

BY-LAWS AND CONSTITUTION

OF

HUNTINGTOWN YOUTH ASSOCIATION, INC.
(September 1999)

Article I

NAME AND LOCATION

SECTION 1. The name of this corporation shall be Huntingtown Youth Association, Inc. (the "Corporation"), a non-profit corporation incorporated in the State of Maryland.

SECTION 2. Offices of the Corporation shall be located in the State of Maryland and/or in such other localities as may be determined by the Board of Directors.

Article II

OBJECTIVES

The objectives of the Corporation shall be as stated in the Articles of Incorporation and such objectives shall be served by the Corporation and its members in accordance with the requirements of the applicable law of the State of Maryland relating to non-profit corporations and further, in such manner as shall be consistent with the requirements of maintaining tax exempt status of the Corporation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any succeeding statute or governing regulation.

Article III

MEMBERSHIP

SECTION 1. Members: The members of this Corporation shall be required to pay an annual registration fee.

Article IV

MEETINGS OF MEMBERS AND VOTING

SECTION 1. Annual Meeting: The first meeting of each fiscal year shall be designated as the Annual Meeting. At this meeting there shall be an election of Board of Directors, election of officers, consideration of reports, and the transactions of other business as may properly come before the meeting.

SECTION 2. Special Meetings: Special meetings of the Corporation may be called by the Board of Directors at any time.

SECTION 3. Board of Directors Meetings: At least one Board of Directors meeting shall be held in each quarter of the calendar year at a time and place stipulated or agreed upon by a majority of the directors.

SECTION 4. Place of Meetings: Meetings shall be held at the principal office of the corporation unless the Board of Directors determines or authorizes that a meeting shall be held at some other place.

SECTION 5. Notice of Meetings: Notice of any meeting of the Corporation shall be given to each director not less than fourteen (14) nor more than thirty (30) days before the date of the meeting.

SECTION 6. Voting: At all meetings of the Corporation, except as otherwise provided in the Articles of Incorporation each director shall have one (1) vote, and may take part and vote in person only. Unless otherwise specifically provided by these By-Laws, a majority vote of those directors present and voting shall govern.

SECTION 7. Quorum of Members: At an annual, special or Board of Directors meeting, a meeting quorum of one-third of the directors will be required.

SECTION 8. Rules of Order: The meetings and proceedings of the Corporation shall be regulated and controlled according to ROBERTS RULES OF ORDER (Revised) for parliamentary procedure, except as may be otherwise provided by these By-Laws.

Article V

OFFICERS

SECTION 1. Elected Board of Directors and Officers: The Board of Directors will consist of seven members elected for a term of three years by the members at the Annual Meeting. After the 3rd year, a President, Vice President, Secretary, and Treasurer are to be elected by the members of the Board of Directors at the Annual Meeting of the Corporation and to serve for a one-year term.

SECTION 2. Term of Office: Each elected officer shall take office immediately upon installation and shall serve for a term of one (1) year or until his successor is duly elected and qualified.

SECTION 3. Vacancies - Removal: Vacancies in any elective office may be filled for the balance of the term thereof by the Board of Directors at any regular or special meeting. The Board of Directors, in its discretion, by a majority vote of all directors, may remove any officer from office with or without cause.

Article VI

DUTIES OF OFFICERS

SECTION 1. President: The President shall be elected by the Board of Directors. He shall also serve as a member, ex-officio, on all committees except the Nominating Committee. He shall make all required appointments of standing and special committees with the approval of the Board of Directors.

At the Annual Meeting of the Corporation and at such other times as he shall deem proper, the President shall communicate to the directors such matters and make such suggestions as may in his opinion tend to promote the welfare and increase the usefulness of the Corporation. He shall perform such other duties as are necessarily incident to the office of President or as may be prescribed by the Board of Directors.

SECTION 2. Vice President: The Vice President shall be responsible for such duties as are individually assigned to him by the President with the approval of the Board of Directors. The Vice President shall perform the duties of the President in the event of his inability to serve.

