

BY-LAWS

OF

SPRINGFIELD MANOR HOMEOWNERS ASSOCIATION, INC.

ARTICLE I

NAME AND LOCATION. The name of the corporation is Springfield Manor Homeowners Association, Inc., hereinafter referred to as the "Association". The principal office of the Association shall be located at Hyattsville, Maryland but the meetings of members and directors may be held at such places within the State of Maryland, Prince George's County, as may be designated by the Board of Directors.

ARTICLE II

DEFINITIONS

Section 1. "Association" shall mean and refer to Springfield Manor Homeowners Association, Inc., and its successors and assigns.

Section 2. "Property" shall mean and refer to all that real property described in the Declaration of Covenants, Conditions and Restrictions, and shown on the plat, and such improvements and additions thereto as may hereafter be made pursuant to the Declaration.

Section 3. "Common Area" or "Community Facilities" shall mean all of the property and improvements thereon which are not lots and which are owned by the Association for the common use and enjoyment of the Owners.

Section 4. "Lot" shall mean and refer to all subdivided parcels of property which are part of The Property as shown on the plat for Springfield Manor Homeowners Association.

Section 5. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple.

title to any Lot situated on The Property, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

Section 6. "Dwelling" shall mean and refer to any building or portion of a building situated upon a lot in The Property and designed and intended for use and occupancy as a residence by a single family.

Section 7. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions applicable to The Property and recorded in the Office of the Clerk of the Circuit Court for Prince George's County.

Section 8. "Member" shall mean and refer to every person, group of persons or entity who holds membership in the Association.

Section 9. "Developer" shall mean and refer to the Declarant, Quad Construction Corporation, its successors, or its assigns who actually sell lots for the first time to members of the public.

ARTICLE III

MEETING OF MEMBERS

Section 1. Annual Meetings. The first annual meeting of the members shall be held within one (1) year from the date of incorporation of the Association. The time and place thereof shall be set by the Board of Directors named in the Articles of Incorporation. Every subsequent meeting shall be set by the Board of Directors. There shall be a minimum of one (1) meeting of the members in each calendar year after the first 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 the Class A membership.

Section 3. Notice of Meetings. Written notice of each meeting of the members shall be given by, or at the direction of, the Secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least 15 days before such meeting to each member entitled to vote thereat, addressed to the member's address on the books of the Association which is to be supplied by each member to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

Section 4. Quorum. The presence at the meeting of members entitled to cast, including proxies entitled to cast, one-third (1/3) of the votes of each class 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 a quorum shall not be present or represented at any meeting, the members in attendance and 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 5. Proxies. At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the secretary. Every proxy shall be revocable, shall be valid only for the meeting for which it is given, and shall automatically cease upon conveyance by the member of his Lot.

ARTICLE IV

BOARD OF DIRECTORS: SELECTION; TERM OF OFFICE

Section 1. Number. The affairs of this Association shall be managed by a Board of three (3) directors, who need not be members of the Association.

Section 2. Term of Office. At the first annual meeting the members shall elect three (3) directors--one director for a term

of three (3) years, one (1) director for a term of two (2) years, and one (1) director for a term of one (1) year. At each annual meeting thereafter, directors for those terms expiring shall be elected for three (3) year terms.

Section 3. Removal. After the first annual meeting of the Association, any director may be removed from the Board, with or without cause, by a majority vote of the members of each membership class of the Association. In the event of death, resignation or removal of a director, his successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his predecessor.

Section 4. Compensation. No director shall receive compensation for any service as a director. Any director may be reimbursed for his actual expenses incurred in the performance of his duties as a director.

Section 5. Action Taken Without a Meeting. To the greatest extent permitted by law, 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 V

NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall be appointed by the Board and shall consist of a Chairman, who may 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 at least 45 days prior to 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. Such nominations may be made from among members or nonmembers.

Section 2. Election. Election to the Board of Directors shall be by secret written 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 VI

MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held at least quarterly and otherwise as needed. Notice of regular meetings shall be sent to the members via newsletter or by any other reasonable means, as required by law. Meetings shall be at such place and hour as may be fixed from time to time by resolution of the Board. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

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 (5) days' notice to each director, and upon such notice to the members as is required by law.

Section 3. Quorum. A majority of the number of directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board. Each member of the board shall be entitled to cast one vote on each issue being decided by the Board.

ARTICLE VII

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

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

(a) adopt and publish rules and regulations governing the use of the Common Area and Facilities, and the personal conduct of the members and their guests thereon, and to establish reasonable penalties for the infraction thereof;

(b) suspend the voting rights and the right of a member to use the recreational facilities during any period in which such member shall be in default in the payment of any assessment levied by the Association, or for infraction of published rules and regulations. Such rights may only be suspended after notice and hearing, and for a period not to exceed 60 days, or for such period of time as the member remains in default or in violation of the rules.

