

BY-LAWS
OF
RANDOLPH CIVIC FOUNDATION, INC.

ARTICLE I
PURPOSE AND OFFICE

SECTION 1. *Purpose.*

A. The purpose of the Corporation (“Foundation”) is to foster and encourage the improvement, betterment and beautification of the greater Randolph community, to the extent those activities do not violate paragraph B hereinbelow.

B. The Corporation is organized exclusively for charitable, religious and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code.

SECTION 2. *Principal Office.* The principal office of the Corporation shall be 4707 Coachway Drive, North Bethesda, Maryland, 20852, or such other place as may be designated in writing by the Board of Directors (the “Board”).

SECTION 3. *Other Offices.* The Corporation may have an office or offices in such other place or places as the business of the Corporation may require and the Board may approve.

ARTICLE II
MEMBERS

SECTION 1. *Identity of Members.* The Members of the Corporation (“Members”) shall be adult (min 18 yrs.) dues-paying residents who live within the triangular area of Montgomery County, Maryland and enclosed on the west by railroad tracks, on the east by Rock Creek Park and on the north by Nicholson Lane and the Rockville Facility right of way (the “Community”).

SECTION 2. *Annual Meeting.* The annual meeting of Members shall be held on the first Thursday of June to elect Board Members and for the transaction of other business.

SECTION 3. *Regular Meetings.* Regular meetings of Members shall be held on the first Thursday of the months of October, December, March, May, and June.

SECTION 4. *Special Meetings.* Special meetings of the Members may be called at any time for any purpose by the Board or the President, or shall be called upon the request in writing or e-mail of twenty-five (25) Members at least twenty-five (25) calendar days in advance. Such request shall state the purpose or purposes of the meeting. Business transacted at special meetings of Members shall be confined to the purpose or purposes stated in the notice of the meeting.

SECTION 5. *Place of Holding Meetings.* All meetings of Members shall be held at such place in the Community as shall be designated by the President or at such other place as is designated by the Members.

SECTION 6. *Notice of Meetings.* Written notice of each meeting of the Members shall be published in the Newsletter or, at the option of the executive committee (the Board), e-mailed to Members and/or posted on this organization's (the Corporation's) webpage.

SECTION 7. *Quorum.* The presence in person of fifteen (15) Members shall constitute a quorum at all meetings of the Members except as otherwise provided by law, by the Articles of Incorporation, or by these By-Laws. If, at any time there are fewer than 15 members of the Corporation, 50% of those Members present shall constitute a Quorum.

SECTION 8. *Conduct of Meetings.* Meeting of Members shall be presided over by the President of the Corporation or, if s/he is not present, by a Vice-President, or, if s/he is not present, by the Secretary of the Corporation, or, if none of said officers is present, the chair shall be elected at the meeting. The Secretary of the Corporation shall act as secretary of such meetings. In the absence of the Secretary, the presiding officer may appoint a person to act as Secretary of the meeting. The Book *Roberts Rules of Order on Parliamentary Procedure* shall govern procedure at meetings of Members.

The order of business at Meetings of Members shall be:

- (A) Guest speaker or program presentation, if any
- (B) Approval of Minutes
- (C) Report of the Treasurer
- (D) Report of the President
- (E) Special Reports and Announcements
- (F) Reports of Committees
- (G) Old Business
- (H) New Business

SECTION 9. *Voting.* All Members who are entitled to vote shall have one (1) vote, however, no single household shall have more than two (2) votes; any household with more than two (2) Members shall divide its vote proportionately, with each Member in such household having a fractional vote, the numerator of which shall be two (2) and the denominator of which shall be the number of Members in such household. Such vote shall be in person; proxy voting

is not permitted. All elections shall be had and all questions shall be decided by a majority of the votes cast at a duly constituted meeting, except as otherwise provided by law, in the Articles of Incorporation or by these By-Laws.

SECTION 10. *Dues.* The Members shall set annual dues for membership in the Corporation at the Annual Meeting of Members. New Members shall pay the full year's dues, regardless of the date of application for Membership.

ARTICLE III

BOARD

SECTION 1. *General Powers.* The property and business of the Corporation shall be managed under the direction of its Board (referred to collectively as the "Board" and individually as "Board Member"). Every Board Member must be a Member of the Corporation.

