

AMENDED & RESTATED BYLAWS
OF
THE HOWARD COUNTY ARTS COUNCIL, INC.

Adopted: February 1, 2012

ARTICLE I
NAME & PURPOSE

Section 1. Name. The name of this corporation shall be The Howard County Arts Council, Inc. (referred to in these Bylaws as “the Corporation”). No Officer or agent of the Corporation shall use its name other than in a duly authorized manner.

Section 2. Purposes and Goals. The purposes of the Corporation shall be as set forth in the Charter of the Corporation. The Board of Directors shall develop long term and annual operating goals consistent with these purposes. The Board of Directors shall seek the views of local artists, art organizations, and other interested organizations and individuals in developing these goals.

ARTICLE II
MEMBERS

Section 1. General Membership. Any individual or organization interested in the purposes of the Corporation may become a General Member by signifying an intention to be such a Member and paying the required dues, in accordance with procedures prescribed by the Board of Directors.

Section 2. Classes of Members. The Board of Directors may define and provide for classes of Members, including one or more classes for organizations, and may prescribe the rights and duties of each class.

Section 3. Voting Rights. All General Members shall have one vote on any question submitted to the General Membership. If classes of Members are provided for pursuant to Section 2 of this Article, provisions may be included for separate voting by different classes according to their respective rights and interests.

Section 4. Right of Members to be Informed and Participate

a. All Members of the Corporation shall have the right to be informed concerning, and shall be encouraged to participate in, the affairs of the Corporation.

b. Upon the written request of any Member, such Member shall be provided with: (1) a copy of these Bylaws, the Charter of the Corporation, and any amendment to the Bylaws and Charter subsequently adopted; and (2) as soon as practicable after the close of each fiscal year, a copy of any published audited financial statements and any other published report summarizing the operations of the Corporation over the preceding year and its budget or proposed budget for the current year.

c. Upon the written request of any Member, the Board of Directors shall adopt and make available to such Member a written statement summarizing the rights of Members to attend and participate in meetings; to submit proposals and make suggestions; to make nominations for Board Membership or to apply for candidacy as a Board Member; to examine and secure copies of minutes of meetings; and to inspect and copy Corporation records and Membership lists. The statement may include such restrictions consistent with law as the Board determines are necessary for protection of personal privacy or other good cause.

Section 5. Dues. Dues from Members in each class shall be as prescribed from time to time by the Board of Directors.

Section 6. Termination and Membership. A Member of the Corporation shall cease being a Member upon (1) written resignation; (2) failure to pay prescribed dues within thirty (30) days after the date due; or (3) in the case of any Member in any special class established pursuant to Section 2 of this Article, a failure to meet any condition for Membership in that class. The Board shall establish necessary procedures for enforcement of this Section.

Section 7. Transferability. Membership shall not be transferable or assignable.

ARTICLE III MEETING OF MEMBERS

Section 1. Annual Meeting. There shall be an annual meeting of all Members during the month of September or during such other month determined by the Board of Directors, and held at a time and place determined by the Board of Directors. The business at the annual meeting shall include:

a. an election of Directors, unless election by mail has been provided for pursuant to Section 6 of this Article III;

b. a full report on the affairs of the Corporation (including a balance sheet and financial statement for the preceding fiscal year and such financial information on the current fiscal year as may be reasonably available), to be made by the President or some other Officer designated by the President or the Board of Directors, provided that in lieu of making such report at the annual meeting, the Board may, in its discretion, mail such report to the Members in advance of such meeting; and

c. such other business consistent with the purposes of the Corporation, which is provided for in the notice of the meeting.

The report described in (b) above shall be placed in the official records of the Corporation within twenty (20) days after the annual meeting.

