

**4TH AMENDED AND RESTATED
BY-LAWS
OF
GOLDEN MILE ALLIANCE, INC.**

**ARTICLE I
NAME AND LOCATION**

Section A. Name.

The name of this corporation shall be GOLDEN MILE ALLIANCE, INC. (the “**Corporation**”). The Corporation shall operate in a manner consistent with the provisions of these By-laws and the Corporation’s status as a non-profit organization under the laws of the State of Maryland and under the applicable provisions of the Internal Revenue Code of 1986, as amended.

Section B. Location.

The Corporation shall be located in the City of Frederick, Maryland. The Corporation’s mailing address shall be as determined by the Board of Directors from time to time.

**ARTICLE II
PURPOSES AND GEOGRAPHIC FOCUS AREA**

The purposes for which this Corporation is organized are to enhance, promote and preserve the vitality of the Golden Mile Business gateway for the benefit of Frederick, Maryland businesses, residents and visitors through the provision of educational programs and literature and by conducting charitable activities, offered to the public, which are designed to preserve the Golden Mile Business gateway as a healthy, economically vital center of commerce and social activity. In addition, the Corporation shall be organized to receive, administer and distribute funds in connection with any activities related to the above purposes; provided, however, that the Corporation shall only engage in activities that are in the purview of Section 501(c)3 of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law. The Corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office. The additional purposes for which the Corporation is organized are as set forth in the Articles of Incorporation. The primary geographic focus area for the Corporation shall be the “Golden Mile Small Area” approximately bound by U.S. 15 to the east, Bowers Road and the Summers farm to the west, Key Parkway to the north and the VFW property and the existing commercial uses fronting Route 40 (“**Golden Mile Small Area**”) to the south and those neighborhoods adjoining the Golden Mile Small Area. Additional efforts beyond the primary focus area may be undertaken as they relate to the purpose of the Corporation.

ARTICLE III
DIRECTORS

Section A. General Powers.

The business, property and affairs of the Corporation shall be managed under the direction of its Board of Directors (hereinafter sometimes referred to as the “**Board**” or “**Board of Directors**”). In addition to the powers expressly conferred upon them by these By-laws, the Board of Directors may exercise all the powers of the Corporation. The Board shall work in cooperation with the City of Frederick Office of Economic Development (or its successor or designee) and the Mayor and Board of Aldermen. From time to time, the Board of Directors may delegate to officers of the Corporation such powers and duties as it may see fit in addition to those specifically provided in these By-Laws. In carrying out the business and affairs of the Corporation, the Board of Directors may also assign tasks to employees of the City of Frederick Office of Economic Development (or its successor or designee). The Directors serving as such from time to time shall be the Members of the Corporation (hereinafter sometimes individually referred to as “**Director**” or “**Member**” or collectively as “**Directors**” or “**Members**”). The Board of Directors shall keep minutes of its meetings and a full account of its transactions.

Section B. Number and Class of Directors.

The number of Directors shall be an uneven number of no fewer than seventeen (**17**). The Board of Directors shall be composed of two (**2**) classes of Directors: voting (hereinafter referred to individually as “**Voting Director**” and collectively as “**Voting Directors**”) and non-voting Directors (hereinafter referred to individually as “**Non-Voting Director**” and collectively as “**Non-Voting Directors**”).

Section C. Voting Directors.

Voting Directors shall be elected from the following categories of individuals:

Four (**4**) Voting Directors shall be elected who are current residents of the Golden Mile Small Area; four (**4**) Voting Directors shall be elected who are owners of commercial businesses located within the Golden Mile Small Area or their designated authorized representative; and four (**4**) Voting Directors shall be elected who are owners of commercial property located within the Golden Mile Small Area or their designated authorized representative. Three (**3**) at-large Voting Directors shall be elected who are residents of Frederick County, who are owners of commercial businesses or commercial property located in Frederick County or their designated authorized representative. One (**1**) representative from the Board of Aldermen or his or her designated authorized representative and the Mayor or his or her designated authorized representative shall always be, without the need for election, Voting Directors (hereinafter referred to as “**City Voting Directors**”).

