

BY-LAWS OF THE FRIENDS OF KINDER FARM PARK, INC.
A NON STOCK MEMBERSHIP CORPORATION
(ORGANIZED FOR NONPROFIT PURPOSES)

As adopted October 17, 1999 and
As Amended May 12, 2010 by
The Board of Directors.

ARTICLE I-OFFICE

SECTION 1.01 PRINCIPAL OFFICE. The Principal office of the FRIENDS OF KINDER FARM PARK, INC. (hereinafter called the "Corporation") shall be in the State of Maryland.

SECTION 1.02 OTHER OFFICES, The Corporation may also have an office or offices in such other place or places as the business of the Corporation may require and the Board of Directors of the Corporation (hereinafter called the "Board") may from time to time direct.

SECTION 1.03 REGISTERED AGENT. The Corporation shall have and continuously maintain a registered office in the State of Maryland (which may be identical with the principal office) and the Board shall appoint and continuously maintain in service a registered agent in the State of Maryland, who shall be an individual resident of the State of Maryland, or a corporation, whether for profit or not for profit.

ARTICLE II-PURPOSE

SECTION 2.01 PURPOSE. The purpose of the Corporation, subject to the limitations of Article X, hereof, are to receive and maintain a fund or funds of real or personal property, or both, and subject to the restrictions and limitations herein set forth, to use and apply the whole or any part of the income there from and the principal thereof exclusively to support the preservation, development and operation of Kinder Farm Park, a property owned by Anne Arundel County, Maryland and administered by the Anne Arundel Department of Recreation and Parks; to foster education and research programs which increase public awareness of, interest, and appreciation of the history and ecology of Kinder Farm Park to sponsor affiliated organizations to facilitate these purposes; and the Corporation shall be empowered to engage in such other and further means as may be necessary and proper to accomplish the foregoing objects and purposes.

ARTICLE III-MEMBERSHIP

SECTION 3.01 MEMBERSHIP. Membership in the corporation is open to all individuals, organizations or corporations having an interest in furthering the purpose of the Corporation. Membership shall be effective upon the receipt of dues, as set by the Board.

ARTICLE IV-MEETING OF MEMBERS

SECTION 4.01 GENERAL MEETINGS. General meetings of the Board and members of the Corporation shall be held on a standing date to be predetermined by the Board.

SECTION 4.02 ANNUAL MEETING. The annual Meeting of the members or Corporation shall be held on a day in the last quarter of the year duly designated by the Board for the purpose of electing Officers and Directors to succeed those whose terms will expire as of December 31st of the current year, and transaction of such other corporate business as may come before the meeting.

SECTION 4.03 SPECIAL MEETINGS. Special meetings of the members may be called at any time for the purpose or purposes by the President, the Vice President, or by a majority of the Board, and shall be called forthwith by the Secretary or any Director of the Board upon the request in writing of at least ten (10) percent of the members entitled to vote on the business to be transacted at such meeting. Business transacted at all special meetings of members shall be confined to the purpose or purposes stated in the notice of the meeting.

SECTION 4.04 PLACE OF HOLDING MEETINGS. All meetings of the members shall be held at the principal office of

the Corporation or elsewhere in the State of Maryland as designated by the Board.

SECTION 4.05 NOTICE OF MEETINGS. Written notice of each meeting of the members shall be delivered by the e-mail of record by an officer of the Corporation and shall be posted on the Kinder Farm Park web site and on the Park Information bulletin board, to each member of record entitled to vote at least Seven (7) days before the meeting. Each such notice shall state the place, day, and hour at which the meeting is to be held and, in the case of any special meeting, shall state briefly the purpose or purposes thereof. Attendance by the members shall constitute a waiver of notice by the member of the time, day, location and purpose thereof.

SECTION 4.06 QUORUM. The presence in person or by proxy of fifty (50) percent of the Board of Directors of the Corporation shall constitute a quorum at general, special and annual meetings of the members.

