

**PRINCE GEORGE'S COUNTY PARKS AND RECREATION FOUNDATION, INC.**

**BYLAWS**

**ARTICLE I  
DIRECTORS**

1.1 General Powers. Prince George's County Parks and Recreation Foundation, Inc. (the "Foundation") shall have a Board of Directors. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Foundation managed under the direction of, its Board of Directors, subject to any limitation set forth in the Articles of Incorporation.

1.2 Number. The number of directors of the Foundation shall be not less than nine (9) and not more than fifteen (15).

1.3 Appointment and Term. At the first annual meeting of the Board of Directors, the number of directors shall be divided into three groups with each group containing one-third of the total, as nearly equal in number as possible. The terms of the directors in the first group shall expire at the first annual meeting of the Board of Directors after their appointment, the terms of the directors in the second group shall expire at the second annual meeting after their appointment, and the terms of the directors in the third group shall expire at the third annual meeting after their appointment. Thereafter, at each annual meeting of the Board of Directors, one group of directors shall be elected by the Board of Directors for a term of three years to succeed those whose terms expire. A director may serve two consecutive terms and thereafter shall not be eligible to serve as a director until he or she has not served as a director for a term of one year or more. A partial term, whether arising from the staggering of terms as provided

above or from the election of a director to fill a vacancy, shall not be counted for purposes of the foregoing term limitation.

1.4 Removal; Vacancies. The Board of Directors may remove any director, with or without cause, but only at a meeting called for that purpose, and the notice of the meeting must state that the purpose, or one of the purposes, of the meeting is the removal of the director. The removal of a director shall be effective only upon the affirmative vote of a majority of the remaining directors. A vacancy among the directors, including a vacancy resulting from the removal of a director or an increase in the number of directors, may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board of Directors, and may, in the case of a resignation that will become effective at a specified later date, be filled before the vacancy occurs, but the new director may not take office until the vacancy occurs.

1.5 Annual and Regular Meetings. An annual meeting of the Board of Directors (for the purpose of electing officers and carrying on such other business as may properly come before the meeting) shall be held on such day in January as designated by the Board of Directors. The Board of Directors may also adopt a schedule of additional meetings, which shall be considered regular meetings. Annual and regular meetings shall be held at such times and at such places, within or without the State of Maryland, as the President or the Board of Directors shall designate from time to time. If no place is designated, annual and regular meetings shall be held at the principal office of the Foundation.

1.6 Special Meetings. Special meetings of the Board of Directors may be called by the President or a majority of the directors of the Foundation, and shall be held at such times and such places, within or without the State of Maryland, as the person or persons calling the

meetings shall designate. If no such place is designated in the notice of a meeting, it shall be held at the principal office of the Foundation.

1.7 Notice of Meetings. No notice need be given of regular meetings of the Board of Directors. Notices of special meetings of the Board of Directors shall be given to each director not less than forty-eight (48) hours before the meeting, by delivering the same to the director in person or to the director's residence or business address (or such other place as the director may have directed in writing) by mail, electronic mail, messenger, telecopier, telegraph, or other means of written communication or by telephoning such notice to the director. Any such notice shall set forth the time and place of the meeting.

1.8 Waiver of Notice. A director may waive any notice required by law, the Articles of Incorporation, or these Bylaws before or after the date and time stated in the notice, and such waiver shall be equivalent to the giving of such notice. Except as provided in the next paragraph of this section, the waiver shall be in writing, signed by the director entitled to the notice, and filed with the minutes or corporate records.

A director's attendance at or participation in a meeting waives any required notice to the director of the meeting unless the director at the beginning of the meeting or promptly upon arrival objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

1.9 Quorum; Voting. A majority of the number of directors then serving as directors of the Foundation shall constitute a quorum for the transaction of business at a meeting of the Board of Directors. If a quorum is present when a vote is taken, the act of a majority of the directors present shall be the act of the Board of Directors. A director who is present at a meeting of the Board of Directors or a committee of the Board of Directors when corporate

action is taken is deemed to have assented to the action taken unless the director (i) objects at the beginning of the meeting, or promptly upon arrival, to holding it or transacting specified business at the meeting; or (ii) votes against, or abstains from, the action taken.