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Section D. Non-Voting Directors.

Non-Voting Directors shall be the following:

The Director of Economic Development for Frederick City, or his or her designated authorized representative; the Director of Planning for Frederick City, or his or her designated authorized representative; and the Chief of the Frederick City Police Department, or his or her designated authorized representative. Other Non-Voting Directors may be selected from time to time by a majority of the Voting Directors.

Section E. Elections.

Voting Directors shall be elected and installed by the Voting Directors holding office at the annual meeting of the Corporation in January. Except for the initial Voting Directors, who shall be appointed by the Mayor of Frederick City to organize and establish the Corporation, each Voting Director shall hold office for a term of two (2) years and until his/her successor shall have been elected and qualified. Voting Directors may be elected for two (2) additional two (2)-year terms if so elected by the Board. For the first annual meeting of the Corporation only, the initial Voting Directors shall be divided into three (3) approximately equal-sized groups, one third (1/3) of the Voting Directors to serve for an initial term of one (1) year or until the first annual election following their election, one third (1/3) to serve for an initial term of two (2) years or until the second annual election following their election and one third (1/3) to serve for an initial term of three (3) years or until the third annual election following their election, and in each case, until their successors shall be duly elected and shall qualify. No Voting Director shall serve more than two (2) consecutive full terms of office. Each Voting Director is eligible for re-election after an absence of twelve (12) months from the Board. At each future annual meeting of the Directors, the successors to the initial Voting Directors whose terms shall expire at that time shall be elected to hold office for a term of two (2) years, so that the term of office of one group of the initial Voting Directors shall expire in each year. Each Voting Director elected shall hold office until his or her successor had been duly elected and qualifies, until his or her death or until he or she has resigned or been removed pursuant to the applicable provisions of these By-Laws. The City Voting Director's seat on the Board is permanent and need not stand for election by the Voting Directors.

Section F. Annual and Regular Meetings.

An annual meeting of the Board of Directors shall be held during the month of January in each year, on a day and at a time and place to be determined by the President or the Directors. Regular meetings of the Board of Directors shall be held no less than bi-monthly.

The annual meeting of the Board of Directors shall be for the purpose of electing Voting Directors and Officers and for the transaction of general business. The annual meeting shall be open for the transaction of any business within the powers of the Corporation without special notice of such business, except when special notice is specifically required by statute or by the Articles of Incorporation. The Board's failure to hold an annual meeting at the designated time

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shall not invalidate the Corporation's existence or affect any otherwise valid corporate acts.

Regular meetings of the Board of Directors shall be open for the transaction of any business within the powers of the Corporation without special notice of such business, except when special notice is specifically required by statute or by the Articles of Incorporation. The Board's failure to hold a regular meeting at the designated time shall not invalidate the Corporation's existence or affect any otherwise valid corporate acts.

Section G. Special Meetings.

Special meetings of the Board of Directors may be called by the President or by a majority of the Directors subject to the provisions of Section I (Notice of Meetings) of this Article III. Unless otherwise indicated in the notice thereof, any and all business may be transacted at any special meeting and any Director may in writing waive notice of the time, place and objectives of any special meeting.

Section H. Place of Meetings.

The Board of Directors may hold its regular and special meetings at such place within or without the State of Maryland as it may from time to time determine.

Section I. Notice of Meetings.

Notice of the place, day and hour of every regular and special meeting shall be given to each Director:

1. By notice in writing mailed postage prepaid not later than the third day before the day set for the meeting and addressed to the Director's last known post office address according to the records of the Corporation; and/or
2. By telegraphic or electronic communication or by notice in writing delivered personally or left at the Director's residence or usual place of business not later than the second day before the day set for the meeting.

No notice of the time, place or purpose of any meeting need be given to any Director who attends the meeting without receiving notice or who waives such notice by written waiver, executed and filed with the Secretary for the records of the meeting either before or after such meeting.

Section J. Quorum.

