

**BYLAWS
of
VILLAGES OF KENSINGTON**

**Article I
Name, Purpose and Office**

Section 1. Name and Purpose. The name of the Corporation shall be Villages of Kensington (the "Corporation") and the purposes of the Corporation shall be as stated in the Articles of Incorporation.

Section 2. Mission. The mission of the Corporation is to build a supportive, diverse, and intergenerational network of neighbors helping neighbors to remain in their homes and to be engaged in their community.

Section 3. Office. The principal office of the Corporation shall be located at such place as the Board of Directors may from time to time designate or as the business of the Corporation may require.

Section 4. Service Area. The Corporation will serve people living in zip code 20895, plus additional areas, as approved by the Board.

**Article II
Board of Directors**

Section 1. General Powers and Duties. The affairs and property of the Corporation shall be managed, controlled and directed by a self-perpetuating Board of Directors (the "Board"). The Board shall have, and may exercise, any and all powers provided in the Articles of Incorporation, these Bylaws or applicable law which may be necessary to carry out the purposes of the Corporation.

Section 2. Composition of Board.

A. Number and Election of Directors. The number of directors that shall constitute the Board may be a minimum of 3 and a maximum of 13 and shall be fixed exclusively by two-thirds vote of the Board. Directors shall be elected by majority vote of the Directors then serving.

B. Term of Office. The term of a director shall be three years. The term of a director shall also expire upon that director's death, resignation, or removal.

C. Classification. The directors appointed to the Board initially shall be divided by resolution of the Board into three approximately equal groups: one-third to serve for an initial term of one year, one-third to serve for an initial term of two years, and one-third for an initial term of three years. No person shall serve more than two consecutive three-year terms on the Board. (Persons serving an initial term of less than three years may serve two additional full three-year terms.) After serving the maximum time allowed, a person may again serve after being off the Board for one year.

D. Vacancies. Any vacancy, or newly created directorships resulting from any

increase in the authorized number of directors, occurring in the Board shall be filled by the affirmative vote of the majority of the remaining directors then in office. The director elected to fill a vacancy shall serve for the remainder of the term of office of the director who previously held such position, or, in the case of newly created directorships, the term of office shall be as determined by the Board.

E. *Removal.* A director may be removed, as determined by three-fourths vote of the Directors then serving.

F. *Resignation.* A Director may resign only by submitting a written resignation to the President, or to the other Directors if the resigning Director is the President.

Article III **Officers**

Section 1. Officers. The officers shall consist of a President, Vice President, Secretary, and Treasurer. The officers shall be elected by the Board of Directors, from among the members of the Board.

Section 2. Election. Term and Vacancies. All the officers shall be elected at the annual meeting of the Board and shall hold their offices for a term of two (2) years and until their successors are duly elected and qualified. No elected officer of the Corporation shall serve more than two (2) consecutive three-year terms in the same office. The Board of Directors shall fill any vacancy occurring in any office, for whatever reason, and any officer so elected shall fulfill the term of his/her predecessor

Section 3. Removal. Any officer may be removed by three-fourths vote of the Directors then in office.

Section 4. Resignation. An officer may resign only by submitting a written resignation to the President or to the other Directors, if the resigning officer is the President.

Section 5. Authority and Duties. The officers shall have the authority and responsibility delegated by the Board and as follows:

A. *President.* The President shall preside at and conduct all meetings of the Board of Directors and of the Executive Committee (as described below). The President may sign all contracts and agreements in the name of the Corporation after they have been approved by the Board, or without Board approval if the value of the contract is less than \$1,000, serve as the representative and/or appoint a substitute representative of the Corporation in meetings and discussions with other organizations and agencies, and otherwise perform all of the duties which are ordinarily the function of the office, or which are assigned by the Directors.

B. *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.

C. *Secretary.* The Secretary shall keep accurate records and minutes of all

meetings of the Board, make available copies of the 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 meetings, and maintain the Minutes Book of the Corporation and a current listing, with phone numbers and addresses, of the Directors.

A correct book of the record of the activities and transactions of the Corporation shall be kept. These shall include a minute book, which shall contain a copy of the Articles of Incorporation, a copy of the current Bylaws of the Corporation, a copy of the Corporation's Application for Recognition of Exemption as filed with the U.S. Internal Revenue Service (Form 1023), a copy of the Corporation's IRS Determination Letter, all other filings and records which are required to be submitted to the IRS and to the State of Maryland, and all minutes of meetings of the Board of Directors and any committees having the authority to exercise the powers of the Board.

D. *Treasurer.* The Treasurer shall establish and maintain at least one checking account and other financial accounts as established by the Board. The President and Treasurer will have signing privileges for checks; other officers or Board members can be added as signatories by majority vote of the Board. The Treasurer shall oversee the deposit of funds of the Corporation into the proper accounts of the Corporation, the recordation of all receipts and disbursements from such account or accounts, the preparation of the books and records of the finances of the Corporation, the preparation of financial reports of the accounts for each Board meeting, and the preparation and filing of all year-end financial reports, including federal and state tax reports.

Article IV **Meetings of the Board**

Section 1. Annual, Regular and Special Meetings. Regular meetings of the Board shall be held at least once each quarter. Special meetings may be called by the President at any time and shall be called by the President upon the request of at least one-third of the directors in office. Business transacted at special meetings shall be confined to the purposes of the meeting stated in the notice of the special meeting. The last regular meeting of the Board in each fiscal year shall constitute the annual meeting.