Section 2. Special Meetings. Special meetings of the General Membership to consider specific business may be called by the President, the Board of Directors, a number of Directors constituting at least one-quarter of the Directors then serving, or any number of Members entitled to cast at least fifteen percent (15%) of the votes on the question or questions proposed to be decided at the meeting. However, a special meeting requested by a number of Directors or by any number of Members holding less than a majority of the votes entitled to be cast at the meeting need not be called by the President or other responsible Officer if it is to consider a matter which is substantially the same as a matter voted upon at any prior special meeting during the preceding twelve (12) months.

Section 3. Notice of Meetings.

a. Except as provided in Subsection (b), the Secretary shall give written or printed notice of the annual meeting and any special meeting of the General Membership to all Members, whether or not they are entitled to vote on the question or questions to be considered. The notice shall be mailed at least fourteen (14) days before the date of the meeting, except that notice of a special meeting may be given by mailing not less than ten (10) days before the meeting for good cause as determined by the calling authority and briefly described in the notice. Each notice shall specify the time and place of the meeting. Each notice of a special meeting shall also specify the authority by which the meeting is called and the purpose of the meeting, and no business not mentioned in the notice shall be transacted;

b. The provisions of Subsection (a) shall not apply:

1. when the total number of Members constituting the General Membership of the Corporation is less than fifty (50);

2. to meetings of any class of Members other than General Members; or

3. in any situation where a meeting must be canceled and rescheduled because of inclement weather or other unforeseen emergency circumstances.

In all such cases, such notice shall be given as is provided for in any applicable special rule or resolution or, if no other provision has been made, as is determined to be most appropriate by the calling authority or other person designated by the Board.

Section 4. Quorums. A quorum at any Membership meeting shall be twenty percent (20%) of the votes entitled to be cast on the question or questions to be considered at the meeting, except that:

a. special quorum requirements may be adopted for meetings of Members other than General Members, with the approval of the Board of Directors;

b. for purposes of making nominations, receiving reports or petitions, general discussions, or adjournment to another time and place, a quorum shall be the number of Members present at any meeting; and

c. If so ordered or provided by the Board of Directors, any vote to be taken or question to be decided at a meeting at which a quorum is not present may be taken or decided by mail ballot or by any procedure provided by law.

Section 5. Proxy Voting. Proxy voting shall not be allowed unless approved by the Board of Directors in connection with specific questions or particular meetings or circumstances, for good cause as summarized in the notice of the meeting.

Section 6. Voting by Mail. Any election or question that would otherwise be held or decided in a meeting of Members may be determined by mail voting in accordance with procedures approved by a majority of the entire Board of Directors. Without limiting the generality of the Board's authority in this regard, the Board may provide that failure of a Member to respond in a timely manner to a mail ballot shall constitute an affirmative vote cast in favor of the matter proposed in such mail ballot.

Section 7. Informal Action by Members. Any action required to be taken or which may be taken at any meeting of Members, or any class of Members, may be taken without a meeting if there is filed in the records of the Corporation a consent in writing setting forth the action taken and signed by all the Members entitled to vote, accompanied by a written waiver of any right of dissent signed by each Member entitled to notice of the meeting but not entitled to vote.

ARTICLE IV BOARD OF DIRECTORS

Section 1. Authority. The affairs of the Corporation shall be managed under the direction of a Board of Directors. Except as reserved to Members by law, the Charter of the Corporation or the express provisions of these Bylaws, all powers of the Corporation shall be vested in the Board of Directors. The Board may interpret, supplement and enforce these Bylaws, and all Officers, agents and committees shall be subject to the Board in the discharge of their assigned duties and responsibilities.

Section 2. Number. The Board of Directors, by action of a majority of the entire Board, may establish, increase or decrease the number of Directors, provided that the number of Directors shall not be less than nine (9), nor more than thirty-six (36). No

action of the Board in changing the number of Directors shall affect the tenure of any Director then serving. The Board may be divided into such classes as the Board shall deem advisable from time to time, and the Board may prescribe the rights, privileges and qualifications of each such class.

