

**BYLAWS**  
**OF**  
**NEW HOPE COMMUNITY PARTNERSHIP, INC.**

**ARTICLE I**  
**Name and Formation**

Section 1.1. Name. The name of this Corporation is and shall be New Hope Community Partnership, Inc. (the “Corporation”).

1.2. Formation. The Corporation was formed and incorporated as a non-profit, non-stock corporation in the State of Maryland on April 7, 2016. The Articles of Incorporation were executed on April 7, 2016 and accepted for recordation by the State of Maryland Department of Assessments and Taxation on April 8, 2016.

**ARTICLE II**  
**Mission Statement and Purposes**

2.1. Mission Statement. The Mission Statement of the Corporation is and shall be:

To promote the physical, emotional and spiritual development and to improve the quality of life of the residents of the City of Brunswick and surrounding areas.

2.2. Purposes. In addition to those stated in the Articles of Incorporation, the purposes of the Corporation shall also be:

To establish and operate a community center for the benefit of the residents of the City of Brunswick, and surrounding areas, and for community organizations thereof.

**ARTICLE III**  
**Non-Profit Nature of the Corporation and Limitation on Activities**

3.1. Non-Profit Status. The Corporation is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. No portion of the net earnings of the Corporation will inure to the benefit of or be distributed to any private individuals. No substantial part of the activities of the Corporation will be carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation will not participate in, or intervene in (including the publishing of distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these articles, the Corporation will not carry on any other activities not permitted for a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986.

## **ARTICLE IV**

### **Offices**

**4.1. Principal Offices.** The principal office of the Corporation will be located in the State of Maryland as determined by the Board of Directors.

**4.2. Other Offices.** The Corporation may also have offices at other places, both within and without the State of Maryland, as the Board of Directors may from time to time determine or the business of the Corporation may require.

## **ARTICLE V**

### **Members**

**5.1. Members.** The Corporation shall have no members. In the event, however, that a governmental entity or a provision of law requires same, the Board of Directors of the Corporation (hereinafter “Directors” or “Board”) shall constitute the members of the Corporation.

## **ARTICLE VI**

### **Board of Directors**

**6.1. Power and Authority.** The control and management of the affairs and business of the Corporation shall be vested in the Board of Directors. The Board of Directors may exercise all powers of the Corporation and do all lawful acts and things as are not prohibited by statute or by the Articles of Incorporation or these Bylaws.

**6.2. Classes.** There shall be only one class of Directors.

**6.3. Number and Qualification.** Subject to the provisions of Section 6.4 of this Article, the number of Directors will be seven (7). No decrease or increase in the number of Directors will have the effect of shortening the term of any incumbent Director. Each Director shall be a natural person at least 18 years of age who need not be a resident of Maryland.

**6.4. Composition and Term.** The Board of Directors shall be selected in the following manner:

**6.4.1.** Three (3) Directors shall be members of New Hope United Methodist Church of Greater Brunswick (hereinafter “NHUMCGB”), or its lawful successor, duly selected and appointed to the Board of Directors of the Corporation by the members of NHUMCGB. Directors appointed by NHUMCGB, shall serve a term of three (3) years and may be appointed to serve up to three (3) consecutive terms. Vacancies shall be filled for the balance of the term by appointment of the members of NHUMCGB.

**6.4.2.** One (1) Director shall be the serving senior or lead Pastor of NHUMCGB, or its lawful successor, by virtue of his/her office. His/her term shall coincide with the term of his/her appointment as senior or lead Pastor of NHUMCGB by the Baltimore-Washington Conference of the United Methodist Church (hereinafter the “B-W Conference”).

6.4.2.1. Said Director may designate another person, acceptable to the Board, to serve in his/her place by providing written notification of same to the Board, provided that said designee is not already a Director. The Pastor's designee shall have the same power and authority of other Directors. The Pastor may substitute his/her designee, from time to time, by providing written notification to the Board. Designation provided by this subsection shall expire with the appointment of new lead or senior Pastor to NHUMCGB by the B-W Conference.

6.4.2.2. In the event that a vacancy exists in the office of Pastor of NHUMCGB, then the congregation of NHUMCGB shall appoint a Director to serve temporarily until a new Pastor is appointed and takes his/her seat on the Board.

