

BYLAWS
of the
KENWOOD PARK CITIZENS ASSOCIATION, INC.
A Maryland
nonprofit public benefit corporation

ARTICLE I. NAME

The name of the corporation is the KENWOOD PARK CITIZENS ASSOCIATION, INC. (hereinafter referred to as "the Association").

ARTICLE II. PURPOSES AND MEMBERS

Section 2.01 PURPOSES. The Association has been organized as a nonprofit corporation under the Corporations and Associations Article of the Annotated Code of Maryland (hereinafter "the Corporations Article") for the purpose of promoting the neighborhood of Kenwood Park and organizing various activities to maintain the community spirit and security of the Kenwood Park neighborhood in Bethesda, Maryland.

Section 2.02 MEMBERS. The members of the Association (the "Members") shall be all those residents of the Kenwood Park neighborhood, as defined by the Board of Directors, and who shall have paid their dues for the current year, as determined by the Board of Directors.

ARTICLE III
OFFICES

Section 3.01. PRINCIPAL OFFICE. The principal office of the Association and such other offices as it may establish shall be located at such place or places, either within or without the State of Maryland, as may be designated by the Board of Directors ("Board"). The corporation shall continuously maintain within the State of Maryland a registered office, in compliance with the Corporations Article, at such place as may be designated by the Board. Any change in the registered office shall be accomplished in compliance with the Corporations Article.

Section 3.02. REGISTERED AGENT. The Association shall continuously maintain within the State of Maryland a registered agent, in compliance with the Corporations Article, which agent shall be designated by the Board. Any change in the registered agent shall be accomplished in compliance with the Corporations Article. Such agent may be an individual resident in the State of Maryland; a Maryland corporation (whether for profit or not for profit); or a corporation formed outside the State of Maryland, provided such foreign corporation is authorized to transact business or conduct its affairs within the State of Maryland and has an office identical with the registered office of the Association.

ARTICLE IV
BOARD OF DIRECTORS

Section 4.01. POWERS. Subject to the limitations of the Articles and these Bylaws, the activities and affairs of the Association shall be conducted and all corporate powers shall be exercised by or under the direction of the Board. The Board may delegate the management of the activities of the Association to any director or directors, a management committee or committees, provided that the activities and affairs of the Association shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board shall have the following powers in addition to the other powers enumerated in the Articles of Incorporation and the Corporations Article:

(a) To select and remove all agents and employees of the Association, prescribe powers and duties for them as may not be inconsistent with Corporations Article, the Articles or these Bylaws, fix their compensation and require from them such security, if any, for faithful service as the Board may deem appropriate.

(b) To conduct, manage and control the affairs and activities of the Association, and to make such rules and regulations therefor not inconsistent with the Corporations Article, the Articles of Incorporation or these Bylaws, as they may deem appropriate.

(c) To adopt, make and use a corporate seal and to alter the form of such seal from time to time as they may deem appropriate.

(d) To borrow money and incur indebtedness for the purposes of the Association, and to cause to be executed and delivered therefor, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, or other evidences of debt and securities therefor.

(e) To set the amount of annual dues for Members, to create categories of Members, and to take all other actions regarding the qualifications and dues of Members.

Section 4.02. COMPOSITION OF THE BOARD OF DIRECTORS. The Board of Directors of the Association shall consist of:

(a) The Officers of the Association;

(b) Not fewer than three (3) nor more than six (6) at-large directors ("At Large Directors"), said number to be determined by the Members of the Association at each annual meeting; and

(c) The chairs of the Standing Committees, as defined in these Bylaws.

No extension of term as provided in Section 5.04 shall have the effect of increasing the number of authorized directors.

Section 4.03. SELECTION AND TERM OF OFFICE. Each At Large Director shall be elected an annual meeting of the Association by a majority of the Members of the Association who are present at that annual meeting, and shall serve a term of office of one (1)

year. No At Large Director shall serve more than three (3) consecutive terms of office. Each Officer of the Association shall be elected at each annual meeting of the Association by a majority of the Members who are present at that annual meeting and shall serve a term of office of two (2) years. No Officer may serve more than two (2) consecutive terms of office in the same office, or no more than four (4) years in the same office. Each elected At Large Director and each elected Officer shall take office upon election and shall hold office until a successor has been elected and qualified.

Section 4.04. VACANCIES.

(a) Subject to the provisions of the Corporations Article, any Officer and any At Large Director may resign effective upon giving written notice to the Board, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be selected before such time, to take office when the resignation becomes effective.

