

BYLAWS
OF
THE FRIENDS OF GUY MASON RECREATION CENTER, INC.

ARTICLE I

OFFICES AND REGISTERED AGENT

Section 1. Principal Office. The principal office of The Friends of Guy Mason Recreation Center, Inc., a nonprofit corporation incorporated under the laws of the District of Columbia (hereinafter the "Corporation"), shall be in the District of Columbia.

Section 2. Registered Office or Agent. The Corporation shall have and continuously maintain a registered office in the District of Columbia (which may be identical with the principal office), and a registered agent whose office is identical with such registered office, as required by the District of Columbia Nonprofit Corporation Act. The registered agent shall be an individual resident of the District of Columbia or a corporation, whether for profit or not for profit, authorized to transact business in the District of Columbia. The address of the registered office may be changed from time to time.

ARTICLE II

MEMBERSHIP

The Corporation shall not have members.

ARTICLE III

BOARD OF DIRECTORS

Section 1. Powers. There shall be a Board of Directors of the Corporation, which shall manage, supervise and control the business, property and affairs of the Corporation except as otherwise expressly provided by law, the Articles of Incorporation of the Corporation, or these Bylaws. The Board of Directors shall be vested with the powers possessed by the Corporation itself, including the powers to determine the policies of the Corporation and prosecute its purposes, to appoint and remunerate agents and employees (including the power to delegate some or all of this authority), to establish the budget of the Corporation, to disburse the funds of the Corporation, and to adopt such rules and regulations for the conduct of its business as shall be deemed advisable. The Board of Director shall elect one of its members, who may be an officer of the Corporation, to serve as Chairperson of the Board of Directors, for such term as the Board may determine.

Section 2. Number and Qualifications. The members of the initial Board of Directors of the Corporation shall be those individuals named in the Articles of Incorporation of the Corporation, and shall serve until their successors are elected and qualified. Thereafter, the Board of Directors of the Corporation shall be composed of no less than three nor more than twelve individuals.

Section 3. Election and Term of Office. The members of the Board of Directors shall be elected by the directors at the annual meeting of the Board of Directors. Each member of the Board of Directors of the Corporation shall serve for a term of one year.

Section 4. Resignation. Any director may resign at any time by giving written notice to the President of the Corporation. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the President of the Corporation.

Section 5. Removal. Any director may be removed from such office by a two-thirds vote of the then serving directors at any regular or special meeting of the Board of Directors at which a quorum is present, for (1) violation of these Bylaws or (2) engaging in any other conduct prejudicial to the best interests of the Corporation. Such removal may occur only if the director involved is first provided (1) with adequate notice of the charges against him or her in the form of a statement of such charges and of the time and place of the meeting of the Board of Directors scheduled for the purpose of hearing or considering such action, sent by certified or registered mail to the last known address of such director, (2) an opportunity to appear before the Board of Directors or forward a written statement thereto in presentation of any defense of such charges, no sooner than thirty days after the sending of such notice, and (3) a written explanation as to (if such is the case) why such director is being removed from such office.

In these regards, the Board shall act on the basis of reasonable and consistent criteria, always with the objective of advancing the best interests of the Corporation.

Section 6. Vacancies. Vacancies shall be filled by majority vote of the remaining members of the Board of Directors for the unexpired term.

Section 7. Regular Meetings. A regular annual meeting of the Board of Directors of the Corporation shall be held each year, at such time, day and place as shall be designated by the Board of Directors, for the purpose of transacting such business as may come before the meeting. The Board of Directors may, by resolution, provide for the holding of additional regular meetings.

Section 8. Special Meetings. Special meetings of the Board of Directors may be called at the direction of the President of the Corporation or by a majority of the voting directors then in office, to be held at such time, day and place as shall be designated in the notice of the meeting.

Section 9. Notice. Notice of the time, day and place of any meeting of the Board of Directors shall be given at least seven days previous thereto in the manner set forth in Section 2 of Article VII hereof. The purpose or purposes for which a special meeting is called shall be stated in the notice thereof. Any director may waive notice of any meeting by a written statement executed either before or after the meeting. Attendance at a meeting shall constitute a waiver of notice thereof, except where attendance is

for the express purpose of objecting to the call or convening of the meeting.

Section 10. Quorum. A majority of the directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, except, if less than a quorum of directors is present at such meeting, one-third of the directors present may adjourn the meeting from time to time without further notice.

Section 11. Manner of Acting. Except as otherwise expressly required by law, the Articles of Incorporation of the Corporation, or these Bylaws, the affirmative vote of a majority of the directors present at any meeting of the Board of Directors at which a quorum is present shall be the act of the Board of Directors. Each director shall have one vote. Voting by proxy shall not be permitted.