6.4.3. The remaining three (3) Directors shall be elected by existing Directors and shall be persons who are or have served the residents of the greater Brunswick area, churches, community organizations, government, business, or undertaken other worthy endeavors as determined solely by the Board. Said Directors shall hold office for a term of three years or until a successor is duly elected. Said Directors may be elected to up to three (3) consecutive terms.

6.5. Removal. With the exception of the Director serving pursuant to section 6.4.2 of this article, a Director may be removed from office, with or without the assignment of any cause, by a vote of the majority of the Directors in office. A vote for removal may occur at a meeting of the Board convened in compliance with these Bylaws, provided that written notice of the intention to consider removal of such Director has been included in the notice of the meeting. No Director shall be removed without having the opportunity to be heard at such meeting. The Board of Directors shall adopt such rules for this hearing as it may in its discretion consider necessary for the best interests of the Corporation.

6.6. Resignation. A Director may resign by submitting a written instrument of resignation to the President or to the other Directors, if the resigning Director is serving as the President.

## **ARTICLE VII**

### Officers of the Board

7.1. Election. The Officers of the Board shall consist of President, Vice President, Secretary and Treasurer and such additional officers as the Board may from time to time appoint. The Officers shall be elected by the Board, from among the Directors, at the first meeting of the Board and subsequent meetings of the Board as necessary.

7.2. Terms. Officers shall serve a term of two (2) years and until their successors are elected, or until they are removed. No officer shall serve more than three (3) consecutive terms in the same office.

7.3. Vacancies. Any vacancy occurring in any office, for whatever reason, shall be filled by the Board and any Director so elected shall fulfill the term of his/her predecessor.

7.4. Removal. An officer may be removed from office, with or without cause, as determined by a two-thirds (2/3) majority vote of the Board present at any meeting at which there is a quorum.

7.5. Resignation. An officer may resign by submitting a written resignation to the President, or to the other Directors, if the resigning officer is the President and does not constitute resignation from the Board.

7.6. Authority and Duties. The Officers shall have the authority and responsibility delegated by the Board as follows:

7.6.1. President. The President will be chief executive officer of the Corporation and will have general and active management of the business of the Corporation. The President shall preside at and conduct all meetings of the Board and of the Executive Committee. Except as provided for herein to the contrary or unless the Board votes to the contrary, the President shall set the order of business or agenda for all meetings of the Board and Executive Committee. The President may sign all agreements, bonds, mortgages, deeds and other contracts in the name of the Corporation after they have been approved by the Board, serve as the representative of the Corporation, or designate others to do so, in meetings and discussions with other organizations and agencies, and otherwise perform all of the duties which are ordinarily the functions of the office, or which are assigned by the Board.

7.6.2. Vice President. The Vice President shall perform the duties of the President if the President is unable to do so or is absent; perform such other tasks as may be assigned by the Board and, at the request of the President, assist in the performance of the duties of the President.

7.6.3. Secretary. The Secretary shall keep accurate records and minutes of all meetings of the Corporation, make available minutes of the previous meeting and distribute them in advance of each meeting; cause to be delivered all notices of meetings to those persons entitled to vote at such meeting; and maintain the minutes and a current listing, with contact information of the Directors at the office of the Corporation and/or other place as designated by the Board.

7.6.4. Treasurer. The Treasurer shall ensure there is timely and adequate management of financial resources and reporting to enable the Board to monitor the Corporation's financial resources. The treasurer shall advise the Board of any significant financial matters that require action by the Board. If required, the treasurer shall ensure that the Board engages a qualified auditor for an annual examination of the financial statements. The Treasurer shall serve as a member and chair of the Finance Committee.

7.6.5. Other Officers. Other Officers appointed by the Board shall perform such duties as may be specified in writing by the Board or by officers given authority over them.

## **ARTICLE VIII** Board Meetings

8.1. Annual Meeting. The Annual Meeting of the Board of Directors of the Corporation shall be held at such date and time as determined by the Board.

8.2. Regular Board Meetings. Regular meeting of the Board shall be held at least quarterly and may be scheduled more often by the President.

