

**BYLAWS**  
**of**  
**VILLAGES OF KENSINGTON**

**Article I**  
**Name, Mission and Service Area**

Section 1. Name and Purpose. The name of the Corporation shall be Villages of Kensington MD, Inc. (“Corporation” or “Village”). 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 and diverse network of neighbors helping neighbors to remain in their homes as they age and to be engaged in their community.

Section 3. Office. The principal office of the Corporation shall be located in 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, together with individuals outside this zip code who live in an area with a citizen’s association that has membership in the 20895 zip code. The service area can be further expanded by action of 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 (“Board”). All Directors must be members of the Village. The Board shall have, and may exercise, any and all powers provided by the Articles of Incorporation, these Bylaws and all applicable law which may be necessary to carry out the purpose and mission of the Corporation.

Section 2. Composition of Board.

- A. *Number and Election of Directors.* The number of Directors that shall constitute the Board shall be a minimum of six 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, with the term to commence upon election by the Board. The term of a Director shall also expire upon that Director’s death, resignation or renewal. No person shall serve more than two

consecutive three-year terms on the Board; however, a Director who is elected to an Officer position shall serve a total of no more than three full terms. For purposes of maintaining continuity or other good cause, the Board by majority rule shall have the authority to suspend the limitations of this section.

- C. *Vacancies.* The Board may at any time take action to increase the number of directors in office, subject to the limitations of Section 2.A. Further, the Board can take action at any time to fill a vacancy on the Board due to the death, resignation, removal or term limitation of a Director. Any vacancy or new appointment to the Board shall be filled by majority vote of the Directors then serving, and the term of office for the person so elected shall be three years.
- D. *Removal.* A Director may be removed with or without cause as determined by three-fourths vote of the Directors then serving.
- E. *Resignation.* A Director may resign by submitting a written or electronic resignation notice to the President, or to the Vice President if the resigning Director is President.

Section 3. Authority of the Board. Except as limited by the Bylaws, the Articles of Incorporation or applicable law, the Board shall have full authority to take action and enter into contracts necessary to the performance of its duties and the fulfillment of the Corporation's mission.

### **Article III** **Officers**

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

**Section 2. Election, Terms and Vacancies.** All of the Officers shall be elected at the annual meeting of the Board or at such other regular meeting as approved by the Board. Officers shall hold their office for a term of three years and until their successors are elected. An Officer shall be limited to serving two consecutive three-year terms in the position to which the Officer was elected. In the event of an Officer vacancy, the position shall be filled by Board election at the next regular meeting of the Board.

**Section 3. Removal.** An Officer may be removed with or without cause as determined by three-fourths vote of the Directors then serving.

**Section 4. Resignation.** An Officer may resign by submitting a written or electronic resignation notice to the President, or to the Vice President if the resigning Officer is President.

**Section 5. Authority and Responsibilities.** In the performance of their duties, the Officers shall have the authority and responsibility set out as follows:

- A. *President.* The President shall preside at and conduct all meetings of the Board. The President shall sign all contracts and agreements in the name of the Corporation after they have been approved by the Board. The President shall serve as the representative of the Corporation in meetings and discussions with other organizations and agencies, and shall also have authority to appoint a Director to act in the President's stead at any such meeting or discussion. The President shall have responsibility for meeting all obligations and filings required by Montgomery County. The President shall perform all of the duties which are ordinarily the function of the office or which are assigned by the Board.
- B. *Vice President.* The Vice President shall perform the duties of the President if the President is unable to do so. The Vice President shall perform such other tasks as are assigned by the Board, and shall, at the request of the President, assist the President in the performance of the duties of that office.
- C. *Secretary.* The Secretary shall keep accurate minutes of all meetings of the Board, and shall provide draft minutes of the previous meeting for review by Board members in advance of the next meeting. Together with the President, the Secretary shall be responsible for providing notice to Board members of upcoming meetings. The Secretary shall maintain a current listing of the names, addresses and contact information of the Directors. The Secretary shall maintain a correct record of the activities and transactions of the Corporation. This record shall include a Minute Book, which shall contain a copy of the Articles of Incorporation, a copy of the current Bylaw of the Corporation, a copy of the Corporation's application for Recognition of Exemption filed with the U.S. Internal Revenue Service (Form 1023), a copy of the Corporation's IRS determination letter, a copy of all filings submitted to any governmental entity and all minutes of meetings 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 shall have signing privileges for checks; other Directors or Officers 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. Meetings of the Board. Regular meetings of the Board shall be held at least once each quarter or more frequently as decided by the Board. Special meetings may be called by the President or by request from at least one-third of the Directors, with the purpose of the meeting to be specified. Business transacted at a special meeting shall be limited to the purpose or purposes

