

BYLAWS OF
FRIENDS OF THE LIBRARY MONTGOMERY COUNTY, MARYLAND, INC.

ARTICLE 1: NAME AND PURPOSES

The name of this organization shall be Friends of the Library, Montgomery County, Maryland, Inc. (**hereinafter referred to as the “Corporation”**). The name and purposes of the Corporation are set forth in the Articles of Incorporation.

ARTICLE 2: OFFICES

The principal office of the Corporation shall be located at 21 Maryland Avenue, Suite 310, City of Rockville, County of Montgomery, State of Maryland. The Corporation may have such other offices, either within or without the State of Maryland, as the Board of Trustees may determine from time to time.

ARTICLE 3: MEMBERSHIP

Section 1. Members of the Corporation. The members of the Board of Trustees of the Corporation (“Trustees”) shall constitute the “members” of the Corporation (“Members”) for the purposes of Title 5, Subtitle 2 of the Corporations and Associations Article of the Annotated Code of Maryland (the “Code”).

Section 2. Other Membership. Nothing in this Article 3 shall be construed as limiting the rights of the Corporation to create one or more classes of members that have no voting rights with respect to the Corporation or its governance and shall not be deemed to be “members” of the Corporation for purposes of the Code. No such reference to these persons as “members” shall make anyone a member within the meaning of the Code. If offered to such persons, these persons may originate and take part in the discussion of any subject that may properly come before any meeting of the Board, but these persons do not and cannot vote.

These members shall be individuals or organizations who support the mission and purposes of the Corporation, apply for membership in the Corporation, are approved for membership, and timely pay the dues established by the Corporation. The Board shall have the right to deny or terminate the membership of any individual or organization, or to deny access to or participation in the programs or services of the Corporation, if such individual or organization fails to meet the qualifications for membership or engages in activities that are contrary to the interests of the Corporation.

ARTICLE 4: BOARD OF TRUSTEES

Section 1. General Powers. The affairs of the Corporation shall be managed by its Board of Trustees.

Section 2. Number, Classes, Term, Qualifications.

4.2.1. Number of Trustees. The number of Trustees shall not be fewer than five (5) nor more than 18. The number of Trustees may be increased or decreased from time to time by amendment to the Bylaws. No decrease shall shorten the term of any incumbent Trustee nor shall the number of Trustees be decreased at any time to fewer than five (5).

4.2.2. Classes and Term of Trustees. Trustees shall be divided into three classes in respect of term of office, each class to contain one-third of the whole number of the Board. One class or one-third of the Trustees shall be elected at each Annual Meeting. The maximum term of office of each Trustee shall be two (2) consecutive three-year terms (unless the majority of the Board of Trustees votes to allow a third (3) term). A Trustee's final term shall end at the Annual Meeting with the election of their successor. After serving the maximum time allowed, a person may again serve after being off the Board for one year.

4.2.3. Qualifications of Trustees. A majority of Trustees must be residents of Montgomery County, Maryland. The Board shall strive to represent the diverse interests of the community. If the Corporation has established classes of membership under Article 3 Section 2 of these Bylaws, then a Trustee must be a dues-paying member of the Corporation.

Section 3. Vacancies, Attendance, Removal, Resignation.

4.3.1. Vacancies. Any vacancy occurring in the Board of Trustees and any Trusteeship to be filled by reason of an increase in the number of Trustees, shall be filled by majority vote of the remaining members of the Board of Trustees for the unexpired term. A Trustee elected to fill a vacancy shall serve for the unexpired term of their predecessor in office and shall serve until their successor is elected and qualified.

4.3.2. Attendance. In order to ensure a quorum, each Trustee is expected to attend all quarterly Board meetings on an annual basis, but is required to attend 75% of quarterly Board meetings. Each Trustee is expected to communicate with the President or Executive Director in advance of each Board meeting stating whether or not they are able to attend in person or participate by conference telephone or other agreed-upon means of communication. Any Trustee who is absent from three successive Board meetings shall be deemed to have resigned due to non-participation, and their position shall be declared vacant, unless a majority of the Board affirmatively votes to retain that Trustee as a member of the Board.

4.3.3. Removal. A Trustee may be removed from office, with or without cause, as determined by a majority vote of the Board of Trustees, at any regularly scheduled or special meeting of the Board of Trustees in compliance with these Bylaws, at which there is a quorum, whenever in its judgment the best interests of the Corporation would be served thereby. Written notice of the intention to consider removal of such Trustee must be included in the

notice of the meeting. No Trustee shall be removed without having the opportunity to be heard at such meeting, but no formal hearing procedure need be followed.

