

BY-LAWS  
OF  
RIDGELY'S RUN  
COMMUNITY  
CENTER

Revised and  
Approved  
June 1<sup>st</sup>, 2023



## ARTICLE I

### Name & Office

The name of the corporation is Chase Community Association, Inc., hereinafter referred to as the "Association". The principal office, the corporation, shall be located at 8400 Mission Road, Jessup, Maryland 20794. The Association may also have an office or offices in such other place or places as the business of the Association may require and the Board of Directors may from time to time appoint.

## ARTICLE II

### Definitions

**Section 1.** "Association" shall mean and refer to Chase Community Association, Inc., its successors and assigns, as formed or to be formed pursuant to Articles of Incorporation filed with the State Department of Assessments and Taxation of Maryland.

**Section 2.** "Board of Directors" shall mean and refer to the Board of Directors of the Association, as provided by the Articles of Incorporation of the Association.

**Section 3.** "Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions of Ridgely's Run Community Center, dated April 8<sup>th</sup>, 1994 by Chase Limited Partnership as Declarant, and recorded among the Land Records of Howard County, Maryland.

**Section 4.** "Property" shall mean and refer to the real property described in Exhibit A attached hereto and made a part hereof.

**Section 5.** "Community" shall mean and refer to that portion of Howard County, Maryland located within the area bounded by U.S. Route 95, U.S. Route 1, State Route 175, and "old" State Route 32 {Guilford Road). As shown in Exhibit B- map of the community the center serves.

**Section 6.** "Residence" shall mean and refer to each and every lot or parcel of land, located within the Community and improved by, and actually occupied for the purpose of, a personal residence. A "Residence" shall not include improvements used for temporary residential purposes or operated and occupied primarily for transient occupancy or other residential use of duration of thirty (30) days or less.

**Section 7.** "Owner" shall mean and refer to the record owner, whether one or more persons or entities of a fee simple title to, or a leasehold estate of ninety-nine (99) years or more in, any Residence, or any undivided, common or joint interests therein if such Residence is owned by more than one person or entity, including contract sellers, whether or not such person or entity actually resides on any part of such Residence, but excluding those having such interests merely as security for the performance of an obligation. "Owner" shall not include any record owner or holder of a reversionary interest in all or a portion of a Residence under a lease with a term of ninety-nine (99) years or more, unless and until such reversionary interest shall mature or vest.

**Section 8.** "Resident" shall mean and refer to each Owner or tenant residing in a Residence, and members of the immediate family of each such owner or tenant actually living in the same household with such owner or tenant. Subject to such rules and regulations as the Association may hereafter specify, including the imposition of special fees for use if the Association shall so direct, the term "Resident" shall also include the employees, guests, or invitees of any such owner or tenant if the Board, in its absolute discretion, by resolution so directs.

**Section 9.** "Member" shall mean and refer to all of those persons or entities who hold membership in the Association as provided in Article Fifth of the Articles of Incorporation and in Article III hereof.

**Section 10.** "Declarant" shall mean and refer to Chase Limited Partnership, its nominees, successors, and assigns.

**Section 11.** "Common Areas" shall mean and refer to all those portions of the Property which, from time to time, the Declarant shall set aside and transfer to the Association for the common use and enjoyment of the Members of the Association for so long as the Association may be the owner thereof, all of which shall be deeded to the Association.

**Section 12.** "Community Facilities" shall mean and refer to all those portions of the Common Areas designated, reserved, improved, used, operated, or otherwise set aside for the use and enjoyment of the Association and its Members, including but not limited to recreational facilities, parks, open space, green space, meeting rooms, community centers,

libraries, theaters, auditoriums, fountains, gardens and landscaping, benches, shelters, galleries, halls, arenas, educational buildings, playgrounds, swimming pools, basketball courts, tennis courts, hockey rinks, baseball and football fields, golf courses, and other facilities and services which the Board shall find to be necessary, desirable or beneficial to the interests of the Community, the Association, or the Members.

