

CENTREVILLE ROTARY CLUB COMMUNITY FUND, INC.

BY-LAWS

ARTICLE I

NAME AND PRINCIPAL OFFICE

SECTION 1. Name. The name of the corporation is CENTREVILLE ROTARY CLUB COMMUNITY FUND, INC. ("Corporation").

SECTION 2. Principal Office. The principal office of the Corporation shall be 609 Church Hill Road, Centreville, Maryland 21617.

ARTICLE II

MEMBERS

SECTION 1. Members. There shall be no members.

ARTICLE III

BOARD OF DIRECTORS

SECTION 1. General Powers. The business of the Corporation shall be managed by a Board of Directors.

SECTION 2. Election. Directors of the Corporation shall be elected by a vote of the Board of Directors of the Centreville Rotary Club at its June, monthly meeting to hold office until their terms expire or until the election and qualification of their respective successors. All Directors shall be members in good standing of the Centreville Rotary Club.

SECTION 3. Number and Term of Office. The number of Directors shall be five (5), or such other number as may be designated from time to time by resolution of a majority of the Board of Directors of the Centreville Rotary Club. The term of office for each Director shall be five (5) years. The terms of office for the members of the initial Board of Directors shall be staggered so that the term of office for one (1) Director shall expire in each of the first five (5) years of existence of the Corporation. Except for the filling of vacancies in accordance with the terms thereof, no more than twenty percent (20%) of the total number of Directors shall be elected each year. No Director may serve more than two (2) consecutive five (5) year terms. Any Director elected to fill an unexpired term of less than three years is eligible for election to

two (2) consecutive (5) year terms. Any Director elected to fill an unexpired term of three (3) years or more is eligible for election for only one (1) consecutive five (5) year term.

SECTION 4. Removal of Directors. Any Director may be removed from office by the affirmative vote of two-thirds (2/3) of the entire Board of Directors of the Centreville Rotary Club, registered in person, at any regular meeting or at a special meeting of the Board of Directors of the Centreville Rotary Club called for that purpose. Written notice shall be sent by mail to any Director proposed to be removed from office at least seven (7) days prior to the meeting at which such removal is to be voted upon. The Director proposed to be removed from office shall be entitled to appear before the Board of Directors of the Centreville Rotary Club and be heard at such meeting. Any Director removed from office shall be notified in writing by the President of the Centreville Rotary Club promptly following the vote of the Board of Directors.

SECTION 5. Filling of Vacancies. In the case of any vacancy among the Directors through death, resignation, disqualification, removal or other cause, the Board of Directors of the Centreville Rotary Club by affirmative vote of the majority thereof, may elect a successor to hold office for the unexpired portion of the term of the Director whose place shall be vacant, and until the election of his successor, or until he shall be removed. Similarly, and in the event of the number of Directors being increased as provided in these By-Laws, the additional Directors so provided for shall be elected by a majority of the entire Board of Directors of the Centreville Rotary Club, and shall hold office until the next annual meeting of the Directors.

SECTION 6. Place of Meeting. The Board of Directors may hold its meetings and have one or more offices, and keep the books of the Corporation, either within or outside the State of Maryland, at such place or places as they may from time to time determine. The Board of Directors may hold its meetings by conference telephone or other similar electronic communications equipment in accordance with the provisions of the Maryland Corporation law.

SECTION 7. Annual Meeting. The annual meeting of the Board of Directors of the Corporation shall be held on the first Wednesday of each July, for the transaction of such corporate business as may come before the meeting.

SECTION 8. Regular Meetings. Regular meetings of the Board of Directors may be held without notice on the first Wednesday of each January, April, July, and October at such time and place as shall from time to time be determined by resolution of the Directors, provided that notice of every resolution of the Board of Directors fixing or changing the time or place for the holding of regular meetings of the Board of Directors shall be mailed to each Director at least seven (7) days before the first meeting held pursuant thereto.

SECTION 9. Special Meetings. Special meetings of the Board of Directors shall be held whenever called by the President or by any two members of the

Board of Directors. The Secretary shall give notice of each special meeting of the Board of Directors by mailing written notice at least seven (7) days prior to the meeting or by telephoning notice at least two (2) days before the meeting, to each Director. Any Director may in writing waive notice of the time, place and objectives of any special meeting. Unless otherwise indicated in the notice thereof, any and all business may be transacted at any special meeting. At any meeting at which every Director shall be present, even though without notice, any business may be transacted.