Section 3. Term. Directors shall serve for a term of two (2) years after their election and, except as provided for herein, no Director shall serve on the Board for more than three (3) consecutive terms. Any Director elected to serve the unexpired term of a Board Member who has resigned or has been removed by the Directors in accordance with these Bylaws shall be eligible to serve three (3) successive two (2) year terms thereafter if such unexpired term is for a period of one (1) year or less. Any Director appointed to serve the unexpired term of a Board Member who has resigned or has been removed by the Directors in accordance with these Bylaws shall be eligible to serve two (2) successive two (2) year terms thereafter if such unexpired term is for a period of more than one (1) year. The term of all Directors shall commence on October 1. The Board may make provision for staggered terms in connection with any increase in the number of Directors as necessary to maintain an appropriate rate of Board turnover.

Section 4. Extension of Term. The term for a Director who has been elected to serve as the President of the Board shall be extended for that number of years beyond the expiration of that Director's third two (2) year term, as is required for that Director to complete his tenure as President, plus two (2) additional years, provided that such tenure, plus said two (2) additional years, cannot be completed during the Director's three (3) regular terms in office.

In addition to any extension which may occur pursuant to the provisions of the immediately preceding paragraph, the term for a Director who has been elected to serve as a Vice President of the Board shall be extended for that number of years beyond the expiration of that Director's term, so as to afford such Director the ability to complete his tenure as a Vice President. If such Vice President becomes President of the Board, such person's term may be extended further in accordance with the preceding paragraph.

Section 5. Qualifications. All Directors shall be Members.

Section 6. Nomination and Election.

a. The Board of Directors shall adopt procedures for the nomination and election of persons to the Board of Directors. The procedures shall include:

1. Provisions for a Nominating Committee to be chosen by the Board, whose Members and procedures shall be made known to any Member of the Corporation upon written request by such Member.

2. Provisions by which the Nominating Committee will review the Board and the positions vacant and to become vacant, and will establish categories or classes for nominations as necessary or appropriate under Subsection (b) of this Section; nominate one or more qualified persons for each vacancy; and advise the Members of the Corporation of the persons so nominated a reasonable time in advance of the election.

3. Provisions by which Members of the Corporation may make nominations of qualified individuals, within the categories or classes established by the Nominating Committee, by written statement or petition filed with the Nominating Committee at a time specified before the election.

b. In carrying out their responsibilities under this Section, the Board and each Nominating Committee shall be guided at all times by the importance of the Corporation having a Board of active Directors which is broadly representative of the arts community and responsive to the needs and interests related to the development of the arts generally in Howard County, as well as by the necessity of complying with any applicable legal requirements.

Section 7. Meetings & Notice. The Board of Directors shall meet as soon as practicable after each annual meeting of the Members and shall schedule at least four other regular meetings each year. In addition, special meetings may be called from time to time by the President or other Officer chosen by the Board or by any number of Directors representing at least one-fifth (1/5) of the Directors then serving. Notice of meetings shall be given as provided by the Board, or, in the absence of such provision, as determined by the calling authority to be the best practicable, including, without limitation, by e-mail, mail, overnight delivery service, telefax, telegram or personal delivery. Neither the business to be transacted at, nor the purpose of, any annual, regular or special meeting of the Board of Directors need be stated in the notice, unless specifically required by these Bylaws.

Section 8. Telephone Conference. Members of the Board of Directors or any committee thereof may participate in a meeting of the Board or such committee by means of a telephone conference or by use of similar communications equipment which affords all participants in the meetings the ability to hear each other at the same time; participation by such means shall constitute presence in person at the meeting.

Section 9. Quorum. One-third (1/3) of the Members of the Board shall constitute a quorum, except that:

a. at the first meeting following any annual meeting, a quorum shall be a majority of all Members of the Board who have qualified to serve; and

b. the Board may from time to time specify a greater number as a quorum for meetings in general or for meetings to consider particular matters.