Section 2. Time and Place. The time and place of all meetings of the Board shall be designated by the President. Any or all directors may participate in a meeting of the Board, or a committee of the Board, by means of conference telephone call or by any means of communication by which all persons participating can hear one another, and such participation shall constitute presence in person at the meeting.

Section 3. Notice. At least 10 days' notice of a regular or quarterly meeting of the Board shall be given to each director personally, mailed by postal service, or by electronic mail for facsimile. A special meeting of the Board may be held upon at least five days' notice. Notice of a meeting of the Board shall specify the date, time, and place of the meeting.

Section 4. Quorum. A simple majority of directors then in office shall constitute a quorum for the transaction of business at any Board meeting. If a quorum is not present at a meeting, a majority of directors present may adjourn the meeting to another time.

Section 5. Vote. Each director shall be entitled to one vote on each matter submitted to a vote at a meeting of the Board. All matters before the Board shall be decided by a majority vote of the

directors present at a meeting at which a quorum exists, unless otherwise provided in the Articles of Incorporation or these Bylaws. There shall be no voting by proxy.

Section 6. Action without a Meeting. Any action required or permitted to be taken at any meeting of the Board or of any committee thereof may be taken without a meeting if the text of the resolution or matter to be considered is sent to all directors (or committee members, as the case may be) and a majority of the directors then in office (or committee members, as the case may be) consent to such action in writing. Such consent in writing shall have the same force and effect as a vote of the Board or committee at a meeting, and shall be filed with the minutes of the proceedings of the Board or committee. Such written consent may be obtained by electronic means, including email.

Article V **Committees**

Section 1. Election and Powers. The Board may establish one or more Committees. Such Committees shall be designated by resolution passed by a majority of the directors present at a meeting at which a quorum is present, and shall include, but not be limited to, any Committees established in these Bylaws.

Section 2. Executive Committee. The Executive Committee shall be comprised of all the officers currently serving. The Executive Committee shall develop recommendations with respect to various matters pertaining to the affairs of the Corporation and shall report such recommendations to the Board of Directors for action.

Article VI **Staff**

Section 1. Personnel. The Board of Directors may appoint personnel, with titles appropriate to the responsibilities of their work. Key personnel may appoint other staff, as authorized by the Board.

Section 2. Oversight. All personnel shall be subject to contracts, hiring, performance evaluation, and termination by the Board of Directors, or such other person as delegated by the Board.

Section 3. Staffing to the Board. Personnel appointed by the Board shall, as appropriate and/or upon invitation, attend and participate in meetings of the Board of Directors as staff to the Board but shall not be entitled to a vote.

Article VIII **Indemnification**

Section 1. Indemnification. Any director or officer of the Corporation shall be indemnified by the Corporation to the fullest extent permitted by applicable law, including the advancement of related expenses, against judgments, penalties, fines, settlements, and reasonable expenses incurred by him or her in connection with the defense of any action, suit, or proceeding in which he or she is made a party by reason of being or having been such director or officer, if he or she acted in good faith and reasonably believed that such conduct was in the best interests of the Corporation or in the case of any criminal proceeding, had no reasonable cause to believe that

his or her conduct was unlawful. However, in any proceeding by or in the right of the Corporation, indemnification may be made only against reasonable expenses and may not be made in any proceeding in which he or she is adjudged to be liable to the Corporation. No director may be indemnified if he or she is adjudged liable on the basis that personal benefit was improperly received. Such indemnification shall not be deemed exclusive of any other rights to which such director or officer may be entitled, under any agreement, vote of the Board or otherwise.

Section 2. Insurance. The Corporation shall maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation against any claim for liability, asserted against and incurred by such person in any such capacity or arising out of such person's position, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of the Article. The insurance shall provide for the cost of any defense against any claim filed toward any director, officer and/or agent.

All officers and directors shall have a policy of directors and officers insurance in an amount of no less than one million (\$1 million) obtained by the Corporation and for their benefit.

Section 3. Exoneration. To the fullest extent permitted by applicable law, no director or officer of this Corporation shall be personally liable to the Corporation or its members for money damages; provided, however, that the foregoing limitation of director and officer liability shall only be to the extent permitted of organizations which are exempt from Federal income tax under section 501(c) (3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

No amendment of the Articles of Incorporation or repeal of any of its provisions shall limit or eliminate the benefits provided to directors and officers under this provision with respect to any act or omission that occurred prior to such amendment or repeal.

Article IX **General Provisions**

Section 1. Seal. The corporate seal, if any, shall be in such form as the Board shall prescribe.

Section 2. Fiscal Year. The fiscal year of the Corporation shall be established by the Board.

Section 3. Loans. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances. The Corporation shall not make any loans to its officers or directors.

Section 4. Compensation. Directors, including officers, will not be compensated for their service on the Board. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its officers or Board members. However, the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments in furtherance of the purpose set above.

Section 5. Use of Term "Member." Nothing in these bylaws shall be construed as limiting the right of the Corporation to refer to persons associated with it as "members," and such reference shall not constitute voting membership in the Corporation.

Section 6. Amendment of Bylaws. These Bylaws may be altered, amended or repealed, or new Bylaws may be adopted by a super majority vote of three quarters of all the directors then in office.

Section 7. Nondiscrimination. The Corporation does not discriminate on the basis of race, ethnicity, color, religion, sex, age, national origin, marital status, housing status, sexual orientation, gender identity, or physical, mental or intellectual disability.

Adopted/approved this 21 day of September , 2015.

Signed by: _____
 President, Villages of Kensington

Revised this 14 day of December , 2015

Signed by: _____
 President, Villages of Kensington