1.10 Telephonic Meetings. The Board of Directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

1.11 Executive Sessions. Notwithstanding any other provisions of these Bylaws, the President or a majority of the directors may call an executive session of the Board of Directors as part of any regular or special meeting of the Board. Ex Officio Directors, Honorary Directors, staff, or any guests in attendance shall be excused from executive sessions; provided, however, that the President may request that any person otherwise excused be invited to remain during all or any part of the executive session.

1.12 Action Without Meeting. Action required or permitted to be taken at a Board of Directors' meeting may be taken without a meeting if the action is taken by all members of the Board. The action shall be evidenced by one or more written consents stating the action taken, signed by each director either before or after the action is taken, and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this section shall be effective when the last director signs the consent unless the consent specifies a different effective date and states the date of execution by each director, in which event it shall be effective according to the terms of the consent.

1.13 Compensation and Expenses. No director shall be entitled to any direct or indirect compensation related to that person's services as a director. A director may be reimbursed for any out-of-pocket expenses incurred on behalf of the Foundation or in connection with the transaction of the Foundation's affairs and approved for reimbursement by the Board of Directors or any committee of the Board of Directors or any officer of the Foundation specifically authorized to grant such approval.

1.14 Resignation. A director may resign at any time by delivering written notice to the President or the Secretary. A resignation shall be effective when delivered, unless the notice specifies a later effective date.

## **ARTICLE II COMMITTEES OF DIRECTORS**

2.1 Committees. The Foundation shall have the committees set forth in this Article. In addition, the Board of Directors may create one or more additional committees and appoint members of the Board of Directors to serve on them. Unless otherwise provided in these Bylaws, each committee shall have two or more members who serve at the pleasure of the Board of Directors. The creation of a committee and appointment of members to it shall be approved by a majority of directors in office when the action is taken.

2.2 Authority of Committees. To the extent specified by the Board of Directors, each committee may exercise the authority of the Board of Directors, except that a committee may not (i) fill vacancies on the Board of Directors or on any of its committees; (ii) amend the Articles of Incorporation; (iii) adopt, amend, or repeal these Bylaws; (iv) approve a plan of merger or consolidation; (v) approve the sale, lease, or exchange, or the mortgage, pledge, or other

disposition of all, or substantially all, of the property and assets of the Foundation; or (vi) approve revocation of voluntary dissolution proceedings.

2.3 Executive Committee. The Foundation shall have an Executive Committee, which shall have full authority to act in all situations for the Board of Directors between meetings of the Board of Directors except those reserved to the Board of Directors and those specified in section 2.2 of these Bylaws. The Executive Committee shall consist of the President, the Vice President, the Treasurer, and the Secretary.

2.4 Audit Committee. The Foundation shall have an Audit Committee, consisting of three or more directors, none of whom shall be officers of the Foundation. The Audit Committee shall regularly review the adequacy of the Foundation's internal financial controls, review with the Foundation's independent public accountants the annual audit program and the Foundation's financial statements, and recommend the selection of the Foundation's independent public accountants.

2.5 Nominating Committee. The Foundation shall have a Nominating Committee consisting of three or more directors. The Nominating Committee shall recommend to the Board of Directors the names of individuals for election as directors of the Foundation and recommend to the Board of Directors those directors who should be made honorary directors.

2.6 Participation of Others on Committees. The President, Vice President, and Executive Director, if any, may attend and participate in any meeting of any committee set forth in this Article II or otherwise established by the Board of Directors. The President and Vice President (but not the Executive Director, if any) may vote on any matter coming before the committee at such meeting, but, to the extent the President or Vice President is not otherwise an

appointed member of such committee, his or her attendance at such meeting shall not count towards the establishment of a quorum for the transaction of business by such committee.

2.7 Committee Meetings; Miscellaneous. To the extent not otherwise provided in these Bylaws or by direction of the Board of Directors, the provisions of these Bylaws which govern meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the Board of Directors shall apply to committees of directors and their members as well.

### **ARTICLE III OFFICERS**

3.1 Officers. The officers of the Foundation shall be a President, a Vice President, a Treasurer, and a Secretary, all of whom shall be directors of the Foundation, and in the discretion of the Board of Directors, one or more other officers and assistant officers, who may or may not be directors of the Foundation, as may be deemed necessary or advisable to carry on the business of the Foundation. Any two or more offices, other than the offices of President and Secretary, may be held by the same person.

3.2 Election; Term. Officers shall be elected by the Board of Directors. They shall hold office, unless removed, for a term of two years or until their successors are elected. Any officer may resign at any time upon written notice to the Board of Directors, and no acceptance of a resignation shall be necessary to make it effective.