**ARTICLE III**  
**Membership and Membership Rights**

**Section 1.**     Membership- Every Owner, by reason of such ownership, and every Resident, for so long as he *is* a Resident within the previously defined meaning of the term, shall be entitled to become a Member of the Association.

In addition, the Association may provide for the admission of residents of neighborhoods outside of the Community, or other members of the general public, as Members of the Association, subject to such rules and regulations, restrictions as to use and enjoyment of the Common Areas or Community Facilities, and dues or admission charges, adopted by the Board.

Membership shall not be mandatory, but only upon the voluntary choice of each Owner, Resident, or other qualifying person to apply for membership. Each Owner, Resident or other qualifying person may apply to the Association for membership, and upon acceptance of same by the Board, shall be a Member in good standing, subject to the requirements and provisions of this Declaration, the Articles of Incorporation and By-Laws of the Association, and such rules and regulations promulgated by the Board regarding membership, compliance with this Declaration, the By-Laws, and rules and regulations of

the Association, and other requirements of membership required by the Association. All rights and privileges of membership shall cease when the Member ceases to qualify for membership.

**Section 2. Rights of Membership.** The rights of membership are subject to fulfilling volunteering requirements, as a member in good standing, and compliance with the Declaration, these By-Laws, and all rules and regulations promulgated by the Board of Directors.

A member in good standing will have to complete the Membership form and must complete a minimum of 12 of hours volunteering within 1 calendar year. Volunteer hours will need to be completed each year, to remain a member in good standing.'

**Section 3. Suspension of Rights and Membership.** The voting rights of any Member may be suspended by action of the Directors of the Association during the period not in good standing' but, upon fulfillment of volunteering hours, his voting rights shall be automatically restored. If the Directors of the Association have adopted and published rules and regulations as provided herein in Article VIII, Section 1, they may, in their discretion, suspend the voting or other membership rights of any such person for violation of such rules and regulations.

## **ARTICLE IV**

### **Meeting Of Members**

**Section 1. Annual Meeting.** The annual meeting of the Members of the Association shall be held on the Second Wednesday in October, if not a legal holiday, and if a legal holiday then the next succeeding day not a legal holiday, for the purpose of electing Directors to succeed those whose terms shall have expired as of the date of such annual meeting, and for the transaction of such other corporate business as may come before the meeting.

**Section 2. Special Meetings.** Special meetings of the Members may be called at any time by the President or by the Board of Directors, or upon written request of the Members who are entitled to vote one-fourth (1/4) of all of the votes of membership. Such request for a special meeting shall state the purpose or purposes of the meeting. Business transacted at all special meetings of Members shall be confined to the purpose or purposes stated in the notice of the hearing.

**Section 3. Notice of Meetings.** Notice of any meetings shall be given to the Members by the Secretary. Notice may be given to the Member either personally, or by sending a copy of the notice through the mail, postage prepaid, to his address appearing on the books of the Association. Each Member shall register his address with the Secretary. Notice of any meeting, regular or special, shall be mailed at least fifteen (15) days in advance of the meeting and shall set forth in general the nature of the business to be transacted, unless the Declaration, the Articles of Incorporation, or these By-Laws specifically provide other requirements of notice.

**Section 4. Place of Meetings.** All meetings of Members shall be held within the State of



Maryland, at such places therein which the notice thereof designates.

**Section 5. Quorum.** The presence at the meeting of Members entitled to cast, or of proxies entitled to cast, one-fourth (1/4) of the votes of membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these By-Laws. If, however, such quorum shall not be present or represented at any meeting, the Members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

**Section 6. Conduct of Meetings.** Meetings of members of the shall be presided over by the President of the Association or, if they are not present, by a Vice-President, or, if none of the said officers are present, by a chairman to be elected at the meeting. The Secretary of the Association, or if they are not present an Assistant Secretary, shall act as Secretary of such meetings; the presiding officer may appoint a person to act as Secretary of the meeting.

