

**INNER ARBOR TRUST, INC.****ORGANIZATIONAL MEETING OF THE BOARD OF DIRECTORS****May 10, 2013**

The following resolutions were passed at the organizational meeting of the Board of Directors of Inner Arbor Trust, Inc., a Maryland corporation (the “Corporation”) held on May 10, 2013 and attended by the following: (i) Edward T. Coleman, (ii) Deborah Aaronson Ellinghaus, (iii) G. Kent Humphries, (iv) Phillip L. Nelson, (v) Gregg M. Schwind, (vi) Michael S. McCall and (vii) Beverly J. White-Seals.

NOW, THEREFORE, IT IS HEREBY:

INCORPORATOR

RESOLVED, that the actions of Lee Sheller, the incorporator of the Corporation, are hereby ratified, adopted and approved in all respects and all such actions shall be binding upon the Corporation to the same extent as if authorized by this resolution.

ARTICLES OF INCORPORATION

FURTHER RESOLVED, that the Articles of Incorporation of the Corporation, a copy of which is attached hereto as Exhibit A, as received and accepted for record on April 26, 2013, by the State Department of Assessments and Taxation of Maryland, are approved.

BY-LAWS

FURTHER RESOLVED, that the By-Laws of the Corporation, a copy of which is attached hereto as Exhibit B, are approved.

INITIAL TERMS OF DIRECTORS

FURTHER RESOLVED, that pursuant to Section 2.04 of the By-Laws, the elected members of the initial Board of Directors shall have the following terms:

Columbia Association Directors (two):	Edward T. Coleman Gregg M. Schwind	September 2014 September 2015
At Large Directors (three):	Deborah Aaronson Ellinghaus G. Kent Humphries W. Gill Wylie	September 2014 September 2015 September 2015
Resident Director (one):	Beverly J. White-Seals	September 2015

CHAIR OF THE BOARD OF DIRECTORS

FURTHER RESOLVED, that Phillip L. Nelson is hereby elected as the Chair of the Board of Directors, to hold office until his successor is elected and qualifies or his earlier death, resignation or removal.

ELECTION OF OFFICERS

FURTHER RESOLVED, that each of the following person is elected to the office or offices set forth opposite such person's name, to hold office until such person's successor is elected and qualifies or his or her earlier death, resignation or removal:

<u>NAME</u>	<u>OFFICE(S)</u>
Michael S. McCall	President
Beverly J. White-Seals	Secretary

AUTHORIZATION TO EXECUTE DOCUMENTS

FURTHER RESOLVED, that each of the President, Treasurer and Secretary may sign and execute, in the name of the Corporation, all authorized deeds, mortgages, bonds, stock certificates, contracts or other instruments, except in cases where the signing and execution thereof shall have been expressly delegated to some other officer or agent of the Corporation.

LEGAL COUNSEL

FURTHER RESOLVED, that each of the Chair and the President is authorized to identify and engage qualified legal counsel to handle such legal matters that may arise from time to time.

BOOKKEEPING & ACCOUNTING SERVICES

FURTHER RESOLVED, that each of the Chair and the President is authorized to identify a qualified candidate for Bookkeeping & Accounting services, to be reviewed and approved by the Board of Directors.

DIRECTORS & OFFICERS INSURANCE

FURTHER RESOLVED, that each of the Chair and the President is authorized to identify a qualified underwriter of Directors & Officers insurance, to be reviewed and approved by the Board of Directors.

EMPLOYER IDENTIFICATION NUMBER

FURTHER RESOLVED, that each of the President, Treasurer and Secretary of the Corporation is authorized to obtain a federal Employer Identification Number on behalf of the Corporation.

BANK ACCOUNTS

FURTHER RESOLVED, that each of the President, Treasurer and Secretary of the Corporation is authorized to establish such banking and depository arrangements for the Corporation as may be deemed necessary or desirable and in connection therewith to execute such agreements or to delegate to others the power to execute such agreements as may be necessary or desirable.

FURTHER RESOLVED, that if any bank or other depository requests or requires a particular form of authorizing resolution or resolutions in order to establish a banking or depository arrangement for the Corporation, said resolution or resolutions shall be deemed to have been adopted by this Consent; and upon the insertion thereof by the Secretary of the Corporation in the minute book of the Corporation, the Secretary may certify such resolution or resolutions as having been adopted by the Board by this Consent.


APPLICATION FOR TAX-EXEMPT STATUS

FURTHER RESOLVED, that the President, Treasurer and Secretary of the Corporation are authorized to take such steps as are necessary to obtain recognition by the Internal Revenue Service of the Corporation's status as an organization exempt from income tax under Section 501(a) of the Internal Revenue Code as an organization described in Section 501(c)(3) of the Internal Revenue Code, including the execution on behalf of the Corporation of an Application for Recognition of Exemption (IRS Form 1023) and the appointment of outside legal counsel to represent the Corporation in connection with its application for the recognition of such status.

GENERAL AUTHORITY

FURTHER RESOLVED, that the officers of the Corporation, and each of them acting singularly, be and are hereby authorized and directed to take any and all actions and to execute any and all further agreements, instruments and documents as the officer or officers so acting shall determine to be necessary or appropriate to effect the foregoing resolutions, the taking of any such action to be conclusive evidence that the same was deemed to be necessary or appropriate and was hereby authorized.

