

AMENDMENTS TO BY-LAWS

OAKLAND MILLS COMMUNITY ASSOCIATION, INC.

Please note that all amendments within an article and section are done in CAPITALS and BOLD type

Last known amendments 6/20/17 AJC

DO NOT REPRODUCE

AMENDMENTS TO BY-LAWS

OAKLAND MILLS COMMUNITY ASSOCIATION, INC.

Amendment to Article 1, Section 1.01, Annual Meetings: (Effective as of December, 1972)

The Association shall hold each year, commencing with the year 1969, an annual meeting of the members for the election of directors, the election of a representative to serve for a one year term as the representative of the Association on the Columbia Council, and the transaction of any business within the powers of the Association. **THE ANNUAL MEETING SHALL BE CALLED BY THE BOARD OF DIRECTORS WITHIN 12 (TWELVE) MONTHS AFTER THE PREVIOUS ANNUAL MEETING AND MAY OCCUR ON ANY WEEKDAY EVENING, WEEKEND, OR COMBINATION THEREOF. THE SPECIFIC DATE, TIME AND PLACE SHALL BE DETERMINED BY THE BOARD OF DIRECTORS. AN EXCEPTION SHALL BE ALLOWED IN 1973 TO PERMIT THE DATE OF THE ANNUAL MEETING TO BE MOVED FROM FEBRUARY TO NO LATER THAN JUNE 1, 1973.** Any business of the Association may be transacted at an annual meeting without being specifically 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.

Amendment to Article 1, Section 1.01, Annual Meetings: (Effective as of April 20, 1974 and therefore negating the above)

The Association, shall hold each year, commencing with the year 1969, an annual meeting of the members for the election of directors, the election of a representative to serve for a one-year term as the representative of the Association on the Columbia Council, and the transaction of any business within the powers of the Association. **THE ANNUAL MEETING SHALL BE CALLED BY THE BOARD OF DIRECTORS AT ANY TIME ON ANY BUSINESS DAY, OR SERIES OF CONSECUTIVE DAYS, IN THE MONTH OF APRIL, IN EACH YEAR, SAID TIME AND DATE TO BE SELECTED BY THE BOARD OF DIRECTORS NOT LATER THAN THE MEETING HELD IMMEDIATELY PRIOR TO SAID ANNUAL MEETING.**

Amendment to Article 8, Elections: (Effective as of April 19, 1975)

SECTION 8.01. Elections. Elections will be held for Board of Directors and Representative to the Columbia Council on **ANY BUSINESS DAY, OR SERIES OF CONSECUTIVE DAYS, IN THE MONTH OF APRIL IN EACH YEAR. POLLING PLACES WITHIN THE VILLAGE OF OAKLAND MILLS SHALL BE AS SPECIFIED BY THE ELECTION MONITOR COMMITTEE AND WILL BE OPEN FOR VOTING FOR A MINIMUM OF 8 112 CONTINUOUS HOURS.** There shall be no electioneering within 100 feet of polling places.

SECTION 8.02. Election Committee. Appointment of the Election Committee.

The Board of Directors of the Association shall appoint an Election Monitor Committee and a Chairman. **THE TIME OF APPOINTMENT WILL BE DECIDED BY THE BOARD OF DIRECTORS EACH YEAR BUT SHALL BE NO LATER THAN 90 DAYS PRIOR TO ELECTION DATE.**

SECTION 8.02. (X) **SELECT ALL DATES REQUIRED FOR THE PREPARATION, AVAILABILITY AND DISSEMINATION OF THE CANDIDATE'S STATEMENT, ABSENTEE BALLOTS AND REGULAR BALLOTS, VOTER ELIGIBILITY CUT-OFF DATE AND GROUP PUBLIC MEETINGS.**

SECTION 8.03 Nominations. Any qualified candidate for Board of Directors or Representative to the Columbia Council must be nominated. Nomination shall be by petition only. The petition, to be circulated by the candidate or by other persons in his behalf and with his consent, will show the full name and address of the candidate, his signature, and the office he is seeking. The nomination petition shall be valid when ten or more members of the Association have signed it. Association members shall not be restricted from signing more than one nomination petition. Each candidate shall be nominated for one office only. Each candidate will submit his nomination petition to the Election Monitor Committee for validation. **THE ELECTION MONITOR COMMITTEE WILL ACCEPT NOMINATION PETITIONS. THE ELECTION MONITOR COMMITTEE WILL ACCEPT NOMINATION PETITIONS COMMENCING AT LEAST 45 DAYS PRIOR TO ELECTION DATE. THE NOMINATIONS WILL BE CLOSED NOT LESS THAN THIRTY DAYS PRIOR TO THE ELECTION DATE.**