4.3.4. Resignation. Except as otherwise required by law, a Trustee may resign from the Board at any time by giving notice in writing to the President or to the other Trustees if the resigning Trustee is the President. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, no acceptance of such resignation shall be necessary to make it effective.

Section 4. Compensation. Trustees shall not receive any stated salaries for their services to the Corporation as members of the Board. Trustees may be reimbursed for preapproved expenses reasonably incurred on behalf of the Corporation. Nothing in this paragraph is intended to preclude any Trustee from receiving compensation for their professional service to the Corporation in some other capacity, provided the transaction is consistent with the Corporation's conflict of interest policy.

Section 5. Student Member(s). In addition to the Trustees authorized by Section 2 of this Article, there shall be up to two Student Member(s) of the Board, with staggered terms. Such Student Member(s) shall serve for a two-year term and, at the time of election, shall be a junior in high school in either a public or a private school located in Montgomery County, Maryland. Such Student Member(s) shall also be a resident of Montgomery County, Maryland. The selection of the Student Member(s) shall be in accordance with written policies and procedures approved by the Board of Trustees. The Student Member(s) shall be encouraged to participate in all Board functions. The Student Member(s) may be elected at any meeting of the full Board of Trustees. Student members are non-voting members of the Board of Trustees.

Section 6. Employment. If an individual or any member of that individual's immediate family (parent, grandparent, child, grandchild, sibling, spouse, domestic partner) is employed by the Corporation, that individual is disqualified from serving on or election to the Board of Trustees, unless the Board of Trustees evaluates the situation, which may involve a conflict of interest, and determines that it is in the best interest of the Corporation for that individual to continue serving on or be elected to the Board of Trustees.

ARTICLE 5: BOARD MEETINGS

Section 1. Meetings, Quorum, Voting.

5.1.1. Annual Meeting. The Annual Meeting of the Corporation shall be held at such date and time as is determined by the Board.

5.1.2. Regular Board Meetings. A regular meeting of the Board of Trustees shall be held pursuant to the notice provisions in these Bylaws immediately after, and at the same place as, the Annual Meeting. Regular meetings of the Board shall be held at least quarterly and may be scheduled more often by the President if circumstances require. The Board of Trustees may provide, by resolution, the time and place for holding additional regular meetings without other notice than such resolution. Additional regular meetings shall be held at the principal office of the Corporation in the absence of any designation in the resolution.

5.1.3. Notice of Annual and Regular Board Meetings. Notice of the Annual Meeting and any regular meeting of the Board of Trustees shall be given at least ten (10) days and no more than twenty (20) days before the date of the meeting to each Trustee at their postal address and/or electronic address as shown by the records of the Corporation.

5.1.4. Special Board Meetings. Special meetings of the Board of Trustees may be held at any time when called by or at the request of the President or by at least three (3) Trustees, or twenty-five percent (25%) of the Trustees, whichever is greater. Special meetings shall be held at any time at the principal office of the Corporation or at such other place as the Trustees may determine. Business transacted at special meetings shall be limited to the purpose(s) of the meeting stated in the notice of the meeting.

5.1.5. Notice of Special Board Meetings. Notice of any special meeting and the business to be transacted shall be given to the Board of Trustees at least five (5) days prior to the meeting by written notice delivered personally or sent by mail or e-mail to each Trustee at their postal and/or electronic address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Notice is deemed to be delivered upon effective transmission to a known working e-mail address.

5.1.6. Quorum. A majority of the Board of Trustees shall constitute a quorum for the transaction of business at any meeting of the board; but if less than a majority of the Trustees are present at any meeting, any decision to adjourn the meeting must be supported by a majority of the Trustees present.

5.1.7. Voting. The act of a majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees, unless the act of a greater number is required by law or by these Bylaws. Each Trustee shall have one vote. Trustees may vote only in person. There shall be no proxy voting.

5.1.8. Executive Session. At any meeting of the Board of Trustees, where a quorum is present, the Board of Trustees may, by a majority vote, decide to enter an executive session where only voting Trustees and other persons invited by the Board of Trustees may be present.

The decision to enter executive session shall be recorded in the minutes and actions taken may be recorded in the minutes. The Board of Trustees may schedule an executive session as a routine agenda item if preferred. Executive session minutes may be kept separately and confidentially and need not include the discussion, only actions taken.

Section 2. Decisions without Meeting, Telecommunication Participation.

