



1. Name

The name of this Association is Regency Estates Civic Association, Inc. (herein also referred to as “Association”).

2. Purpose of the Association

The Association is established within the meaning of IRS Publication 557 Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”) or the corresponding section of any future federal tax code. The purpose of the Association is to promote the general welfare of the residents of the Regency Estates community and to reduce the burdens of government.

In addition, this Association has been formed for the purpose of performing all things incidental to, or appropriate in, the foregoing specific and primary purposes. However, the Association shall not, except to an insubstantial degree, engage in any activity or the exercise of any powers which are not in furtherance of its primary non-profit purposes.

The Association shall hold and may exercise all such powers as may be conferred upon any nonprofit organization by the laws of the State of Maryland and as may be necessary or expedient for the administration of the affairs and attainment of the purposes of the Association. At no time and in no event shall the Association participate in any activities which have not been permitted to be carried out by an Association exempt under the Code, such as certain political and legislative activities.

2.1. Dedication of Assets

The properties and assets of the Association are irrevocably dedicated to and for non-profit purposes only. No part of the net earnings, properties, or assets of this Association, on dissolution or otherwise, shall inure to the benefit of any person or any member, director, or officer of this Association. Upon liquidation or dissolution, all remaining properties and assets of the Association shall be distributed and paid over to an



organization dedicated to non-profit purposes which has established its tax-exempt status pursuant to the Code.

2.2. Perpetual Existence of Corporation

The Association shall continue forever unless the members terminate it and distribute all of the principal and income, which action may be taken by the members in their discretion at any time. On such termination, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

3. Regency Estates Community

The Regency Estates community generally coincides with the Regency Estates subdivision plat maps plus the areas of the Highland Stone plat region southeast of Postoak Road in Montgomery County, Maryland. This area shall constitute the territory of the Association, which includes the area bounded on the north and west generally along Postoak Road, exclusive of the Montgomery Square development, on the east by Seven Locks Road, and on the south by Tuckerman Lane, with the following additions: (1) the area north of Postoak Road that includes Devilwood Court, Little Creek Drive, Wild Olive Drive, Wild Olive Court, and the western end of Devilwood Drive, and (2) those homes on the south side of Tuckerman Lane between, but not part of, Potomac Crest and Inverness Forest. The homes in the Potomac Crest development on either side of Tuckerman Lane are also excluded. A map setting forth the geographical limits of the Regency Estates subdivision is attached hereto as Exhibit A, which is incorporated by reference herein.

4. Membership

4.1. Eligibility for Membership

All homeowners and renters residing in the area defined as the Regency Estates community in Article 3 are qualified for membership in the Association, and, unless they request to be excluded in writing to the Executive Board, will be considered members of



the Association. Others of legal age residing in households for more than 6 months out of the year also qualify for membership.

4.2. Voting Members

"Voting members" shall consist of those members who have paid the current dues set by the Board and are eighteen (18) years of age or older. If no dues are set, all members eighteen (18) years of age or older shall be deemed to be voting members.

Voting members shall have the right to vote for the Board described in Article 6 and shall have the right to vote for various matters raised at duly called Annual and Special Meetings.

5. Dues

Annual dues shall be recommended by the Board and adopted by a majority vote of those voting at the Annual Meeting or at any Special Meeting called for that purpose.

Annual dues paid from September through December shall be considered paid for the following calendar year.

6. Executive Board

The Association shall be governed by an Executive Board of Directors (the "Board"), serving without compensation other than for reasonable expenses, which shall have all the rights, powers, privileges, and limitations of liability of directors of a non-profit corporation organized under the Non-Profit Corporation Act of Maryland. The Board shall establish policies and directives governing business and programs of the Association and shall delegate to the President and Association staff and volunteers, subject to the provisions of these by-laws, authority, and responsibility to see that the policies and directives are appropriately followed.