Section 10. Attendance and Other Responsibilities. In agreeing to serve, each Director accepts the responsibilities of being a Director, knowing that the Board can function well only through the active participation of its Members, and that the Board is responsible for carrying out the purposes and overseeing the affairs of the Corporation, even though day-to-day conduct of the Corporation's business may be largely handled by its Officers, agents or committees. Each Director shall be expected to: (1) attend all regularly scheduled and special meetings of the Board of Directors; (2) serve on committees of the Corporation; (3) serve in any other capacity, as may be reasonably requested by the President of the Board, which is beneficial to the Corporation; (4) to promote the best interest of the Corporation; and (5) be a General Member in good standing. Nothing in this Section, however, shall be considered to impose upon any Director any liability or legal responsibility for acts or omissions beyond that applicable under the laws of Maryland.

Section 11. Closed Meetings. The Board or any executive or other committee may vote to close all or part of a meeting in order to discuss personnel matters, or other subjects normally considered to involve personal privacy or trade or business secrets, to consult with legal counsel, or for other good cause as determined by the Board or such committee, as the case may be. This vote must be in open meeting and the minutes shall include a brief summary of the basis or reason for closing the meeting in whole or in part. Directors shall be required to maintain the confidentiality of any matter discussed in a closed meeting or any part of a meeting that is closed. Any breach of confidentiality by a Director will be grounds for removal from the Board.

Section 12. Manner of Acting; Right of Dissent. Action of a majority of the Directors present at a meeting at which a quorum is present shall be the action of the Board, unless action of a greater number is required by law or by these Bylaws. Each Director shall be presumed to have assented to any action of the Board taken at a meeting at which such Director is present unless such Director announces his or her dissent at the meeting. Any dissent so announced shall be entered into the record of the meeting.

Section 13. Informal Action. Any action required or permitted to be taken at a meeting of the Board of Directors or of a committee of the Board may be taken without a meeting if unanimous written consent which sets forth the action is signed by each Member of the Board or committee and filed with the minutes of proceeding of the Board or committee.

Section 14. Vacancies.

a. Except where it results from an increase in the number of Directors, any vacancy on the Board may be filled by a vote of a majority of the remaining Directors without regard to whether they constitute a quorum. Vacancies resulting from an increase in the number of Directors shall be filled by action of a majority of the entire Board.

b. Any person designated to fill a vacancy under this Section shall serve only until the next annual election and until his or her successor is elected and qualified.

Section 15. Removal. At any meeting of the Directors called for any purpose, any Director may, by vote of a majority of the other Directors, be removed from office, with or without cause, and another may be elected in the place of the person so removed to serve for the remainder of the term. In addition, any Director who fails to attend a minimum of two-thirds (2/3) of the regular meetings of the Board of Directors during any twelve (12) month period, without such absences being excused by the President, may be removed from the Board of Directors by the President, for cause.

Section 16. General Counsel. The Board of Directors may appoint an attorney, licensed to practice law in Maryland, as "General Counsel" to provide advice and consultation on matters of legal import concerning the Corporation. The General Counsel need not be a director or Officer of the Corporation; however, he or she may be invited to attend meetings of the Board and/or the Executive Committee, on an as-needed basis. In the event the General Counsel selected is a Board Member, he or she shall retain all rights as Member of the Board, including voting rights. The General Counsel shall be subject to removal and replacement by the Board of Directors.

ARTICLE V OFFICERS

Section 1. Election and Tenure. The Officers of the Corporation shall be a President, one or more Vice Presidents, a Secretary, a Treasurer, the Past President, and such other Officers as the Board may authorize. As soon as practicable after the annual meeting of the Corporation, the Board of Directors shall elect the Officers. Each Officer so elected shall serve for one year or until his or her successor is elected and qualifies.

Section 2. Qualifications. The President and the Vice President (or any Vice President who may succeed or act for the President if there are two or more Vice Presidents) shall be elected by the Board from among its Members. A person may hold more than one office concurrently, except that no person may concurrently hold the offices of President and Vice President or sign any paper or document in more than one capacity when signatures of two or more are required.