SECTION 8.04 Candidates' Statements. Each candidate meeting the requirements for nomination, as set forth herein, may prepare a written campaign statement of not more than one hundred and fifty (150) words. This statement, **WILL BE SUBMITTED TO THE ELECTION COMMITTEE CHAIRMAN NO LATER THAN THE DATE ESTABLISHED BY THE COMMITTEE. THE CHAIRMAN WILL ARRANGE WITH THE VILLAGE STAFF TO PREPARE AND DISTRIBUTE, NO LATER THAN FIVE DAYS BEFORE THE ELECTION, IN EITHER A REGULAR OR SPECIAL PUBLICATION, THE NAMES OF ALL CANDIDATES AND THE POSITIONS THEY SEEK. CANDIDATES' STATEMENTS SHALL BE REPRODUCED AT VILLAGE EXPENSE, POSTED IN A CONSPICUOUS PLACE AND MADE AVAILABLE TO ANY PERSON REQUESTING THEM. CANDIDATES' STATEMENTS WILL NOT BE EDITED.** The Board Manager, with such assistance as he may require, shall prepare and distribute no later than five (5) days before the Election, in either a regular or special publication, the names of all candidate, the positions they seek and their prepared statements. Candidates statements will not be edited.

SECTION 8.06 Balloting. Members in good standing pursuant to Article III of the Declaration of the Association as of **THE DATE TO BE SELECTED EACH YEAR BY THE ELECTION MONITOR COMMITTEE, BUT NOT LESS THAN 45 DAYS PRIOR TO THE ELECTION DATE,** shall be eligible to vote in the subsequent annual election. The CPRA assessment rolls and the apartment tenant lists together form the official voter registration list. A list of eligible voters shall be posted at the polling place **DURING VOTING HOURS AND SHALL BE RETAINED BY THE ELECTION COMMITTEE CHAIRMAN FOR FIVE DAYS OR UNTIL THE DISPOSITION OF ANY CHALLENGE AS SPECIFIED IN SECTION 8.09 FOR BALLOTS.** Non-appearance of a qualified voter's name shall be referred to the Election Monitor Committee for resolution. Each candidate shall be allowed one representative to observe the counting of the ballots by the Election Monitor Committee. The candidates receiving the largest number of votes for Board of Directors will be declared winners of that election. The one candidate receiving the largest number of votes for Representative to the Columbia Council shall be declared winner of that election.

Amendment to Article 5, Section 5.03, Fiscal Year:
(Effective March 24, 1976)

The fiscal year of the Association shall be the twelve calendar months period ending **APRIL 30TH OF EACH YEAR,** unless otherwise provided by the Board of Directors.

Amendment to Article 1, Section 1.07, Votes To Be Cast In Person or By Mail: (Approved by a majority of those casting votes at the Village Election on April 18 and 19, 1980.)

Except as specified in this Section 1.07 A and in the next succeeding Section 1.07 B, 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, **OR BY MAIL, PURSUANT TO PROCEDURES ESTABLISHED BY THE BOARD OF DIRECTORS,** provided however, (i) that in 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; and (ii) **AGENCIES OR INSTRUMENTALITIES OF THE FEDERAL GOVERNMENT, IF OTHERWISE ENTITLED TO VOTE, MAY VOTE BY WRITTEN PROXY.**

Amendment to Article 8, Section 8.01. Elections (approved by a majority of those casting votes at the Village Election April 24 and, 25, 1987.)

SECTION 8.01 Elections. Elections will be held for Board of Directors and Representative to the Columbia Council on any business day, or series of consecutive days, in the month of April in each year. Polling places within the village of Oakland Mills shall be as specified by the Election Monitor Committee and will be open for voting for a minimum of 8-1/2 continuous hours. There shall be no electioneering within 100 feet of the polling places **EXCEPT AT THE OAKLAND MILLS SHOPPING CENTER WHERE ELECTIONEERING MAY TAKE PLACE OUTSIDE OF THE EXTERIOR DOORS TO THE CENTER.**

Amendment to Article 11, Section 2.03A., 2.038., Election of Directors, Removal of Directors for Non- Attendance at Meetings.

(Approved by a majority of those **casting votes at the Village** election on April 20 and 21, 1990.)

SECTION 2.03A. Election of Directors. Until the first annual meeting of members or until successors are duly elected and qualify, the Board Shall consist of the persons named as such in the charter. At the first annual meeting of members and at each annual meeting thereafter, the members shall elect directors to hold office until the next succeeding annual meeting or until their successors are elected and qualify. 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 director or directors from office and may elect a successor or successors to fill any resulting vacancies for the unexpired terms of removed directors.

SECTION 2.03B. Removal of Directors for Non-Attendance at Meetings

Absence by a Director from four (4) consecutive scheduled Board of Directors meetings, or a period of time not to exceed two months, shall constitute grounds for a Director's removal from office 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.

The Village Manager shall keep a record of attendance at scheduled Board of Directors meetings. When the number of consecutive absences accumulated by a Director exceeds the number of absences permitted by this section, the Director shall be notified in writing of his or her apparent failure to comply with the attendance requirements of this section, and directed to show cause within 10 days, or whatever time may be established by the remaining Directors, why he or she 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 most current address reflected in the Oakland Mills Village records.