SECTION 3. Secretary: The Secretary of the Corporation shall be responsible for the proper and legal mailing of notices to members. He shall see to the proper recording of proceedings of meetings of the Corporation, Board of Directors and all committees; and carry into execution all orders, votes and resolutions, not otherwise committed. He shall keep the seal of the Corporation.

Such duties of the Secretary as may be specified by the Board of Directors may be delegated to a designated member of his staff.

SECTION 4. Treasurer: The Treasurer shall be in charge of the Corporation's funds and records. As Treasurer he shall collect all member dues and/or assessments; shall have established proper accounting procedures for the handling of the Corporation's funds and shall be responsible for the keeping of the funds in such banks, trust companies and/or investments as are approved by the Executive Committee. He shall report on the financial condition of the Corporation at all meetings of the Board of Directors and at other times when called upon by the President.

At the end of each fiscal year, or upon any interim change of Treasurers, he shall prepare an annual or interim report which shall reflect an audit by a certified public accountant, or an internal audit committee as determined by the Board of Directors. At the expiration of his term of office, he shall deliver over to his successor all books, money, and other property in his charge, or in the absence of a successor, he shall deliver such properties to the President.

Article VII

BOARD OF DIRECTORS

SECTION 1. Authority and Responsibility: The governing body of this Corporation shall be the Board of Directors. The Board of Directors shall have supervision, control and direction of the affairs of the Corporation, its committees and publications; shall determine its policies of changes therein; shall actively prosecute its objectives and supervise the disbursement of its funds. The Board may adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may, in the execution of the powers granted, delegate certain of its authority and responsibility to the Executive Committee.

SECTION 2. Manner of Election and Term: The Initial Board of Directors in the Articles of Incorporation shall serve until the Initial Meeting of Directors, or any adjournments thereof. At that time, the Initial Board will determine the terms of office for each of the initial Board of Directors. Once so determined, any newly elected Board members will serve for a three (3) year

term. Should there be any vacancy, the remaining Directors shall elect a member to fill such vacancy for the remaining term of that directorship.

SECTION 3. Nominations: The Nominating Committee, acting in accordance with Article VIII, Section 1 of these By-Laws, will submit to the Board of Directors, at least sixty (60) days before the Annual Meeting, a minimum of two nominees to the Board of Directors who will be elected to serve a three (3) year term.

Nominations to the Board may also be made from the floor at the Annual Meeting. Directors shall be elected by a majority vote of the then number of Directors of the Board.

All nominees must have agreed to serve on the Board of Directors. The Board of Directors shall use a secret ballot for selecting all nominees for vacancies on the Board of Directors.

Directors standing for re-election shall not be members of the Nominating Committee in the year of their re-election.

SECTION 4. Quorum of the Board: At any meeting of the Board of Directors, no less two-thirds of the Board members shall constitute a quorum for the transaction of the business of the Corporation and any such business thus transacted shall be valid providing it is affirmatively passed upon by a majority of those present.

SECTION 5. Meetings of the Board: A regular meeting of the Board of Directors shall be held no less than quarterly during each administrative year at such time and at such place as the Board may prescribe. Notice of all such meetings shall be given to the Directors not less than fourteen (14) days before the meeting is held. Special meetings of the Board may be called by the President or at the request of any two (2) Directors, by notice mailed, delivered, telephoned or telegraphed to each member of the Board of Directors not less than seventy-two (72) hours before the meetings are held.

SECTION 6. Voting: Voting rights of a Director shall not be delegated to another nor exercised through proxy.

SECTION 7. Voting by Mail: Action taken by a mail ballot of the members of the Board of Directors, in which at least a majority of such Directors, in writing, indicate themselves in agreement, shall constitute a valid action of the Board if reported at the next regular meeting of such board.

SECTION 8. Vacancies and Removal: Any vacancy occurring on the Board of Directors between annual meetings shall be filled by a majority vote of the remaining Directors. A director so elected to fill a vacancy shall serve the unexpired term of his predecessor.

Any director, by notice in writing to the Board of Directors, may resign at any time. The Board of Directors may, in its discretion, by affirmative vote of two-thirds of its members, remove any director without assigning any cause.