(b) Vacancies on the Board shall be filled by the election of a replacement by a majority of the remaining directors present at any regular or special meeting of the Board. Each Officer or At Large Director so appointed shall hold office until the first to occur of the following: (1) the Members elect another person to serve the remainder of the term of office or (2) expiration of the term of the replaced Officer or At Large Director and a successor has been selected and qualified.

(c) A vacancy on the Board shall exist in case of the death, resignation or removal of any Officer or At Large Director or an increase in the authorized number of directors.

(d) No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of the director's term of office.

Section 4.05. PLACE OF MEETING. Meetings of the Board shall be held at a location designated by the President of the Association.

Section 4.06. REGULAR MEETINGS. Regular meetings of the Board shall be held as determined by the Board.

Section 4.07. SPECIAL MEETINGS. Special meetings of the Board for any purpose or purposes may be called at any time upon two days' written notice by the President of the Association, the majority of the members of the Executive Committee of the Board, or any five Board members.

Section 4.08. NOTICE. Regular and special meetings of the Board shall be held upon at least seven and two days' notice, respectively, by first class mail or twenty-four hours' notice given personally or by telephone, telegraph, telex or other similar means of communication.

Section 4.09. QUORUM. One-half of the total members of the Board then serving shall constitute a quorum of the Board for the transaction of business, except to adjourn. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board, unless a greater number be required by law or by the Articles, except as provided in the next sentence. A meeting at which a

quorum is initially present may continue to transact business notwithstanding the fact that directors shall later leave the meeting before the action is taken, so long as any action taken is approved by at least a majority of the required quorum for such meeting.

Section 4.10. PARTICIPATION IN MEETINGS. Directors must attend at least one meeting each calendar year. Directors may participate in a meeting of the Board, or a Board committee meeting, through use of a conference telephone or similar communication equipment, so long as all members participating in such meeting can hear one another.

Section 4.11. VOTING BY PROXY. Directors who cannot attend a Board meeting may vote on issues addressed by the Board through a verbal proxy.

Section 4.12. WAIVER OF NOTICE. Notice of a meeting need not be given to any director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such trustee. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 4.13. ADJOURNMENT. A majority of the directors present, whether or not a quorum is present, may adjourn any directors' meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place be fixed at the meeting adjourned, except as provided in the next sentence. If the meeting is adjourned for more than twenty-four hours, reasonable notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

Section 4.14. ACTION WITHOUT A MEETING. Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action. Such consent or consents shall have the same effect as a vote of the Board and shall be filed with the minutes of the proceedings of the Board.

Section 4.15. RIGHTS OF INSPECTION. Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation.

Section 4.16. EXECUTIVE COMMITTEE. The Board may, by resolution adopted by a majority of the number of directors then serving, establish an Executive Committee consisting of such number of directors as may be determined by the Board. Except when the Board is in session and except as its powers may be otherwise limited by the Board and by the provisions of Section 5.04, the Executive Committee shall have and may exercise the powers of the Board in the management of the business and affairs of the Association and may authorize the seal of the Association to be affixed to all papers which may require it. The Executive Committee shall also have the power of general supervision, management and control of the business of the corporation and over its several officers. All actions of the Executive Committee shall be

reported to the Board no later than its next meeting for review of such action.

The Executive Committee shall be composed of (i) the Officers of the Association; and (ii) such other Directors as the Board shall designate. A majority of all the members of the Executive Committee then serving may determine its rules of procedure unless the Board shall otherwise provide.

Any action which under the provisions of the Corporations Article may be taken at a meeting of the Executive Committee, may be taken without a meeting if authorized by a writing signed by all members of the Executive Committee who would be entitled to vote at a meeting for such purpose and filed with the Secretary of the Association.

Section 4.19. FEES AND COMPENSATION.

(a) Directors and members of Board committees or commissions shall receive no compensation for their services as members of the Board or as members of such committees. The directors and members of committees or commissions may be reimbursed for expenses incurred while acting on behalf of the Association, if prior approval has been given by the President of the Association.

(b) The Association shall not make any loan of money or property to, or guarantee the obligation of, any director or officer; provided, however, that the Association may advance money to a director or officer of the Association for expenses reasonably anticipated to be incurred in the performance of the duties of such officer or director, provided that in the absence of any such advance, such director or officer would be entitled to be reimbursed for such expenses by the Association.

ARTICLE V
STANDING OR SPECIAL COMMITTEES

Section 5.01. POWERS. The Board may from time to time establish such standing or special committees as deemed appropriate, consisting of Members, but such standing or special committees shall not be deemed committees of the Board. Notice of, and procedures for, meetings of standing or special committees may be called by the Chair of the standing or special committee. The Standing Committees shall be the following: Activities, Security, Membership, and Community Issues. Additional Standing Committees may be created by the vote of a majority of the Board of Directors

Section 5.02. COMMITTEE CHAIRS. Each standing committee shall be chaired by a Member of the Association and shall be appointed by the President. Committee Chairs shall serve a one-year term and shall be eligible for reappointment by the President. If the Board hereafter creates a standing committee which has responsibility over finance and budget matters, the Treasurer of the Association shall serve as the Chair of that committee.