SECTION 4.07 VOTING. The vote of a majority of members at a meeting shall be the act of the membership of the Corporation.

SECTION 4.07 PROCEEDURE AND ORDER OF BUSINESS. Parliamentary rules, as stated in the most recent edition of Robert's Rules of Order, shall govern the procedure of all meetings of the Corporation, including meetings of the membership.

ARTICLE V-BOARD OF DIRECTORS

SECTION 5.01 GENERAL POWERS. The property and business of the Corporation shall be managed under the direction of the Board.

SECTION 5.02 NUMBER AND TERMS OF OFFICE. The Board of Directors shall consist of no more than 12 members and shall include the elected Officers of the Corporation. One of the Board members shall be a member of the 4H Club of Kinder Farm Park. This "junior" member of the Board will be a non-voting position and will be appointed on an annual basis by the 4-H organization.

SECTION 5.03 NOMINATION AND ELECTION OF DIRECTORS. Preferably thirty (30) days, and not less than 14 days, prior to the Annual Meeting, the Nominating Committee shall decide upon a slate of Officers and Directors, and present such slate to the membership. Nominations from the floor will be accepted at the annual meeting prior to the election.

SECTION 5.04 FILLING OF VACANCIES. In the case of any vacancy in the Board, through death, resignation, removal or other cause, the remaining Directors, by affirmative vote of the majority thereof, may elect a successor to hold office for the unexpired portion of the term of Director whose place becomes vacant.

SECTION 5.05 RESIGNATION. Any Director may resign at any time by giving notice to the President of the Corporation. Such resignation shall take effect at the time specified therein, or if no time is specified, at the time of acceptance thereof as determined by the Board.

SECTION 5.06 REMOVAL. Any Director may be removed from office by a two-thirds vote of the Directors at any regular or special meeting of the Board called for this purpose at which a quorum is present, for: Violation of the Bylaws of the Friends of Kinder Farm Park, Inc. (hereinafter called the "Bylaws"); or engaging in any other conduct determined by the Board of Directors to be in conflict with the stated purpose of the Corporation.

Such removal may occur only if the Director involved is first provided with:

- (1) Adequate notice of the charges against him or her in the form of a written statement of charges and of the time and place of the meeting of the Board scheduled for the purpose of hearing or considering such action
- (2) An opportunity to appear before the Board or forward a written statement in presentation of any defense of such charge before a final decision is made by the Board.

In these regards, the Board shall act on the basis of reasonable and consistent criteria, always with the objective of

advancing the best interests of the Corporation.

SECTION 5.07 BOARD MEETINGS. Meetings of the Board may be held at such time and place as the Board shall determine. Board members shall be given reasonable advance notice of such meetings.

SECTION 5.08 SPECIAL MEETINGS. Special meetings of the Board shall be held whenever called by any member of the Board. An officer of the Corporation shall give notice of each special meeting of the Board at least three (3) and not more than thirty (30) days prior to the meeting, to each Director. Unless otherwise indicated in the notice thereto, any and all business may be transacted at any special meeting.

SECTION 5.09 QUORUM. The presence in person or by proxy of fifty (50) percent of the Board of Directors shall constitute a quorum for transaction of business at any meeting of the Board.

SECTION 5.10 REQUIRED VOTE. An affirmative vote of a majority of those present shall be necessary for passage of any resolution. In the presence of a quorum, any action taken shall be an act of the Board.

SECTION 5.11 COMPENSATION OF DIRECTORS. Directors shall not receive any compensation for their services as members of the Board.

ARTICLE VI-COMMITTEES

SECTION 6.01 STANDING, TEMPORARY AND ADVISORY COMMITTEES. The Board may from time to time create such committees of the Corporation as it deems advisable and may define their duties.