I, Beverly J. White-Seals, hereby certify that I am the duly elected Secretary of the Inner Arbor Trust, Inc. and that the aforesaid is a true and complete copy of the resolutions duly adopted by the Board of Directors at a meeting held on May 10, 2013:

  
Beverly J. White-Seals

**DLA – 5/10/13**

**Exhibit A**

**Articles of Incorporation**

**(see attached)**

State of Maryland  
Department of  
Assessments and Taxation



Martin O'Malley  
Governor

Robert E. Young  
Director

Paul B. Anderson  
Administrator

Charter Division

Date: 04/26/2013

DLA PIPER US LLP  
6225 SMITH AVENUE  
BALTIMORE MD 21209-3600

THIS LETTER IS TO CONFIRM ACCEPTANCE OF THE FOLLOWING FILING:

ENTITY NAME : INNER ARBOR TRUST, INC.  
DEPARTMENT ID : D15213085  
TYPE OF REQUEST : ARTICLES OF INCORPORATION  
DATE FILED : 04-26-2013  
TIME FILED : 03:58 PM  
RECORDING FEE : \$100.00  
ORG. & CAP FEE : \$20.00  
EXPEDITED FEE : \$50.00  
NON-PROFIT FEE : \$50.00  
FILING NUMBER : 1000362004785764  
CUSTOMER ID : 0002914625  
WORK ORDER NUMBER : 0004131205

PLEASE VERIFY THE INFORMATION CONTAINED IN THIS LETTER. NOTIFY THIS DEPARTMENT IN WRITING IF ANY INFORMATION IS INCORRECT. INCLUDE THE CUSTOMER ID AND THE WORK ORDER NUMBER ON ANY INQUIRIES. EVERY YEAR THIS ENTITY MUST FILE A PERSONAL PROPERTY RETURN IN ORDER TO MAINTAIN ITS EXISTENCE EVEN IF IT DOES NOT OWN PERSONAL PROPERTY. A BLANK RETURN WILL BE MAILED BY FEBRUARY OF THE YEAR FOR WHICH THE RETURN IS DUE.

Charter Division  
Baltimore Metro Area (410) 767-1350  
Outside Metro Area (888) 246-5941

ENTITY TYPE: ORDINARY BUSINESS - NON-STOCK  
STOCK: N  
CLOSE: N  
EFFECTIVE DATE: 04-26-2013  
PRINCIPAL OFFICE: 10630 LITTLE PATUXENT PARKWAY  
CENTURY PLAZA SUITE 315  
COLUMBIA MD 21044  
RESIDENT AGENT: THE CORPORATION TRUST INCORPORATED  
351 WEST CAMDEN STREET  
BALTIMORE MD 21201-7912

APR 26 2013

**INNER ARBOR TRUST, INC.**

**(a non-stock corporation)**

**ARTICLES OF INCORPORATION**

FIRST: THE UNDERSIGNED, Lee A. Sheller, whose address is 6225 Smith Avenue, Baltimore, Maryland 21209-3600 being at least eighteen years of age, acting as incorporator, does hereby form a non-stock corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter called the "Corporation") is:

Inner Arbor Trust, Inc.

THIRD: The Corporation is formed to further and promote exclusively, charitable, religious, educational and scientific purposes and the business and objects to be carried on and promoted by it are:

(1) to promote and support the revitalization of the Merriweather-Symphony Woods Neighborhood, as designated by the Howard County, Maryland, Downtown Columbia Plan of 2010, as a setting for arts, cultural, civic, recreational, natural and compatible commercial uses for the benefit of the public in Columbia, Maryland and surrounding Howard County, Maryland, to the extent that such activities are permitted of organizations which are exempt under section 501(a) and described in section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law) and contributions to which are deductible under sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law); and

(2) to perform other activities permitted corporations under the General Laws of the State of Maryland, to the extent such activities are permitted of organizations which are exempt under section 501(a) and described in section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law) and contributions to which are deductible under sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), including the making of distributions to organizations that are described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) and also including the making of distributions to states, territories, or possessions of the United States, any political subdivision of any of the foregoing, or to the United States or the District of Columbia, but only for charitable purposes. As used in the previous sentence, "charitable purposes" shall be limited to and shall include only religious, charitable, scientific, literary or educational purposes within the meaning of those terms as used in Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

FOURTH: The present address of the principal office of the Corporation in this State is 10630 Little Patuxent Parkway, Century Plaza Suite 315, Columbia, Maryland 21044.

FIFTH: The name and address of the resident agent of the Corporation in this State are The Corporation Trust Incorporated, 351 West Camden Street, Baltimore, Maryland 21201. Said resident agent is a citizen of the State of Maryland who resides there.

SIXTH: The Corporation is not authorized to issue capital stock.

SEVENTH: The directors of the Corporation also constitute the members of the Corporation and, when meeting as directors, may exercise the rights and powers of members.



EIGHTH: The number of directors of the Corporation shall be five, which number may be increased, but not decreased pursuant to the By-Laws of the Corporation and shall never be less than the minimum number required by the General Laws of the State of Maryland now or hereafter in force. The names of the directors who will serve until the first annual meeting and until their successors are elected and qualify are as follows: Edward T. Coleman, Deborah A. Ellinghaus, G. Kent Humphries, Phillip L. Nelson and Gregg M. Schwind. The directors shall be elected in the manner provided in the By-Laws.