SECTION 10. Quorum. A majority of the entire number of Directors shall constitute a quorum for the transaction of business at all meetings of the Board of Directors, but, if at any meeting less than a quorum shall be present, a majority of those present may adjourn the meeting from time to time, and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by law or in the Articles of Incorporation of the Corporation or by these By-Laws.

SECTION 11. Required Vote. Each Director of the Corporation shall be entitled to one (1) vote. Except as may be specifically provided herein to the contrary, an affirmative vote of a majority of those present shall be necessary for the passage of any resolution. Any vote may be made by written ballot, voice vote or by a show of hands.

SECTION 12. Compensation of Directors. Directors shall not receive any salary for their services as a Director or as an officer of the Corporation.

SECTION 13. Prohibition Against Sharing in Corporate Earnings. No Director, officer or employee of or member of a committee or person connected with the Corporation, or any other private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation; provided that this prohibition shall not prevent the payment to any such person of such reasonable compensation as shall be fixed by the Board of Directors for services rendered to or for the Corporation in effecting any of its purposes, and no such persons or person shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation. All Directors of the Corporation shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation after all debts have been satisfied, then remaining in the hands of the Board of Directors shall be distributed, transferred, conveyed, delivered and paid over, in such amounts as the Board of Directors may determine or as may be determined by a court of competent jurisdiction upon application of the Board of Directors, exclusively to charitable, religious, scientific, testing for public safety, literary, or educational organizations which would then qualify under the provisions of Section 501 (c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

SECTION 14. Committees. The Board of Directors may, by resolution passed by a majority of the whole Board, designate one or more committees, each committee to consist of one (1) or more of the Directors of the Corporation, which, to the

extent provided in the resolution, shall have and may exercise the powers of the Board of Directors, and may authorize the seal of the Corporation to be affixed to all papers which may require it. Such committee or committees shall have such names as may be determined from time to time by resolution adopted by the Board of Directors.

ARTICLE IV

OFFICERS

SECTION 1. Election, Tenure and Compensation. The officers of the Corporation shall be a President, one or more Vice Presidents, a Secretary, and a Treasurer, and also such other officers as the Board of Directors from time to time may consider necessary for the proper conduct of the business of the Corporation. All officers shall be members of the Board of Directors and the officers shall be elected annually by the Board of Directors at its regular July meeting. Any two or more of the offices may be held by the same person, but no officer shall execute, acknowledge or verify any instrument in more than one capacity if such instrument is required by law or by these By-Laws to be executed, acknowledged or verified by any two or more officers.

Except where otherwise expressly provided in a contract duly authorized by the Board of Directors, all officers and agents of the Corporation elected by the Board shall be subject to removal at any time by the affirmative vote of a majority of the entire Board of Directors of the Centreville Rotary Club, and all officers, agents and employees shall hold office at the discretion of the Board of Directors of the Centreville Rotary Club. Officers shall not receive any salary for their services as an officer.

SECTION 2. President. The President shall be the chief executive officer of the Corporation, shall preside at all Board meetings and shall have general charge and control of all its business affairs and properties.

The initial term of office of the President shall be one (1) year. Thereafter, the President may be re-elected annually for additional terms of one (1) year each.

The President may sign and execute all authorized bonds, contracts or other obligations in the name of the Corporation. He shall have the general powers and duties of supervision and management usually vested in the office of president of a corporation. The President shall be an ex officio member of all the standing committees. He shall do and perform such other duties as may, from time to time, be assigned to him by the Board of Directors.

SECTION 3. Vice President. The Board of Directors may elect one or more Vice Presidents who shall perform such duties as may, from time to time, be assigned to them by the Board of Directors. In the absence of the President at a Board meeting, a Vice President designated by the President or the Board of Directors shall preside.

SECTION 4. Secretary. The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors and all other notices required by law or by these By-Laws, and in case of his absence or refusal or neglect to do so, any such notice may be given by any person thereunto directed by the President, or by the Directors upon whose written request the meeting is called as provided in these By-Laws. The Secretary shall record all the proceedings of the meetings of the Directors in books provided for that purpose, and he shall perform such other duties as may be assigned to him by the Directors or the President. He shall have custody of the seal of the corporation and shall affix the same to all instruments requiring it, when authorized by the Board of Directors or the President, and attest the same. In general, the Secretary shall perform all the duties generally incident to the office of secretary, subject to the control of the Board of Directors and the President.