**Section 7. Voting.** Each Member in good standing who is an Owner or a Resident, is at least eighteen (18) years of age, and has been a Member in good standing for at least one (1) year immediately prior to such vote, shall be entitled to one (1) vote on all matters relating to the Association so long as the Member continues to fulfill such requirements. Votes may be made either in person or by proxy appointed by an instrument in writing subscribed by such Member or his/her duly authorized attorney, bearing a date not more than three (3) months prior to said meeting, unless said instrument provides for a longer period. Such proxy shall be

dated, but need not be sealed, witnessed, or acknowledged. Every proxy shall be revocable and shall automatically terminate in the event the Member ceases to qualify as same. All elections shall be had, and all questions shall be decided by a majority of the votes cast at a duly constituted meeting, except as otherwise provided by law, in the Articles of Incorporation or by these By-Laws.

If the chairman of the meeting shall so determine, a vote by ballot may be taken upon an election or matter, and the vote shall be so taken upon the request of ten percent (10%) or more of all of the Members entitled to vote on such election or matter. In either of such events, the proxies and ballots shall be received and be taken in charge and all questions touching the qualification of votes and the validity of proxies and the acceptance or rejection of votes, shall be decided by the tellers. Such tellers shall be appointed by the chairman of said meeting.

Irregular or extraordinary increases in the membership dues shall be made only with the approval of seventy percent (70%) of the members of the Board of Directors and by a consent vote of two-thirds (2/3) of all Members who are voting in person or by proxy at a meeting duly called for this purpose.

**Section 8:** Directors as Members. If the Articles of Incorporation, or these By Laws do not provide for Members of the Association, or so long as the Association does not in fact have any members, The Board of Directors shall be the Members of the Association.

**Article V**  
**Board of Directors**

**Section 1. Selection and Terms of Office.** The Board of Directors shall consist of nine (9) Directors, 6 will be held by the community and 3 held by Chase, the composition, term of office, and election of whom shall be in accordance with Article Sixth of the Articles of Incorporation.

a) The community has been divided into 5 sections.



- b) Each section can hold a maximum of 2 board members from each section.
- c) Term- elected annually and hold office for 3 years.
- d) To be elected, a member must be in good standing for 3 full years.

**Section 2. Removal.** Any Director may be removed from the Board, with or without cause, by a majority vote of the Members of the Association.

**Section 3. Vacancies.** A Director may be elected by the affirmative vote of a majority of the Board of Directors to fill any vacancy on the Board and shall hold office for the unexpired portion of the term of the Director whose place shall be vacant and until his successor is duly chosen and qualified, by election of the Members at the next annual meeting of the Members or at a special meeting duly called for that purpose.

**Section 4. Compensation.** No Director shall receive compensation for any service he may render as such to the Association. However, any Director may be reimbursed for his actual expenses incurred in the performance of his duties.

**Section 5. Action Taken Without a Meeting.** The Directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

## **ARTICLE VI**

### **Nomination and Election of Directors Elected by Members Section**

**Section 1. Nomination.** Nomination of those Directors elected by the Members for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor of the annual meeting of the Members. The Nominating Committee shall consist of a chairman, who shall be a member of the Board of Directors, and two or more Members of the Association. The Nominating Committee shall be appointed by the Board of

Directors prior to each annual meeting of the Members, to serve from the close of such annual meeting until the close of the next annual meeting, and such appointment shall be announced at each annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled.

**Section 2. Election.** Election to the Board of Directors shall be by secret ballot. At such election the Members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting *is* not permitted.

## **ARTICLE VII** **Meetings of Directors**

**Section 1. Regular Meetings.** Regular Meetings of the Board of Directors shall be held as needed, without notice, at such place and hour as may be fixed from time to time by resolution of the Board.

**Section 2. Special Meetings.** Special meetings of the Board of Directors shall be held when called by the President of the Association, or by any two Directors: after not less than three (3) days' notice to each Director.