Section 5.03. MEMBERSHIP. Members of the Association shall be appointed to standing or special committees by the President. All committee members shall serve a one-year

term and may be reappointed annually. Committee Chairs shall determine the total number of persons serving on a committee.

Section 5.04. LIMITATIONS UPON COMMITTEES. No committee of the Board, including the Executive Committee, or any committee created by the Board, shall have any of the authority of the Board with respect to:

- (a) The filling of vacancies on the Board or on any committee which has the Authority of the Board;
- (b) The fixing of compensation of the directors for serving on the Board or on any committee which has the authority of the Board;
- (c) The amendment or repeal of Bylaws or the adoption of new Bylaws;
- (d) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable; or
- (e) The appointment of other committees of the Board or the members thereof if such committee will have the authority of the Board.

ARTICLE VI OFFICERS

Section 6.01. OFFICERS. The officers of the Association (the "Officers") shall be a President, Vice President, Secretary and a Treasurer. No person may hold more than one office.

Section 6.02. ELECTION. The officers of the Association shall be chosen by a majority vote of the Members of the Association who are present at an annual or special meeting called for the purpose of electing officers. Such officers shall hold their respective offices until their resignation, removal or other disqualification from service or until their respective successors shall be elected. Each Officer may serve only two consecutive terms, not to exceed four years.

Section 6.03. REMOVAL AND RESIGNATION. Any Officer or any At Large Director may be removed, either with or without cause, by the Members of the Association at an annual meeting of the Members or special meeting called for that purpose by vote of two-thirds of the Members of the Association attending that meeting provided that the notice of the annual or special meeting stated that such removal would be considered.

Section 6.04. VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these Bylaws no later than the next regular meeting of the Board.

Section 6.05. PRESIDENT. The President is the general manager and chief executive officer of the Association and has, subject to the control of the Board, general supervision, direction and control of the business and officers of the Association. The President shall preside at all meetings of the Board. The President has the general powers and duties of management usually vested in the office of any general manager of a corporation, including the

power to appoint Chairs of the standing and special committees and also such other powers and duties as may be prescribed by the Board.

Section 6.06. VICE PRESIDENT. In the absence or disability of the President, the Vice President shall perform all the duties of the President and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice President shall have such other powers and perform such other duties as from time to time may be prescribed for him by the Board.

Section 6.07. SECRETARY. The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board may order, a book of minutes of all meetings of the Board and its committees, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at Board and committee meetings, and the proceedings thereof. The Secretary shall keep, or cause to be kept, at the principal office the original or a copy of the Association's Articles and Bylaws, as amended to date. The Secretary or an Assistant Secretary shall be responsible for preparing the agenda and supporting documents for each Board meeting.

The Secretary or an assistant secretary shall give, or cause to be given, notice of all meetings of the Board and any committees thereof required by law or by these Bylaws to be given, shall keep the seal of the Association in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board.

Section 6.08. TREASURER. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Association. The books of account shall be open to inspection by any Member during normal business hours with prior written notice to the Treasurer by the Member wishing to inspect those accounts. The Treasurer shall deposit all moneys and other valuables in the name and to the credit of the Association with such depositaries as may be designated by the Board. The Treasurer shall, together with the President and other Board members as may be determined by the President, sign all notes and evidence of indebtedness on behalf of the Association. The Treasurer shall disburse the funds of the Association as may be ordered by the Board, shall render to the President and the other directors, whenever they request it, an account of all transactions as Treasurer and of the financial condition of the Association, and shall have such other powers and perform such other duties as may be prescribed by the Board.

ARTICLE VII MEETINGS OF THE MEMEBERS

At least one Annual Meeting of the Members of the Association must be held each calendar year, at a time and place set by the Board of Directors, for the purpose of electing Officers and At Large Directors, and conducting other business. The Board of Directors may, but is not required to hold other general or special meetings of the Members at other times.

Each Member shall receive written notice of the Annual Meeting at least twenty (20) calendar days prior to the meeting. Each Member shall receive written notice of any other meeting of the Members or any special meeting of the Members at least ten (10) calendar days prior to such other general meeting or special meeting. Each notice given to a Member of an Annual Meeting, another regular meeting, or a special meeting shall specify the time and place of such meeting, and the subjects that will be discussed and/or decided upon at that meeting.