3.3 Removal of Officers. The Board of Directors may remove any officer or assistant officer at any time, with or without cause.

3.4 President. The President shall be the chief executive officer of the Foundation and, if present, shall chair all meetings of the Board of Directors. The President shall perform all

duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

3.5 Vice President. The Vice President shall chair meetings of the Board of Directors in the absence of the President. In the case of the disability or death of the President, the Vice President shall carry out the duties of the President. The Vice President shall carry out such other duties as may be prescribed by the Board of Directors from time to time.

3.6 Treasurer. The Treasurer shall be the chief financial officer of the Foundation. The Treasurer shall have oversight of the annual budget of the Foundation and review fiscal year-end expenditures and fiscal policies and procedures for the Foundation's financial operations.

3.7 Secretary. The Secretary shall be responsible for ensuring that a faithful record of all meetings of the Board of Directors is kept, notice of time and place for holding special meetings of the Board of Directors is given, and all documents entrusted to his or her care are filed and safely kept. The Secretary shall carry out such other duties as may be prescribed by the Board of Directors from time to time.

3.8 Executive Director. The Foundation shall have an Executive Director who will be responsible for the day-to-day supervision and operation of the Foundation under the direction and control of the President and the Board of Directors. The Executive Director shall be invited to all functions of the Foundation to which directors are invited, including regular special meetings of the Board of Directors and Executive Committee, and may be invited to special meetings of the Board of Directors upon invitation of the President. At any meeting of the Board of Directors or Executive Committee at which the Executive Director is present, the Executive



Director may participate in discussions, but shall not have the power to vote and shall not count towards the establishment of a quorum.

#### **ARTICLE IV HONORARY POSITIONS**

4.1 Honorary Directors. The Board of Directors may, in its discretion or upon the recommendation of the Nominating Committee, designate as an Honorary Director any individual, including former members of the Board of Directors or a director whose term is expiring. Designation of an individual as an Honorary Director shall be dependent upon the needs and best interests of the Foundation at that time. Honorary Directors shall be invited to all functions of the Foundation to which directors are invited, including regular meetings of the Board of Directors, and may participate in Board of Directors' discussions, but shall not have the power to vote and shall not count towards the establishment of a quorum.

4.2 Ex Officio Directors. The Chairman of Prince George's County Planning Board and the Director of Prince George's County Department of Parks and Recreation shall be Ex Officio Directors of the Foundation. Ex Officio Directors shall serve in an honorary position and are not members of the Foundation's Board of Directors. Ex Officio Directors shall be invited to all functions of the Foundation to which directors are invited, including regular meetings of the Board of Directors, and may participate in Board of Directors' discussions, but shall not have the power to vote and shall not count towards the establishment of a quorum.

#### **ARTICLE V INDEMNIFICATION**

5.1 Definitions. For purposes of this Article, the following definitions shall apply:

- (i) "Foundation" means this Foundation only and no predecessor entity or other

legal entity;

(ii) “expenses” include counsel fees, expert witness fees, and costs of investigation, litigation, and appeal, as well as any amounts expended in asserting a claim for indemnification;

(iii) “liability” means the obligation to pay a judgment, settlement, penalty, fine, or other such obligation, including, without limitation, any excise tax assessed with respect to an employee benefit plan;

(iv) “legal entity” means a corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise;

(v) “predecessor entity” means a legal entity the existence of which ceased upon its acquisition by the Foundation in a merger or otherwise; and

(vi) “proceeding” means any threatened, pending, or completed action, suit, proceeding, or appeal, whether civil, criminal, administrative, or investigative and whether formal or informal.

5.2 Indemnification of Directors and Officers. The Foundation shall indemnify any individual who is, was, or is threatened to be made a party to a civil, criminal, administrative, investigative, or other proceeding (including a proceeding by or in the right of the Foundation) because such individual is or was a director or officer of the Foundation, or because such individual is or was serving the Foundation or any other legal entity in any capacity at the request of the Foundation while a director or officer of the Foundation, against all liabilities and reasonable expenses incurred in the proceeding, except such liabilities and expenses as are incurred because of such individual’s willful misconduct or knowing violation of the criminal law. Service as a director or officer of a legal entity controlled by the Foundation shall be