8.3. Special Meetings. Special meetings of the Board shall be held at any time, at any place when called by the President or by at least three (3) Directors, or twenty-five percent (25%) of

the Directors, whichever is greater. Business transacted at special meetings shall be confined to the purposes of the meeting stated in the notice of the meeting.

8.4. Notice of Meetings. Notice of regular Board meetings, including annual meetings, shall be in writing and delivered at least 10 days before the day of the meeting to all Directors. Notices of special meetings shall state that it is a special meeting being called and may be given orally or in writing at least 48 hours prior to the meeting time. Written notice of meetings may be delivered by electronic transmission. Failure of notice to any Director shall not invalidate the meeting or any action taken at the meeting.

8.5. Executive Session. At any meeting of the Board, where a quorum is present, the Board may, by a majority vote, decide to enter an executive session in which only voting Directors and other persons invited by the Board may be present. The decision to enter executive session shall be recorded in the minutes and actions taken may be recorded the minutes. Executive session minutes may be kept separately and confidentially, and need not include the discussion, only actions taken.

8.6. Quorum. At meetings of the Board, a quorum shall consist of a simple majority or fifty percent (50%) plus one (1) of the Directors then serving, present in person including as defined in Section 7.8 below.

8.7. Voting. Except as otherwise provided in the Bylaws, decision of the Board shall be by vote of a majority (fifty percent (50%) plus one (1) of those present assuming a quorum), but not less than one-third (1/3) of the Directors then serving. Each Director shall have one vote, including the President or other Director serving as chair pro tempore. Directors may vote in person or as provided for in Section 7.8 below. There shall be no proxy voting.

8.8. Telephone and Electronic Participation. Directors may participate in Board meetings and vote on matters discussed herein, by means of a conference telephone, video conferencing, or similar communication equipment by means of which all persons participating in such meeting can hear each other at the same time. Participation by such means shall constitute in person presence of the Director at the meeting. Participation via telephone or video conference shall be duly noted in the minutes of the meeting.

8.9. Action Without a Meeting. Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all Directors or any such committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the Directors or any such committee shall be filed with the minutes of the proceedings of the Board or such committee.

8.10. Meeting Procedure. The President shall preside at all meetings of the Board. If absent, the Vice President shall serve as chair and preside over the meeting. If both the President and Vice President will be absent from a meeting, then the President shall designate a Director to serve as chair pro tempore and preside over the meeting.

8.10.1. The rules contained in the current edition of *Robert's Rules of Order, Newly Revised*, shall govern the meetings of the Board and committees thereof, in all cases to which they are applicable and in which they are not inconsistent with these Bylaws, the

Articles of Incorporation, provisions of law, resolutions and special rules of order the Corporation may adopt.

## **ARTICLE IX** Committees

9.1. Committees. The Board of Directors, by resolution adopted by a majority of the full Board of Directors, may designate from among its Directors one or more committees. Committees may be formed on an ad-hoc basis or may be a standing committee as provided for in the resolution. The President will select and appoint the members and the Chair of all committees, unless otherwise specified herein. The President shall service as a voting ex officio member of all committees. The President may appoint to committees persons who are not Directors. The President may remove non-Directors from committees for any reason, at any time. All committees created by the Board of Directors shall be chaired by a Director. All committees established by the Board will keep regular minutes of their proceedings and the committee will report any actions taken to the Board at the next meeting thereof held after the committee meeting. The minutes of committee meetings will be distributed to all members of the Board and be kept as part of the Corporation's records.

9.2. Powers. Each committee shall exercise the authority of the Board of Directors to the extent authorized by the Board of Directors. However, a committee may not:

- a. Approve action that requires full Board approval;
- b. Fill vacancies on the Board of Directors or any of its committees;
- c. Amend the Articles of Incorporation;
- d. Adopt, amend or repeal the Bylaws;
- e. Approve a plan of merger, consolidation or dissolution;
- f. Employ or discharge anyone from employment with the Corporation;
- g. Other than the Executive Committee and/or Finance Committee if so charged, committees may not disburse Corporate funds or assets; or
- h. Other than the Executive Committee if so charged, committees may not enter into any agreement, contract or obligation on behalf of the Corporation.