**Section 3. Place of Meeting.** The Board of Directors may hold their meetings and have one or more offices, and keep the books of the Association, either within or outside the State of Maryland, at such place or places as they may from time to time determine by

resolution or by written consent of all the Directors. The Board of Directors may hold their meetings by conference telephone or other similar electronic communications equipment in accordance with the provisions of the Maryland Corporation Law.

**Section 4. Regular Meetings.** Regular meetings of the Board of Directors may be held without notice at such time and place as shall from time to time be determined by resolution of the Board. Notice of a resolution of the Board of Directors fixing or changing the time or place for the holding of regular meetings of the Board shall be mailed to each Director at least five (5) days before the first meeting held pursuant thereto. The annual meeting of the Board of Directors shall be held immediately following the annual meeting of Members. Any business may be transacted at any regular meeting of the Board.

**Section 5. Special Meetings.** Special meetings of the Board of Directors shall be held whenever called by the President or any two (2) Directors. The Secretary shall give notice of each special meeting of the Board of Directors at least three (3) days before the meeting, to each Director; but such notice may be waived by any Director. Unless otherwise indicated in the notice thereof, any and all business may be transacted at any special meeting. At any meeting at which every Director shall be present, even though without notice, any business may be transacted, and any Director may in writing waive notice of time, place, and purposes of any special meeting.

**Section 6. Quorum.** A majority of the whole number of Directors shall constitute a quorum for the transaction of business at all meetings of the Board of Directors but, if at any meeting less than quorum shall be present, a majority of those present may adjourn the meeting from time to time. The action of a majority of the Directors present at any meeting at which there is a quorum shall be the action of the entire Board of Directors,

except as may be otherwise specifically provided by law or by the Articles of Incorporation or by these By-Laws.

**Section 7. Required Vote.** An affirmative vote of a majority of those present shall be necessary for the passage of any resolution.

**ARTICLE VIII**  
**Powers and Duties of the Board of Directors**

**Section 1. Powers.** The Board of Directors shall have the power to:

- a) adopt and publish rules and regulations governing the use and maintenance of the Common Areas and Community Facilities and to establish penalties for the infraction thereof.
- b) suspend the voting or other membership rights of a Member during any period in which such Member shall be in default *in* the payment of any dues charged by the Association.
- c) exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these By-Laws or the Articles of Incorporation.
- d) declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three consecutive regular meetings of ~~the~~ Board of Directors.
- e) employ and remove at pleasure a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties and fix their compensation. Nothing contained in these By-Laws shall be construed to prohibit the employment of any Member, officer, or Director

of the Association in any capacity whatsoever; and

- f) to call special meetings of Members whenever it deems necessary and it shall call a meeting at any time upon written request of the Members who are entitled to vote one-fourth (1/4) of all of the votes of membership, as provided in Article IV, Section 2 of these By-Laws.

**Section 2. Duties.** It shall be the duty of the Board of Directors to:

- (a) cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the Members at the annual meeting of the Members, or at any special meeting when such meeting is requested in writing by Members who are entitled to vote one-fourth (1/4) of the votes of membership;

- (b) supervise all officers, agents, and employees of this Association, and to see that their duties are properly performed.

- (c) fix the amount of the dues of Members pursuant to the Declaration.

- (d) fix the amount of the annual budget in accordance with Article IX of these By-Laws.

- (e) procure and maintain adequate liability and hazard insurance on property owned by the Association.

- (f) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate; and

- (g) cause the Common Areas and Community Facilities to be operated, supervised, and maintained.



**ARTICLE IX**  
Adoption of Annual Budget

The annual budget of the Association shall be adopted by the Board of Directors for each fiscal year. The budget shall not exceed the total revenue expected to be received by the Association through the payment of dues charged by the Association and Declarant donations for that fiscal year.

**ARTICLE X**  
Officers and Their Duties

**Section 1. Enumeration of Officers.** The officers of this Association shall be a President and Vice-President, who shall always be members of the Board of Directors, a Secretary, and a Treasurer, and such other officers as the Board may from time to time by resolution create.