deemed service at the request of the Foundation. The determination that indemnification under this section 5.2 is permissible and the evaluation as to the reasonableness of expenses in a specific case shall be made, in the case of directors and officers of the Foundation, as provided by law, and in the case of persons other than officers and directors of the Foundation, as provided in section 5.3 of this Article; provided, however, that if a majority of the directors of the Foundation has changed after the date of the alleged conduct giving rise to a claim for indemnification, such determination and evaluation shall, at the option of the person claiming indemnification, be made by special legal counsel selected by agreement of such person and the Board of Directors. Unless a determination has been made that indemnification is not permissible, the Foundation shall make advances and reimbursements for expenses incurred by a director or officer in a proceeding upon receipt of an undertaking from such director or officer to repay the same if it is ultimately determined that such director or officer is not entitled to indemnification. Such undertaking shall be an unlimited, unsecured general obligation of the director or officer and shall be accepted without reference to such director's or officer's ability to make repayment. The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent shall not of itself create a presumption that a director or officer acted in such a manner as to make such director or officer ineligible for indemnification. The Foundation is authorized to contract in advance to indemnify and make advances and reimbursements for expenses to any of its directors or officers to the same extent provided in this section 5.2.

5.3 Indemnification of Others. The Foundation may, to a lesser extent or to the same extent that it is required to provide indemnification and make advances and reimbursements for expenses to its directors and officers pursuant to section 5.2, provide indemnification and make

advances and reimbursements for expenses to its employees and agents, the directors, officers, employees, and agents of its subsidiaries and predecessor entities, and any person serving any other legal entity in any capacity at the request of the Foundation, and may contract in advance to do so. The determination that indemnification under this section 5.3 is permissible, the authorization of such indemnification, and the evaluation as to the reasonableness of expenses in a specific case shall be made as authorized from time to time by general or specific action of the Board of Directors, which action may be taken before or after a claim for indemnification is made, or as otherwise provided by law. No person's rights under section 5.2 of this Article shall be limited by the provisions of this section 5.3.

5.4 Miscellaneous. The rights of each person entitled to indemnification under this Article shall inure to the benefit of such person's heirs, executors, and administrators. Special legal counsel selected to make determinations under this Article may be counsel for the Foundation. Indemnification pursuant to this Article shall not be exclusive of any other right of indemnification to which any person may be entitled, including indemnification pursuant to a valid contract, indemnification by legal entities other than the Foundation, and indemnification under policies of insurance purchased and maintained by the Foundation or others. However, no person shall be entitled to indemnification by the Foundation to the extent he or she is indemnified by another, including an insurer. The Foundation is authorized to purchase and maintain insurance against any liability it may have under this Article or to protect any of the persons named above against any liability arising from their service to the Foundation or any other legal entity at the request of the Foundation regardless of the Foundation's power to indemnify against such liability. The provisions of this Article shall not be deemed to preclude the Foundation from entering into contracts otherwise permitted by law with any individuals or

legal entities, including those named above. If any provision of this Article or its application to any person or circumstance is held invalid by a court of competent jurisdiction, the invalidity shall not affect other provisions or applications of this Article, and to this end the provisions of this Article are severable.

5.5 Amendments. The rights to indemnification and the advancement and reimbursement of expenses conferred in this Article shall be deemed contract rights between the Foundation and each individual entitled to such rights and shall vest at such time as the act or omission giving rise to the rights under this Article occurs. Once vested, an individual's rights under this Article with respect to such act or omission shall not be reduced or eliminated by any subsequent repeal, modification, or amendment of these Bylaws.

## **ARTICLE VI MISCELLANEOUS PROVISIONS**

6.1 Fiscal Year. The fiscal year of the Foundation shall be determined in the discretion of the Board of Directors, but in the absence of any such determination it shall be the calendar year.

6.2 Parliamentary Authority. As the same may be revised from time to time, Robert's Rules of Order shall be the parliamentary authority governing the Foundation in all instances wherein its provisions do not conflict with the Foundation's Articles of Incorporation, Bylaws, and any special rules of order subsequently adopted by the Board of Directors.

6.3 Interpretation. For the purpose of construing these Bylaws, unless the context indicates otherwise, words in the singular number shall be deemed to include words in the plural and vice versa, and words in one gender shall be deemed to include words in other genders.

6.4 Amendments. These Bylaws may be amended or repealed, and new Bylaws may be made at any meeting of the Board of Directors.

\* \* \* \* \*

58928262\_3