- (iii) A Director notified and directed to show cause pursuant to this section may within 10 days of the date of the notice submit a written response or a written request for hearing before the remaining Directors, which shall be mailed to the Board of Directors in care of the Village Office. A request for hearing shall be granted and the hearing shall be scheduled at the convenience of all concerned, but no later than 30 days after the request

is received. Failure by a Director to submit a written response to the notice or to request a hearing within the prescribed time period, or a determination by a majority of the remaining Directors upon consideration of the Director's response that he or she has failed to advance sufficient cause for retention on the Board at Directors, shall effect the Director's removal with no further action required by the Board of Directors or members of the Association. The Board's determination shall be made no later than 10 days from the close of the hearing. Should the Board of Directors fail to act within the prescribed time period, the Director shall be deemed to have shown sufficient cause for retention and shall be reinstated to full voting membership. 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. The Board of Directors' determination shall be final.

- (iv) A Director who has been notified and directed to show cause under these provisions shall not vote on any matter before the Board of Directors until he or she is reinstated to full voting membership, either by a determination of the Board of Directors that he or she has shown sufficient cause for retention on the Board, or by the Board's failure to act. However, the Director may, pending determination of the removal proceedings, attend meetings and exercise any other powers or perquisites of the office. 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.

Amendment to Article 8, Section 8.01. Elections
(approved by a majority of those casting votes at the Village Election April 24 and 25, 1992.)

SECTION 8.01 Elections. Elections will be held for Board of Directors and Representative to the Columbia Council on any business day, or series of consecutive days, in the month of April in each year. Polling places within the village of Oakland Mills shall be as specified by the Election Monitor Committee and will be open for voting for a minimum of 8-1/2 continuous hours. There shall be no electioneering within the area established annually by the Election Monitor Committee.

Additional Changes to Oakland Mills Bylaws

Amendment to Article VIII Elections, Section 8.01 (approved by a majority of those casting votes in the Village Election on April 25, 1992):

Old language: There shall be no electioneering within 100 feet of the polling places **EXCEPT AT THE OAKLAND MILLS SHOPPING CENTER WHERE ELECTIONEERING MAY TAKE PLACE OUTSIDE OF THE EXTERIOR DOORS TO THE CENTER.**

New language: There shall be no electioneering within **THE AREA ESTABLISHED ANNUALLY BY THE ELECTION MONITOR COMMITTEE.**

Amendment to Article II Board of Directors, Section 2.03 Election of Directors. (approved by a majority of those casting votes in the Village Election on April 17, 1999)

Add the following language:

2.03A. IN ORDER TO SERVE ON THE VILLAGE BOARD, CANDIDATES OWNING PROPERTY IN OAKLAND MILLS MUST, UPON ELECTION, OBTAIN A CERTIFICATE OF COVENANT COMPLIANCE WITHIN 60 DAYS.

Amendment to Article II Board of Directors, Section 2.03 Election of Directors. (approved by a majority of those casting votes in the Village Election on April 30, 2016)

Add the following language:

SECTION 2.03 IF AFTER THE DEADLINE DATE FOR THE SUBMISSION OF NOMINATION PETITIONS HAS PASSED THE NUMBER OF CANDIDATES MEETING THE REQUIREMENTS TO BE ELECTED DIRECTOR IS EQUAL OR LESS THAN THE NUMBER OF VACANT POSITIONS, THE QUALIFIED CANDIDATES SHALL BE DEEMED TO HAVE BEEN ELECTED BY THE MEMBERS, AND THE BOARD OF DIRECTORS SHALL APPOINT SUCH CANDIDATE(S) TO THE DIRECTOR POSITION(S) FOR THE TERM PROVIDED FOR IN ARTICLE 8 OF THE ASSOCIATION'S ARTICLES OF INCORPORATION.

Amendment to Article IV Board of Directors, Section 4.04 OFFICERS. (approved by a majority of those casting votes in the Village Election on April 30, 2016)

Add the following language at the end of the section:

SECTION 4.04 IF AFTER THE DEADLINE DATE FOR THE SUBMISSION OF NOMINATION PETITIONS HAS PASSED THERE IS NOT MORE THAN ONE CANDIDATE MEETING THE REQUIREMENTS TO BE ELECTED COLUMBIA COUNCIL REPRESENTATIVE, THE BOARD OF DIRECTORS SHALL APPOINT SUCH CANDIDATE TO THE POSITION OF COLUMBIA COUNCIL REPRESENTATIVE FOR THE TERM PROVIDED FOR IN ARTICLE 9, SECTION 9, OF THE ASSOCIATION'S ARTICLES OF INCORPORATION.

Amendment to Article II Board of Directors, Section 2.03 Election of Directors. (approved by a majority of those casting votes in the Village Election on April 29, 2017)

SECTION 2.03 – Change the title to: ELECTION AND REMOVAL OF DIRECTORS

Add the following sentence at the end of the paragraph:

IF A DIRECTOR IS NO LONGER A MEMBER OF THE ASSOCIATION BEFORE THE EXPIRATION OF THAT DIRECTOR'S TERM, THE BOARD OF DIRECTORS MAY REMOVE THAT DIRECTOR FROM OFFICE AND APPOINT A SUCCESSOR.