6.1. Size and function of the Executive Board

The Board shall not exceed eleven (11) members of the Association to be elected at the Annual Meeting of the Association. The Board shall be empowered to perform all those

functions necessary to maintain the viability and carry out the purpose of the Association and to call members' attention to issues of importance to the community.

Each new Board shall, at its first meeting, select among itself members to serve as President, Vice President, Treasurer, and Secretary. The Board will establish a general schedule of regular Board meetings to be held during the year. The Board may further organize itself as it may deem appropriate and necessary, including the selection of other officers or the creation of standing or temporary committees. The Board shall prescribe with specificity the duties and responsibilities of any such additional officers and committees. The Board may determine by policy if any Board meeting may be held with a combination of in-person attendance and virtual participants, or solely by virtual attendance.

6.2. Officers of the Board

The President shall be the chief executive and chief operating officer of the Association. The President, subject to approval by the majority of the Board, may appoint committee members, committee chairs, and other officials to represent the Association.

The Vice President shall perform the duties of the President in the absence of the President, shall fulfill such other duties as are designated by the President, and shall automatically succeed to the position of President if a vacancy should occur in the office of President during a term of office.

The Treasurer shall be the custodian of the funds of the Association, shall maintain and regularly report on the financial records of the Association, and shall establish and maintain financial records on behalf of the Association. The Treasurer shall be responsible for depositing and disbursing funds of the Association.

The Secretary shall record and disseminate minutes of the proceedings of meetings of the Association, shall maintain all records except financial records of the Association, and shall prepare and transmit correspondence of the Association as instructed by the President of the Association.



6.3. Terms of Office

Elections for the Board shall occur at the Annual Meeting or at a Special Meeting called for that purpose. The Board shall serve from the conclusion of the Annual Meeting until adjournment of the next Annual Meeting.

Individual members of the Board shall be elected on a staggered basis to a two- year term. In even-numbered years six (6) members shall be elected, and in odd- numbered years five (5) members shall be elected.

The Board members whose term shall expire each year shall be those Board Members who have served the longest in office since commencement of their existing term. Under circumstances where there are two (2) or more Board members who became Board members on the same day, such Board members whose term shall expire shall (unless they otherwise agree among themselves) be determined by lot.

In any circumstance where the above procedure does not maintain the 5 – 6 staggered system, additional members shall be elected to one (1) or two (2) year terms as needed.

6.4. Vacancies on the Board

In the event that a Board position is vacated before the expiration of the term of office, the position may be filled by majority vote of the Board. The position is to be reopened at the next Annual Meeting of the Association and filled through the regular election process at that time.

If at any time there are more than six (6) vacant Board positions, a Special Meeting of the Association shall be convened for the purpose of filling the vacancies.

6.5. Removal of a Board Member

A member of the Board who has been absent from three (3) consecutive meetings of the Board may, at the Board’s discretion, be deemed to have resigned from office.

A member of the Board may be removed from office if decided by a two thirds (2/3rd) majority of members present at an Annual or Special Meeting of the Association at which such removal is considered. The intent to propose the removal of a Board member must



be included in the notice for the Annual or Special Meetings at which the removal will be considered. Notice of a meeting at which the removal of a Board member is to be considered shall be given in accordance with Article 7.3.

7. Meetings

7.1. Annual Meeting of the Association

The Association shall each May, or as soon as practical thereafter, hold an Annual Meeting, and shall specify the meeting as such in the notices calling it. The Annual Meeting of the Association shall be held at such time and place as the Board shall appoint. In the event an Annual Meeting cannot be held at a reasonable time and place due to a declared health or general welfare emergency, lack of adequate facilities, or any condition restricting the gathering of Association members at a single location, the Board may establish a method of notifying members in accordance with Section 7.3 that permits meeting conduct with virtual meeting attendance utilizing the Internet or other common electronic or telephonic means available to most members of the Association. The virtual meeting technology must allow members to participate in a remote manner with two-way communications (via audio and/or video with audio) managed by the Board. No proposed virtual meeting may proceed unless a quorum as specified in Section 10 can be determined as present to participate in the meeting when the meeting is called to order. The Board may determine by policy if any Association meeting may be held with a combination of in-person attendance and virtual participants, or solely by virtual attendance.