A majority of the sitting Voting Directors of the Board (including the City Voting Directors) shall constitute a quorum for the transaction of business at every meeting; but if at any meeting there be less than a quorum present, a majority of those Voting Directors present may

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adjourn the meeting from time to time, but not for a period in excess of forty-five (45) days, without notice other than by announcement at the meeting, until a quorum shall attend. At any such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally called. Except as otherwise provided in the Articles of Incorporation or these By-Laws, the action of a majority of the Voting Directors present at a meeting at which a quorum is present shall be the action of the Board of Directors.

Section K. Vacancies.

Any vacancy for a Voting Director occurring on the Board of Directors or created by an increase in the number of Voting Directors may be filled by a vote of the majority of Voting Directors then remaining on the Board. The Board may fill a vacancy at any regular or special meeting, or defer this action until the annual election in January. A Voting Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office, not to exceed a total of two (2) years (except in the case of an initial Voting Director initially elected to a three (3) year term).

In the event of any vacancy for a Non-Voting Director occurring on the Board through death, resignation, disqualification, removal or other cause, a designated representative of the Board shall notify the organizations represented by the vacant Non-Voting Director seat. The Board representative shall request that the organization's members select a new Non-Voting Director to fill the vacancy. Any vacancy for a Non-Voting Director occurring on the Board created by an increase in the number of Non-Voting Directors may be filled by a majority vote of the Voting Directors.

Any Director may resign by submitting written notice of resignation to the Secretary.

Section L. Removal.

At any meeting of the Directors called for such purpose, any Voting Director may, by vote of a majority of the other Voting Directors, be removed from office, with cause, and another may be elected in the place of the person so removed to serve for the remainder of the removed Voting Director's term. If any Voting Director is absent for three (3) or more regularly scheduled meetings of the Board of Directors in any twelve (12)-month period, then such Director may be removed from office by vote of a majority of the other Voting Directors at any meeting of the Board of Directors, and the other Voting Directors may elect his/her successor.

Section M. Duties.

Each Director shall be expected to:

- Attend all Board meetings
- Serve on a standing committee of the Corporation
- Represent the Board at Board or Board-sponsored events

- Promote the best interests of the Corporation and the City of Frederick as set forth in the mission and purpose of the Corporation
- Assist as a volunteer at one or more of the Board or Board-sponsored events
- Attend all meetings of the Corporation when sitting as an advisory committee to the Mayor and Board of Aldermen

Section N. Compensation.

Directors shall receive no compensation for their services as such but may, by resolution of the Voting Directors, be allowed reimbursement for their expenses actually and reasonably incurred on behalf of the Corporation.

Section O. Informal Action by Directors.

Any action of the Board of Directors or any committee thereof may be taken without a meeting if consent in writing setting forth the action taken is signed or e-mailed by each Voting Director or each committee member and filed with the Secretary for the minutes of the Corporation.

Section P. 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 or video conference or similar communications equipment that allows all Directors or committee members participating in the meeting to hear each other at the same time (personally or by way of an interpreter for any hearing impaired Member) and participation by such means shall constitute presence in person at the meeting. Notwithstanding the foregoing, participation in Board or committee meetings by telephone, video conference or similar communications equipment shall not be permitted to occur unless at least five (5) of the Voting Directors or a majority of the committee members are physically present in one place at the meeting

Section Q. Voting Procedures and Proxies.

Voting shall occur in a manner consistent with the Board's approved policies and procedures. A Voting Director may designate another Voting Director to serve as his or her proxy in the event that the Voting Director must be absent from a meeting at which any vote may take place. Designation of a proxy must be in writing or by electronic medium (and in a format approved by the Voting Directors) provided to the Secretary at least two (2) days prior to the meeting otherwise such proxy shall not be deemed valid.

Section R. Director Orientation.

All new Directors or their authorized representatives, shall participate in an orientation

program familiarizing them with the goals and objectives of the Corporation and with their responsibilities as Directors.

ARTICLE IV
EXECUTIVE DIRECTOR

The Voting Directors may employ and manage an Executive Director, who shall manage the daily operations of the Corporation. The Executive Director shall be responsible for coordinating the implementation of the Corporation's policies, projects, events, and such other duties as the Voting Directors may require. The Executive Director shall receive for his or her services such compensation as may be determined by the Voting Directors. Personnel policies governing hiring, selection, removal and other personnel issues shall be governed by personnel policies adopted by a majority of the Voting Directors.