NINTH: The following provisions are hereby adopted for defining, adopting, limiting and regulating the powers of the Corporation and of the directors.

(1) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article THIRD hereof. 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 not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these articles, the Corporation shall not have any purposes nor carry on any activities (otherwise than as an insubstantial part of its activities) not permitted to be carried on (a) by a corporation described in section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under sections 170(c)(2), 2055(a)(2) and

2522(a)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

(2) Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation (a) to an organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) contributions to which are deductible under sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), or (b) to states, territories, or possessions of the United States, any political subdivision of any of the foregoing, or to the United States or the District of Columbia, but only for charitable purposes. The Board of Directors shall determine how the Corporation's assets will be distributed in accordance with the foregoing sentence. Any of the Corporation's assets not so disposed of shall be disposed of by the Circuit Court of Howard County or such other court sitting in equity in the political subdivision in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

(3) The Corporation shall indemnify (A) its directors and officers, whether serving the Corporation or at its request any other entity, to the full extent required or permitted by the General Laws of the State of Maryland now or hereafter in force, including the advance of expenses under the procedures and to the full extent permitted by law and (B) other employees

and agents to such extent as shall be authorized by the Board of Directors or the Corporation's By-Laws and be permitted by law; provided, however, that indemnification shall only be to the extent permitted of organizations which are described in section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law) and contributions to which are deductible under sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law). The foregoing rights of indemnification shall not be exclusive of any other rights to which those seeking indemnification may be entitled. The Board of Directors may take such action as is necessary to carry out these indemnification provisions and is expressly empowered to adopt, approve and amend from time to time such by-laws, resolutions or contracts implementing such provisions or such further indemnification arrangements as may be permitted by law. No amendment of the charter of the Corporation shall limit or eliminate the right to indemnification provided hereunder with respect to acts or omissions occurring prior to such amendment or repeal.

(4) To the fullest extent permitted by Maryland statutory or decisional law, as amended or interpreted, no director or officer of this Corporation shall be personally liable to the Corporation 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 described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law) and contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law). No amendment of the charter of the Corporation 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 which occurred prior to such amendment or repeal.

(5) The Corporation shall maintain insurance coverage that satisfies all requirements of Maryland statutory or decisional law for directors of a corporation that is described in Section 501(c)(3) of the Internal Revenue Code of 1986 so that the Corporation's directors are not personally liable for damages that are the result of the acts or omissions of the Corporation's directors in providing services or performing duties on behalf of the Corporation. Nevertheless, a director shall be liable for damages in any suit in which it is found that the director acted with malice or gross negligence, to the extent that the judgment for damages exceeds the Corporation's insurance coverage.

(6) During any fiscal year of the Corporation that it is determined to be a private foundation as defined in section 509(a) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law):

(a) The Corporation shall distribute its income for such taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

(b) The Corporation shall not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

(c) The Corporation shall not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

(d) The Corporation shall not make any investments in such manner as to subject it to tax under section 4944 of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

(e) The Corporation shall not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

(7) Except as limited by the next sentence, the Corporation reserves the right from time to time to make any amendments of its charter which may now or hereafter be authorized by law. The Corporation reserves the right from time to time to make any amendments to its corporate purposes and objects as contained in Article THIRD hereof so that they may embrace any activity which may properly be engaged in by any organization which is described in section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law) and contributions to which are deductible under sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), and all contributions to the Corporation are made subject to this provision unless otherwise specifically stated in writing at the time of making the contribution.

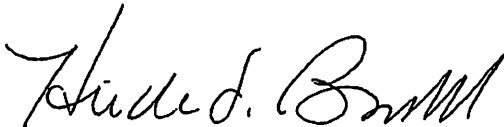
The enumeration and definition of particular powers of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other Article of the charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force, except to the extent that the General Laws of the State of Maryland permit activities which

are not permitted under Federal Law for any organization which is described in section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) and contributions to which are deductible under sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions under any future United States Internal Revenue Law).

TENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation, acknowledging the same to be my act, on April 26, 2013.

WITNESS:



Name: *Heidi S Boswell*

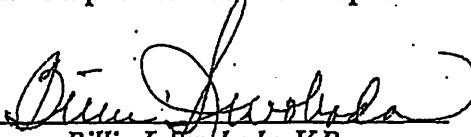


Lee A. Sheller

CT CORPORATION SYSTEM

I hereby consent to act as resident agent in Maryland for the  
entity named in the attached document.

The Corporation Trust Incorporated



*Billie J. Swoboda, V.P.*

**DLA – 5/10/13**

**Exhibit B**

**Bylaws**

**(see attached)**



INNER ARBOR TRUST, INC.

BY-LAWS

ARTICLE I.

MEMBERS

**SECTION 1.01. *Members.*** The directors of Inner Arbor Trust, Inc. (hereinafter, the “*Corporation*”) also constitute the members of the Corporation and, when meeting as directors, may exercise the rights and powers of members.

ARTICLE II.