5.2.1. Board Decisions without Meeting. Any action or decision permitted to be made by the Trustees may be made without the convening of a formal meeting, provided there is unanimous consent given in writing or by electronic transmission by each Trustee entitled to vote. The resolution and the written consents thereto by the Trustees shall be filed with the minutes of proceedings of the Board.

5.2.2. Telephone and Electronic Participation. Trustees may participate in Board meetings and vote on matters discussed therein, by means of a conference telephone or similar communications equipment by means of which all persons participating in such meeting can hear or communicate with each other at the same time. Participation by such means shall constitute in person presence of the Trustee at the meeting.

ARTICLE 6: OFFICERS

Section 1. Officer Composition, Election.

6.1.1. Officers. The officers of the Corporation shall consist of President, Vice President, Secretary, Treasurer, and such other officers as may be elected in accordance with the provisions of this article. The Board of Trustees may elect or appoint such other officers, including one or more assistant vice presidents, secretaries, and treasurers, as it shall deem desirable, that shall have the authority and perform the duties prescribed, from time to time, by the Board of Trustees. Only one office may be held by any one person.

6.1.2. Qualifications. The four officers (President, Vice President, Secretary, and Treasurer) shall be selected from the members of the Board of Trustees.

Section 2. Election, Term, Vacancies, Removal, Resignation.

6.2.1. Election and Term of Office. The officers of the Corporation shall be elected annually by the Board of Trustees at the regular annual meeting of the Board of Trustees. Each officer shall be elected to hold office for a two (2) year term or until their successor has been duly elected and qualified. No officer shall serve more than three (3) consecutive terms in the same office. If the election of officers is not held at such meeting, such election shall be held at the first meeting of the Board following the Annual Meeting of the Corporation or as soon thereafter as is convenient. New offices may be created and filled at any meeting of the Board of Trustees.

6.2.2. Vacancies. Any vacancy occurring in any office, for whatever reason (e.g., death,

resignation, removal, disqualification, or otherwise), shall be filled by the Board of Trustees, and any Trustee so elected shall fulfill the unexpired portion of the term of their predecessor.

6.2.3. Removal. Any officer elected or appointed by the Board of Trustees may be removed by a majority of the Board of Trustees present at any meeting at which there is a quorum whenever in its judgment the best interests of the Corporation would be served thereby.

6.2.4. Resignation. Officers may resign at any time by providing written notice to the President or to the other Trustees if the resigning Trustee is the President.

Section 3. Authority and Duties. The officers shall have the authority and responsibility delegated by the Board of Trustees and specified in the clauses that follow. In addition, the several officers shall have such powers and shall perform such duties as may from time to time be specified in resolutions or other directives of the Board of Trustees. In the absence of such specifications, each officer shall have the powers and authority and shall perform and discharge the duties of officers of the same title serving in nonprofit corporations having the same or similar general purposes and objectives as this Corporation.

6.3.1. The President shall preside at and conduct all meetings of the Board and of the Executive Committee. The President shall sign all contracts and agreements in the name of the Corporation after they have been approved by the Board, serve as the representative of the Corporation in meetings and discussions with other organizations and agencies, and otherwise perform all of the duties that are ordinarily the function of the office or assigned by the Board.

6.3.2. The Vice-President shall perform the duties of the President if the President is unable to do so or is absent; perform such other tasks as may be assigned by the Board; and, at the request of the President, assist in the performance of the duties of the President.

6.3.3. The Secretary shall ensure maintenance of accurate records and minutes of all meetings of the Corporation; make available minutes of the previous meeting and distribute them in advance of each meeting; cause to be delivered all notices of meetings to those persons entitled to vote at such meeting; and maintain the minutes and a current listing, with contact information, of the Trustees at the office of the Corporation.

6.3.4. The Treasurer shall ensure there is timely and adequate management of financial resources and reporting to enable the Board to monitor the Corporation's financial resources. The Treasurer shall advise the Board of any significant financial matters that require action by the Board. The Treasurer shall ensure that the Board engages a qualified auditor for an annual examination of the financial statements. The Treasurer shall serve as Chair of the Finance & Audit Committee.

6.3.5. Other officers appointed by the Board shall perform such duties as may be specified by the Board or by officers given authority over them.