ARTICLE V
OFFICERS AND THEIR ELECTION

Section A. In General.

The elected officers of the Corporation shall be President, Vice President, Secretary, Treasurer, and the Immediate Past President, all of whom shall be Voting Directors of the Board of Directors at the time of their election, and whenever deemed advisable by the Board, one or more Co-Presidents, Assistant Secretaries, Assistant Treasurers and additional Vice Presidents.

Section B. Elections.

1. Any Voting Director of the Corporation shall be eligible to hold office.
2. Officers shall be elected in the month of November and be installed at the annual meeting in the month of January of the upcoming calendar year.
3. Officers shall be elected for a term of one (1) year. An officer may serve in a particular office for as long as the Board sees fit and elects him/her to hold the office.
4. Officers may be removed, with cause, by affirmative vote of a majority of the Voting Members of the Board of Directors.

Section C. President.

1. The President shall be the chief executive officer of the Corporation with general charge and control of all its business, affairs and property and shall preside at all Board of Directors' and Executive Committee meetings. The President shall be a non-voting member of all standing committees. The President may sign and execute all authorized contracts or other obligations in the name of the Corporation.

2. The President shall be chairperson of the Board of Directors and the Executive Committee.

3. The President shall be responsible, along with the Board of Directors, for the enforcement of the By-Laws and policies and procedures for the Corporation.

4. The President shall set the agenda for meetings of the Board.

5. Each Co-President shall have all of the same powers, responsibilities and voting rights as the President. The purpose of the Co-President office is to allow for the duties and responsibilities of President to be shared between and among more than one (1) Voting Director. It is the intention that each Co-President will work cooperatively together on all matters within the purview of the office of President but each will have an equal vote on all matters and on the Executive Committee. For the purposes of these By-laws, the term "President" shall be interpreted to include "Co-President" as the context may require.

Section D. Vice President.

1. The Vice President (or in the event that there is more than one (1) Vice President, the Vice Presidents in the order of their election or designated seniority) shall preside in the absence of the President. The Vice President shall be expected, but not required, to be nominated for Presidency upon completion of the President's final term of office. Any Vice President (unless otherwise provided by resolution of the Voting Directors) may sign and execute all authorized bonds, contracts, or other obligations in the name of the Corporation. Each Vice President shall have such other powers and shall perform such other duties as may be assigned to him/her by the Board of Directors or by the President. In case of the absence or disability of the President, the duties of that office shall be performed by any Vice President, and taking of any action by any such Vice President in place of the President shall be conclusive evidence of the absence or disability of the President.

2. The Vice President shall report regularly on matters pertaining to the membership affairs of the Corporation.

3. The Vice President (or in the event that there is more than one (1) Vice President, the Vice Presidents in the order of their election or designated seniority) shall assume the duties of the unexpired term of the current President or Co-President in case of resignation, incapacitation, removal, disqualification, or death.

Section E. Secretary.

1. The Secretary shall keep accurate records of each Board of Directors' and Executive Committee meetings. In his/her absence at any meeting, an assistant secretary or secretary *pro tempore* shall perform his/her duties thereat. The Secretary shall have custody of the

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Corporation's seal, if any, and shall affix the same to all instruments requiring it, when authorized by the Voting Directors or the President and attest the same.

2. The Secretary should submit a copy of the minutes to the President ten (10) business days after the meeting. The minutes should be written legibly or in typed form.
3. The Secretary shall keep accurate record of membership attendance and proxies.
4. The Secretary shall issue copies of the minutes to each Director from the previous meeting.
5. The Secretary shall notify the Directors of meetings and send out correspondence as directed by the President.
6. The Secretary shall read all incoming correspondence to the Directors.
7. The Secretary shall convey all outgoing correspondence concerning the Corporation and its activities and programs.
8. In general, the Secretary shall perform all the duties generally incident to the office of Secretary, subject to the control of the Board of Directors and the President.

Section F. Treasurer.