BOARD OF DIRECTORS

**SECTION 2.01. *Function of Directors.*** The business and affairs of the Corporation shall be managed under the direction of its Board of Directors. All powers of the Corporation may be exercised by or under authority of the Board of Directors.

**SECTION 2.02. *Number of Directors.*** The Corporation shall have at all times the minimum number of directors required by the General Laws of the State of Maryland now or hereinafter in force but never less than seven directors. A majority of the entire Board of Directors may alter the number of directors to not more than nine directors, but the action may not affect the tenure of office of any director (except as provided in Section 2.05) and the total number of directors must always be an odd number.

**SECTION 2.03. *Board Composition.*** The Board of Directors will be comprised of both elected directors and an *ex officio* director, each with full voting power. The *ex officio* director position shall be occupied by the President of the Columbia Association (the “*Ex Officio Director*”). In addition to the Ex Officio Director, two elected directors shall be directors of the Columbia Association (the “*CA Directors*”) and four elected directors shall have no affiliation with the Columbia Association, whether as directors, officers, employees, and at least three of the four directors shall not be subject to the Columbia Association annual charge (the “*At Large Directors*”).

**SECTION 2.04. *Election and Tenure of Directors.*** Except for the initial Board of Directors, at each annual meeting for each director position which has a term ending on that date, the directors shall be elected to hold office until the second anniversary of such annual meeting and until their successors are elected and qualify. Elected directors shall be elected by the affirmative vote of a majority of the entire Board of Directors. With respect to the initial Board of Directors and in order to implement staggered terms, one of the two CA Directors and one of the three At Large Directors shall have terms ending at the annual meeting of the Board of Directors held in September 2014, all other elected members of the initial Board of Directors

shall have terms ending at the annual meeting of the Board of Directors held in September 2015. An elected director may serve any number of consecutive terms and shall not be subject to term limits.

**SECTION 2.05. *Removal of Director.*** Unless statute or the Articles of Incorporation provides otherwise, the directors may remove any director, with or without cause, by the affirmative vote of a majority of the entire Board of Directors; provided, however, that an At Large Director can be removed only if a majority of the other At Large Directors (or one if there are only two other At Large Directors) vote in favor of the removal. The Ex Officio Director shall be deemed to be removed as of the time he or she ceases to be the President of the Columbia Association. A CA Director shall be deemed removed as of the time he or she ceases to be a director of the Columbia Association; provided, however, that the initial CA Director who is serving a term ending at the annual meeting of the Board of Directors held in September 2014 shall not be deemed removed if he or she ceases to be a director of the Columbia Association during such initial term. An At Large Director shall be deemed removed if (a) he or she becomes a director, officer or employee of the Columbia Association or (b) if he or she becomes subject to the Columbia Association annual charge (unless such At Large Director was subject to the Columbia Association annual charge at the time of such director's election).

**SECTION 2.06. *Vacancy on Board.*** Subject to Section 2.03, any vacancy on the Board of Directors shall be filled promptly by the affirmative vote of a majority of the remaining directors. A director elected to fill a vacancy serves for the remainder of the term of the director that is being replaced and until his or her successor is elected and qualifies.

**SECTION 2.07. *Annual and Regular Meetings.*** The Corporation shall hold an annual meeting of its directors to elect directors and transact any other business within its powers either at 10:00 A.M. on the first Wednesday of September in each year if not a legal or religious holiday, or at such other time on such other day falling on or before the 30th day thereafter as shall be set by the Board of Directors. Except as the Articles of Incorporation or statute provides otherwise, any business may be considered at an annual meeting without the purpose of the meeting having been specified in the notice. Failure to hold an annual meeting does not invalidate the Corporation's existence or affect any otherwise valid corporate acts. Any other regular meeting of the Board of Directors shall be held on such date and at any place as may be designated from time to time by the Board of Directors.

**SECTION 2.08. *Special Meetings.*** Special meetings of the Board of Directors may be called at any time by the Chair of the Board or the President or by a majority of the Board of Directors by vote at a meeting, or in writing with or without a meeting. A special meeting of the Board of Directors shall be held on such date and at any place as may be designated from time to time by the Board of Directors. In the absence of such designation such meeting shall be held at such place as may be designated in the call or by the Chair or the President.

**SECTION 2.09. *Notice of Meeting.*** Except as provided in Section 2.07, the Secretary shall give notice to each director of each annual, regular, and special meeting of the

Board of Directors. The notice shall state the time and place of the meeting. Notice is given to a director when it is delivered personally to him or her, left at his or her residence or usual place of business, or sent by telegraph, telecopy, electronic mail or telephone, at least 24 hours before the time of the meeting or, in the alternative by mail to his or her address as it shall appear on the records of the Corporation, at least 72 hours before the time of the meeting. Unless the By-Laws or a resolution of the Board of Directors provide otherwise, the notice need not state the business to be transacted at or the purpose of any annual, regular, or special meeting of the Board of Directors. No notice of any meeting of the Board of Directors need be given to any director who attends, or to any director who, in writing executed and filed with the records of the meeting either before or after the holding thereof, waives such notice. Any meeting of the Board of Directors, annual, regular, or special, may adjourn from time to time to reconvene at the same or some other place, and no notice need be given of any such adjourned meeting other than by announcement.