ARTICLE 7: COMMITTEES AND BOARDS

Section 1. Committees and Boards. The Board of Trustees may create such committees and advisory boards with such powers as it deems wise to have. The Board may not delegate to committees or advisory boards the following powers: the power to amend the Bylaws; the power to hire or fire chief executives; the power to amend articles of incorporation; the power to approve dissolution, merger, or transfer of assets of the Corporation; and the power to take any action that requires approval of the Board by law. Committee and board minutes must reflect any action taken by the committee or advisory board on behalf of the Board of Trustees, must be shared with the Board of Trustees, and must become part of the corporate record. The President may recommend appointment or removal of persons to chair and serve on those committees or advisory boards, and may recommend appointment of persons who are not Trustees of the Corporation to those committees or advisory boards. All such appointments or removals must be approved by the Board either prior to the appointment or removal or be ratified at the next Board meeting. Unless otherwise stated in these Bylaws, a decision at any meeting of any committee or advisory board shall be by a quorum of the committee or advisory board.

7.1.1. **Executive Committee.** Between meetings of the Board of Trustees, ongoing oversight of the affairs of the Corporation may be conducted by an Executive Committee. The Executive Committee shall be comprised of those officers (President, Vice President, Secretary, and Treasurer) of the Corporation who are on the Board of Trustees and one additional member of the Board of Trustees, to be nominated by the President and ratified by a quorum of Trustees at the next meeting of the Board. To the extent provided by resolutions of the Board of Trustees, the Executive Committee shall have and may exercise all of the authority of the Board of Trustees in the management of the business and affairs of the Corporation. The Executive Committee shall develop recommendations with respect to various matters pertaining to the affairs of the Corporation and shall report such recommendations to the Board for action. The Executive Committee shall recommend and oversee procedures for the evaluation of the job performance of the Executive Director and, as necessary, for succession planning. In instances where special circumstances require expeditious action between meetings of the Board, the Executive Committee shall have the power to take the necessary actions, subject to any prior limitation imposed by the Board. The Executive Committee shall keep minutes of its proceedings and shall include a summary of the circumstances requiring any expeditious action taken by the Executive Committee and report same to the Trustees. A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business.

7.1.2. **Finance & Audit Committee.** The Finance & Audit Committee is responsible for ensuring that the Corporation's financial statements and procedures are evaluated to determine that adequate fiscal controls and procedures are in place and that the Corporation is

in good financial health. While serving on the Finance & Audit Committee, a member of the Committee shall not: (i) accept any consulting fee, advisory fee, or other compensation or benefits from the Corporation; or (ii) have participated in any other transactions with the Corporation in which he or she has a direct or indirect financial interest within the previous 12 months. The Committee shall undertake the following responsibilities:

With respect to financial issues:

- 7.1.2.1 Review, discuss and recommend changes to the proposed annual Corporation budget and submit for approval to the Board of Trustees;
- 7.1.2.2 Review, discuss and present the financial statements to the Board of the Trustees for approval, at least quarterly;
- 7.1.2.3 Periodically, review and discuss the quality, quantity, substance and dissemination of financial information provided to the Board of Trustees and the Committee, recommending improvements as necessary; and
- 7.1.2.4 Monitor the investments of the Corporation and develop and recommend to the Board changes to the Corporation's investment and endowment policies as appropriate.

With respect to audit issues:

- 7.1.2.5 The Committee oversees the Corporation audit, including engaging the auditor and receiving the auditor's report directly;
- 7.1.2.6 The Committee shall recommend and review policies and procedures for:
 - (a) the receipt, retention, and treatment of complaints received by the Corporation regarding accounting, internal accounting controls, or auditing matters; and
 - (b) the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting, auditing or other financial matters; and
- 7.1.2.7 A separate committee or a subcommittee of the Finance & Audit Committee may be appointed to oversee the audit.

7.1.3. Board Development and Governance Committee. The Board Development and Governance Committee shall be responsible for oversight of the Board of Trustees' governance activities and board development. The Board Development and Governance Committee shall be appointed by the President and approved by the Board. The Board Development and Governance Committee shall consist of at least two (2) Trustees, one of whom shall serve as Chair of the committee. No person shall serve on the Board Development and Governance Committee for more than three (3) consecutive years. The Committee shall undertake at a minimum the following responsibilities:

- 7.1.3.1 Acting as a nominating committee by identifying and recruiting qualified individuals to serve on the Board of Trustees, identifying and developing current Trustees to serve in leadership roles on the Board, and recommending to the Board candidates for open Trustee and Officer positions and Trustee vacancies.