Section 3. President. The President shall preside at meetings of the Board and at meetings of the General Membership. In addition to performing such duties as are prescribed by law, the President, as chief executive Officer, shall see that the orders and resolutions of the Board are carried into effect and shall be an ex officio Member of all standing committees. The President shall perform such other duties as may be prescribed by the Board, and shall be authorized generally to act for or represent the Corporation in all cases where action of another Officer is not required by law or provided for in these Bylaws or by the Board of Directors.

Section 4. Vice-President. One or more Vice Presidents elected by the Board from its Membership shall, in the order of their designation, perform the duties and exercise the powers of the President during the absence or disability of the President.

Section 5. Secretary. The Secretary, in addition to duties prescribed by law, shall be responsible for seeing that adequate minutes are kept of all meetings of Members, the Board, and any committee exercising powers of the Board. The Secretary shall see that necessary notices are given, shall keep and maintain all records not otherwise provided for, and shall keep and have authority to affix when required any corporate seal.

Section 6. Treasurer. The Treasurer shall be responsible for presenting a report of the Corporation's financial status to the Board of Directors, as required by the Board. The Treasurer, with the assistance of the Executive Director, shall keep an accurate record of all corporate receipts and disbursements and shall deposit all corporate funds in the name of, and to the credit of, the Corporation, in an appropriate bank or other depository as may be designated by the Board of Directors. The Treasurer shall perform such other duties as may be prescribed by the President of the Board.

Section 7. Immediate Past President of the Board. The Past President shall perform such duties as may be prescribed by the President of the Board.

Section 8. Executive Director. The Board of Directors may provide for appointment of an Executive Director, to be approved by the Board, who shall be the Chief Administrative Officer, with such official title as the Board may deem desirable. The Executive Director need not be a Member of the Corporation, but unless otherwise provided by the Board, shall enjoy the privileges of a non-voting Director.

Section 9. Supplemental Powers of the Board. The Board may supplement or add to the powers and duties specified in this article; and, subject to law, for any reason it deems sufficient, whether occasioned by absence or otherwise, the Board may delegate any of the powers and duties of any Officer to any other or Director, except that the powers of President may only be delegated to a Vice President authorized to act for the President.

Section 10. Removal and Vacancies. If any of the offices of the Corporation becomes vacant by reason of death, resignation, disqualification, removal from office or otherwise, the Board of Directors shall choose a successor or successors who shall hold office for the unexpired term in respect of which vacancy occurred. The Board may remove any Officer, with or without cause, whenever it finds that the best interests of the Corporation would be served, and may fill any vacancy which occurs in any office.

ARTICLE VI COMMITTEES

Section 1. Executive Committee. The Board of Directors may appoint from among its Members an Executive Committee which shall include the President, the Vice

Presidents, the Secretary, the Treasurer, the Immediate Past President, and such other Officers and Directors as may be designated. The Executive Committee shall have such powers to act for the Board in intervals between its meetings as the Board may provide, subject to law and the provisions of these Bylaws. The Executive Committee shall keep a true record of all of its proceedings, which record shall always be open to the inspection of any Director, and at each meeting of the Board of Directors, the record of the Executive Committee since the last prior meeting of the Board shall be presented.

Section 2. Finance Committee. The Finance Committee shall be a standing committee of the Corporation and shall be chaired by the Treasurer of the Board. It shall be the function of the Finance Committee to oversee the fiscal policies of the Corporation, to prepare and recommend annual budgets for the Corporation, and to carry on such other activities as may be delegated to the Finance Committee by the President or the Board of Directors.

Section 3. Other Committees. The Board of Directors may provide for and elect from its Membership other committees which may, to the extent authorized by the Board, exercise powers of the Board with respect to specific matters or operational concerns, subject to limitations of law and these Bylaws. Committees not exercising powers of the Board may be established and appointed in such manner as the Board may provide, and Members of such committees need not be Members of the Board. Any committee exercising powers of the Board shall keep a true and accurate record of its proceedings which shall always be open to inspection by any Director, and shall make regular reports to the Board directly, or through any Executive Committee, as may be required by the Board.