SECTION 5. Assistant Secretary. The Board of Directors may elect an Assistant Secretary who shall assist the Secretary and shall have the same authority as the Secretary.

SECTION 6. Treasurer. The Treasurer shall have custody of all the funds and securities of the Corporation and he shall keep full and accurate account of receipts and disbursements in books belonging to the Corporation. He shall deposit all monies and other valuables in the name and to the credit of the Corporation in such depository or depositories as may be designated by the Board of Directors.

The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements. He shall render the President and the Board of Directors, whenever either of them so requests, an account of all his transactions as Treasurer and of the financial condition of the Corporation.

The Treasurer shall give the Corporation a bond, if required by the Board of Directors, in a sum, and with one or more sureties, satisfactory to the Board of Directors, for the faithful performance of the duties of his office and for the restoration to the Corporation in case of his death, resignation, retirement or removal from office of all books, papers, vouchers, monies, and other properties of whatever kind in his possession or under his control belonging to the Corporation.

The Treasurer shall perform all the duties generally incident to the office of the Treasurer, subject to the control of the Board of Directors and the President.

ARTICLE V

LIABILITY AND INDEMNIFICATION OF OFFICERS AND DIRECTORS

SECTION 1. Indemnification of Officers and Directors. The Corporation shall indemnify every officer or Director of the Corporation to the fullest extent permitted under the laws of the state of Maryland.

SECTION 2. Provisions of this Article Not Exclusive. The provisions of this Article shall not limit the power of the Corporation to pay or reimburse expenses incurred by any person who was or is and officer or Director of the Corporation in connection with an appearance as a witness in any proceeding by reason of service in that capacity, when that person has not been made a named defendant or respondent in the proceeding. All right to indemnification provided for in this Article shall be in addition to, and not exclusive of, any other rights to which any person who is or was an officer or Director of the Corporation may be entitled, by law or otherwise.

SECTION 3. Insurance. The Corporation may, but shall not be required to, purchase and maintain insurance on behalf of any person who is or was an officer or Director of the Corporation against any 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 against such liability pursuant to the provisions of this Article or otherwise.

SECTION 4. Report to Directors. Any indemnification or advance of expenses to any person in accordance with the provisions of this Article shall be reported to the Directors at the next meeting of Directors.

ARTICLE VI

CORPORATE SEAL

SECTION 1. Seal. The corporate seal shall be circular in form and shall have inscribed thereon the name of the Corporation, and the words and figures "Maryland 2002". The Board of Directors may from time to time change the seal or the inscription inscribed thereon.

ARTICLE VII

FISCAL YEAR

SECTION 1. Fiscal year. The fiscal year of the Corporation shall commence on July 1 and end on June 30 of each year.

ARTICLE VIII

BANK ACCOUNTS

SECTION 1. Bank Accounts. Such officers or agents of the Corporation as from time to time shall be designated by the Board of Directors shall have authority to deposit any funds of the Corporation in such banks or trust companies as shall from time to time be designated by the Board of Directors and such officers or agents as from time to time shall be authorized by the Board of Directors may withdraw any or all of the funds of the Corporation so deposited in any such bank or trust company, upon checks, drafts or other instruments or orders for the payment of money, drawn against the account or in the name or behalf of the Corporation, and made or signed by such officers or agents; and each bank or trust company with which funds of the Corporation are so deposited is authorized to accept, honor, cash and pay, without limit as to amount, all checks, drafts or other instruments or orders for the payment of money, when drawn, made or signed by officers or agents so designated by the Board of Directors until written notice of the revocation of the authority of such officers or agents by the Board of Directors shall have been received by such bank or trust company. There shall from time to time be certified to the banks or trust companies in which funds of the corporation are deposited, the signature of the officers or agents of the Corporation so authorized to draw against the same.