(c) exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by law or other provisions of these By-Laws, the Articles of Incorporation, or the Declaration;

(d) declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent without sufficient cause, from three (3) consecutive regular meetings of the Board of Directors; and

(e) employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties and other terms and conditions of employment, provided however that the term of any agreement for management of the Association by, or any other contract providing for services of, the Declarant, sponsor or builder may not exceed three (3) years, and any such agreement must provide for termination by either party without cause and without termination fee on not more than ninety (90) days' written notice.

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 statement is requested in writing by one-fourth (1/4) of the Class A members who are entitled to vote;

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

(c) as more fully provided in the Declaration, to:

(1) fix the amount of the annual assessment against each Lot at least thirty (30) days in advance of each annual assessment period;

(2) send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period; and

(3) foreclose the lien against any property for which assessments are delinquent and/or bring an action at law against the owner personally obligated to pay the same;

(d) issue or to cause an appropriate officer to issue, upon demand by any Owner liable for assessment or any first mortgagee, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;

(e) procure and maintain adequate liability and hazard insurance on property owned by the Association, and to cause to be written at the expense of the Association an officers and directors liability insurance policy;

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

(g) cause the Common Areas to be maintained.

ARTICLE VIII

OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Officers. The officers of this Association shall be a President and Vice-President, who shall at all times 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 unless he shall sooner resign, or shall be removed, or otherwise be 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 by 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 majority vote of 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 of the officers are as follows:

President

(a) The President shall preside at all meetings of the Board of Directors; see that orders and resolutions of the Board are carried out; sign all leases, mortgages, deeds and other written instruments and promissory notes on behalf of the Association and shall be responsible for the disbursement of all funds of the Association, upon co-signature of the Treasurer.

Vice-President

(b) 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

(c) The Secretary shall be responsible for recording the votes and keeping the minutes of all meetings and proceedings of the Board and of the membership meetings; keeping the corporate seal of the Association and affixing it on all papers requiring said seal; serving notice of meetings of the Board and of the members on the members; keeping appropriate current records showing the members of the Association together with their addresses, and performing such other duties as may be required by the Board.

Treasurer

(d) The Treasurer shall be responsible for receiving and depositing in appropriate bank accounts all monies of the Association and disbursing such funds as directed by resolution of the Board of Directors upon co-signature of the President; be responsible for the signing of all checks and promissory notes of the Association; keep proper books of account; cause an annual audit of the Association books to be made by a public accountant at the completion of each fiscal year; prepare an annual budget and statement of income and expenditures to be presented to the membership at its regular annual meeting and deliver a copy of them to each member.

ARTICLE IX

COMMITTEES

The Board of Directors shall appoint an Architectural Control Committee and a Nominating Committee. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purposes.


ARTICLE X

BOOKS AND RECORDS

The books, records and papers of the Association shall at all times, during reasonable business hours and after notice, be subject to inspection by any member. The Declaration, the Articles of Incorporation and the By-Laws of the Association shall be available for inspection by any member at the principal office of the Association, where copies may be purchased at reasonable cost.

ARTICLE XI

ASSESSMENTS

As more fully provided in the Declaration, each member is  obligated to pay to the Association annual and special

assessments which are secured by a continuing lien upon the property against which the assessment is made. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest from the date of delinquency at a rate determined by the Board, and the Association may bring an action at law against the property, and interest, costs, and reasonable attorneys' fees of any such action shall be added to the amount of such assessments. No Owner may waive or otherwise escape liability for the assessments provided for herein by non-use of the Common Areas or abandonment of his Lot.

ARTICLE XII

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 present in person or proxy, provided a quorum is present and provided that a copy of any proposed amendment accompanied the notice of the meeting.

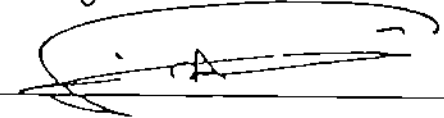
Section 2. In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control; and in the case of any conflict between the Declaration and these By-Laws, the Declaration shall control.

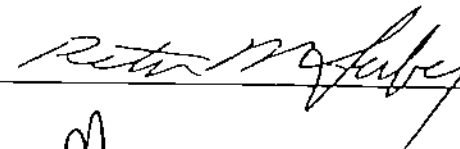
ARTICLE XIII

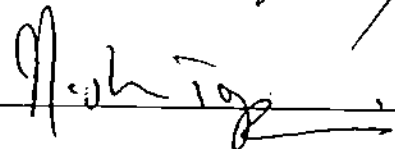
MISCELLANEOUS

The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year, except that the first fiscal year shall begin on the date of incorporation.

IN WITNESS WHEREOF, we, being all of the directors of
Springfield Manor Homeowners Association, Inc. have hereunto set
our hands this 8/6 day of January, 1986.


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