescribe.

**Section 2.** The Board of Directors shall have the power at any time to fill vacancies in, to change the membership of and to discharge any committee.

**Section 3.** Any action required or permitted to be taken at any meeting of any committee may be taken without a meeting if a written consent setting forth the action so to be taken shall be signed by all members of such committee. Such written consent shall be filed with the minutes of the committee.

## **ARTICLE VIII**

### **Officers**

**Section 1.** The officers of this Association shall be elected by the Board of Directors from among the persons then serving on the Board of Directors and shall consist of a President, an Executive Vice President, a Vice President-Architectural Controls, other Vice Presidents as may be deemed necessary, a Secretary and a Treasurer. Such officers shall be elected for a term of not more than one (1) year, or until their successors are duly elected and qualified.

The Board of Directors may appoint such subordinate officers as the needs of the Association may demand.

Such subordinate officers shall hold office for such period of time as may be fixed by the Board of Directors and shall be subject to removal or replacement at any time upon order of the Board of Directors with the right of the Board to abolish any office theretofore created by them.

**Section 2.** Except as otherwise provided by law, any officer of the Association may hold more than one office at the same time.

**Section 3.** The President shall, except as above provided, preside at and be the Chairman of all meetings of Members and Directors. The President shall have general and active management and supervision, under the direction of the Board of Directors, of the affairs of the Association. The President also shall have such other duties as may be delegated or assigned to the President at any time and from time to time by the Board of Directors.

**Section 4.** The Board of Directors shall designate from time to time and at any time the duties of the Executive Vice President and any other Vice Presidents elected by the Board of Directors. During the absence or disability of the President, his or her duties shall be performed by the Executive Vice President. The Vice President-Architectural Controls shall be the Chairman of the Architectural Control Committee and shall preside at all meetings of said Committee.

**Section 5.** The Secretary of the Association shall attend all meetings of the Members and act as clerk thereof; shall record all facts and minutes of all proceedings; and shall perform any and all other duties incident to his or her office, as well as those assigned to the Secretary by the Board of Directors or by the President.

**Section 6.** The Treasurer of the Association shall have custody of all of the money, securities, bonds, and other assets of the Association. He or she may be required to give bond to the Association, at the Association's expense, in such sum and with such sureties as the Directors may require, conditioned for the faithful performance of his or her duties as Treasurer of the Association.

The Treasurer shall keep regular books of account of the affairs of the Corporation. He or she shall make all of the Treasurer's books and records available to the Directors for their examination and approval as often as may be requested and shall perform any other duties incident to the office as Treasurer as may be assigned by the Board of Directors or by the President.

**Section 7.** Should the Board of Directors designate and appoint subordinate officers as permitted by these Bylaws, they shall possess such powers, duties and authorities as may at any time and from time to time be delegated to them by the Board of Directors or by the President.

## **ARTICLE IX**

### **Notices**

**Section 1.** Whenever, under the provisions of law or these Bylaws, notice is required to be given to the Members or to any Director, it shall not be construed to mean personal notice unless otherwise specifically provided, but such notice may be given in writing by delivering such notice to the Member's or Director's residence within the North Farm Subdivision, or by posting notices in conspicuous locations within the North Farm Subdivision.

## **ARTICLE X**

### **Deposit and Withdrawal of Association Funds**

**Section 1.** All monies received by the Association, until otherwise invested or disbursed, shall be deposited in such banks, trust companies, money market mutual funds or insured savings and loan associations, as the Board of Directors may direct at any time and from time to time. Withdrawals of monies on deposit shall be made only on such signatures as may be directed at any time and from time to time by the Board of Directors.

## **ARTICLE XI**

### **Amendment of Bylaws**

**Section 1.** Additional Bylaws or new Bylaws or the change, amendment or alteration of the Bylaws or the repeal of all or part thereof, not in conflict with the laws of the State of Maryland, or with the Association's Articles of Incorporation as the same may be amended from time to time, may be made by the Members entitled to vote at any special or regular meetings of the Members. All proposed

amendments to the Bylaws shall be submitted in writing to the Secretary prior to the meeting at which such amendments are to be considered.

## **ARTICLE XII**

### **Fiscal Year**

**Section 1.** The fiscal year of the Association shall begin on July 1 and end on June 30 in each year.

### **CERTIFICATE OF ADOPTION OF BYLAWS**

Know all men by these presents that I, the undersigned, Secretary of NORTH FARM CITIZENS ASSOCIATION, INC., hereby do certify that the foregoing Bylaws were duly updated and adopted as the Bylaws of the Association through a vote of the Members of the Association, December 15, 2020.

A handwritten signature in cursive script, reading "Donna Eckert", is written over a horizontal line.

Donna Eckert  
NFCA Secretary