ARTICLE IX

CORPORATE OBLIGATIONS

SECTION 1. Corporate Obligations. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness or guaranties of the obligations of others shall be issued in the name of the Corporation unless authorized by a resolution approved by a majority of the Board of Directors. All loans, promissory notes, acceptances, other evidences of indebtedness and guaranties shall be signed on behalf of the Corporation by such officers as are designed in the resolution.

ARTICLE X

INVESTMENTS

SECTION 1. Investments. The Corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the discretion of the Board of Directors, without being restricted to the class of investments which a fiduciary is or may hereafter be permitted by law to make or any similar restriction, provided, however, that no action shall be taken by or on behalf of the Corporation if such action would adversely affect the Corporation's exemption from Federal income taxation or its non-private foundation status.

ARTICLE XI

EXEMPT ACTIVITIES

SECTION 1. Exempt Activities. Notwithstanding any other provisions of these By-Laws, no Director, officer, employee or agent of the Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization described in Section 501 (c) (3) of the Internal Revenue Code, or by an organization contributions to which are deductible under Section 170 (c) (2) of such Code and regulations as they now exist or as they may hereafter be amended.

ARTICLE XII

NOTICES

SECTION 1. Notices. Whenever, under the provisions of these By-Laws, notice is required to be given to any Director or officer, it shall not be construed to mean personal notice, but such notice shall be given in writing, by mail, by depositing the same in a post office or letter box, in a postpaid sealed wrapper, addressed to each officer or Director at such address as appears on the books of the Corporation.

ARTICLE XIII

INTERPRETATION

SECTION 1. Interpretation. Whenever the context hereof shall so require, the singular shall include the plural, the male gender shall include the female gender and the neuter, and vice versa.

ARTICLE XIV

AMENDMENTS

SECTION 1. Origin of Amendments. Amendment to these By-Laws may be proposed by any Director.

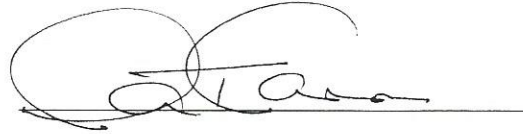
SECTION 2. Timing of Amendments. Upon the proposal of any amendment to these By-Laws, action on the proposed amendment shall be tabled until the first regular Board meeting following the meeting at which the amendment is proposed. Following the proposal of an amendment to these By-Laws, a copy of the proposed amendment shall be mailed to each Board member prior to the Board meeting at which action on the proposed amendment shall be taken. No proposed amendment shall be voted upon at the Board meeting in which the proposed amendment is first introduced.

SECTION 3. Required Vote. Any amendment to these By-Laws shall require the affirmative vote of two-thirds (2/3) of the entire Board of Directors; provided,

however, that no amendment to any provision of Article III of the By-Laws shall be effective unless and until approved by the affirmative vote of a majority of the Board of Directors of the Centreville Rotary Club.

SECTION 4. Approved Amendments. Any amendment to these By-Laws approved by the affirmative vote of two-thirds (2/3) of the entire Board of Directors, and approved by the affirmative vote of a majority of the Board of Directors of the Centreville Rotary Club, if required, shall be recorded among the minutes of the meeting of the Board of Directors and shall be inserted within the text of the official copy of these By-Laws filed among the permanent records of the Corporation.

Adopted by the affirmative vote of two-thirds (2/3) of the Board of Directors on the 29 day of JULY, 2002.

A handwritten signature in black ink, appearing to read "Daniel T. Cannon", written over a horizontal line.

DANIEL T. CANNON
Secretary

Centreville Rotary Club Community Fund, Inc.

A meeting of the Board of Directors was held on October 17, 2002 at 7:30 AM. A quorum was present for the meeting chaired by President Richard W. Phillips.

The meeting was held to discuss progress on our application for tax exempt status. Mr. Cannon reported that he had received notice from the Internal Revenue Service that there was a conflict between the application filed and the By Laws of the organization. The By Laws establish the fiscal year end as June 30 and the application indicated December 31. It has been our intention to use a calendar year for our accounting year.

Upon motion and second the following resolution was adopted by unanimous vote.

Resolved, Article 7, Section 1 of the By Laws be amended to read as follows:

Fiscal Year. The fiscal year of the corporation shall commence on January 1 and end on December 31 of each year.

There being no further business the meeting adjourned at 7:40 AM.



Richard W. Phillips, President



Edward C. Hammer, Secretary