**Section 2. Election of Officers.** The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the Members.

**Section 3. Term.** The officers of this Association shall be elected annually by the Board, and each shall hold office for one (1) year, and until their successors are duly chosen and qualified, unless he shall sooner resign, or shall be removed or otherwise disqualified to serve.

**Section 4. Special Appointments.** The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such

period, have such authority, and perform such duties as the Board may from time to time determine.

**Section 5. Resignation and Removal.** Any officer may be removed from office, with or without cause, by the Board. Any officer may resign at any time giving written notice to the Board, the President, or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

**Section 6. Vacancies.** A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

**Section 7. Multiple Offices.** The offices of Secretary and Treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

**Section 8. Duties.** The Duties are as Follows:

The President

The President shall preside at all meetings of the Board of Directors and the Members; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments; and shall sign all checks and promissory notes.

### Vice- President

The Vice-President shall act *in* the place and stead of the President in the event of his absence, inability, or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board.

### Secretary

The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the Board and of the Members; keep appropriate current records showing the Members of the Association together with their addresses; and shall perform such other duties as required by the Board.

### Treasurer

The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; provided, however, that a resolution of the Board of Directors shall not be necessary for disbursements made in the ordinary course of business conducted within the limits of a budget adopted by the Board or Members; shall sign all checks and promissory notes; keep proper books of accounts; and shall prepare an annual budget and a statement of income and expenditures to be presented to the Board of Directors and to the membership at its regular annual meeting. The Treasurer shall give the Association a bond, if required by the Board of Directors, in a sum, and with one or more sureties, satisfactory to the Board of Directors, for the faithful performance of the duties of his office, and upon the resignation, retirement or removal from his office the return of papers, vouchers, monies, and other properties of whatever kind in his possession or under his control belonging to the Association.

The Treasurer shall perform all the duties generally incident to the office of the Treasurer, subject to the control of the Board of Directors and the President.

#### Assistant Officers

The Board of Directors may appoint one or more Assistant Treasurers or Assistant Secretaries. The Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or Secretary, respectively, or by the President or the Board of Directors. The Assistant Treasurers shall, if required by the Board of Directors, give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine.

### **ARTICLE XI**

#### Committees

The Board of Directors shall appoint a Nominating Committee, as provided in these By-Laws. In addition, the Board of Directors may appoint other committees as deemed appropriate in carrying out its purpose.

### **ARTICLE XII**

#### Books and Records

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any Member. The Articles of Incorporation and the By-Laws of the Association shall be available for inspection by any Member and copies shall be provided to any Member.

## ARTICLE XIII

### Bank Accounts and Loans

**Section 1. Bank Accounts.** Such officers or agents of the Association as from time to time shall be designated by the Board of Directors shall have authority to deposit any funds of the Association in such banks or trust companies as shall from time to time be designated by the Board of Directors, and such officers or agents as from time to time shall be authorized by the Board of Directors may withdraw any or all of the funds of the Association so deposited in any such bank or trust company, upon checks, drafts or other instruments or orders for the payment of money, drawn against the account or in the name or behalf of this Association, and made or signed by such officers or agents; provided, that all checks and withdrawals in the amount of five thousand dollars (\$5,000.00) or more shall require the signature of two (2) officers of the Association, one of which shall be the President or Vice

President and the other shall be the Treasurer or an Assistant Treasurer; and each bank or trust company with which funds of the Association are so deposited is authorized to accept, honor, cash and pay, without limit as to amount, all checks, drafts or other instruments or orders for the payment of money, when drawn, made or signed by officers or agents so designated by the Board of Directors until written notice of the revocation of the authority such officers or agents by the Board of Directors shall have been received by such bank or trust company.

There shall from time to time be certified to the banks or trust companies in

which funds of the Association are deposited, the signatures of the officers or agents of the Association so authorized to draw against the same. In the event that the Board of Directors shall fail to designate the persons by whom checks, drafts and other instruments or orders for the payment of money shall be signed as hereinabove provided in this section, all of such checks, drafts and other instruments or orders for the payment of money shall be signed by the President or a Vice President and countersigned by the Secretary or Treasurer or an Assistant Secretary or an Assistant Treasurer of the Association.