9.2.1. Committees and their members shall not portray themselves as representing the Corporation or the Board publicly.

9.3. Standing Committees. There shall be the following standing committees:

9.3.1. Executive Committee. The Executive Committee shall be comprised of the President, the Treasurer, and up to (2) members of the Board elected at large to two (2) year terms by the Board of Directors. When the Board of Directors is not in session, the Executive Committee shall possess and exercise all powers of the Board of Directors in the management of the business and affairs of the Corporation that lawfully may be exercised by the Executive Committee, except as specified in Section 9.2. The Executive Committee shall provide reasonable notice of meetings of the executive committee to all Directors and shall include a summary of the circumstances requiring any expeditious action taken by the Executive Committee. The Executive Committee shall then provide a complete report on such action along with minutes of the meeting at the next meeting of the Board, and may elect to do so in executive session. Care will be taken to ensure that

only those issues necessitating discussion/action prior to the next Board meeting be addressed. The Executive Committee is responsible for recommending and overseeing procedures for the evaluation of the job performance of staff and, as necessary, for succession planning.

9.3.2. Finance Committee. The Finance Committee shall be responsible for oversight of the financial operations of the Corporation. While serving on the Finance Committee, a member of the Committee shall not: (i) accept any consulting fee, advisory fee, or other compensation or benefits from the Corporation; or (ii) have participated in any other transactions with the Corporation in which he or she has a financial interest within the previous year. The Committee shall undertake at a minimum the following responsibilities:

- a. Review, discuss and recommend changes to the proposed annual Corporation budget and submit for approval to the Board of Directors;
- b. Review, discuss and present the financial statements to the Board for approval, at least quarterly;
- c. Oversee the Corporation's audit if required, including appointing the auditor and receiving the auditor's report. The Finance Committee should ensure that the full Board approves the audited financial statements and receives a copy of the management letter (if any) and the Finance Committee should monitor implementation of the management letter if applicable. A separate committee or a subcommittee of the Finance Committee may be appointed to oversee the audit provided the full Board has the opportunity to approve the audited financial statements;
- d. Recommend and review policy and procedures for: (i) the receipt, retention, and treatment of complaints received by the Corporation regarding accounting, internal accounting controls, or auditing matters; and (ii) the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting, auditing or other financial matters;
- e. Periodically, review and discuss the quality, quantity, substance and dissemination of financial information provided to the Board of Directors and the Committee, recommending improvements as necessary; and
- f. Monitor the investments of the Corporation and develop and recommend to the Board changes to the Corporation's investment and endowment policies as appropriate.

## **ARTICLE X** Appointed Staff

10.1. Staff. From time to time, the Board may hire and terminate employees, appoint staff, appoint volunteers, and enter into other employer-employee relationships. Authority to hire and terminate employees and others may be delegated to the President or to the Executive Committee by the Board.

10.2. Delegation. The Board may delegate duties and customary authority to the staff of the Corporation. The duties and authority delegated shall be memorialized in a Board resolution and confirmed in the staff's written job descriptions.

10.3. Non-Voting. Except when the Board is meeting in executive session, the senior staff employee (non-Director) may attend and participate in meetings of the Board and of committees as staff to the Board and the committees but shall not be entitled to a vote.

## **ARTICLE XI** Conflict of Interest

11.1. Conflict of Interest Policy. The Board shall adopt a conflict of interest policy that covers Directors, staff, committees, and volunteers with significant decision making authority with respect to the resources of the organization. The conflict of interest policy should identify the types of conduct or transactions that raise conflict of interest concerns, set forth procedures for disclosure of actual or potential conflicts, and should provide for review of individual transactions by the uninvolved Directors. Approval by the disinterested Directors shall be by vote of a majority of Directors in attendance at a meeting at which a quorum is present. An interested party shall not be counted for purposes of determining whether a quorum is present, nor for purposes of determining what constitutes a majority vote of Directors in attendance. The policy should also require that the minutes of the meeting shall reflect that the conflict disclosure was made, the vote taken and, where applicable, the abstention from voting and participation by the interested party.