7.2. Special Meetings of the Association

All meetings of the Association, other than the Annual Meeting and any Executive Board meetings, shall be called Special Meetings. Special Meetings may be convened either by the Board, whenever it sees fit with due notice to the membership in accordance with Section 7.3, or by a petition signed by a quorum of members of the Association as defined in Article 10. Should conditions dictate or allow virtual meeting attendance as described in Section 7.1, the Board shall apply similar rules for such a Special Meeting.

7.3. Notice of Meetings

All Annual and Special Meetings of the Association shall be called with at least a twenty-one (21) day notice to the members of the Association. The notice shall specify the place, the day and the time of the meeting and the nature of the business to be conducted at the meeting. If any meeting is anticipated to be a combination of in-person and virtual meeting attendance, or a meeting intended to be conducted solely by virtual attendance as outlined in Section 7.1, a description of the methods and minimum required equipment (e.g., access to the Internet, telephone, and recommended software) for virtual attendance must be included in the notice. If an election is scheduled to be held at the meeting, the slate of candidates to serve on the Board shall be published in the notice of the meeting. Members of the Association shall be deemed to have received notice of the meeting if it is promulgated in a publication of general circulation in the Regency Estates community or by other methods such as mailings, emails, flyers, or publication on a designated Association or relevant community website.

The accidental non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings at that meeting.

A Special Meeting of the Association shall be deemed to have been called with adequate notice, notwithstanding that it is called with less than a twenty-one (21) day notice, if it is so agreed by at least twice the number of members representing a quorum as defined in Article 10 who have the right to attend and vote at the meeting.

The Executive Board is to establish a general frequency for periodic Board meetings during the year as required in Section 6.1. The Board should set the specific date and time of its next regular Board meeting by the conclusion of each Board meeting. Any Board member(s) not present at a periodic meeting will be notified within 10 days via email or another communication method of the next scheduled Board meeting.

7.4. Proceedings at Meetings

The business to be conducted at an Annual Meeting of the Association shall include, but not be limited to, the consideration of financial statements and the report of the reviewers



of these financial statements together with reports of the Board and the election of Board members.

No business shall be transacted at any meeting unless a quorum of members, as defined in Article 10, is present at a time when the meeting is due to start. If within thirty (30) minutes from the time appointed for the meeting such a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to another date and time as the Board may determine, except that the meeting shall take place no later than twenty-eight (28) days from the date that the meeting was adjourned.

The President or the Vice President shall preside at every meeting of the Association. If neither the President nor Vice President is present within fifteen (15) minutes after the time appointed for the start of the meeting or is unwilling to act, the Board members present shall elect one of their number to preside at the meeting.

If no Board member is willing to preside at the meeting or if no Board member is present within thirty (30) minutes after the time the meeting is due to start, the members present shall choose one of their number to preside at the meeting.

The President may, with the consent of any meeting at which a quorum is present (and shall, if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned, notice of the adjourned meeting shall be given as in the case of an original meeting.

An adequate mechanism shall be made available for individual qualified members to be identified and recognized if participating virtually, to raise a question, to comment on the proceedings, to cast votes when requested, and to participate in a reasonable and timely manner during the meeting.

All meetings of the Association shall be conducted in accordance with Robert's Rules of Order, Newly Revised, in its most recent published edition, unless the Board adopts specific rules of meeting conduct in variance from Robert's customary orders.



8. Board Nomination Procedure

8.1. Eligibility to Serve on the Board

Members of the Association may stand as candidates for election to a vacant Board position if they are twenty-one (21) years of age or older or will be twenty-one (21) years of age at the time of the Annual Meeting.

