

Adopted as of November 11, 2014

**BYLAWS
OF
FRANKLINTOWN COMMUNITY ASSOCIATION, INC.

(A Nonstock Corporation Under the Laws of Maryland)**

ARTICLE I. OFFICES

The principal office of Franklintown Community Association, Inc. (hereinafter referred to as the "Corporation") shall be located within or without the State of Maryland at such place as the board of directors (the "Board") shall designate. The Corporation may maintain additional offices at such other places as the Board may designate. The Corporation shall have and continuously maintain a registered office within the State of Maryland (which may be identical to any other office of the Corporation) at such place as may be designated from time to time by the Board.

ARTICLE II. PURPOSES

The purpose of the Corporation is to promote community integration, prevent community deterioration, and generally to maintain, improve, and protect the community in order to enhance the quality of life for all in the community.

ARTICLE III. MEMBERSHIP

Section 1. Membership

Members of the Corporation shall be all persons, eighteen (18) years of age or older, who reside and/or own property or a business within the Boundaries (as hereinafter defined (each a "Member")). A Member that meets the criteria set by the Board and is current on any membership dues is referred to as a "Member in Good Standing." The Members in Good Standing shall have the right to vote for directors at duly called annual meetings.

Section 1.1. Boundaries

The Corporation boundaries (the "Boundaries") as as follows:

North: Windsor Mill Road from the west at Lorraine Park and to the east at Dickey Hill Elementary/Middle School, and including the University of Maryland Rehabilitation & Orthopaedic Institute, North Forest Park Avenue to the 2100 block, and the streets north of Windsor Mill Road between Mosby Road on the east, and the Hebrew Young Men's Cemetery on the west

East: Leakin Park Boundary

South: Security Boulevard

West: Lorraine Park on the south side of Windsor Mill Road and the Hebrew Young Men's Cemetery on the north side of Windsor Mill Road

Section 2. Dues

Annual membership dues shall be set by the Board and shall be assessed and collected as a condition of membership.

Section 3. Annual Membership Meeting.

The Corporation shall hold an annual meeting of its Members to elect directors and to transact any other business within its powers, either during the months of May or June, but not later than the 30th of June as shall be set by the Board. Except as the Charter or statute provides otherwise, any business may be considered at an annual meeting without the purpose of the meeting having been specified in the notice. Failure to hold an annual meeting does not invalidate the Corporation's existence or affect any otherwise valid corporate acts.

Section 4. Special Meeting.

At any time in the interval between annual meetings, a special meeting of the Members may be called by the Chairman of the Board or the President.

Section 5. Place of Meetings.

Meetings of Members shall be held at such place in Maryland as is set from time to time by the Board.

Section 6. Notice of Meetings; Waiver of Notice.

Not less than ten (10) nor more than ninety (90) days before each Members' meeting, the Secretary shall give written notice of the meeting to each Member. The notice shall state the time and place of the meeting and the purpose of the meeting. Notice is given to a Member when it is personally delivered to the Member, mailed to the Member at the Member's address as it appears on the records of the Corporation, or delivered via e-mail to the Member's e-mail address as it appears on the records of the Corporation. Notwithstanding the foregoing provisions, each Member who is entitled to notice waives notice if such Member before or after the meeting signs a waiver of the notice which is filed with the records of Members' meetings, or is present at the meeting in person. Any meeting of Members, annual or special, may adjourn from time to time to reconvene at the same or some other place, and no notice need be given of any such adjourned meeting other than by announcement.

Section 7. Quorum; Voting.

Unless statute or the Charter provides otherwise, at a meeting of Members the presence in person of Members in Good Standing entitled to cast a 10% of all the votes entitled to be cast at the meeting constitutes a quorum and a majority of all the votes cast at a meeting at which a quorum is present is sufficient to approve any matter which properly comes before the meeting. In the absence of a quorum, the Members in Good Standing present in person by majority vote and

without notice other than by announcement may adjourn the meeting from time to time 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 notified.

Section 8. General Right to Vote; Proxies.

Each Member in Good Standing is entitled to one vote on each matter submitted to a vote at a meeting of Members. In all elections for directors, each Member in Good Standing may vote for as many individuals as there are directors to be elected. A Member in Good Standing must vote in person. There shall be no proxy voting.

Section 9. List of Members.

At each meeting of Members, a full, true, and complete list of all Members entitled to vote (i.e., Members in Good Standing) at such meeting, certified by the Secretary, shall be furnished by the Secretary.

Section 10. Conduct of Voting.

At all meetings of Members, unless the voting is conducted by inspectors, the ballots shall be received, and all questions touching the qualification of voters and the acceptance or rejection of votes shall be decided, by the chairman of the meeting. A simple majority of the present quorum shall be all that is necessary to carry a motion.

