

IN THE CIRCUIT COURT FOR MONTGOMERY COUNTY, MARYLAND

PATRICK MATTHEWS BOGART
and BENJAMIN KURTZ,

Plaintiffs,

vs.

Civil Case No. 273518-V

CARDEROCK SPRINGS CITIZENS
ASSOCIATION, INC.,

Defendant.

RECEIVED

SEP 18 2006

MOTION TO DISMISS OR IN THE ALTERNATIVE FOR STAY Clerk of the Circuit Court
AND REQUEST FOR HEARING Montgomery County, Md.

Defendant Carderock Springs Citizens Association, Inc., by its undersigned attorney,
moves this court to dismiss the Complaint or in the alternative to stay all proceedings pending
the exhaustion of remedies described below, for the following reasons:

1. This is an action by residents of the Carderock Springs community to have the
restrictive covenants recorded among the Land Records and applicable to their property
declared invalid and unenforceable, and for damages, as more fully described in the Complaint.

2. In Paragraph 6 of the Complaint the Plaintiffs allege

“6. That Plaintiffs, who are homeowners within the subdivision of Carderock
Springs and are members of the Defendant Association, had the intention of
putting additions on their home.”

3. The Bylaws of Carderock Springs Citizens Association, Inc., Article III, Section
3 set forth an appeal procedure from decisions of the Architectural Review Committee (ARC).

Briefly decisions of the ARC may be appealed to the Board of Directors of Carderock Springs

Citizens Association, Inc. and decisions of the Board of Directors may be appealed to a special

N. WALSH, TECLER
MCCABE, LLP
ATTORNEYS AT LAW
100A MONROE STREET
SUITE 300
BETHESDA, MARYLAND 20850

meeting of the Association.

4. Defendant does not know when Plaintiffs first became aware of the appeal procedure set forth above. However, on April 3, 2006 the President of Carderock Springs Citizens Association, Inc. sent Defendants a copy of the Association's Articles of Incorporation and Bylaws containing the appeals procedure in Article II, Section 3 of the Bylaws. A copy of the April 3, 2006 letter with attachments is attached hereto as Exhibit 1.

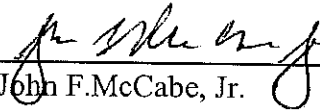
5. The restrictive covenants that Plaintiffs seek to invalidate place the responsibility for enforcing architectural control in the Defendant Carderock Springs Citizens Association, Inc. Plaintiffs recognized this when they filed an application before the Defendant's Architectural Review Committee. The Bylaws of the Association set forth the procedures for the Architectural Review Committee on applications for changes and modifications as well as a process for review of the decisions of the Architectural Review Committee. Since the Plaintiffs' property is subject to these governing documents, they should be required to follow the procedures set forth in those documents before they seek relief in court.

6. The Bylaws of Carderock Springs Citizens Association, Inc. set forth a fair, reasonable due process for decisions of the Architectural Review Committee. This Court should defer to this process and allow it to run its course before this Court undertakes to intervene in the internal governance of the Association. Not only is there a possibility that this matter can be resolved at the association level, as contemplated by the governing documents, but also, if it is not resolved Plaintiffs still have a right to seek judicial relief.

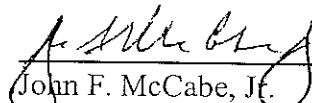
WHEREFORE, for the foregoing reasons Defendant Carderock Springs Citizens Association, Inc. requests that this Court either dismiss the Complaint or in the alternative stay all proceedings until Plaintiffs have exhausted the remedies available to them in the governing documents of the Association, namely an appeal to the Board of Directors and thereafter an appeal to a special meeting of the Association if appropriate.

REQUEST FOR HEARING

Defendant requests a hearing on this motion.


John F. McCabe, Jr.

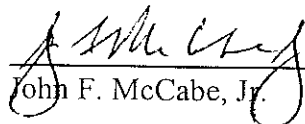
Respectfully submitted,


John F. McCabe, Jr.
200A Monroe Street, Suite 300
Rockville, MD 20850
301-279-9500
Attorney for Defendant

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that on this 18th day of September, 2006, a copy of the foregoing "Motion to Dismiss or in the Alternative for Stay and Request for Hearing" was mailed via first-class mail, postage prepaid, to:

Samuel D. Williamowsky, Esq.
VanGrack, Axelson, Williamowsky
Bender & Fishman, P.C.
401 North Washington Street, Suite 550
Rockville, MD 20850


John F. McCabe, Jr.

Carderock Springs Citizens' Association
P.O. Box 237
Cabin John, MD 20818-0237

April 3, 2006

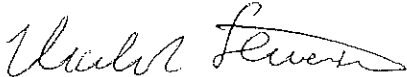
Homeowner
8209 Stone Trail Drive
Bethesda, MD 20817

Dear Homeowner:

At the request of Steve Kunin, Chairman of the Citizens' Association Architectural Review Committee, I am enclosing a copy of the Association's Articles of Incorporation. A copy of the Association's Bylaws is also enclosed.

Please let me know if you have further questions concerning this matter.