specified in calling the special meeting. The last regular meeting of the Board in each fiscal year shall be the annual meeting.

Section 2. Time and Place. The time and place of all meetings of the Board shall be designated by the President. A Director may participate in a meeting of the Board by physical attendance or by means of a conference call or other means of communication by which all Directors can hear each other.

Section 3. Notice. At least seven days' advance notice of a regular or special meeting of the Board shall be provided to each Director by regular or electronic mail. A special meeting of the Board shall require notice of at least three days. Notice of a Board meeting shall specify its date, time and place, as well as the agenda items to be covered.

Section 4. Quorum. The attendance at a meeting of a majority of Directors in office shall constitute a quorum for purposes of transaction of business. In the absence of a quorum, no action can be taken by the Board.

Section 5. Voting. 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 majority vote of the Directors in attendance, unless otherwise provided in the Bylaws. There shall be no voting by proxy.

Section 6. Action without a Meeting. Any matter to be voted on by the Board may be taken up without a meeting if the text of the matter to be considered is sent to all Directors, and a majority of the Directors consents to such an action. Such consent shall be given in writing or by electronic mail. Any vote taken without a meeting shall have the same force and effect as a vote held at a meeting of the Board. A record of the matter considered and the vote on the matter shall be recorded in the minutes of Board meetings.

## **Article V** **Committees of the Board**

Section 1. Establishment. The Board may establish Committees by a resolution passed by a majority vote of the Directors present at a meeting. Such Committees shall include, but not be limited to, those Committees established in these Bylaws.

Section 2. Membership. Except as otherwise specified, membership on Committees is open to any person living or working in the 20895 zip code area. At least one Board member shall serve on each Committee. Anyone serving on a Committee must be a member of the Village.

Section 3. Meetings. Committee meetings shall be held at such times as the Committee members deem appropriate. Each Committee shall be responsible for establishing its own rules of operation.

Section 4. Role. Each Committee shall develop and make policy and spending recommendations to the Board on those matters within its scope or responsibility, with the Board having decision-making authority in these areas. Each Committee shall also take all actions necessary to implement those policies authorized by the Board.

Section 5. Board Committees.

- A. *Executive Committee.* There shall be an Executive Committee comprised of the Officers of the Board. It would be responsible for all business activities of the Board, including budget, finance, contracts, insurance, office operations and filings. In addition, the Executive Committee may act on behalf of the Board between regular meetings of the Board. All actions taken by the Executive Committee will be reported to the full Board at its next regular meeting.
- B. *Nominations Committee.* There shall be a Nominations Committee comprised of three members, at least two of whom shall be Directors. Upon vacancies among the Officer positions, the Board shall be responsible for making recommendations to the Board of candidates to fill these positions. On an ongoing basis, the committee shall further be responsible for identifying candidates for Board positions.
- C. *Membership Committee.* The Membership Committee shall be responsible for all matters related to current members. It shall also be responsible for devising and implementing the process for recruitment of new members.
- D. *Programming Committee.* The Programming Committee shall be responsible for designing and carrying out programs of social and educational activities for Village members.
- E. *Volunteers Committee.* The Volunteers Committee shall be responsible for all matters related to Village volunteers. It shall also be responsible for recruitment of new volunteers.
- F. *Communications Committee.* The Communications Committee shall be responsible for all communications to members and volunteers, including newsletters, website, programming information, surveys and wellness checks. It shall also be responsible for all communications with the Kensington community and other entities.