SECTION 9. Compensation: No director or member of the Corporation shall receive any compensation from the Corporation, except for services rendered in furtherance of the purposes of the Corporation. The Board of Directors may institute such policies and procedures, from time to time, to provide for reasonable and fair compensation to a member or members of the Board of

Directors. However, if a director exceeds, directly or indirectly, the parameters set by the Board of Directors, such director shall cease to be a member of the Board of Directors.

Article VIII

COMMITTEES

SECTION 1. The Board shall appoint committees as are necessary and to discontinue same at its pleasure to provide advisory and support services to the Board of Directors.

- (a) Committee appointments shall be made by the Board at its annual meeting.
- (b) Committee appointments shall be made for a term of one year with renewable appointments.
- (c) Committee chairmen shall be elected from among the committee members themselves.

SECTION 2. Members of Board committees need not be members of the Board of Directors, though each committee will include at least one Board member.

Article IX

FINANCE

SECTION 1. Fiscal Period: The fiscal period of the Corporation shall be on a calendar year.

SECTION 2. Bonding: Trust or surety bonds shall be furnished by the President, Secretary, and Treasurer and such other officers or employees of the Corporation as the Board shall direct. The amount of such bonds shall be determined by the Board and the cost paid by the Corporation.

Article X

AMENDMENT OF ARTICLES OF INCORPORATION AND BY-LAWS

The Articles of Incorporation and these By-Laws may be amended, repealed, modified, in whole or in part, additions may be made thereto, or new Articles or By-Laws may be adopted by the affirmative vote by at least 51% of the members of the Board of Directors at any regular or special meeting called for that purpose, provided that written notice of the subject of such proposed action has been furnished to the Directors at least two weeks prior to such meeting. Notification of any changes to the Articles of Incorporation shall be furnished to the Internal Revenue Service, the Maryland State Department of Assessments and Taxation, and any other appropriate state or local agency.

Article XI

INDEMNIFICATION

The Corporation will pay on behalf of a person who is serving or has served as a Director or Officer of the Corporation, for any judgments, fines, liabilities, costs, amounts paid or payable in settlement, and expenses (including attorney's fees) actually and reasonable incurred by him or her in connection with the defense of any action, suit or proceeding in which he or she is made a party by reason of being or having been a Director or Officer of the Corporation, except in relation to matters as to which such person is adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. For purposes of the preceding sentence:

- a) "Action, suit or proceeding" shall include every action, suit or proceeding, civil, criminal, administrative, investigative, or other, and shall include any action, suit or proceeding that shall be otherwise terminated as against such Director or Officer without a final determination on the merits, if it shall be determined that such Director or Officer had not been negligent in his or her performance of duty, such determination to be made by a majority of the Directors who are not parties to such action, suit or proceeding, though less than a quorum, or by any one or more disinterested persons to whom the question may be referred by the Board of Directors;
- b) the right of payment and indemnification conferred thereby shall extend to any threatened action, suit or proceeding and the final determination on the merits;
- c) the termination of action, suit or proceeding by a plea of nolo contendere or other like plea shall not constitute a final determination on the merits;
- d) a judgment or conviction in any criminal action, suit or proceeding shall not constitute a determination of the person or persons so convicted has been negligent in the performance of his or her duties if it is determined by a majority of the Directors who were not a party thereto, though less than a quorum, or by one or more disinterested persons to whom the question may be referred by the Board of Directors, that the person or persons so convicted acted in good faith, or for a purpose for which he or she reasonably believed to be in the best interests of the Corporation and that he or she had no reasonable cause to believe his or her conduct was unlawful; and
- e) advances may be made by the Corporation against the costs, expenses and fees, as and upon the terms, determined by the Board of Directors. The Corporation shall pay on behalf of and indemnify an employee who is not an officer to the same extent that it does an Officer. The foregoing right of indemnification shall be exclusive of any other rights to which any Director or Officer may be entitled as a matter of law or which may be lawfully granted to them; and the indemnification hereby granted by the Corporation shall be in addition to and not in restriction or limitation of any other privilege or power which the Corporation may lawfully exercise with respect to the indemnification or reimbursement of Directors, Officers or employees.