A candidate must either be selected by the Nominating Committee described in Section 8.2 or (after the Nominating Committee has completed its work) receive the support of at least four (4) other members of the Association who (a) do not reside at the same dwelling as the candidate and (b) are not a member of the immediate family of the candidate and meet the conditions of Section 8.4.

8.2. Nominating Committee

The Board shall determine if a Nominating Committee is warranted for the upcoming year. If so, the President shall appoint a Nominating Committee with at least two (2) members to identify potential Board members in advance of the Annual Meeting.

A notice of the appointment of the Nominating Committee, including a solicitation for Association members to submit their names if interested in serving on the Board, a point of contact for the Committee, and a cut-off date by which candidates must submit, shall be disseminated to the membership of the Association.

The slate prepared by the Nominating Committee must contain at least as many nominees as positions open for election at the upcoming Annual Meeting and must be completed at least thirty-five (35) days before the Annual Meeting for presentation to the Board. All candidates must be notified by the Committee of their selection and provide their consent according to Section 8.3.

The Nominating Committee's slate, and any other nominations that arise properly supported under Sections 8.1 or 8.4, must be disseminated to members in a meeting notice to the Association membership at least twenty-one (21) days before the Annual Meeting in accordance with Section 7.3.

8.3. Consent to serve on the Board

No candidate, whether on the slate prepared by the Nominating Committee or otherwise, may be nominated without the specific consent of the nominee. The Nominating Committee shall obtain such consent from their slate of nominees.

8.4. Standing for Election if not on the Nominating Committee Slate

If a member who is not on the Nominating Committee's slate wishes to stand as a candidate for Board elections, written notice of that member's intention to stand as a candidate along with the written support of those members nominating that member must be delivered to the Secretary of the Association at least twenty-one (21) days before the Annual Meeting. Such a nomination must be proposed and seconded by four (4) members that meet the same criteria as those required in Section 8.1. Because of the general requirement for notifications to the Association members about nominees prior to the meeting, nominations from the floor during a meeting may be entertained by the presiding officer only if a motion is made, seconded, and approved by a majority of the voting members present to allow such a floor nomination to proceed at that meeting. If such a motion is so approved, an otherwise qualified member under this Section will be added to the list of candidates prior to the vote.

9. Voting Procedures

9.1. Eligibility to Vote

All eligible voters attending the Annual Meeting must register, showing their name and residence. In the event of any virtual meeting attendance, a reasonable means of identification and registration acceptable to the Board must be established and documented prior to the call for a quorum or a vote identifying each virtual participant. Each voting member, as described in Section 4.2, is entitled to one (1) vote at any duly called meeting. No more than two (2) votes may be cast by members of the same residence at any Annual or Special Meeting. Proxy voting shall not be permitted, notwithstanding the presence of a qualified and registered Association member using the



approved virtual attendance mechanism. For any votes intended to utilize a poll by secret ballot, an adequate mechanism must be established by the Board to anonymize the vote cast by any member, whether in-person or by virtual attendance, or the combination thereof.

9.2. Resolutions and Votes

A resolution put to the vote at any Annual or Special Association Meeting shall be decided on a show of hands (or by adequate virtual indications, if applicable) unless a poll (before the declaration of the result of the show of hands) is demanded (a) by the President of the meeting, or (b) by at least two (2) members present.

Unless a poll is so demanded, a declaration by the President of the results of the show of hands (or by counting adequate virtual indications, if applicable) shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favor or against such resolution.

9.3. Ballots for Board Elections

If the number of candidates standing for election for the Board matches the number of vacant positions on the Board, the slate may be approved by a general voice vote or by show of hands (or by adequate virtual indications, if applicable). In the event that there are more candidates for the Board than vacant positions, there shall be a secret ballot of the members present at the meeting at which the vacancies are to be filled.

If a secret ballot is necessary for Board elections, the Election Committee, as described in Article 9.4, shall be responsible for counting ballots (whether in-person or by anonymized virtual voting of registered members present at the meeting, if applicable) and determining the outcome of the election.