SECTION 2. *Number and Term of Office.* The members of the Board shall be four Officers consisting of the President, Vice-President, Secretary, and Treasurer, and three at-large Directors. The term of each Board office shall be two years, and each Board member may serve at most two consecutive terms in the same office. All terms begin on July 1 and end on June 30 two years hence. The President, Secretary, and two Directors shall be elected on even-numbered years, and the Vice-President, Treasurer, and one Director shall be elected on odd-numbered years. No Board Member shall serve more than two (2) consecutive terms in a single office, and no more than six (6) consecutive years as Board Member in any capacity.

SECTION 3. *Nomination and Election of Board Members.* At least thirty (30) days before the annual meeting of the Members, a Nominating Committee shall submit a slate of Officers and Directors consistent with the election year of their offices, and shall present such slate to the Board at least twenty (20) days before the annual meeting. Upon written request of at least one (1) of the Members made to a member of the Nominating Committee not less than ten (10) days before the annual meeting designating an additional slate or slates of officers and directors, the Nominating Committee shall present such slate or slates to the Board. Immediately thereafter, the Secretary shall apprise the Members of the slate or slates.

The Nominating Committee shall thereafter present the slate or slates of nominees to the Members for election at the annual meeting.

If a Nominating Committee fails to form or forms and is unable to submit a slate, then nominations from the floor, providing the nominee is present or can be contacted at the time, will be accepted as a full or partial slate of Officers and Directors.

SECTION 4. *Filling of Vacancies.* In case of any vacancy in the Board, the remaining Board Members, by affirmative vote of the majority thereof, may elect a successor to hold office

for the unexpired portion of the term of the Board Member whose place shall be vacant, and until the election of his or her successor, or until he or she shall be removed, prior thereto, by an affirmative vote of a majority of the Members.

Any Board Member may be removed from office with or without cause by the affirmative vote of three-fourths (3/4) of the Members entitled to vote at any special meeting of Members called for that purpose. Any Board Member sought to be removed shall have the opportunity to address the Members before any vote on removal.

SECTION 5. *Place of Meeting.* The Board may hold its meetings and have one or more offices, and keep the books of the Corporation, either within or outside the State of Maryland, at such place or places as it may from time to time determine by resolution or by written consent of all Board Members. The Board may hold its meetings by conference telephone, email, or other similar electronic communications equipment in accordance with the provisions of the Maryland Corporation Law.

SECTION 6. *Annual Meeting.* The Board shall meet at least annually. Notice of the Annual Meeting at least 30 days in advance shall be published in the Newsletter, e-mailed, or telephoned to all Members.

SECTION 7. *Regular Meetings.* Regular meetings of the Board may be held without notice at such time and place as shall from time to time be determined by resolution of the Board, provided that notice of every resolution of the Board fixing or changing the time or place for holding of regular meetings of the Board shall be communicated to each Board Member at least three (3) days before the first meeting held pursuant thereto by e-mail, telephone message, or U.S. mail. The annual meeting of the Board shall be held immediately following the annual meeting of Members at which a Board is elected. Any business may be transacted at any regular meeting of the Board.

SECTION 8. *Special Meetings.* Special meetings of the Board shall be held whenever called by any Board Member. The Secretary shall give notice of each special meeting of the Board by communicating the same at least three (3) days before the meeting by U.S. mail or e-mail to each Board Member. Unless otherwise indicated in the notice thereof, any business may be transacted at any special meetings.

SECTION 9. *Quorum.* A majority of the whole number of Board Members shall constitute a quorum for the transaction of business at all meetings of the Board

SECTION 10. *Required Vote.* An affirmative vote of a majority of those Board Members present shall be necessary for the passage of any resolution.

SECTION 11. *Compensation of Board Members.* Board Members shall not receive any stated salary for their services as such, but each Board Member shall be entitled to receive from

the Corporation reimbursement of reasonable expenses actually incurred. A Board Member may serve the Corporation in any other capacity and receive compensation therefore.

SECTION 12. *Nominating Committee.* The Board shall select a Nominating Committee consisting of the President, and at least one (1) other Board Member, and other Members. The Nominating Committee shall be limited to no more than five (5) Members.