1. The Treasurer is responsible for overseeing, managing and administering the Corporation's budget and all of the funds and securities of the Corporation. The Treasurer shall be the chairperson of the Finance and Audit Committee. He/she will work closely with the designated staff member of the City of Frederick Office of Economic Development to administer the duties set forth in this Section F.
2. The Treasurer shall receive all funds and keep accurate record of funds received.
3. The Treasurer shall maintain the Corporation's bank account and act as one of the authorized signatures on the account. The Corporation's account shall be maintained under the federal identification number of the Corporation under the following designation: "Golden Mile Alliance, Inc."
4. The Treasurer shall maintain accurate records of the Corporation's and committees' budgets and shall have access to the books and records of the Corporation and committees.
5. The Treasurer shall issue receipts for funds received.

6. The Treasurer shall work closely with the President.
7. The Treasurer shall deposit, in such bank as the Voting Directors shall determine, all monies received.
8. The Treasurer shall be responsible for payment of all bills by check or cash upon submission of bills or written request of President as requested by the Board of Directors.
9. The Treasurer shall submit on a regular basis report of income and disbursements to the President, Board of Directors and at regular Directors' meetings.
10. The Treasurer shall make available all records including receipts and disbursements for audit forty-five (45) days after the closing of the Corporation's calendar year.
11. The Treasurer shall perform all the duties generally incident to the office of the Treasurer, subject to the control of the Board of Directors and the President.

Section G. Assistant Treasurer.

The President and Vice President shall serve as Assistant Treasurers with the power to perform all duties of the Treasurer in the absence or disability of the Treasurer. In case of the absence or disability of the Treasurer, the duties of the office shall be performed by any Assistant Treasurer, and the taking of any action by any such Assistant Treasurer in place of the Treasurer shall be conclusive evidence of the absence or disability of the Treasurer.

Section H. Immediate Past President.

The Immediate Past President shall be a member of the Executive Committee and shall act in an advisory capacity to the President and Board of Directors and continue to serve as a Voting Director for the remainder of his or her term on the Board.

Section I. Compensation.

Except as may be authorized by a resolution of the Voting Directors, no officers shall receive any compensation for their services as such but may, by resolution of the Voting Directors, be allowed reimbursement for their expense, actually and reasonably incurred on behalf of the Corporation.

Section J. Vacancies.

The Voting Directors at any regular or special meeting shall have the power to fill a vacancy occurring in any position of Officer, or if occurring between meetings of the Board of Directors.

ARTICLE VI
EXECUTIVE COMMITTEE

The Board of Directors, by resolution adopted by a majority of the sitting Voting Directors in office, may designate an Executive Committee consisting of the Officers of the Corporation. The Executive Committee, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation, except that such Committee shall have no authority to amend, alter or repeal the By-laws or the organizational policies and procedures, to elect, appoint or remove any Director or Officer of the Corporation, or to approve any charter document required to be filed with the State Department of Assessments and Taxation of Maryland. Unless authorized and approved by the Voting Directors (except as generally authorized in Section D of this Article VI), the Executive Committee shall not purchase, sell, lease, encumber, transfer, assign or in any other way acquire or dispose of real or personal property of the Corporation or on behalf of the Corporation. The Immediate Past President and the Executive Director shall be non-voting members of the Executive Committee.

Section A. Meetings.

The Executive Committee shall meet monthly to conduct Corporation business. Meetings may be called by the President, the Executive Director, or a majority of the Executive Committee.

Section B. Quorum.

A quorum of the Executive Committee shall consist of a majority of the sitting voting members of the Executive Committee.

Section C. Voting.

The vote of a majority of the sitting voting members of the Executive Committee at any duly constituted meeting shall be sufficient for any action by the Executive Committee.

Section D. Powers.

The Executive Committee shall:

- Advise the Executive Director in the administration of the Corporation.
- Authorize the expenditure of funds belonging to the Corporation (not to exceed \$500.00), subject to oversight from the Board of Directors.
- Investigate the circumstances pertaining to any alleged failure of an Officer or Director to fulfill the obligations of his or her office, and, if appropriate, to make a written recommendation to the Board of Directors.
- Establish such standing and *ad hoc* committees as may be advisable for carrying on the Corporation's affairs.