**SECTION 2.10. *Action by Directors.*** Subject to the Conflict of Interest provisions in Article VII hereof and unless statute or the Articles of Incorporation or By-Laws requires a greater proportion, the action of a majority of the directors present at a meeting at which a quorum is present is action of the Board of Directors. A majority of the entire Board of Directors shall constitute a quorum for the transaction of business. In the absence of a quorum, the directors present by majority vote and without notice other than by announcement may adjourn the meeting from time to time until a quorum shall attend. At any such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting, if a unanimous consent which sets forth the action is given in writing or by electronic transmission by each member of the board or committee and filed in paper or electronic form with the minutes of proceedings of the board or committee. Notwithstanding anything to the contrary in these By-Laws, if there is a vacancy in any CA Director position for at least 15 days, the Board of Directors shall not take any action, whether at a meeting or by unanimous written consent (other than any action to fill such vacancy).

**SECTION 2.11. *Meeting by Conference Telephone.*** Members of the Board of Directors may participate in a meeting by means of a conference telephone or similar communications equipment if all persons participating in the meeting can hear each other at the same time. Participation in a meeting by these means constitutes presence in person at a meeting.

**SECTION 2.12. *Compensation.*** A director may not receive any compensation for attendance at any annual, regular, or special meeting of the Board of Directors or any committee thereof, but may receive reimbursement for out-of-pocket expenses of attending meetings. A director who serves the Corporation in any other capacity may receive compensation for such other services, pursuant to a resolution of the Board of Directors.

**SECTION 2.13**      *Chair of the Board of Directors.* The Corporation shall have a Chair of the Board of Directors. The Chair shall be selected by the Board of Directors from among the directors and shall serve a term of two years. The Chair shall preside at all meetings of the Board of Directors at which he or she shall be present, or if the Chair is present and asks the President to preside for all or a portion of a meeting, the President shall preside for all or a portion of the meeting. If the Chair is not present at a meeting, the President shall preside at the meeting unless the Chair has designated another member of the Board of Directors to preside at the meeting. In addition, the Chair shall perform all such duties as are from time to time assigned to him or her by the Board of Directors.

### **ARTICLE III.**

#### **COMMITTEES**

**SECTION 3.01.**      *Committees.* The Board of Directors may appoint from among its members an Executive Committee and other committees composed of one or more directors and delegate to these committees any of the powers of the Board of Directors, except the power to elect or remove directors, take any action where the directors are acting as members, or amend the By-Laws. Each committee may fix rules of procedure for its business. A majority of the members of a committee shall constitute a quorum for the transaction of business and the act of a majority of those present at a meeting at which a quorum is present shall be the act of the committee. The members of a committee present at any meeting, whether or not they constitute a quorum, may appoint a director to act in the place of an absent member. Any action required or permitted to be taken at a meeting of a committee may be taken without a meeting, if an unanimous written consent which sets forth the action is signed by each member of the committee and filed with the minutes of the committee. The members of a committee may conduct any meeting thereof by conference telephone or similar communications equipment in accordance with the provisions of Section 2.11.

### **ARTICLE IV.**

#### **OFFICERS**

**SECTION 4.01.**      *Executive and Other Officers.* The Corporation shall have a President, a Secretary, and a Treasurer who shall be the executive officers of the Corporation. It may also have one or more Vice-Presidents, assistant officers, and subordinate officers as may be established by the Board of Directors. A person may hold more than one office in the Corporation but may not serve concurrently as both President and Vice-President or as both Secretary and Treasurer. Officers are not required to be directors.

**SECTION 4.02.**      *President.* The President, in the absence or request of the Chair of the Board, shall preside at all meetings of the Board of Directors at which he or she shall be present; he or she may sign and execute, in the name of the Corporation, all authorized deeds, mortgages, bonds, contracts or other instruments, except in cases in which the signing and

execution thereof shall have been expressly delegated to some other officer or agent of the Corporation; and, in general, he or she shall perform all duties usually performed by a president of a corporation and such other duties as are from time to time assigned to him or her by the Board of Directors. If the individual serving as President is not a director, he or she shall be entitled to participate as a non-voting member in all meetings of the Board of Directors, including all standing and special committee meetings; provided, however, that the President may be excluded from any meeting or portion thereof to the extent determined in the reasonable judgment of the Chair of the Board of Directors with respect to any meeting of the Board of Directors, including any standing or special committee meeting.

**SECTION 4.03. *Vice-Presidents.*** The Vice-President or Vice-Presidents, at the request of the President, or in the President's absence or during his or her inability to act, shall perform the duties and exercise the functions of the President, and when so acting shall have the powers of the President. If there is more than one Vice-President, the Board of Directors may determine which one or more of the Vice-Presidents shall perform any of such duties or exercise any of such functions, or if such determination is not made by the Board of Directors, the President may make such determination; otherwise any of the Vice-Presidents may perform any of such duties or exercise any of such functions. The Vice-President or Vice-Presidents shall have such other powers and perform such other duties, and have such additional descriptive designations in their titles (if any), as are from time to time assigned to them by the Board of Directors or the President.