Section 11. Informal Action by Members.

Any action required or permitted to be taken at a meeting of Members in Good Standing may be taken without a meeting if there is filed with the records of Members meetings an unanimous written consent which sets forth the action and is signed by each Members in Good Standing entitled to vote on the matter.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. Power of Board.

The business and affairs of the Corporation shall be managed by the Board. All powers of the Corporation may be exercised by or under authority of the Board.

Section 2. Number and Qualification of Directors.

The minimum number of directors of the Corporation shall be three (3), subject to increase or decrease as hereinafter provided. Upon a vote of two-thirds of the Board, the number of directors fixed by the Charter or by the Bylaws may be increased to not more than fifteen (15) or decreased to not less than two (2) provided that the tenure of office of no director shall be affected thereby. All directors must be Members of the Corporation in good standing.

Section 3. Election and Term of Directors.

All persons serving as directors of the Corporation shall, in the conduct of the affairs of the Corporation, owe a duty of good faith and loyalty to the Corporation. At each annual meeting of the Members, the Members in Good Standing shall elect or re-elect the directors, each director to hold office, except as otherwise provided in Article IV, Sections 5 and 6, for a term of one year until the next annual meeting of the Members and until his or her successor has been elected and qualified.

Section 4. Vacancies and Newly-Created Directorships.

Newly-created directorships, resulting from an increase in the number of directors, and vacancies occurring in the Board for any reason, may be filled by vote of the Board at any annual or special meeting. A director elected to fill a vacancy shall hold office until the next Annual Membership Meeting until his or her successor is elected and qualified. A director elected by the Board to fill a vacancy which results from the removal of a director shall serve for the balance of the term of the removed director.

Section 5. Removal of Directors.

Except as otherwise provided by law, any one or more of the directors may be removed with or without cause at any time by affirmative vote of two-thirds (2/3) of the then directors entitled to vote in elections of directors. The vacancy caused by a removal of a director shall be governed by the provisions of Article IV, Section 4.

Section 6. Resignation.

Any director may resign at any time upon written notice to the President of the Corporation. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, no acceptance of such resignation shall be necessary to make it effective. If no time for such resignation to take effect is specified in the notice of resignation, such notice shall be effective at the time of acceptance as determined by the Corporation's President.

Section 7. Quorum of Directors and Action by Board.

Unless a greater proportion is required by law or by the Charter, a majority of the Board then in office shall constitute a quorum for the transaction of business, and, except as otherwise provided by law or by the Charter or these Bylaws, the action of a majority of the Board then in office shall be the action of the Board. Each director shall have one vote.

Section 8. Meetings of the Board.

An annual meeting of the Board shall be held each year, at such time and place as shall be fixed by the Board, for the transaction of such business as may properly come before the Board. Regular meetings of the Board shall be held at such times as may be fixed by the Board. Special meetings of the Board may be held at any time whenever called by the President of the Corporation or by any director. Unless otherwise restricted by the Charter, members of the Board may participate in a meeting by means of a 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 these means constitutes presence in person at the meeting.

Section 9. Location of Meetings of the Board.

Meetings of the Board may be held at any place within or outside of the State of Maryland as may be fixed in the notice of meeting for regular or special meetings. Meetings may be held by means of a conference telephone or similar communications equipment if all persons participating in the meeting can hear each other at the same time.

Section 10. Notice of Meetings of the Board.

Written notice of regular and annual meetings of the Board shall not be required. Written notice of special meetings of the Board shall state the date, place and hour of the meeting and shall be given not less than ten (10) days or more than forty-five (45) days prior to the date of the meeting. A notice, or waiver of notice, need not state the business to be transacted at, or the purpose of, any regular or special meeting of the Board. Notice of a meeting of the Board need not be given to any director who (i) signs a waiver of the notice which is filed with the records of the meeting, or (ii) is present at the meeting.

Section 11. Informal Action by Directors.

Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if a unanimous written consent which sets forth the action is (i) signed by each member of the Board and (ii) filed with the minutes of proceedings of the Board.

Section 12. Compensation.

The directors of the Corporation shall serve without compensation, and the Board by resolution may authorize the payment of reasonable expenses incurred by directors in the performance of their duties and in accordance with applicable law.

ARTICLE V. OFFICERS

Section 1. Election.

Officers of the Corporation shall be a President, Vice President, Treasurer, Secretary, and such other officers as the directors may designate. At each annual meeting of the directors, the directors shall elect by majority vote the officers, each officer to hold office for a term of one year until the next annual meeting of the directors and until his or her successor has been elected and qualified. A person may hold more than one office in the Corporation, but may not serve concurrently as both President and Vice President of the Corporation. A person who holds more than one office in the Corporation may not act in more than one capacity to execute, acknowledge, or verify an instrument required by law to be executed, acknowledged or verified by more than one officer.