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- Deliberate and determine all matters, not specifically reserved to the Board of Directors or Officers either by these By-laws or by the vote of the Voting Directors. Appoint a parliamentarian to advise the Board and the Executive Committee on the conduct of meetings, voting procedures and *Robert's Rules of Order Newly Revised*.

Section E. Reporting.

The President, Executive Director, or other member of the Executive Committee shall report on Executive Committee activities at each meeting of the Board of Directors.

ARTICLE VII
COMMITTEES

The Board of Directors, by resolution adopted by a majority of the sitting Voting Directors in office, may designate from among its Directors various standing committees and the purposes/objectives/duties of each such committee, with each such committee consisting of such number of Directors as may be specified in the resolution.

Section A. Standing and Ad Hoc Committees.

The Corporation shall have a standing Executive Committee (as set forth in Article VI above), Finance and Audit Committee and Nominating Committee, and may have such other standing and ad hoc committees as determined by the Voting Directors as necessary to support the purposes and mission of the Corporation. These committees shall consist of no fewer than three (3) members, and shall have as chairperson a member of the Board of Directors of the Corporation who shall be responsible for directing and coordinating the affairs of the committee.

The Finance and Audit Committee shall be responsible for overseeing the operation and management of the Corporation's and the committees' budgets. The Treasurer of the Board of Directors will act as chairperson of this committee. The Finance and Audit Committee is responsible for communicating policies and procedures to ad hoc committee treasurers.

Section B. Committee Chairs.

Committee chair nominations will be submitted to the Board of Directors of the Corporation for final approval by vote of a majority of the Voting Directors. A Committee chair shall serve for a one (1) year term and until his or her successor shall have been elected and qualified. A committee chairperson may serve one (1) additional one (1) year term as chairperson, but may serve no more than two (2) consecutive terms. A Committee chairperson is eligible for re-election after an absence of twelve (12) months from the Committee Chair.

Committee chairs shall be responsible for managing committee meetings, assisting with meeting agendas, overseeing the annual budget to be submitted to the Finance and Audit Committee, and managing any events sponsored by the Board. A Committee chair is expected to

mentor his/her replacement Chairperson at the end of his/her term.

Section C. Vacancies and Removal.

In the event that any committee chair position becomes vacant, the Board of Directors of the Corporation may appoint a replacement by majority vote of the Voting Directors. The term of the newly elected committee chair begins when elected. The Voting Directors may remove any committee chair or committee member, with or without cause, by affirmative vote of a majority of the Voting Directors.

ARTICLE VIII
NOMINATING COMMITTEE

A Nominating Committee shall be formed to fill all vacancies on the Board of Directors whenever elections are held.

Section A.

The Nominating Committee shall consist of not less than three (3) Directors appointed by the Voting Directors from the Directors at a meeting of the Board.

Section B.

The Nominating Committee shall compile the election ballots and is responsible for organizing the election procedure.

Section C.

The Nominating Committee shall check Officers who may wish to serve an additional term according to the By-laws.

Section D.

The Nominating Committee must contact each nominee to be nominated in order to obtain his/her acceptance of the nomination.

Section E.

The Nominating Committee shall inform nominees of their basic responsibilities of the office.

Section F.

Additional names may be added from the floor for offices and also for filling vacancies but

all persons must give their consent for the nomination.

ARTICLE IX
CALENDAR YEAR

Section A. Calendar Year.

The Calendar Year of the Corporation shall commence on July 1, and end on June 30 of each year.

ARTICLE X
ELECTION (VOTING PROCEDURE)

Section A.

Two (2) assigned members of the Nominating Committee will count the voting membership. The total shall be announced to the Board of Directors.

Section B.

Voting is by secret ballot unless by majority vote of the Voting Directors, voting is allowed by affirmation.

Section C.

The candidate with the majority of votes cast for each office shall be declared the winner.

Section D.

The Nominating Committee chairperson will decide whether time permits for tally to be recorded in session or whether the tellers will retire to another location.