**SECTION 4.04. *Secretary.*** The Secretary shall keep the minutes of the meetings of the Board of Directors and of any committees, in books provided for the purpose; he or she shall see that all notices are duly given in accordance with the provisions of the By-Laws or as required by law; he or she shall be custodian of the records of the Corporation; he or she may witness any document on behalf of the Corporation, the execution of which is duly authorized, see that the corporate seal is affixed where such document is required or desired to be under its seal, and, when so affixed, may attest the same; and, in general, he or she shall perform all duties incident to the office of a secretary of a corporation, and such other duties as are from time to time assigned to him or her by the Board of Directors or the President.

**SECTION 4.05. *Treasurer.*** The Treasurer shall have charge of and be responsible for all funds, securities, receipts and disbursements of the Corporation, and shall deposit, or cause to be deposited, in the name of the Corporation, all moneys or other valuable effects in such banks, trust companies or other depositories as shall, from time to time, be selected by the Board of Directors; he or she shall render to the President and to the Board of Directors, whenever requested, an account of the financial condition of the Corporation; and, in general, he or she shall perform all the duties incident to the office of a treasurer of a corporation, and such other duties as are from time to time assigned to him or her by the Board of Directors or the President.

**SECTION 4.06. *Assistant and Subordinate Officers.*** The assistant and subordinate officers of the Corporation are all officers below the office of Vice-President, Secretary, or

Treasurer. The assistant or subordinate officers shall have such duties as are from time to time assigned to them by the Board of Directors or the President.

**SECTION 4.07. *Election, Tenure and Removal of Officers.*** The Board of Directors shall elect the officers. The Board of Directors may from time to time authorize any committee or officer to appoint assistant and subordinate officers. All officers shall be appointed to hold their offices, respectively, during the pleasure of the Board. The Board of Directors (or, as to any assistant or subordinate officer, any committee or officer authorized by the Board) may remove an officer at any time. The removal of an officer does not prejudice any of his or her contract rights. The Board of Directors (or, as to any assistant or subordinate officer, any committee or officer authorized by the Board) may fill a vacancy which occurs in any office.

**SECTION 4.08. *Compensation.*** The Board of Directors shall have power to fix the salaries and other compensation and remuneration, of whatever kind, of all officers of the Corporation. It may authorize any committee or officer, upon whom the power of appointing assistant and subordinate officers may have been conferred, to fix the salaries, compensation and remuneration of such assistant and subordinate officers.

## ARTICLE V.

### FINANCE

**SECTION 5.01. *Checks, Drafts, Etc.*** All checks, drafts and orders for the payment of money, notes, and other evidences of indebtedness, issued in the name of the Corporation, shall, unless otherwise provided by resolution of the Board of Directors, be signed by the Chair of the Board, the President, a Vice-President, or an Assistant Vice-President and countersigned by the Treasurer, an Assistant Treasurer, the Secretary, or an Assistant Secretary.

**SECTION 5.02. *Annual Statement of Affairs.*** The President shall prepare or cause to be prepared annually a full and correct statement of the affairs of the Corporation, to include a balance sheet and a financial statement of operations for the preceding fiscal year. The statement of affairs shall be submitted at the annual meeting of the Board of Directors and, within twenty (20) days after the meeting, placed on file at the Corporation's principal office.

**SECTION 5.03. *Fiscal Year.*** The fiscal year of the Corporation shall be the twelve calendar months period ending April 30 in each year, unless otherwise provided by the Board of Directors.

## ARTICLE VI.

### SUNDRY PROVISIONS

**SECTION 6.01.**     ***Maintenance of Tax Exempt Status.*** The Corporation shall not have any purposes nor carry on any activities (otherwise than as an insubstantial part of its activities) not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(a) and described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

**SECTION 6.02.**     ***Books and Records.*** The Corporation shall keep correct and complete books and records of its accounts and transactions and minutes of the proceedings of its Board of Directors and of any executive or other committee when exercising any of the powers of the Board of Directors. The books and records of the Corporation may be in written form or in any other form which can be converted within a reasonable time into written form for visual inspection. Minutes shall be recorded in written form but may be maintained in the form of a reproduction. The original or a certified copy of the Articles of Incorporation and By-Laws shall be kept at the principal office of the Corporation.

**SECTION 6.03.**     ***Corporate Seal.*** The Board of Directors may provide a suitable seal, bearing the name of the Corporation, which shall be in the charge of the Secretary. The Board of Directors may authorize one or more duplicate seals and provide for the custody thereof. If the Corporation is required to place its corporate seal to a document, it is sufficient to meet the requirement of any law, rule or regulation relating to a corporate seal to place the word "Seal" adjacent to the signature of the person authorized to sign the document on behalf of the Corporation.

**SECTION 6.04.**     ***Bonds.*** The Board of Directors may require any officer, agent or employee of the Corporation to give a bond to the Corporation, conditioned upon the faithful discharge of his or her duties, with one or more sureties and in such amount as may be satisfactory to the Board of Directors.

**SECTION 6.05.**     ***Voting Upon Shares in Other Corporations.*** Stock of other corporations or associations, registered in the name of the Corporation, may be voted by the President, a Vice-President, or a proxy appointed by either of them. The Board of Directors, however, may by resolution appoint some other person to vote such shares, in which case such person shall be entitled to vote such shares upon the production of a certified copy of such resolution.