- 7.1.3.2 Orientation for new Trustees;
- 7.1.3.3 Ongoing Board development, leadership development, and self-assessment;
- 7.1.3.4 Regular review of the Corporation's Bylaws to ensure compliance with the Articles of Incorporation, the law, and suitability for the needs of the Corporation; and propose amendments to the Bylaws and Articles of Incorporation when necessary and appropriate;
- 7.1.3.5 Monitoring of compliance by the Board of Trustees with applicable law and best practices for nonprofit organizations;
- 7.1.3.6 Making recommendations to the Board regarding the removal of Trustees from the Board; and
- 7.1.3.7 Monitoring compliance by Trustees with the Corporation's conflict of interest policy, reviewing disclosure statements submitted by Trustees, and reporting any conflicts of interest to the full Board of Trustees for further action in accordance with the policy.

7.1.4. Standing Committees. The President may establish such other standing committees as the President determines are appropriate for the conduct of the business of the Corporation. Each committee shall include at least two (2) Trustees and may include persons who are not Trustees, with the exception of the following committees: Executive Committee, Finance & Audit Committee, and Board Development and Governance Committee.

7.1.5. Special Committees. The President of the Corporation or the Board of Trustees may establish such special committees as they shall determine are necessary for the functioning of the Corporation. Each such committee shall consist of two (2) or more Trustees and shall be given a specific charge and term. No special committee shall have a term extending beyond one (1) year unless reappointed. The members of special committees established by the Board shall be named by the Board. The members of special committees established by the President shall be named by the President. Such committees shall have the power and duties designated by the Board of Trustees or the President, and shall give advice and make non-binding recommendations to the Board.

7.1.6. Advisory Committee. Upon recommendation of a majority of the current Board of Trustees, any present or past member of the Committee, or any individual in the community, may be invited to serve on an Advisory Committee to provide expert advice to the Board of Trustees on a specified issue. Advisory Committee members serve in an honorary capacity and, other than to meet to consider Board of Trustees' requests for such advice, shall have no duties, voting privileges, nor obligations for attendance at regular meetings of the Board. Advisory Committee members may attend said meetings at the invitation of the Board of Trustees. There shall be no minimum and no maximum number of members of the Advisory Committee.

Section 2. Term, Rules.

7.2.1. Term of Office. Each member of a committee shall serve for one year or until the next annual meeting of the Board of Trustees and until a successor is appointed, unless the committee is dissolved.

7.2.2. Rules. Each committee may adopt rules for its meetings not inconsistent with these Bylaws or with any rules adopted by the Board of Trustees.

ARTICLE 8: APPOINTED STAFF

8.1. The Board shall have responsibility for hiring and terminating an Executive Director. Other staff shall be hired or terminated by the Executive Director.

8.2. The Board may delegate duties and customary authority to the Executive Director and staff of the Corporation. The duties and authority delegated shall be memorialized in written job descriptions.

8.3. Except when the Board is meeting in executive session, the Executive Director shall attend and participate in meetings of the Board and of committees as staff to the Board and the committees but shall not be entitled to a vote.

ARTICLE 9. CONFLICT OF INTEREST

The Board of Trustees shall adopt a conflict of interest policy that covers board members, staff members, and volunteers with significant decision-making authority with respect to the resources of the organization. The conflict of interest policy should identify the types of conduct or transactions that raise conflict of interest concerns, set forth procedures for disclosure of actual or potential conflicts, and should provide for review of individual transactions by the uninvolved Trustees. Approval by the uninvolved Trustees shall be by vote of a majority of Trustees in attendance at a meeting at which a quorum is present. An interested party shall not be counted for purposes of determining whether a quorum is present, or for purposes of determining what constitutes a majority vote of Trustees in attendance. The policy should also require that the minutes of the meeting shall reflect that the conflict disclosure was made, the vote taken and, where applicable, the abstention from voting and participation by the interested party.

ARTICLE 10: CONTRACTS, SIGNATURE AUTHORITY, DEPOSITS, AND GIFTS

Section 1. Contracts. The Board of Trustees may authorize any officer or officers or agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or may be limited to specific instances.

Section 2. Signature Authority. All checks, notes, acceptances, drafts, and orders for the payment of money, or other evidences of indebtedness issued in the name of the

Corporation, shall be signed by such officer or officers or agent or agents of the Corporation, and in such manner as shall from time to time be determined by resolution of the Board of Trustees on behalf of the Corporation and as described further in the Corporation's financial policies. In the absence of such determination by resolution of the Board of Trustees, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or Vice President of the Corporation. All contracts, leases and deeds of any kind shall be signed by the President, Vice President or any other agent of the Corporation designated by the Board.

Section 3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Trustees may select.