Section 6. Appointment to Committees. The Board shall appoint members of the Nominations Committee. The Board shall also appoint members of the Membership, Programming, Volunteers and Communications Committee, based upon recommendations made by members of those Committees.

**Article VI**  
**Service Providers**

Section 1. Professional and Administrative Services. The Corporation may enter into arrangements with individuals or entities for the performance of professional or administrative

services. Under such arrangements, the services to be performed must be necessary for achievement of the Corporation's mission.

Section 2. Agreements. For all individuals or entities retained for the performance of services, there must be a written agreement which specifies the services to be performed, the work product, if any, to be generated, the timeline for performance, the duration of the agreement and the compensation to be paid.

Section 3. Reporting. Each service provider shall provide a report on its work satisfactory to the Board. Upon invitation, the service provider shall meet with the Board or a Committee of the Board to discuss its work.

## **Article VII** **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. Such indemnification, which shall include the advancement of related expenses, shall be provided against judgments, penalties, fines, settlements and reasonable expenses incurred by the indemnitee in connection with the defense of any action, suit or proceeding in which the indemnitee has been made a party by virtue of service as a Director or Officer of the Corporation. Such indemnification shall be extended if the indemnitee 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 the 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 the Director or Officer is adjudged to be liable to the Corporation. No Director or Officer may be indemnified if found liable on the basis that personal benefit was improperly received. Any indemnification provided shall not be deemed exclusive of any other rights to which the indemnitee shall 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. Such insurance shall be maintained irrespective of whether the Corporation would have the power to indemnify the person against such liability under the provisions of this Article. The insurance shall provide for the cost of any defense against any claim filed against a Director, Officer, employee or agent.

All Officers and Directors shall have a policy of directors and officers' insurance in an amount of no less than one million dollars, with this insurance obtained by the Corporation.

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 any of its members for money damages; provided, however, that the foregoing limitation of Director and Officer liability shall only be to the extent permitted of organization which are exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Code law).

No amendment of the Articles of Incorporation or the Bylaws or repeal of any of their provisions shall limit or eliminate the benefits provided to Directors and Officers under this Article with respect to any act or omission that occurred prior to such amendments or repeal.

## **Article VIII** **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 run from July 1 to June 30.

Section 3. Loans. No loans shall be contracted on behalf of the Corporation and no evidence of its indebtedness shall be issued in its name unless authorized by a resolution of the Board approved by three quarters of its Directors then in office. The Corporation shall not make any loans to its Directors and Officers.

Section 4. Compensation and Reimbursement. No Director, Officer or Committee member will receive financial compensation for their service to the Corporation. However, upon authorization by the Board, Directors, Officers and Committee members will be entitled to reimbursement of expenses reasonably incurred in the performance of their duties. No part of the assets of the Corporation shall inure to the benefit of, or be distributable to, any Director or Officer. However, the Corporation shall be authorized to pay reasonable compensation for services rendered and to make payments in furtherance of the purpose and mission of the Corporation.

Section 5. Acceptance of Gifts. The Board shall have the right to accept or reject all gifts and donations offered to the Corporation, as well as restrictions associated with such gifts.

Section 6. 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 the use of this term shall not constitute voting membership in the Corporation.

Section 7. Amendment of Bylaws. These Bylaws may be amended or restated at any time by an action of the Board approved by three quarters of its Directors then in office.

Section 8. Nondiscrimination. The Corporation shall 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.

This Restatement of the Bylaws of Villages of Kensington, MD, Inc. was adopted on September 21, 2023 and effective as of that date.

John Leary

President, Villages of Kensington, MD, Inc.