SECTION 13. *Other Committees.* The Board may designate one or more committees as desired, each committee to consist of one (1) or more Board Members.

SECTION 14. *Committee Reports.* All Committee reports requesting action by the Corporation shall be in writing and filed with the Recording Secretary at the time the report is given.

ARTICLE IV

OFFICERS AND DIRECTORS

SECTION 1. *Election, Tenure and Compensation.* The officers of the Corporation (“Officer”) shall be President, Vice-President, Secretary, and Treasurer. No Officer shall serve more than two (2) consecutive terms in a single office, and no more than four (4) consecutive years as a Board Member in any capacity.

SECTION 2. *Compensation of Officers.* No Officer shall receive any stated salary for their services as such, but each officer shall be entitled to receive from the Corporation reimbursement of reasonable expenses actually incurred.

SECTION 3. *Powers and Duties of the President.* The President shall preside at all meetings of the Corporation. The President shall be ex-officio a member of all standing committees. The President shall be the chief executive officer of the Corporation and shall have general charge and control of all its business affairs and properties.

The President may sign and execute all authorized bonds, contracts or other obligations in the name of the Corporation, and shall have the general powers and duties of supervision and management usually vested in the office of president of a corporation. The President shall do and perform such other duties as may, from time to time, be assigned by the Board.

SECTION 4. *Powers and Duties of the Vice-President.* The Vice-President (unless otherwise provided by resolution of the Board) may sign and execute all authorized bonds, contracts, or other obligations in the name of the Corporation. The Vice-President shall have such other powers and shall perform such other duties as may be assigned by the Board or by the President. In case of the absence or disability of the President, the duties of that office shall be performed by a Vice-President.

SECTION 5. *Secretary.* The Secretary shall record all the proceedings of the meetings of the Members and of the Board in books provided for that purpose, and, prior to such meetings shall prepare an agenda for such meeting. The Secretary shall have primary responsibility for handling all correspondence to and from the Corporation. The Secretary shall give, or cause to be given, notice of all meetings of Members and the Board and all other notices required by law by these By-laws, and in case of absence or refusal or neglect to do so, any such notice may be given by any person thereunto directed by the President, or by the Board or Member upon whose written or e-mail request the meeting is called as provided in these By-Laws. The Secretary shall have custody of the Corporate Seal, when one exists, and shall affix it to all instruments requiring it when authorized by the Board or the President, and attest the same. In general, the Secretary shall perform all the duties generally incident to the office of Secretary, subject to the control of the Board and the President.

SECTION 6. *Treasurer.* The Treasurer shall have custody of funds and securities of the Corporation, and shall keep full and accurate account of receipts and disbursements in books belonging to the Corporation. The Treasurer shall deposit all moneys or other valuables in the name of the Corporation in such depository or depositories as may be designated by the Board.

The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board, taking proper vouchers for such disbursements. The Treasurer shall render to the President and the Board, at each regular meeting, an account of all transactions as Treasurer and of the financial condition of the Corporation.

The Treasurer shall give the Corporation a bond, if required by the Board, in a sum, and with one (1) or more sureties, satisfactory to the Board, for the faithful performance of the duties of office and for the restoration to the Corporation in case of death, resignation, retirement or removal from office of all books, papers, vouchers, moneys, and other properties of whatever kind in his/her possession or under his/her control belonging to the Corporation.

The Treasurer shall perform all the duties generally incident to the office of the Treasurer, subject to the control of the Board and the President.

SECTION 7. *Directors.* The three Directors shall assist the Officers in their duties and provide general guidance for the Board. Generally, Directors will have served as an Officer, but this is not a requirement.

ARTICLE V

CORPORATE SEAL

SECTION 1. *Seal.* If the President directs the Secretary to obtain a corporate seal, the corporate seal shall be circular in form and shall have inscribed thereon the name of the Corporation, the year of its organization and the word "Maryland". Duplicate copies of the

corporate seal may be provided for use in the different offices of the Corporation but each copy shall be in the custody of the Secretary.