## **ARTICLE XII** Indemnification

12.1. Indemnification of Board. Subject to the following provisions, conditions and exceptions, of this Article, The Corporation shall indemnify its Directors and Officers to the fullest extent permitted by state and federal law including the payment and pre-payment of related reasonable legal expenses.

12.2. The Corporation hereby agrees to hold harmless and indemnify each of its Directors, Officers, employees and agents (the "Indemnitee") from and against, and to reimburse the Indemnitee for, any and all judgments, fines, liabilities, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and necessarily incurred, as a result of or in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than one by or in the right of the Corporation to procure a judgment in its favor, including an action, suit or proceeding by or in the right of any other corporation of any type or kind, domestic or foreign, or any partnership, joint venture, trust, employee benefit plan or other enterprise for which the Indemnitee served in any capacity at the request of the Corporation, to which the Indemnitee is, was or at any time becomes a party, or is threatened to be made a party, or as a result of or in connection with any appeal therein, by reason of the fact that the Indemnitee is, was or at any time becomes a Director or Officer of the Corporation, or is or was serving or at any time serves such other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise in any capacity, whether arising out of any breach of the Indemnitee's fiduciary duty as a Director, Officer, employee or agent of such other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise under any state or federal law or otherwise; provided, however, that no indemnity pursuant to this Article XII shall be paid by the Corporation (i) if a judgment or other final adjudication adverse to the Indemnitee establishes that the Indemnitee's acts were committed in bad faith, criminal or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated, or that the Indemnitee personally gained in fact a



financial profit or other advantage to which the Indemnitee was not legally entitled; or (ii) if a final judgment by a court having jurisdiction in the matter shall determine that such indemnification is not lawful. The termination of any such civil or criminal action or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create any presumption that the Indemnitee acted in bad faith and/or was dishonest.

12.3. The obligation of the Corporation to indemnify contained herein shall continue during the period the Indemnitee serves as a Director, Officer, employee or agent of the Corporation and shall continue thereafter so long as the Indemnitee shall be subject to any possible claim or threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that the Indemnitee was a Director or Officer of the Corporation or served at the request of the Corporation in any capacity for any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise.

12.4. Anything in this Article XII to the contrary notwithstanding, the Corporation shall not be liable to indemnify the Indemnitee under this Article XII for any amounts paid in settlement of any action or claim effected without its written consent. The Corporation shall not settle any action or claim in any manner which would impose any penalty or limitation on the Indemnitee without the Indemnitee's written consent. Neither the Corporation nor any such person will unreasonably withhold their consent to any proposed settlement.

12.5. The rights to indemnification and advancement of expenses granted to the Indemnitee under this Article XII shall not be deemed exclusive, or in limitation of any other rights to which the Indemnitee may now or hereafter be entitled under the Corporation's insurance policies, the Corporation's Articles of Incorporation or otherwise under the Corporation's Bylaws, as now in effect or as hereafter amended, any agreement, any vote of Directors, any applicable law, or otherwise.

12.6. No amendment, modification or rescission of this Article VII shall be effective to limit any person's right to indemnification with respect to any alleged cause of action that accrues or other incident or matter that occurs prior to the date on which such modification, amendment or rescission is adopted.

### **ARTICLE XIII**

#### **Exoneration**

13.1. Exoneration. To the fullest extent permitted by state or federal law, no Director or Officer of this Corporation shall be personally liable to the Corporation or its Directors for damages. However, Directors and Officers shall not be exonerated in the case of intentional or criminal misconduct.

### **ARTICLE XIV**

#### **Insurance**

14.1. Insurance. The Board shall evaluate the organization's needs for insurance coverage as appropriate for its activities, including but not limited to general liability insurance, and directors and officers' liability insurance.

**ARTICLE XV**  
Compensation

15.1. Compensation. The Directors of the Corporation shall serve without compensation. Directors may be reimbursed for pre-approved expenses reasonably incurred on behalf of the Corporation. However, the Corporation may compensate a Director for providing services to the Corporation in any other capacity, including that of salaried Officer, employee, or agent of the Corporation. Directors who serve as salaried officers, employees, or agents of the Corporation shall not participate in any vote of the Board with respect to their compensation.

