

**BY-LAWS  
OF  
LEITERSBURG RURITAN COMMUNITY CENTER, INC.**

**ARTICLE 1  
OFFICES**

The principal office of the Corporation is located in Washington County, State of Maryland. The Corporation may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the Board of Directors ("Board"), may from time to time, designate.

**ARTICLE 2  
NONPROFIT PURPOSES**

Section 1: IRC Section 501(C)(3) Purposes and IRC 501(C)(3) Tax Exemption Provisions

This Corporation is organized exclusively for one or more of the purposes as specified in Section 501(c) (3) of the Internal Revenue Code.

Section 2: Specific Objectives and Purposes

The specific objectives and purposes of this Corporation shall be is organized as a charitable organization to benefit the Leitersburg community

Section 3: Limitations on Activities

No substantial part of the activities of this Corporation shall be the carrying on of lobbying activities, or otherwise attempting to influence legislation [except as otherwise provided in Section 501(h) of the Internal Revenue Code], and this Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these By-Laws, this Corporation shall not carry on any activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 4: Prohibition Against Private Inurement

No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this Corporation.

Section 5: Distribution of Assets

Upon the dissolution of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

**ARTICLE 3  
DIRECTORS**

Section 1: Powers

Subject to the provisions of applicable laws, the activities and affairs of this Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors (the "Board").

Section 2: Number of Directors

The number of directors constituting the entire Board of Directors shall not be less than two (2) nor more than eleven (11). The number of directors may be increased or decreased by amendment of the By-Laws, or by action of the Board as hereinafter provided. A majority of the entire Board may alter the number of directors set by the Articles of Incorporation or these By-Laws, provided that no decrease shall affect the tenure of office of any incumbent director, and provided further that there shall not be less than two (2) directors at all times.

Section 3: Place of Meetings

Meetings shall be held at the principal office of the Corporation unless otherwise provided by the Board or at such other place as may be designated from time to time by the Board of Directors.

Section 4: Regular Meetings

Regular meetings of Directors shall be held at least quarterly. The September quarterly meeting shall be the annual meeting of the Directors.

Section 5: Special Meetings

Special meetings of the Board of Directors may be called by the President, the Vice-President, or the Secretary, upon the written request of the President, or at least two (2) directors, or, if different, by the persons specifically authorized under the laws of Maryland to call special

meetings of the Board. Such meetings shall be held at the principal office of the Corporation or, if different, at designated by the person or persons calling the special meeting.

Section 6: Notice of Meetings

Unless otherwise provided by the Articles of Incorporation, these By-Laws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the Board of Directors:

(a) Regular Meetings. Seven (7) days notice shall be given of all regular meetings of the Board of Directors.

(b) Special Meetings. At least forty-eight hours prior notice shall be given by the Secretary to each director of each special meeting of the Board, unless the special meeting is called on emergency basis, in which case twenty-four hours notice shall be provided. Such notice may be oral or written, may be given personally, by first class mail, by telephone, by facsimile machine, or by electronic mail, and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting.

(c) Waiver of Notice. A Board of Directors member shall be considered to have waived notice of a meeting if the Board of Directors member attends the meeting or signs a waiver of the required notice.

Section 7: Quorum for Meetings

Except as may otherwise be required by law or the Articles of Incorporation, at any meeting of directors, the presence of at least sixty percent (60%) of the directors shall constitute a quorum.

Except as otherwise provided under the Articles of Incorporation, these By-Laws, or provisions of law, no business shall be considered by the Board at any meeting at which the required quorum is not present, and the only motion which the President shall entertain at such meeting is a motion to adjourn.

Section 8: Majority Action as Board Action

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 is the act of the Board of Directors, unless the Articles of Incorporation, these By-Laws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the Board. The Board may allow electronic transmission of votes.

Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if a unanimous written consent which sets forth the action is a)

signed by each member of the Board of Directors, and b) filed with the minutes of proceedings of the Board of Directors.

Section 9: Conduct of Meetings

Meetings of the Board of Directors shall be presided over by the President, or, in his or her absence, the Vice-President or, in his or her absence, by a director selected by those directors present. The Secretary shall act as secretary of all meetings of the Board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Members of the Board of Directors may participate in a meeting by means of conference telephone or similar communications equipment if all persons participating in the meeting can hear each other at the same time. Participation in a meeting by such means shall constitute presence in person at the meeting.

Section 10: Vacancies

Vacancies on the Board of Directors shall exist (a) on the death, resignation or removal of any director; (b) whenever the number of authorized directors is increased; and (c) whenever a director's term has expired.

Any director may resign effective upon giving written notice to the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation.

Directors may be removed from office, with or without cause, at any time by the affirmative vote of a majority of the Board of Directors.

Vacancies on the board shall be filled in the same manner as directors are originally appointed.

Section 11: Compensation

Directors shall serve without compensation except that they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

Section 12: Non-Liability of Directors

The directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

The Board of Directors reserves the right to adopt appropriate conflict of interest policies as necessary from time to time.

Section 13: Conflict of Interest

A member of the board may not vote on any matter under consideration by the Board if it involves the provision of services by such member (or by an entity that such member represents) or if the matter would provide direct financial benefit to such member or the immediate family of such member.

Section 14: Indemnification by Corporation of Directors and

The directors and officers of the Corporation shall be indemnified by the Corporation to the fullest extent permissible under the laws of the state of Maryland.

Section 15: Insurance for Corporate Agents

Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation (including a director, officer, employee or other agent of the Corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these By-Laws or provisions of law.