Section 4. Gifts. The Board of Trustees may accept on behalf of the Corporation any contribution, gift, bequest, or devise for any purpose of the Corporation as defined in the Corporation's Development and Fund Management Policy.

ARTICLE 11: FISCAL YEAR

The Corporation fiscal year shall be from July 1st to June 30th of the following year.

ARTICLE 12: CORPORATE RECORDS

The Corporation shall keep: (1) correct and complete books and records of account, (2) minutes of the proceedings of the Board of Trustees and of committees having and exercising any of the authority of the Board of Trustees, and (3) at the principal office of the Corporation a record of the names and addresses of the members of the Board of Trustees. The Corporation shall also keep its Articles of Incorporation, current Bylaws, and Board approved policies. The Corporation shall make available to the public all documents required under Maryland and federal law within seven (7) business days of written request. All such books and records of the Corporation may be inspected during normal business hours by any Trustee in good standing and having voting rights within three (3) business days after written request to the Executive Director. The Board of Trustees shall cause an audit of the financial records of the Corporation to be conducted at least annually.

ARTICLE 13: AMENDMENT OF BYLAWS

These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted by a majority vote of the Trustees at any regular meeting or at any special meeting at which a quorum is present, if at least 10 days' written notice is given to each member of the Board of Trustees of intention to alter, amend, or repeal, or to adopt new Bylaws at such meeting. A petition to amend the Bylaws must be signed by at least one-third of the members of the Board of Trustees and shall be considered promptly by the Board of Trustees after it is filed with the Secretary.

ARTICLE 14: NONDISCRIMINATION

It is the policy of the Corporation to provide equal membership, employment, and service opportunities to all eligible persons without regard to race, religion, color, creed, ancestry, national origin, citizenship, age, sex, marital status, parental status, sexual orientation, gender identity, membership in any labor organization, political ideology, disability, or any other legally protected basis, to the fullest extent provided by applicable federal, state, or local law. Moreover, it is the policy of the Corporation to actively seek participation in the Corporation by persons with as many different perspectives as possible to have the broadest representation of views of Montgomery County, Maryland residents as possible in the operations of the Corporation.

ARTICLE 15: INDEMNIFICATION

Except where intentional misconduct or gross negligence can be demonstrated, the Corporation shall indemnify its Trustees and Officers to the fullest extent permitted by Maryland and federal law, including the payment of related legal expenses.

ARTICLE 16: EXONERATION

To the fullest extent permitted by Maryland or federal law, no Trustee or Officer of this Corporation shall be personally liable to the Corporation or its members for money damages. Trustees shall not be automatically exonerated in the case of intentional misconduct. No amendment of the Articles of Incorporation or repeal of any of its provisions shall limit or eliminate the benefits provided to Trustees and Officers under this provision with respect to any act or omission which occurred prior to such amendment or repeal.

ARTICLE 17: INSURANCE

The Board shall review periodically the Corporation's needs for insurance coverage and recommend changes as appropriate and necessary for its activities, including, but not limited to, general liability insurance, and Trustees and Officers liability insurance.

ARTICLE 18: DISSOLUTION

The Corporation may be dissolved by a two-thirds (2/3) vote of the Trustees then serving provided that notice of the proposed dissolution has been submitted to the Trustees in writing with written notice of the meeting date to decide on the proposed dissolution at least thirty (30) days prior to the meeting date. Upon dissolution of the Corporation, the Board of Trustees shall, after paying or making provision for payment of all liabilities of the Corporation, including the costs and expenses of such dissolution, dispose of all the assets of the Corporation exclusively for the exempt purposes of the Corporation or distributed to such organization(s) that are organized and operated exclusively for charitable or educational purposes as shall at

the time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code or the corresponding provisions of any future federal law, as shall be selected by the last Board of Trustees. None of the assets will be distributed to any Officer or Trustee of the Corporation. Any remaining assets not disposed of by the Board shall be disposed of by a court of competent jurisdiction of the county where the principal office of the Corporation is then located, exclusively for such exempt purposes or to such exempt organizations.

Bylaws amended by the Board of Trustees on this 17th day of 2022.

I, the undersigned, being President of the Corporation, hereby certify that the above is a true, complete and accurate copy of the Bylaws adopted by the Board.

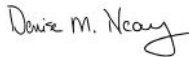


11/09/2022

President

Dated

I, the undersigned, being Secretary of the Corporation, hereby certify that the above is a true, complete and accurate copy of the Bylaws adopted by the Board.



11/09/2022

Secretary

Dated