Sincerely yours,



Malcolm Stevenson
President, CSCA

Exhibit 1

CARDEROCK SPRINGS CITIZENS ASSOCIATION, INC.

Articles of Incorporation

Article I - Incorporator

Robert C. Oliver, whose post-office address is 8013 Glenmore Spring Road, Bethesda, Maryland 20034, and who is more than 21 years of age, acts hereby as incorporator to form a nonstock, nonprofit corporation under the general laws of the State of Maryland.

Article II - Name of the Corporation

The name of the corporation shall be "Carderock Springs Citizens Association, Inc."

Article III - Purposes and Powers

The purposes of the corporation shall be to promote the general welfare and represent the civic interests of the Carderock Springs community, consisting of the suburban subdivision known as Carderock Springs in Montgomery County, Maryland, lying generally South of River Road in the vicinity of the Capital Beltway, including the area known as Carderock Springs South and such other adjacent territory as may be defined in the by-laws of the corporation.

The corporation shall promote these purposes by providing a forum for discussion of community problems, establishing the formal means for resolving such problems, enforcing the covenants in the community area in accordance with the Declarations on file in the land records of

197-11-23

Montgomery County, maintaining, as appropriate, common or public areas, roadways and pathways in the community, appropriately representing to other civic, business and government organizations, including contractors and builders and agencies of Montgomery County and the State of Maryland, the interests of the community, and by any other appropriate means. The corporation shall also assist in the development of community social activities, including the Carderock Springs community recreation club.

To carry out the foregoing purposes, the corporation shall have and enjoy all the powers, rights and privileges granted or available to it as a nonstock corporation under the laws of the State of Maryland, including, but not by way of limitation, the powers to acquire and maintain funds by the levy of dues and assessments upon its members, or otherwise, to employ and compensate attorneys and other agents and consultants, and to enter into contracts, and do and perform all lawful acts and things deemed by the directors of the corporation to be necessary or appropriate to promote the objects or carry out the purposes of the corporation.

The corporation shall be nonpartisan, nonsectarian and nonpolitical in its activities. It shall have perpetual existence.

Article IV - Address and Registered Agent

The post-office address of the principal office of the corporation in this State is 8200 Hamilton Spring Court, Bethesda, Maryland 20034. The name of the resident agent of the corporation in this State is the Carderock Springs Swimming Club, Inc., the post-office address of which is 8200 Hamilton Spring Court, Bethesda, Maryland 20034.

Article V - No Capital Stock

The corporation is not authorized to issue, and shall be without, capital stock. It shall not be operated for profit.

Article VI - Members

Any adult person residing or owning a home within the territorial limits defined in the by-laws of the corporation shall, upon payment of the dues prescribed in such by-laws, become a member of the corporation for the period covered by such dues.

Article VII - Directors

The number of directors of the corporation shall be five, consisting of the officers elected or appointed in accordance with the by-laws of the corporation, provided that, the number and composition of the directors may be changed pursuant to the by-laws of the corporation, but the number shall never be less than three.

The names of those who shall act as directors until the next annual meeting of the corporation or until their successors are duly chosen and qualify are:

Robert C. Oliver	(President)
Robert Aller	(First Vice-President)
Robert W. Davis	(Second Vice-President)
Eric R. Behn	(Treasurer)
Margaret McIntyre	(Secretary)

In witness whereof, Robert C. Oliver, the above-named incorporator, has signed these Articles of Incorporation on April 26, 1973.

Robert C. Oliver

RESOLUTION

WHEREAS, The officers of the Association, pursuant to the vote of the membership at the Feb 7, 1973 meeting of the Association, have caused to be formed the Carderock Springs Citizens Association, Inc., a nonstock, nonprofit corporation organized under the general laws of the State of Maryland, for the purpose of taking over the functions, affairs and activities of the Association, it is, therefore,

RESOLVED, that the membership, functions, affairs and activities of the Carderock Springs Citizens Association, an unincorporated, voluntary association, be taken over and assumed by Carderock Springs Citizens Association, Inc., and to that end, the officers of the Association are authorized and directed to transfer all of the assets, books and records of the Association to the corporation and take all other necessary action to carry out this resolution as promptly as possible. For this purpose, the present officers of the Association shall continue to serve until the transfer of its assets, books and records have been made to the officers of the corporation to be elected at this meeting, upon which the existence of the unincorporated Association shall terminate.

CARDEROCK SPRINGS CITIZENS ASSOCIATION, INC.

By-Laws

Article I - Membership and Dues

Section 1 - Membership. Membership in the Association shall be open to adult persons residing or owning houses within the suburban subdivisions known as Carderock Springs and Carderock Springs South in Montgomery County, Maryland.

Section 2 - Dues. The annual dues shall be \$5.00 for a household, covering husband and wife, or \$3.00 for the sole adult in a household, plus \$2.00 for each additional membership in that household. Dues shall be payable on or before January 1st of each year. The Treasurer shall cause dues notices to be sent to all eligible households during December, but failure to receive notice shall not excuse non-payment of dues. No person who has not paid his dues for the current year in full before the opening of any general or special meeting of the Association may vote at that meeting.