**ARTICLE 4  
OFFICERS**

Section 1: Designation of Officers

The officers of the Corporation shall be a President, a Vice-President, a Secretary, and a Treasurer. The Corporation may also have one or more Vice-Presidents, Assistant Secretaries, Assistant Treasurers, and other such officers with such titles as may be determined from time to time by the Board of Directors or the President.

Section 2: Duties of the President

The President shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation, or by these By-Laws, or which may be prescribed from time to time by the Board of Directors. The President shall preside at all meetings of the Board of Directors.

Section 3: Duties of the Vice-President

In the absence of the President, or in the event of his or her inability or refusal to act, 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 on, the President. The Vice-President shall have

other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these By-Laws, or as may be prescribed by the Board of Directors.

Section 4: Duties of Secretary

At the direction of the Board and consistent with prior practices, the Secretary shall have the oversight of:

Certifying and keeping at the principal office of the Corporation the original, or a copy, of these By-Laws as amended or otherwise altered to date.

Keeping at the principal office of the Corporation or at such other place as the Board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

Seeing that all notices are duly given in accordance with the provisions of these By-Laws or as required by law.

Being custodian of the records and of the seal of the Corporation and affix the seal, as authorized by law or the provisions of these By-Laws, to duly executed documents of the Corporation.

Exhibiting at all reasonable times to any director of the Corporation, or to his or her agent or attorney, on request therefor, the By-Laws, and the minutes of the proceedings of the directors of the Corporation.

In general, performing all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these By-Laws, or which may be assigned to him or her from time to time by the President and the Board of Directors.

Section 5: Duties of Treasurer

At the direction of the Board and consistent with prior practices, the Treasurer shall have oversight of:

The charge and custody of all funds and securities of the Corporation, and deposit all such funds in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

Receiving, and giving receipt for, monies due and payable to the Corporation from any source whatsoever.

Disbursing, or causing to be disbursed, the funds of the Corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

Keeping and maintaining adequate and correct accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

Exhibiting at all reasonable times the books of account and financial records to any director of the Corporation, or to his or her agent or attorney, on request therefor.

Rendering to the President and directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the Corporation.

Preparing, or causing to be prepared, and certifying, or causing to be certified, the financial statements to be included in any required reports.

In general, performing or overseeing all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the Corporation, or by these By-Laws, or which may be assigned to him or her from time to time by the Board of Directors.

#### Section 6: Qualifications

A director may also serve as officer of this Corporation.

#### Section 7: Election and Term of Office

Officers shall be elected by the Board of Directors at the annual board meeting, or at such other time as the board determines advisable, and each officer shall hold office for one year and until his or her successor shall be elected and qualified.

#### Section 8: Removal and Resignation

Any officer may be removed, either with or without cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

#### Section 9: Vacancies

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of the President, such vacancy may be filled temporarily by appointment by the President until such time as the Board of Directors shall fill the vacancy. Vacancies occurring in

offices of officers appointed at the discretion of the Board may or may not be filled as the Board shall determine in its discretion.

Section 10: Compensation

Officers shall receive compensation as determined by the Board of Directors. The officers shall also be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

**ARTICLE 5  
COMMITTEES**

The Corporation shall have such committees as may from time to time be designated by resolution of the Board of Directors. These committees may consist of persons who are not also members of the Board of Directors and shall act in an advisory capacity to the Board of Directors. Each committee of the Board of Directors shall serve at the pleasure of the Board of Directors. The recommendations of committees shall be presented at the next Board of Directors meeting in a form as determined appropriate by the President.

**ARTICLE 6  
EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS**

Section 1: Execution of Instruments

The Board of Directors, except as otherwise provided in these By-Laws, may by resolution authorize any officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 2: Checks and Notes

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Corporation shall be signed by the President and/or by other officers or employees as designated by the Board of Directors.

Section 3: Deposits

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



**ARTICLE 7**  
**CORPORATE RECORDS, REPORTS AND SEAL**

Section 1: Fiscal Year

The fiscal year of the Corporation shall be January 1<sup>st</sup> through December 31<sup>st</sup>, or such other period as may be fixed by the Board of Directors.

Section 2: Corporate Seal

The Board of Directors may adopt, use, and alter a corporate seal. Such seal shall be kept at the principal office of the Corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any, such instrument.

Section 3: Maintenance of Corporate Records

The Corporation shall keep at its principal office:

(a) Minutes of all meetings of directors and committees of the Board, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;

(b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;

(c) A copy of the Corporation's Articles of Incorporation and By-Laws as amended to date, which shall be open to inspection by the members, if any, of the Corporation at all reasonable times during office hours.

Section 4: Directors' Inspection Rights

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 and shall have such other rights to inspect the books, records and properties of this Corporation as may be required under the Articles of Incorporation, other provisions of these By-Laws, and provisions of law.

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.

**ARTICLE 8  
AMENDMENT OF BY-LAWS**

Except as may otherwise be specified under provisions of law, these By-Laws, or any of them, may be altered, amended, or repealed and new By-Laws adopted by approval of a majority of the Board of Directors.

**ARTICLE 9  
CONSTRUCTION AND TERMS**

If there is any conflict between the provisions of these By-Laws and the Articles of Incorporation of this Corporation, the provisions of the Articles of Incorporation shall govern.

Should any of the provisions or portions of these By-Laws be held unenforceable or invalid for any reason, the remaining provisions and portions of these By-Laws shall be unaffected by such holding.

All references in these By-Laws to the Articles Incorporation shall be to the Articles of Incorporation, or other founding document of this Corporation filed with an office of this state and used to establish the legal existence of this Corporation.

All references in these By-Laws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.