

October 10, 1973

BYLAWS OF THE TANTALLON CONTROL COMMITTEE

Article I - Name

The name of the Committee is the Tantallon Control Committee (TCC).

Article II - Purpose

The purpose of the TCC is to administer the Tantallon Land Covenants on behalf of the Tantallon Citizens Association (TCA), subject to the review and direction of the TCA as provided for herein. The TCC is to administer the covenants prudently and as uniformly as possible in order to preserve and enhance the beauty and character of Tantallon as a community and to preserve and enhance overall and individual property values. The provisions of the introductory paragraph of Clause II of the Tantallon Land Covenants are hereby incorporated by reference.

Article III - Location

The TCC shall maintain a post office box in the immediate vicinity of Tantallon, Maryland, in order to provide a place to which all communications to the TCC can be addressed. Appropriate publicity shall be given to the existence and designation of the post office box.

Article IV - Members

1. Number. The number of members of the TCC shall be an even number of members not less than 8 nor more than 12 as determined by the Executive Committee of the TCA. In addition, the President of the TCA shall be a member of the TCC ex officio.

2. Eligibility. No person shall be a member of the TCC who is not a member in good standing of the TCA. Members of the Executive Committee of the TCA may not constitute a majority of the members of the TCC.

3. Appointment and Term of Office. The members of the TCC shall be appointed by the President of the TCA, with the concurrence of a majority of the Executive Committee of the TCA. The term of office of each member shall be two years (or until the end of the respective term of his predecessor if he shall have been appointed to succeed a person who shall not have completed his two-year term) and until the selection and qualification of his successor. The term of office of members shall normally begin on November 1 of a given year and shall normally expire at the end of October 31 in the second year following said November 1. The terms of office of members shall be so staggered

that no more than one-half of the members are appointed each year, excepting appointments made by reason of causes other than expiration of term of office. One-half of the members appointed immediately following adoption of these bylaws shall have two year terms and one-half shall have one-year terms. In appointing members of the TCC the President of the TCA shall endeavor to achieve a membership of the TCC that is geographically representative of the entire area with respect to which the Tantalton Land Covenants are administered by the TCA.

4. Resignation, Removal and Vacancies. A member may resign at any time by giving written notice of an intent to do so. A resignation need not be accepted to be effective. A resignation shall take effect at the time specified therein. A member may be removed if such action is recommended by a vote of two-thirds of all the members present at a meeting called for that purpose and if such recommendation is approved by a majority of the Executive Committee of the TCA. A vote shall be taken on the question of whether a member should be removed if such member is absent from three consecutive meetings without reasonable excuse. A vacancy resulting from resignation, removal, or any other cause may be filled for the unexpired portion of the term of the membership vacated through appointment by the President of the TCA with the concurrence of a majority of the Executive Committee of the TCA.

5. Voting. Each member, including the President of the TCA, shall be entitled to one vote on any matter submitted to a vote of the members. However, the President shall cast his vote only when necessary to break a tie.

6. Transfer of Membership. Membership on the TCC is not transferable or assignable.

7. Subcommittees. The members of the TCC may be assigned to such special or standing subcommittees as the TCC may form by majority vote.

8. Reappointment. Nothing shall prevent a person from being a member for successive terms.

#### Article V - Officers

1. Election and Term of Office. The members of the TCC shall elect a Chairman, Vice Chairman and Secretary and may elect members to such other offices as may seem needful from time to time. Election to and removal from offices shall be by vote of the members only. Terms of office will normally be one year. A vacancy in an office resulting from resignation, removal, or any other cause may be filled for the unexpired portion of the term of the office by vote of the members. Nothing shall prevent a member from holding an office for successive

terms. A member may hold one or more offices at the same time, except that no member may hold the office of Chairman and Vice Chairman at the same time.

2. Chairman and Vice Chairman. The Chairman shall preside at all meetings of the TCC, shall be the custodian of the property of the TCC, and shall perform such other duties as may be assigned by these bylaws or as the TCC shall from time to time determine. In the absence of the chairman, the vice-chairman shall perform the duties of the chairman. In addition the chairman shall make, or see that there are made, reports of the activities of the TCC on a regular basis to the TCA or the Executive Committee of the TCA.

3. Secretary. The secretary shall record or cause to be recorded the proceedings of the TCC, shall see that all notices are duly given, shall be the custodian of the records of the TCC under the direction of the chairman, shall see that all documents and records of the TCC are properly kept and filed, and shall perform such other duties as may be assigned by the TCC.

4. President of the TCA. The President of the TCA may not serve as Chairman or Vice Chairman of the TCC.

#### Article VI - Meetings

1. Annual Meeting. The first meeting of the TCC following each November 1 shall be the annual meeting of the TCC and officers shall normally be chosen at such meeting. Such meeting shall be at the call of the previous year's chairman.