ARTICLE VIII OTHER PROVISIONS

Section 8.01. CONSTRUCTION AND DEFINITIONS. Unless the context otherwise requires, the general Provisions, rules of construction and definitions contained in the Corporations Article shall govern the construction of these Bylaws.

Section 8.02. MAINTENANCE OF CERTAIN RECORDS. The accounting books, records and minutes of proceedings of the Board and the Executive Committee shall be kept at such place or places designated by the Board, or, in the absence of such designation, at the principal business office of the Association. The minutes shall be kept in written or typed form, and the accounting books and records shall be kept either in written or typed form, or in any other form capable of being converted into written, typed or printed form. All books and records of the Association may be inspected by any Member, or his or her agent or attorney, for any proper purpose at any reasonable times.

Section 8.03. INDEMNIFICATION. The Association shall, to the maximum extent permitted by the Corporations Article, indemnify each of its directors and officers against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact any such person is or was a director or officer of the Association and shall advance to such director or officer expenses incurred defending any such proceeding to the maximum extent permitted by the Corporations Article. For purposes of this Section 8.03, a "director" or "officer" of the Association includes any person who is or was a director or officer of the Association, or was a director or officer of an association that was a predecessor entity of the Association. The Board may in its discretion provide by resolution for such indemnification of, or advance of expenses to, other agents of the Association, and likewise may refuse to provide for such indemnification or advance of expenses except to the extent such indemnification is mandatory under the Corporations Article.

Section 8.04. FISCAL YEAR. The fiscal year of the Association shall begin on the first day of July of each year.

Section 8.05. NOTICES. Whenever, under the provisions of these Bylaws, notice is required to be given to any Member, director or officer, unless otherwise provided in these Bylaws, such notice shall be deemed given if in writing, and personally delivered, or sent by telefax, or telegram, or by mail, by depositing the same in a post office or letter box, in a postpaid

sealed wrapper, addressed to each Member, officer or director, as the case may be, at such address as appears on the books of the Association, or in default of any other address, to such director, officer or Member, at the general post office in the City of Bethesda, Maryland, and such notice shall be deemed to be given at the time the same is so personally delivered, telefaxed, telegraphed or so mailed. Any Member, director or officer may waive any notice required to be given under these Bylaws.

ARTICLE IX
AMENDMENT OF BYLAWS

The Members of the Association shall have full power to amend, alter or repeal these Bylaws, or any provision thereof, and may from time to time make additional By-Laws. Any amendment to the Bylaws by the Members shall be made at any annual meeting as part of the general business of such meeting, or at any special meeting provided there was stated in the notice of such meeting given to the Members the substance of such proposed alteration or repeal. Any amendment to the Bylaws shall require a two-thirds vote of the Members of the Association present at an annual meeting of the Association or at a special meeting called for such purpose.

CERTIFICATION OF SECRETARY

I hereby certify that I am the duly elected Secretary of the Kenwood Park Citizens Association, Inc., and that the above Bylaws were properly ratified and adopted at a general meeting of the Members of the Association on September 7, 1995.



Signature

Caroline L. Berney
Printed Name

KENWOOD PARK CITIZENS ASSOCIATION, INC.

Proposed Amendment to the Bylaws

Add to the end of ARTICLE VII--MEETINGS OF THE MEMBERS the following words:

For purposes of conducting business at an Annual Meeting, a quorum shall consist of a majority of the members of the Board of Directors plus twenty (20) members ^{households} who are not members of the Board of Directors. In the event that a quorum shall not be present, no business may be conducted, and the Annual Meeting shall be adjourned until a time when a quorum is present.

The entire ARTICLE VII shall then read:

**ARTICLE VII
MEETINGS OF THE MEMBERS**

At least one Annual Meeting of the Members of the Association must be held each calendar year, at a time and place set by the Board of Directors, for the purpose of electing Officers and At Large Directors, and conducting other business. The Board of Directors may, but is not required to hold other general or special meetings of the Members at other times. Each Member shall receive written notice of the Annual Meeting at least twenty (20) calendar days prior to the meeting. Each Member shall receive written notice of any other meeting of the Members or any special meeting of the Members at least ten (10) calendar days prior to such other general meeting or special meeting. Each notice given to a Member of an Annual Meeting, another regular meeting, or a special meeting shall specify the time and place of such meeting, and the subjects that will be discussed and/or decided upon at that meeting. For purposes of conducting business at an Annual Meeting, a quorum shall consist of a majority of the members of the Board of Directors plus twenty (20) members who are not members of the Board of Directors. In the event that a quorum shall not be present, no business may be conducted, and the Annual Meeting shall be adjourned until a time when a quorum is present.