Section 4. Procedures. Subject to law and any requirements the Board may impose each committee may adopt such procedures as to notice and other matters as it determines are most appropriate.

Section 5. Limitations. Neither the Executive Committee, nor any other committee, may be authorized to amend these Bylaws, to recommend to the Membership any action requiring Membership approval (except that nominations for Director need not be approved by the Board), to fill vacancies on the Board or any committee exercising authority of the Board, to elect or remove any Officer, or to adopt for the Corporation its annual budget or annual or long term plan.

ARTICLE VII BOOKS AND RECORDS

Section 1. Records to be Maintained. The Corporation shall keep correct and accurate books of account, and shall keep minutes of the proceedings of its Members as well as of meetings of the Board of Directors, and of any Executive Committee and of other committees exercising any powers of the Board. The Board shall keep at its principal office a record of the names and addresses of all Members and of all Members entitled to vote in any capacity.

Section 2. Right of Inspection. All books and records of the Corporation may be inspected by any Member or by such Member's agent or attorney at any reasonable time, subject only to such restrictions consistent with law as the Board may authorize the protection of personal privacy or to ensure the confidentiality of personnel records or communications with legal counsel, or for other good cause. Without limiting the generality of the foregoing, in no event shall a Member have the right to inspect minutes of meetings or portions of meetings that have been duly closed; materials submitted and properly accepted on the requirement that they will be kept in confidence; mailings lists available only to authorized organization Members; notes, working papers and drafts not prepared for retention as part of corporate records; records of other organizations or individuals that may be in the custody of the Corporation but which are not a part of its corporate records; and papers involving trade or business secrets. Except as they may be covered by any special rule, materials in these categories may be inspected and copies only upon written request approved by the Board or a committee or Officer designated by the Board. Directors shall be expected to maintain the confidentiality of any records which are not available for inspection by the Members.

ARTICLE VIII CHECKS, CONTRACTS, DEPOSITS & GIFTS

Section 1. Contracts. The Board may authorize any Officer or Officers, agent or agents of the Corporation, in addition to the Officers so authorized by these Bylaws, to enter into any contract or execute any instrument in the name of and on behalf of the Corporation, and this authority may be general or confined to specific instances.

Section 2. Checks, Drafts and Related Instruments. All checks and orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such Officer or Officers, agent or agents and in such manner as may be determined from time to time by resolution of the Board of Directors. Absent such a determination, these instruments shall be signed by the Treasurer, or Assistant Treasurer if one has been elected, and shall be countersigned by the President or a Vice President of the Corporation.

Section 3. Deposits. All funds and valuables of the Corporation shall be deposited in a depository or depositories approved by the Board.

Section 4. Gifts. No gifts or donations may be accepted for use for any purpose that is not an authorized purpose of the Corporation. Gifts or donations the acceptance of which would commit the Corporation or its funds to any special or restricted purpose shall be accepted only by or as approved by the Board of Directors.

ARTICLE IX CONFLICT OF INTEREST & CODE OF CONDUCT

Section 1. Conflict of Interest Generally. Whenever a Director or Officer has a financial or personal interest in any matter coming before the Board of Directors, the

affected person shall (1) fully disclose the nature of the interest; and (2) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested Directors determine that it is in the best interest of the Corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

Section 2. Grants & Awards. The Board shall adopt a disclosure and conduct code which shall include at least the following:

a. A requirement that Members of the Board, Officers and other officials having authority with respect to grants or awards of the Corporation, including Members of any grants committee, make and keep current a disclosure of their affiliations (as defined in the code) with local arts organizations.