**SECTION 6.06.**     ***Mail.*** Any notice or other document which is required by these By-Laws to be mailed shall be deposited in the United States mails, postage prepaid.

**SECTION 6.07.**     ***Execution of Documents.*** A person who holds more than one office in the Corporation may not act in more than one capacity to execute, acknowledge, or verify an instrument required by law to be executed, acknowledged, or verified by more than one officer.

**SECTION 6.08.** *Amendments.* The Board of Directors shall have the power, at any regular or special meeting thereof and with the affirmative vote of at least two-thirds of the entire Board of Directors, to make and adopt new by-laws, or to amend, alter or repeal any of the By-Laws of the Corporation or any provisions of the Articles of Incorporation; provided, however, that neither the Articles of Incorporation nor Section 2.03 (Board Composition), Section 2.04 (Election and Tenure of Directors), Section 2.05 (Removal of Director), Section 2.06 (Vacancy), Section 2.07 (Action by Directors) or this Section 6.08 may be amended in a manner that is reasonably expected to be adverse to the rights of (a) the At Large Directors, without the approval by a majority of the At Large Directors (or one At Large Director if there are two At Large Directors or less than two At Large Directors) or (b) the CA Directors, without the approval by (i) the Ex Officio Director and (ii) a majority of the CA Directors (or one CA Director if there are two CA Directors or less than two CA Directors).

## ARTICLE VII.

### CONFLICT OF INTEREST POLICY

**SECTION 7.01.** *Purposes.* The purpose of this Conflict of Interest Policy (this “*Policy*”) is to protect the interest of the Corporation when it is contemplating entering into a transaction that might directly or indirectly benefit the private interest of an individual or entity affiliated with the Corporation or might result in a possible excess benefit transaction. The Policy prohibits “Excess Benefit Transactions” and requires all “Insiders” to disclose any “Possible Conflict of Interest” so that it may be reviewed to determine if it is a “Conflict of Interest.” This Policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations. Terms with initial capital letters not previously defined in these By-Laws are defined in Section 7.04.

**SECTION 7.02.** *Possible Conflicts of Interest; Conflicts of Interest and Excess Benefit Transactions.*

(a) Duty to Disclose Possible Conflicts of Interest. In connection with any Possible Conflict of Interest (other than a Possible Conflict of Interest of which the Corporation is already aware, such as an executive compensation arrangement), an Insider must disclose the nature of the Possible Conflict of Interest (including all information necessary to determine if the Possible Conflict of Interest is a Conflict of Interest or could result in an Excess Benefit Transaction) and be given the opportunity to disclose all material facts to the directors and the committees of the Board of Directors considering the proposed transaction.

(b) Conflicts of Interest. The Corporation shall not knowingly engage in any transaction which is a Conflict of Interest unless the transaction is reviewed and approved pursuant to the terms of this Policy, and the Insider with respect to which such transaction is a Conflict of Interest shall not participate in any review or approval of such transaction except as provided in this Policy. For purposes of this Policy, the Ex Officio Director and each CA



Director shall be deemed to have a Conflict of Interest with respect to any agreement or transaction between the Corporation and the Columbia Association.

(c) Excess Benefit Transactions. No Disqualified Person shall engage in any Excess Benefit Transaction with the Corporation or any affiliate of the Corporation.

**SECTION 7.03.      *Procedures.***

(a) Determining Whether a Conflict of Interest or Excess Benefit Transaction Exists. After disclosure of the Possible Conflict of Interest and all material facts, the Board of Directors shall decide if a Conflict of Interest or Excess Benefit Transaction exists.

(b) Procedures for Determination.

- (i) The Insider may make a presentation at the Board of Directors meeting, but after the presentation, the Insider shall leave the meeting during the discussion of, and the vote on, the transaction involving the Possible Conflict of Interest.
- (ii) The Chair of the Board may, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction involving the Possible Conflict of Interest.
- (iii) After exercising due diligence, the Board shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction from a person or entity that would not give rise to a Possible Conflict of Interest.
- (iv) If the Possible Conflict of Interest involves a possible Excess Benefit Transaction with a Disqualified Person, the President may, if appropriate, appoint a committee of disinterested individuals to act on behalf of the Board of Directors to review, and possibly approve, the proposed transaction. If, however, it is determined that the Possible Conflict of Interest would be an Excess Benefit Transaction, the terms of the proposed transaction must either be revised so as to not be an Excess Benefit Transaction, or the Corporation must not enter into the proposed transaction.
- (v) If the proposed transaction would not be an Excess Benefit Transaction, and if a more advantageous transaction is not reasonably possible under circumstances not producing a Possible Conflict of Interest, the Board of Directors shall determine by a majority vote of the disinterested directors whether the transaction is in the best interest of the Corporation, for its own benefit, and whether the transaction is fair and reasonable. In conformity with the above determination the Board of Directors shall make its decision as to whether to enter into the transaction.

(c) Violations of this Policy.

- (i) If a majority of the Board of Directors believes an Insider has failed to disclose one or more Possible Conflicts of Interest, it shall inform him or her of the basis for such belief and afford him or her an opportunity to explain the alleged failure to disclose.
- (ii) If, after hearing the Insider's response and after making further investigation as warranted by the circumstances, the Board determines the Insider has failed to disclose a Possible Conflict of Interest, it shall recommend appropriate disciplinary and corrective action.