Section 2. Vacancies.

Any vacancy that may occur in any office shall be filled by the person receiving a majority vote of the Board.

Section 3. Resignation.

Any officer may resign at any time upon written notice to the Board of Directors of the Corporation. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, no acceptance of such resignation shall be necessary to make it effective. If no time for such resignation is specified in the notice of resignation, such notice shall be effective at the time of acceptance as determined by the Board.

Section 4. President.

The President shall preside at meetings of the Board; shall be the chief executive officer of the Corporation; shall perform all duties delegated by the Board and shall perform such other duties as are necessarily incident to the office of President.

Section 5. Vice President.

The Vice President (if any) shall manage and conduct the activities of the Corporation as directed by the President. If the President is absent or disabled, the duties of the President shall be performed by the Vice President.

Section 6. Treasurer.

The Treasurer shall be the chief financial officer of the Corporation and shall supervise all of its fiscal affairs.

Section 7. Secretary.

The Secretary shall be the custodian of the corporate records and corporate seal, if any, of the Corporation, see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law, and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the Board and shall sign such documents on behalf of the Corporation as may require the signature of the Secretary.

Section 8. Assistant Officers.

The Board may elect one or more Assistant Secretaries and one or more Assistant Treasurers. Each such Assistant Secretary and Assistant Treasurer shall hold office for such period and shall have such authority and perform such duties as the Board may prescribe.

Section 9. Removal of Officers.

Any officer may be removed by the Board when, in the Board's judgment, the best interests of the Corporation will be served thereby. Removal of an officer shall be without prejudice to his contract rights, if any, provided, however, that the election or appointment of an officer shall not of itself create contract rights.

ARTICLE VI. DISBURSEMENTS

Disbursements shall be made by the Corporation only by the President, Vice President or Treasurer; provided, however, that such officers may delegate, from time to time, such responsibilities as each such officer deems appropriate. For this purpose, signing a check to make a disbursement shall be deemed written consent to the disbursement. Notwithstanding the foregoing, the Board of Directors must give approval for disbursements of Fifty Dollars (\$50.00) or greater.

ARTICLE VII. MISCELLANEOUS

Section 1. Fiscal Year.

The fiscal year of the Corporation shall begin January 1 and end December 31 or such other period as may be fixed by the Board.

Section 2. Books and Records.

The Corporation shall keep correct and complete books and records of account, the activities and transactions of the Corporation, minutes of the proceedings of the Board and any committee of the Corporation, and a current list of the directors and officers of the Corporation. Any of the books, minutes and records of the Corporation may be in written form or in any other form convertible into written form within a reasonable time.

Section 3. Indemnification and Insurance.

To the maximum extent permitted by the laws of the State of Maryland in effect from time to time, and subject to compliance with any procedures and other requirements prescribed by said laws, any person who is or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she (i) is or was a Member, director or officer of the Corporation or of a predecessor of the Corporation, or (ii) is or was a Member, director or officer of the Corporation and is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, other enterprise, or employee benefit plan, shall be indemnified by the Corporation against judgments, penalties, fines, settlements and reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with such action, suit or proceeding, or in connection with any appeal therein (which reasonable expenses may be paid or reimbursed in advance of final disposition of any such suit, action or proceeding). Such indemnification shall not apply in any instance where the same is inconsistent with applicable law. Neither the amendment nor repeal of this Article VII, Section 3, nor the adoption or amendment of any other provision of the Bylaws or Charter of the Corporation inconsistent with this Article VII, Section 3, shall apply to, or affect in any respect, the applicability of this Article VII, Section 3 with respect to any act or failure to act which occurred prior to such amendment, repeal or adoption. The foregoing right of indemnification and advancement of expenses shall not be deemed exclusive of any other rights of which any officer or director of the Corporation may be entitled apart from the provisions of this Article VII, Section 3. The Board may authorize the purchase

of insurance on behalf of any director, officer, employee, or agent of the Corporation or any person serving at the request of the Corporation as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, other enterprise, or employee benefit plan to cover any liability asserted against and incurred by such person arising out of such person's position, whether or not the Corporation would have the power to indemnify such person against that liability under law. If any part of this Article VII, Section 3 shall be found in any action, suit, or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

ARTICLE VIII. AMENDMENTS

Amendments to the Articles of Incorporation and to the Bylaws shall only be made by a majority vote of the Board.

ARTICLE IX. CONFLICT OF INTEREST

A conflict of interest policy has been adopted by the Corporation.

I, the undersigned, being Secretary of the Corporation, hereby certify that the above is a true, complete and accurate copy of the Bylaws adopted by the Members.



Secretary



Date