ARTICLE XI
PARLIAMENTARY AUTHORITY

Authority for and procedure under these By-laws shall be generally guided by *Roberts Rules of Order Newly Revised* and the Parliamentarian shall advise the President on all matters of procedure and order of business. Procedural matters shall be generally guided by the most recent edition of *Robert's Rules of Order Newly Revised*, provided that nothing shall be decided or acted upon in contravention of these By-laws, it being the intention of these By-laws to facilitate the orderly management and administration of the business and affairs of the Corporation and carry out its purposes and mission while promoting individual creativity, the free exchange of ideas, and the full utilization of the experience, skills and talents of its Members and interested participants and stakeholders.

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ARTICLE XII
AMENDMENT OF BY-LAWS

These By-laws or any provision hereof, may be amended, altered or repealed or additional By-laws created during a regular or special meeting by a two-thirds (**2/3**) vote of the sitting Voting Directors in office provided that a summary of any such proposed amendments is provided in the notice to the Directors under Article III, Section I above and further provided that no such action shall be taken if it would in any way adversely affect the Corporation's qualifications under Section 501(c)(3) of the Internal Revenue Code or corresponding sections of any prior or future law. A true and accurate copy of amended By-laws shall be attached to the minutes from the meeting in which they were changed.

ARTICLE XIII
INDEMNIFICATION AND EXONERATION

Section A.

To the maximum extent permitted by the Maryland statutory and decisional law, as amended and interpreted, including but not limited to the indemnification provisions of Title 2 of the Corporations and Associations Article of the Annotated Code of Maryland, as from time to time amended (collectively "**Maryland General Corporation Law**"), the Corporation shall indemnify and advance expenses to its currently acting and its former Directors, Officers, agents and employees in connection with a proceeding to the fullest extent permitted by Maryland General Corporation Law. With respect to an employee or agent, other than a Director or Officer of the Corporation, the Corporation may, as determined by the Voting Directors, indemnify and advance expenses to such employee or agent in connection with a proceeding to the extent permitted by and in accordance with the Maryland General Corporation Law; provided, however, such indemnification shall only be to the extent permitted of organizations that are exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code.

Section B.

To the fullest extent permitted by Maryland General Corporation Law, no Director or Officer of the Corporation shall be personal liable to the Corporation or its Members for money damages; provided, however, the foregoing limitation of Directors' and Officers' liability shall only be to the extent permitted of organizations which are exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code. No amendment of the Articles of Incorporation or repeal of any of its provisions shall limit or eliminate the benefits provided to Directors and Officers under this provision with respect to any act or omission which occurred prior to such amendment or repeal.

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Section C.

Except to the extent prohibited by law, the indemnification provided herein shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under the Articles of Incorporation, any by-law, agreement, vote of disinterested Voting Directors or otherwise, both as to action in his or her official capacity and as to action in any other capacity while holding office, and shall continue as to a person who has ceased to be a Director, Officer, employee, or agent of the Corporation and shall inure to the benefit of the heirs, personal and legal representatives of such person.

ARTICLE XIV
INSURANCE

The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee or agent of the Corporation, or who, while a Director, Officer, employee or agent of the Corporation is or was serving at the request of the Corporation and in any capacity, against liability, asserted against and incurred by such person in such capacity or arising out of such persons' position, whether or not the Corporation would have the power to indemnify him or her against such liability under the provision of this Article.

ARTICLE XIV
SEAL

In the event that the President shall direct the Secretary to obtain a corporate seal, the corporate seal shall be circular in form and shall have inscribed thereon the name of the Corporation, the year of its organization and the word "Maryland". Duplicate copies of the corporate seal may be provided for use in the different offices of the Corporation but each copy thereof shall be in the custody of the Secretary of the Corporation.

ARTICLE XV
NON-DISCRIMINATION

The Corporation shall not discriminate against any person on the basis of age, sex, race, color, national origin, sexual or affection preference, disability, or political or religious opinion or affiliation in any of its policies, procedures or practices.

By-laws, Approved 11-15-11
Amended and Restated Bylaws, Approved August ____, 2012
2nd Amended and Restated Bylaws, Approved September ____, 2013
3rd Amended and Restated Bylaws, Approved November 10, 2015
4th Amended and Restated Bylaws, Approved April 18, 2017