b. A requirement that no person shall act for the Corporation in evaluating, approving or voting upon any grant proposal if he or she participated for the proposing party in developing the proposal, has a direct financial interest in the proposal, or is closely connected with the proposing party as an Officer, paid or unpaid regular employee, principal financial supporter, or person occupying some other position or relationship as defined or determined under the code to involve a significant risk of divided loyalty or partiality.

c. Provisions assuring that meetings of Members, the Board of Directors, any Executive Committee and any grants committee shall be open to the public except as closed meetings may be permitted under these Bylaws. Notwithstanding the foregoing, the artistic review committee of the grants committee may, in its discretion, conduct the application evaluation portion of its deliberations in closed session in order to permit committee Members to freely and openly express their views.

d. Provisions to fix responsibility for enforcement of the code, to assure that the code is adequately publicized and made known to Members and other interested persons, and to make the records of arts organizations affiliations maintained under the code open to reasonable public inspection.

e. In the event of any conflict between the conduct code and these Bylaws, these Bylaws shall govern.

ARTICLE X INDEMNIFICATION

To the maximum extent permitted in Section 2-418 of the Maryland General Corporation Law, as amended from time to time, the Corporation shall indemnify, and shall pay or reimburse reasonable expenses in advance of final disposition of a proceeding to, (i) any individual who is a present or former Director or Officer of the Corporation, or (ii) any individual who serves or has served another corporation or organization as a

Director or Officer of such corporation or organization at the request of the Corporation. The Corporation may, with the approval of its Board of Directors, provide such indemnification and advancement of expenses to a person who served the Corporation or a predecessor of the Corporation in any of the capacities described in (i) or (ii) above and to any employee or agent of the Corporation or a predecessor of the Corporation. Neither the amendment nor repeal of this Article X, nor the adoption or amendment of any other provision of the bylaws or Charter of the Corporation inconsistent with this Article X, shall apply to or affect in any respect the applicability of this Article X with respect to any act or failure to act which occurred prior to such amendment, repeal or adoption.

ARTICLE XI SUNDRY PROVISIONS

Section 1. Fiscal Year. The fiscal year of the Corporation shall be July 1 - June 30, unless some other fiscal year shall be specified by resolution of the Board of Directors.

Section 2. Seal. The seal of the Corporation shall be circular in form with the name of the Corporation inscribed around the outer edge, and in the center shall be inscribed the word "Maryland" and the year of incorporation. In lieu of affixing the corporate seal to any document, it shall be sufficient to meet the requirements of any law, rule, or regulation relating to a corporate seal to affix the work "(SEAL)" adjacent to the signature of the authorized Officer of the Corporation.

Section 3. Rules of Procedure. All meetings of the Corporation (Board of Directors, Executive Committee, and other committee meetings) shall be conducted in accordance with Roberts Rules of Order, as most recently revised, except when it conflicts with the Articles of Incorporation or these Bylaws.

Section 4. Non-Discrimination. Membership, office, and participation in all activities, programs and benefits of the Corporation shall be open without regard to race, color, gender, national origin, disability, marital status, religion, age, or any other consideration prohibited by applicable federal, state or local laws.

ARTICLE XII AMENDMENTS

These Bylaws may be amended by the Board of Directors in any meeting at which a majority of the Directors is present, if written notice of the amendment or subject matter has been given to the Members of the Corporation at least fourteen (14) days before the meeting, or in emergency situations as determined by the Board, without such notice, by a vote of two-thirds (2/3) of the Directors present at a meeting at which a majority of the Directors is present. However, no amendment shall be made to Section 6(b) of Article IV (pertaining to the representative character of the Board) or to create additional classes of Directors or Members, except by a vote of two-thirds (2/3) of all of the Directors.

CERTIFICATE OF SECRETARY

The foregoing are certified as the Amended and Restated Bylaws, of the Corporation, duly adopted by the Board of Directors of the Corporation. The said Amended and Restated Bylaws are in full force and effect and constitute the entire Amended and Restated Bylaws of the Corporation as of the date of this Certificate.

Secretary : Phyllis Madachy

Date: February, 1 2012