ARTICLE VII- OFFICERS

SECTION 7.01 OFFICERS. The Officers of the Corporation shall consist of a President, a Vice President, a Secretary, and a Treasurer, and may include such other officers as may be deemed necessary. One person may hold more than one office, except as provided by law.

SECTION 7.02 ELECTION OF OFFICERS. The officers of the Corporation shall be elected by the members at the Annual Meeting as described in Section 5.03.

SECTION 7.03 TERM OF OFFICE. The Officers of the Corporation shall be installed at the annual meeting at which they are elected and shall hold office for one year until the next succeeding annual meeting or until their respective successors shall be duly elected.

SECTION 7.04 RESIGNATION. Any officer may resign by giving notice to the Board. Such resignation shall take effect at the time specified therein, or if no time is specified, at the time of acceptance thereof as determined by the President.

SECTION 7.05 REMOVAL. Officers may be removed according to procedures outlined in Section 5.06.

SECTION 7.06 VACANCIES. In the case of a vacancy of an officer, for any reason, the Board shall elect a successor to complete the unexpired term.

SECTION 7.07 PRESIDENT. The President of the Corporation shall have all powers and shall perform all duties commonly incident to and vested in the office of president of a corporation, including, but not limited to being the Chief Executive Officer of the Corporation, preparation of the agenda for the annual, general and Board meetings, and having general knowledge of responsibility for supervision of the business of the Corporation, shall have the following specific powers:

- (1) The President shall prepare the agenda for all meetings,
- (2) The President shall appoint such standing or special committees, or subcommittees, as may be required by the Bylaws or as he or she may find necessary, and shall be an ex-officio member with a vote, as the appointment shall

state, of all committees of the Corporation; and

(3) The President shall perform such duties as the Board may, from time to time, designate.

(4) The President or an officer designated by the President shall ensure that all notices are given in accordance with the By-laws.

SECTION 7.08 VICE PRESIDENT. The Vice President of the Corporation shall perform all duties incumbent upon the President during the absence or disability of the President and shall perform such duties as the Board and President may, from time to time, designate.

SECTION 7.09 TREASURER The Treasurer of the Corporation shall have all the powers and perform all duties incident to and vested in the office of the treasurer of a corporation, including the following duties and responsibilities:

(1) The Treasurer shall be responsible for developing and reviewing the fiscal policies of the Corporation;

(2) The Treasurer shall ensure that an account is maintained of all monies received and expended for the use of the Corporation;

(3) The Treasurer shall ensure that all monies of the Corporation are deposited in a bank or trust company approved by the Board, and that authorized disbursements are made therein;

(4) The Treasurer shall render a report of the finances of the Corporation at the Annual Meeting of the Corporation or whenever requested by the President showing all receipts and expenditures for the current period;

(5) The treasurer shall also perform such other duties as the President may, from time to time, designate; and

(6) The Treasurer may appoint an Assistant Treasurer to perform such duties as the treasurer may from time to time, delegate.

SECTION 7.10 SECRETARY. The Secretary of the Corporation shall have all the powers and perform all duties commonly incident to and vested in the office of secretary of a corporation, including interests of the Corporation.

(1) The Secretary shall attend all general, annual and Board meetings, and of such committees as may be appointed, and be responsible for the keeping, preserving in the books of the Corporation, and distributing minutes of the proceedings of all such meetings;

(2) The Secretary shall perform such duties that the President may, from time to time, delegate.

SECTION 7.10 BONDING. Any officer of the Corporation may be required to furnish a fidelity bond as determined by the Board..

ARTICLE VIII-FISCAL YEAR

SECTION 8.01 FISCAL YEAR. The fiscal year of the Corporation shall commence on January 1 and terminate on December 31.

ARTICLE IX-SEAL

SECTION 9.01 SEAL. The Board may provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the Corporation, the year of organization, and the words "corporate seal, state of Maryland".