ARTICLE VI

BANK ACCOUNTS, LOANS, AND PROPERTY

SECTION 1. *Bank Accounts.* Such officers or agents of the Corporation as shall be designated by the Board may deposit any funds of the Corporation in such banks or trust companies as shall be designated by the Board, and such officers or agents may withdraw any or all of the funds of the Corporation so deposited in any such bank or trust company, upon checks, drafts or other instruments or orders from the payment of money, drawn against the account or in the name or behalf of this Corporation, and made or signed by such officers or agents; and each bank or trust company with which funds of the Corporation are so deposited may accept, honor, cash and pay, without limit as to amount, all checks, drafts or other instruments or order for the payment of money, when drawn, made or signed by officers or agents until written notice of the revocation of the authority of such officers or agents by the Board shall have been received by such bank or trust company; there shall be certified to such banks or trust companies the signature of the officers or agents of the Corporation so authorized to draw against the same. If the Board fails to designate the person by whom checks, drafts and other instruments or orders for the payment of money shall be signed, all such checks, drafts and other instruments or orders for the payment of money shall be signed by the President or Vice-President and countersigned by the Secretary or Treasurer.

SECTION 2. *Loans.* Such officers or agents as shall be designated by the Board may effect loans, advances or other forms of credit for the Corporation from such banks, trust companies, institutions, corporations, firms or persons as the Board shall designate, and as security for the repayment of such loans, advances, or other forms of credit to assign, transfer, endorse and deliver, either originally or in addition or substitution, any or all stocks, bonds, rights and interests of any kind in or to stocks or bonds, certificates of such rights or interests, deposits, accounts, documents covering merchandise, bills and accounts receivable and other commercial paper and evidences of debt held by the Corporation; and for such loans, advances or other forms credit to make, execute and deliver one or more notes, acceptances or written obligations of the Corporation on such terms, and with such provisions as to the security or sale or disposition as such officers or agents deem proper; and also to sell to, or discount or rediscount with, such banks, trust companies, institutions, corporations, firms or persons any and all commercial paper, bills receivable, acceptances and other instruments and evidences of debt held by the Corporation, and to that end to endorse, transfer and deliver the same. There shall be certified to each bank, trust company, institution, corporation, firm or person so designated the signatures of the officers or agents so authorized; and each such bank, trust company, institution, corporation, firm or person is authorized to rely upon such certification until written notice of the revocation by the Board of the authority of such officers or agents shall be delivered to such bank, trust company, institution, corporation, firm or person.

SECTION 3. *Property.* The Corporation shall have full power and authority to receive by gift, devise, purchase, or otherwise, monies and properties, real and personal; and to lease, own and hold real estate and personal property; and to encumber, sell and exchange the same; and to invest and reinvest the funds of the Corporation; and to perform any and all acts not inconsistent with the said purposes and objects of these By-laws, the laws of the State of Maryland, and the United States.

ARTICLE VII

MISCELLANEOUS PROVISIONS

SECTION 1. *Fiscal Year.* The fiscal year of the Corporation shall end the last day of June.

SECTION 2. *Notices.* Any notice or other document which is required by these By-Laws to be mailed shall be deposited in the United States mails, postage prepaid. Any member, director or officer may waive any notice required to be given under these By-Laws.

ARTICLE VIII

AMENDMENTS

SECTION 1. The Members may amend, alter or repeal these By-Laws or any provision thereof, and may, from time to time, make additional By-Laws. A vote by two-thirds (2/3) of the Members present at a meeting called for such purpose shall be necessary to amend these By-Laws.

ARTICLE IX

INDEMNIFICATION

SECTION 1. *Definitions.* As used in this Article, any word or words that are defined in Section 2-418 of the Corporations and Corporations Article of the Annotated Code of Maryland, as amended from time to time, (the "Indemnification Section") shall have the same meaning as provided in the Indemnification Section.

SECTION 2. *Indemnification of Directors and Officers.* The Corporation shall indemnify and advance expenses to a director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

SECTION 3. *Indemnification of Employees and Agents.* With respect to an employee or agent, other than a director or officer, of the Corporation, the Corporation may, as determined by the Board of the Corporation, indemnify and advance expenses to such employee or agent in connection with a proceeding to the extent permitted by and in accordance with the Indemnification Section.

ARTICLE X

DISSOLUTION

SECTION 1. *Dissolution.* Upon the dissolution of the Corporation, 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. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.