**Section 2. Loans.** Such officers or agents of this Association as from time to time designated by the Board of Directors shall have authority to effect loans, advances or other forms of credit at any time or times from the associations, firms or persons as the Board of Directors shall from time to time designate, and as security for the repayment of such loans, advances, or other forms of credit to assign, transfer, endorse and deliver, either originally or in addition or substitution, any or all stocks, bonds, rights and interests of any kind in or to stocks or bonds, certificates of such rights or interests, deposits, accounts, documents covering merchandise, bills and accounts receivable and other commercial paper and evidences of debt at any time held by the Association; and for such loans, advances or other forms of credit to make, execute and deliver one or more notes, acceptances, or written obligation of the Association on such terms, and with such provisions as to the security or sale or disposition thereof as such officers or agents shall deem proper; and also to sell to, or discount or rediscount with, such banks, trust companies,

institutions; corporations: firms or person any and all commercial paper, bills receivable, acceptance and other instruments and evidences of debt at any time held by the Association, and to that end to endorse, transfer and deliver the same.

There shall from time to time be certified to each bank, trust company, institution, corporation, firm or person so designated, the signatures of the officers or agents so authorized; and each such bank, trust company, institution, corporation, firm or person is authorized to rely upon such certification until written notice of the revocation by the Board of Directors of the authority of such officers or agents shall be delivered to such bank, trust company, institution, corporation, firm or person.

**ARTICLE XIV**  
**Reimbursements**

Any payment made to an officer or other employee of the Association, such as salary, commission, interest or rent, or entertainment expense incurred by him, which shall be disallowed in whole or in part as a deductible expense by the Internal Revenue Service, shall be reimbursed by such officer or other employee of the Association to the full extent of such disallowance. It shall be the duty of the Directors, as a Board, to enforce payment of each amount disallowed. In lieu of payment by the officer or other employee, subject to the determination of the Board of Director<sup>5</sup>, proportionate

amounts may be withheld from his future compensation payments until the amount owed to the Association has been recovered.

**ARTICLE XV**  
**Reimbursements**

Any payment made to an officer or other employee of the Association, such as salary, commission, interest or rent, or entertainment expense incurred by him, which shall be disallowed in whole or in part as a deductible expense by the Internal Revenue Service, shall be reimbursed by such officer or other employee of the Association to the full extent of such disallowance. It shall be the duty of the Directors, as a Board, to enforce payment of each amount disallowed. In lieu of payment by the officer or other employee, subject to the determination of the Board of Directors, proportionate amounts may be withheld from his future compensation payments until the amount owed to the Association has been recovered.

**ARTICLE XVI**  
**Amendments**

**Section 1.** These By-Laws may be amended, at a regular or special meeting of the Members, by a vote of a majority of the Members entitled to cast a vote, provided that those provisions of these By-Laws which are governed by the Articles of Incorporation of the Association may not be amended except in the



same manner as provided in the Articles of Incorporation or applicable law for amendments of the Articles of Incorporation.

**Section 2.** In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles of Incorporation shall control.

## **ARTICLE XVII**

### **Miscellaneous**

**Section 1. Fiscal Year.** The fiscal year of the Association shall end on the last day of December of every year.

**Section 2. Indemnification of Directors and Officers.** The Association shall indemnify and advance expenses to a Director-or officer of the Association *in* connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section set forth at Section 2-418, Corporations and Association, Annotated Code of Maryland { 1993), as amended.

**Section 3. Indemnification of Employees and Agents.** With respect to any employee or agent, other than a director or officer of the Association, the Association may, as determined by the Board of Directors of the Association, indemnify and advance expenses to such employee or agent in accordance with the Indemnification Section set forth at Section 2-418, Corporations and Associations, Annotated Code of Maryland (1993), as amended