ARTICLE X-LIMITATION ON ACTIVITIES

SECTION 10.01 CHARITABLE EDUCATION AND SCIENTIFIC PURPOSES. The Corporation is organized and operated exclusively for charitable, educational and scientific purposes within the meaning of Sections 170 (c) (2) (B), 501 (c) (3), 2055 (a) (2), and 522 (a) (2) of the Internal Revenue Code of 1954 (hereinafter called the "Code"). No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall be empowered to make the election authorized under Section 501 (h) of the Code. The 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 provision herein, the Corporation shall not carry on any activities not permitted to be carried on;

(1) By an organization exempt from federal income taxation under Section 501 (c) (3) of the Code; and/or

(2) By an organization, contributions to which are deductible from Section 170 (c) (2), 2055 (a), (2), or 2522 (a) (2) of the Code.

SECTION 10.02 NON PROFIT PURPOSE. The Corporation shall use its funds only to accomplish the objectives and purposes specified in the Bylaws, and no part of the net earnings of the Corporation shall be to the benefit of or be distributed to its Directors, Officers, or other private individuals, or other organizations authorized and empowered to pay reasonable compensation for services rendered.

ARTICLE XI-DISSOLUTION

SECTION 11.01 DISSOLUTION. On dissolution or final liquidation, the Board shall, after paying or making provisions for the payment of all lawful debts and liabilities of the Corporation, distribute all assets of the Corporation to one or more of the following categories of recipients as the Board shall determine;

(1) A nonprofit organization or organizations which may have been created to succeed the Corporation, as long as such organization or each of such organizations shall then qualify as a government unit under Section 170 (c) of the Code or as an organization exempt from federal income taxation under Section 501 (a) of the Code as an organization described in section 170 (c) (2) and 501 (c) (3) of the Code.

(2) A nonprofit organization or organizations having similar aims and objectives as the Corporation and which may be selected as appropriate recipient of such assets, so long as such organizations shall then qualify as a governmental unit under Section 1270 (c) of the Code or as an organization exempt from federal income taxation under Section 170 (c) (2) and 501 (c) (3) of the Code.

ARTICLE XII-AFFILIATE ORGANIZATIONS

SECTION 12.01 AFFILIATE ORGANIZATIONS. The Corporation may sponsor affiliate organizations, whose object it shall be to assist the Corporation, in cooperation with Anne Arundel County, in the preservation, development and operation of Kinder Farm Park through voluntary efforts and the conduct of educational and research programs, and for related purposes as authorized by the Board in chartering the organization and will be permitted to use the name of the Corporation in the course of its business and advertise its affiliations with the Corporation.

SECTION 12.02 CHARTER AND BYLAWS. The Charter and Bylaws and any amendments thereto of any affiliate organization must be consistent with the Articles and Bylaws and shall be approved by the Board prior to the effective date thereof. Such Charter and Bylaws shall be subject to such operating guidelines conditions as shall be determined from time to time by the Board. Such affiliate organizations shall be permitted to raise funds through the collection of dues.

ARTICLE XIII-AUDIT

SECTION 13.01 AUDIT. The Corporation shall be subject to a periodic audit by the County Auditor of Anne Arundel County, Maryland, or other qualified auditor as selected by the Board of Directors.

ARTICLE XIV-AMMENDMENTS TO THE CHARTER AND BYLAWS

SECTION 14.01 AMMENTMENTS TO THE CHARTER. The Charter may be amended at any meeting of the Board. Amendment to be proposed at a meeting shall be communicated to each director at least thirty (30) days prior to the date of the meeting. An Amendment so made shall be effective immediately after adoption unless an effective date is specifically adopted at the time the amendment is enacted.

SECTION 14.02 AMENDMENTS TO THE BYLAWS. The Bylaws may be amended at any meeting of the Board. An amendment to be proposed at a meeting shall be communicated to each Director at least thirty (30) days prior to the date of the meeting. An Amendment so made shall be effective immediately after adoption unless an effective date is specifically adopted at the time the Amendment is enacted.