9.4. Election Committee and Procedures for Elections

Prior to the Annual Meeting or at a Special Meeting at which elections are to be held, the President shall appoint an Election Committee of at least two (2) members who are not candidates for election.

The Election Committee will be in control of all ballots for Board vacancies. It will determine the eligibility of all voters as defined in Article 9.1, including any members participating virtually and considered present and eligible to vote through a review of the registration lists.

The Election Committee shall maintain a tally of all attendees at the meeting at which elections are to be held, both in-person and if applicable, by duly registered virtual attendance, the number of ballots issued to eligible voters and the number of ineligible ballots and the reasons for their rejection.

The Election Committee shall be responsible for preparing ballots listing the slate of proposed Board Members as selected by the nominating committee plus any additional candidates who have announced their intention to run as described in Section 8.4. Should virtual attendance be authorized by the Board for the meeting, as indicated in the meeting Notice, a form of an electronic ballot shall be prepared for use by those participating in a virtual manner, and only issued to, and accepted from, those who registered as present at the meeting prior to the vote.

The Election Committee shall tally the information on the eligible ballots. For ballots to be valid, they cannot show more check-offs (or virtual votes) for individuals greater than the number of open positions for Board membership.

The Election Committee shall announce the results of the election before the end of the meeting. Candidates who receive the highest number of votes and filling the available Board positions, shall be considered the newly elected members of the Board.

In the event of a tie for a vacancy with the lowest number of votes, the Election Committee shall conduct a run-off election for the specific candidates involved.

The tally of votes will be turned over to the Secretary of the Association.

9.5. Announcement of Board Election Results

It is the responsibility of the new Board to notify the full membership of the election results within thirty (30) days of the election.

10. Quorums

A quorum for an Annual or Special Meeting of the Association shall consist of twenty-five (25) members of the Association who have the right to attend and vote at the meeting.

A quorum for Executive Board meetings shall consist of majority number of the members of the Board, but no less than five (5) Board members.

For any Annual, Special or Board meeting, if authorized by the Board to be conducted with a combination of in-person and registered virtual attendees or solely as a virtual meeting, the Board must assure that an adequate number of eligible members meeting the relevant quorum are either present in-person or are registered and in two-way communication with the meeting organizer when the meeting is called to order.

11. Finances and Review of Financial Statements

11.1. Remuneration

No Board members shall be entitled to receive any remuneration for their role as Board Member. However, an application for reimbursement of duly authorized Association expenses by a Board Member may be approved when supported by adequate receipts or related documentation presented to the Treasurer.

11.2. Authorization for Disbursements

Any disbursements whether budgeted or not and made on behalf of the Association in excess of \$500 shall require approval by a majority of the Board.

All disbursements from any bank, credit, or other accounts held by the Association shall require the signature or electronic authorization of at least one (1) Board member.

All unbudgeted disbursements in excess of \$1,000 shall require approval by a majority of those in attendance at a Special or Annual Meeting, and only where the proposed disbursement is described in the Meeting Notice.

11.3. Financial Statements

The President and Treasurer shall be empowered individually to draw upon the financial accounts of the Association and shall be required to present financial statements at each Annual Meeting.

11.4. Review of Financial Statements

At each Annual Meeting, the members shall appoint at least two members to review the records and financial statements of the Association. The outgoing reviewers shall provide a report to the Annual Meeting that the financial statements accurately reflect the underlying books and records and financial transactions of the Association.

12. By-Law Amendments

These by-laws may be amended only by a two-thirds (2/3rd) vote at an Annual Meeting or at a Special Meeting called for that purpose. Proposed changes to the by-laws must be described and distributed to the membership either prior to or within the meeting notice at least twenty-one (21) days before any vote to amend the by-laws.

13. Adoption

These by-laws of the Regency Estates Civic Association, Inc., were adopted on August 16, 2023, by the action of the Executive Board of the Regency Estates Civic Association, Inc. at the organizational meeting of the Association Executive Board as certified by the members of the Board whose signatures are affixed below.