**SECTION 7.04. *Definitions.***

(a) Compensation. “Compensation” includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

(b) Conflict of Interest. An Insider has a “Conflict of Interest” with respect to an effected transaction or a proposed transaction of the Corporation, whether or not the transaction is disclosed as a Possible Conflict of Interest, if to the knowledge of the Insider, any of the Insider, a Family Member of the Insider or a Related Entity with respect to the Insider is a party to the transaction or has a beneficial financial interest in or so closely linked to the transaction and of such financial significance to the Insider, a Family Member of the Insider or a Related Entity with respect to the Insider that it would reasonably be expected to exert an influence on the Insider’s judgment:

- (i) if the Insider has the authority to approve the transaction;
- (ii) if the Insider provides any meaningful and material input to or for the benefit of any Insider who has the authority to approve the transaction; or
- (iii) (if the Insider is a director) if the Insider were called upon to vote on the transaction.

(c) Disqualified Person. “Disqualified Person” shall mean, with respect to any transaction, (i) an Insider, (ii) a Family Member of an Insider, and (iii) a Related Entity with respect to an Insider.

(d) Excess Benefit Transaction. “Excess Benefit Transaction” means any transaction in which an economic benefit is provided by the Corporation to or for the use of any Disqualified Person if the value of the economic benefit provided exceeds the value of the consideration (including the performance of services) received by the Corporation for providing such benefit.

(e) Family Member. “Family Member” shall mean an individual's spouse, siblings (including half-brothers and half-sisters), spouses of siblings, ancestors, descendants (including by adoption) and spouses of descendants. With respect to a director or officer of the Corporation, “Family Member” shall also include the parents and siblings of the director’s or

officer's spouse, the spouse of the director's or officer's parent, any individual having the same home as the director or officer and any incompetent, conservatee or minor of which the director or officer is a fiduciary.

(f) Insider. "Insider" shall mean, with respect to any transaction, any individual who was, at any time during the 5-year period ending on the date of such transaction, in a position to exercise substantial influence or control over the affairs of the Corporation. directors and officers will be deemed to be Insiders for purposes of this Policy.

(g) Possible Conflict of Interest. An Insider has a "Possible Conflict of Interest" if:

- (i) The Corporation is proposing to enter into or amend a transaction (including a compensatory, consulting or professional advisor relationship) with the Insider or a Disqualified Person with respect to the Insider;
- (ii) The Insider or a Disqualified Person with respect to the Insider is considering acquiring or making an investment in any entity or entering into a relationship with any entity or individual with which the Corporation is negotiating a transaction (including a compensatory, consulting or professional advisor relationship); or
- (iii) The Corporation is proposing to enter into or amend a transaction (including a compensatory, consulting or professional advisor relationship) with an entity in which the Insider or a Disqualified Person with respect to the Insider has, directly or indirectly, an ownership or investment interest, but such ownership or investment interest is not sufficient to make such entity itself a Related Entity (and for these purposes, an Insider's ownership of less than 5% of a publicly traded company shall be disregarded).

(h) Related Entity. "Related Entity" means:

- (i) any corporation in which an individual or Family Members of the individual collectively own (directly or indirectly) more than 35% of the combined voting power,
- (ii) any partnership, limited liability company or other entity taxed as a partnership in which an individual or Family Members of the individual collectively own (directly or indirectly) more than 35% of the profits interests,
- (iii) any trust or estate in which an individual or Family Members of the individual collectively own (directly or indirectly) more than 35% of the beneficial interests, and
- (iv) with respect to a director or officer of the Corporation, a "Related Entity" also includes:

- (1) an entity (other than the Corporation) of which he or she is a director, trustee, general partner, agent, or employee;
- (2) a person that controls one or more of the entities specified in Section 7.04(h)(i), (ii) or (iii) or an entity that is controlled by, or is under common control with, one or more of the entities specified in Section 7.04(h)(i), (ii) or (iii);
- (3) an individual who is a general partner, principal, or employer of the director or officer; or
- (4) a trust or estate of which he or she is a fiduciary.

**SECTION 7.05. *Records of Proceedings.*** The minutes of the Board of Directors and all Board Committees shall contain:

(a) The names of the persons who disclosed or otherwise were found to have a Possible Conflict of Interest, the nature of the Possible Conflict of Interest, any action taken to determine whether an Excess Benefit Transaction or Conflict of Interest was present, and the Board's or committee's decision as to whether an Excess Benefit Transaction or Conflict of Interest in fact existed; and

(b) The names of the persons who were present for discussions and votes relating to the transaction, the content of the discussion, including any alternatives to the proposed transaction, and a record of any votes taken in connection with the proceedings.

**SECTION 7.06. *Compensation.*** A director who receives Compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that director's Compensation.

**SECTION 7.07. *Annual Statements.*** Each Insider shall each year sign a statement which affirms such person has received a copy of this Policy, has read and understands this Policy, has agreed to comply with this Policy, and understands that as an Insider, he or she will be subject to the restrictions in this Policy for a 5-year period following the cessation of the individual's status as an Insider.

Adopted by the Board of Directors on May 10, 2013



Beverly J. White-Seals, Secretary