Article II - Organization

Section 1 - Directors. The number of directors shall be five, consisting of the officers elected or appointed in accordance with these by-laws.

Section 2 - Officers. The officers of the Association shall be President, First and Second Vice-Presidents, Treasurer and Secretary.

The President shall preside at all meetings of the Association and the Board of Directors and shall be the executive head of the Association. The First and Second Vice Presidents, in that order, shall act in the absence of the President, with all the powers of the President. The Second Vice-President shall also be the Association's principal delegate to the Montgomery County Civic Federation. The Treasurer shall collect and disburse funds of the Association as directed by the Board of Directors and shall be accountable to the Association. His records shall be subject to audit. The Secretary shall keep summary minutes of the meetings of the Association and of the Board of Directors and shall conduct the correspondence of the Association, as directed by the Board. The officers shall keep the membership of the Association informed of all important problems facing the Carderock Springs community.

Section 3 - Architectural Committee. At such time and to such extent as the Association is empowered to enforce the esthetic covenants in the Carderock Springs subdivisions as set forth in the Declarations on file in the land records of Montgomery County, the Board of Directors shall appoint an Architectural Committee of three members of the Association, who shall review, approve, or disapprove all proposed building plans and other land uses within the terms of the covenants. Decisions of the Architectural Committee may be appealed to the Board of Directors by any member of the Association, and the Board of Directors shall establish reasonable provisions for notice and hearing with respect to such appeals. Any party to such appeals before the Board of Directors, may within thirty (30) days from notification of the Board of Director's decision, appeal

such decision to a special meeting of the Association called in accordance with the provisions of Article IV, Section 2, hereof. Final decisions of the Board of Directors, or the Association, as the case may be, with respect to the aforesaid building plans and land uses within the terms of the covenants, shall for all purposes be considered the official decision of the "Architectural Committee" as referred to in the said Declarations on file in the land records of Montgomery County.

Section 4 - Nominating Committee. At least two months in advance of the first annual meeting of each calendar year, the President shall appoint a Nominating Committee consisting of three members of the Association, not including himself.

Section 5 - Other Committees. The Board of Directors may establish such other committees for such purposes as it deems appropriate.

Section 6 - Delegates. Additional delegates and alternate delegates to the Montgomery County Civic Federation shall be appointed by the Board of Directors to serve under the chairmanship of the Second Vice-President. These delegates may also represent the Association before such other County and State activities whose objects and actions may be of concern to the Association. The delegates shall present the views of the Association only on matters as to which the Association has determined a position at a general or special meeting and shall state the number of votes on each such position. However, in emergency circumstances and in the absence of a prior determination of policy by the Association, the delegates may present the views of the Board of Directors, and the Association shall be notified accordingly.

Article III - Election of Officers

Section 1 - Elections. The officers shall be elected at the first annual meeting of each calendar year and shall serve for one year, or until their successors are chosen. Nominations shall be made by the Nominating Committee. Additional nominations may be made by any group of three or more members of the Association who have notified the President of such nominations in writing at least one month prior to the voting meeting. No other nominations shall be permitted. The consent of the nominee shall be obtained in advance of all nominations. The membership shall be notified in writing of all nominees for office at least two weeks in advance of the voting meeting.

Section 2 - Voting. Election for all contested offices shall be by secret written ballot. A majority vote of the members voting is required for election. Ballots may be cast either at the annual meeting or by delivery to the Secretary prior to the meeting.

Section 3 - Vacancies. In case of a vacancy in any office, a replacement officer shall be selected by the Board of Directors to serve for the duration of the unexpired term of his predecessor.

Article IV - Meetings

Section 1 - General Meetings. There shall be at least two general meetings of the Association annually, one in April, and one in October, unless otherwise determined by the Board of Directors. Due notice of the general meetings shall be sent to all members.

Section 2 - Special Meetings. Special meetings of the Association may be called by the President, by any three members of the Board of Directors,

or at the request in writing of ten members of the Association. Three days written notice shall be given all members concerning such special meetings, and the business of such meetings shall be limited to the purpose for which such meetings were called, except that with unanimous consent of the members present other subjects may be discussed.

Section 3 - Procedure. Each member of the Association shall be entitled to one vote in all matters concerning the Association. A quorum for the transaction of business at any meeting of the Association shall consist of 20 members. Except in elections, members present at a meeting may vote the proxies of absent members, provided such proxies are in writing and given to the Secretary at the opening of the meeting. As to any matter not covered in these By-Laws, the latest edition of "Robert's Rules of Order" shall govern the procedure at all meetings.

Section 4 - Board of Directors. The Board of Directors shall meet at the call of the President. Its decisions shall be by majority vote. Three members of the Board shall constitute a quorum, and business may be transacted by a simple majority of the members present. Meetings of the Board of Directors shall be open to all members, without vote, unless the Board by unanimous vote declares itself in executive session.

Article V - Amendments

These By-Laws may be amended by majority vote of the members present at any meeting of the Association, provided that a copy of any proposed amendment has been distributed to the membership, with identification of its sponsor, at least ten days before the date of the meeting. Upon timely request, the officers shall include notice of any proposed amendment in the notice of meeting.