2. Place of Meetings. The TCC will meet at such place or places within the immediate vicinity of Tantallon, Maryland, as may be designated by the chairman.

3. Schedule of Meetings. The TCC will normally meet at least every thirty days. The chairman must call a meeting whenever at least one-third of the members so request.

4. Disqualification. Members of the TCC shall disqualify themselves whenever a vote is to be taken regarding their own property or would present any other material conflict of interest.

5. Attendance. The meetings of the TCC will normally be closed to assure the orderly functioning of the committee. The actions of the TCC will be based on the written presentations to it and/or any on-site investigations and discussions that the members of the TCC may consider appropriate.

6. Notice. Notice of meetings will normally be given by the secretary. Notice may be given telephonically or in writing and shall be as much in advance of the meeting as possible.

7. Quorum. A majority of the total number of appointed members shall constitute a quorum for the transaction of business at any meeting, and except as otherwise provided in these bylaws, the act of a majority of the members present in person or by proxy and voting at any meeting at which a quorum is present shall be the act of the TCC. The presence of a member by proxy shall not count toward the formation of a quorum. In the absence of a quorum, a meeting may be adjourned until such time as a quorum may be obtained.

8. Action Without a Meeting. In cases of emergency as determined by the chairman, if one-half of the total number of appointed members shall severally and/or collectively consent to any action to be taken by the TCC, such action shall be as valid an action of the TCC as though it had been authorized at a meeting of the TCC. Such action shall be subsequently ratified at a meeting of the TCC and such ratification shall be reflected in the records of the TCC by the secretary.

9. Proxies. Voting may be by proxy. However, no proxy may be given for any meeting other than the meeting next succeeding the date on which the proxy is given. Nor may a proxy be given for all business that may come before a meeting; a proxy must relate to a specific case or cases. No proxy shall be effective unless given in writing prior to a meeting or, if given orally, unless the granting of the proxy is confirmed to a member other than the proxy holder.

10. Recording of Votes. The secretary shall record the votes of the members by number but not by name. Individual members of the TCC may disclose their own votes at their discretion.

#### Article VII - Procedures

1. Action in Writing. Except in emergencies, the TCC will not take action on any matter which is not submitted in writing (any submission on an emergency basis must be subsequently confirmed in writing.) In no event will the TCC act on any matter submitted anonymously. Communications from the TCC will be in writing and will normally be signed by the Secretary, Vice Chairman, or Chairman.

2. Specificity. All requests for the TCC to take action, including complaints, should contain an exact statement of the action requested and sufficient facts and justification for the TCC to make an informed judgment. The use of diagrams and a statement of materials is encouraged and required in the case of fences. Communications regarding new home construction should be in accordance with Clause II, paragraph 1 of the Tantallon Land

Covenants. In addition, the relative location of major trees affected by construction should be specified.

3. Reconsideration. If a person believes himself aggrieved by an action of the TCC, he may obtain reconsideration of the action by submitting a letter to the TCC requesting such reconsideration and stating the grounds for his belief that a different decision by the TCC should have been reached. The decision of the TCC upon reconsideration shall be final except in the case of retroactive application of a policy change described in paragraph 4 below.

4. Policy Change. If any person subject to the covenants believes that the TCC should pursue a different policy than it has been pursuing with respect to a particular class of matters, he may seek to have the policy changed at a meeting of the TCA. If the TCA votes to change the policy, the new policy shall apply prospectively only, unless the TCA expressly votes to have the policy apply retrospectively. In such cases, the new policy shall apply retrospectively only to the extent expressly determined by the TCA.

5. Inspection and Enforcement. The TCC will not normally perform inspections to seek out violations of the covenants, but will react to complaints filed with it. The TCC will normally seek to obtain correction of violations through persuasion, conciliation and other informal means. In addition, the TCC will normally obtain enforcement through the use of various agencies of the County government. If the foregoing means are not available or effective, the TCC will recommend legal action to the TCA. The TCC shall not have the authority to initiate legal action on its own motion. Homeowners and property owners may seek to enforce the covenants themselves, by any of the means referred to above, independently of or concurrently with the TCC.

#### Article VIII - Amendment

To be effective these bylaws must be adopted at a meeting of the members of the TCA. Thereafter, any of these bylaws may be amended or replaced and new bylaws may be adopted; if such action is recommended to the Executive Committee of the TCA by a two-thirds vote of the TCC and such recommendation is approved by a two-thirds vote of the Executive Committee, or if such action is taken at a meeting of the members of the TCA, provided at least 15 days written notice is given of the intention to alter, amend or repeal or to adopt new bylaws at such meeting.

As adopted by the Tantallon Citizens Association on October 10, 1973.