**ARTICLE XVI**  
Corporate Records

16.1. Corporate Records. The Corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of the Board of Directors, and all committees, and shall keep at the principal office of the Corporation or other place as appointed by the Board, a record of the names and addresses of the Directors as well as its Articles of Incorporation, Bylaws, and Board-approved policies. The Corporation shall make available to the public its application to the IRS for tax exempt status, its IRS determination letter, and its three most recently filed IRS Form 990s. Upon written request, all books and records of the Corporation may be inspected by any Director within three (3) business days.

**ARTICLE XVII**  
Signature Authority

17.1. Signature Authority. All checks, notes, acceptances, and orders for payment of money shall be signed by any individual(s) authorized by the Board as described in the Corporation's financial policies or by written resolution of the Board. All contracts, notes, leases and deeds of any kind shall be signed by the President or other agent of the Corporation designated by written resolution of the Board.

17.2. No loans shall be made by the Corporation to its Directors or officers. Any Director or officer who assents to or participates in the making of any such loan shall be liable to the Corporation for the amount of such loan until the repayment thereof.

**ARTICLE XVIII**  
Fiscal Year

18.1. Fiscal Year. The fiscal year of the Corporation shall be from January 1st to December 31st.

**ARTICLE XIX**  
Governing Documents

19.1. Governing Documents. The Corporation shall be governed by its Articles of Incorporation and its Bylaws. Secondary governing documents shall be any duly adopted resolutions and other documents by the Board of Directors. In the event of conflicts or discrepancies among the governing documents, interpretations will be based on the following priorities:

- 1) The Articles of Incorporation
- 2) The Bylaws

- 3) Resolutions
- 4) Other policies, rules, procedures and documents adopted by the Board
- 5) *Robert's Rules of Order, Newly Revised*

**ARTICLE XX**  
Corporate Seal

20.1. Seal. The Corporation shall have a Corporate Seal. The Corporate Seal shall bear the name of the Corporation, the year of its incorporation and the words "Corporate Seal" and "Maryland." The Corporate Seal shall be used by the President or Secretary in the performance of their duties, at the direction of the Board and as mandated by law or custom.

**ARTICLE XXI**  
Non-Discrimination Policy

21.1. Policy. The Corporation shall not discriminate against any person on the basis of age (18 and older), marital status, sex (including pregnancy, childbirth, and related medical conditions), race, color, national origin, citizenship status, ethnicity, sexual orientation, gender identity, disability (physical or mental), genetic information, or political or religious opinion or affiliation in any of its policies, procedures or practices.

**ARTICLE XXII**  
Amendments

22.1. Amendments. These Bylaws may be amended by a two-thirds (2/3) vote of the Directors then serving, present and entitled to vote at a meeting at which a quorum is present. Any proposed amendment(s) must be submitted to the Directors in writing with written notice of the meeting to decide on the proposed amendment(s) at least ten (10) days prior to the meeting date. Any adopted amendments will be recorded in the minutes and a record of amendments shall also be recorded and annotated on the Bylaws.

22.2. The Articles of Incorporation may be amended via the same procedure specified for amending these Bylaws. Any amendment to the Articles of Incorporation or re-stated Articles of Incorporation shall be duly filed and recorded with the State of Maryland.

**ARTICLE XXIII**  
Dissolution

23.1. Dissolution. The Corporation may be dissolved by a two-thirds (2/3) vote of the Directors then serving provided that notice of the proposed dissolution has been submitted to the Directors in writing with written notice of the meeting date to decide on the proposed dissolution at least thirty (30) days prior to the meeting date. In the event of dissolution, the Board shall dispose of all of the net assets of the Corporation exclusively to such organization(s) which are organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization under section 501(c)(3) of the Internal Revenue Code. Any remaining assets not disposed of by the Board shall be disposed of by the Court in the jurisdiction in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations.

**Approval**

Approved and adopted by the Board of Directors, this 26th day of April, 2016, in the City of Brunswick, Maryland.

/s/

\_\_\_\_\_  
Robert Gunter  
President

4/26/16  
Dated

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 Board.

/s/

\_\_\_\_\_  
Angel White  
Secretary

4/26/16  
Dated