Section 12. Written Consent. Action taken by the Board of Directors without a meeting is nevertheless Board action if written consent to the action in question is signed by all of the directors and filed with the minutes of the proceedings of the Board, whether done before or after the action so taken.

Section 13. Telephone Meeting. Any one or more directors may participate in a meeting of the Board of Directors by means of a conference telephone or similar telecommunications device which allows all persons participating in the meeting to hear each other and such participation in a meeting shall be deemed presence in

person at such meeting.

Section 14. Compensation. No director shall receive any compensation for services rendered in such capacity.

ARTICLE IV

OFFICERS

Section 1. Officers. The officers of the Corporation shall consist of a President, a Secretary, and a Treasurer. The Corporation shall have such other officers and assistant officers as the Board of Directors may from time to time deem necessary, such officers to have the authority, and to perform the duties prescribed from time to time by the Board of Directors. One person may hold more than one office, other than the offices of President and Secretary.

Section 2. Election of Officers. The officers of the Corporation shall be elected by the members of the Board of Directors of the Corporation at the annual meeting of the Board of Directors.

Section 3. Term of Office. The officers of the Corporation shall be installed at the annual meeting at which they are elected and shall hold office for one year until the next appropriate annual meeting or until their respective successors shall have been duly elected and qualified.

Section 4. Resignation. Any officer may resign at any time by giving written notice to the President of the Corporation. Such resignation shall take effect at the time specified therein, or, if

no time is specified, at the time of acceptance thereof as determined by the President.

Section 5. Removal. Any officer may be removed by the Board of Directors at any regular or special meeting of the Board at which a quorum is present, whenever in its judgment the best interests of the Corporation would be served thereby.

Section 6. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, shall be filled by the Board of Directors for the unexpired term.

Section 7. President. The President shall be the chief executive officer of the Corporation and, subject to the overall guidance and supervision of the Board of Directors, give active direction and control of the business and affairs of the Corporation. He or she may sign any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the Corporation; and in general, he or she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 8. Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by

law; be custodian of the corporate records and of the seal, if any, of the Corporation; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 9. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VII of these Bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

Section 10. Bonding. If requested by the Board of Directors, any person entrusted with the handling of funds or valuable property of the Corporation shall furnish, at the expense of the Corporation, a fidelity bond, approved by the Board of Directors in such sum as the Board shall prescribe.

ARTICLE V

COMMITTEES

Section 1. Committees of Directors. The Board of Directors, by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees, each consisting of two or more directors, which committees, to the extent provided in said

resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation; provided, however, that no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing these Bylaws; electing, appointing or removing any member of any such committee or any director or officer of the Corporation; amending the Articles of Incorporation of the Corporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefor; adopting a plan for the distribution of the assets of the Corporation; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon the Board or the director by law.

Section 2. Other Committees. The Board of Directors may create and appoint members to such committees as they shall from time to time deem appropriate, such committees to have the power and duties designated by the Board of Directors; provided that no such committee which has members who are not directors shall have and exercise the authority of the Board of Directors in the management

of the Corporation.

Section 3. Term of Office. Each member of a committee shall continue as such until the next annual meeting of the Board of Directors and until a successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 4. Vacancies. Vacancies in the membership of committees may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 5. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 6. Rules. Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

ARTICLE VI

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or

confined to specific instances.

Section 2. Checks, Drafts, etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President.

Section 3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

ARTICLE VII

MISCELLANEOUS PROVISIONS

Section 1. Annual Accounting Period and Accounting Method. The Corporation shall have an annual accounting period ending at the close of the thirty-first day of October and shall keep its books and records on the cash method of accounting.

Section 2. Notice. Whenever under the provisions of these Bylaws, the Articles of Incorporation of the Corporation or statute, notice is required to be given to a director, committee member, or

officer, such notice shall be given in writing, either by first-class mail to such person at his or her address as it appears on the records of the Corporation or by hand delivery to such address. Such notice shall be deemed to have been given when deposited in the United States mail or, if hand delivered, when so delivered.

Section 3. Seal. The Corporation need not adopt an official seal, but may, upon appropriate action by the Board of Directors, do so. If one is adopted, the official seal of the Corporation shall have inscribed thereon the name of the Corporation and shall be in such form and contain such other words or figures as the Board of Directors shall determine. The official seal may be used by printing, engraving, lithographing, stamping or otherwise making, placing, or affixing or causing to be printed, engraved, lithographed, stamped, or otherwise made, placed, or affixed upon any paper or document, by any process whatsoever, an impression, facsimile, or other reproduction of said official seal.

Section 4. Books and Records. The Corporation shall keep correct and complete books and records of account and shall also keep in a Minute Book minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at its registered or principal office a record giving the names and addresses of the members of its Board of Directors.

Section 5. Friends of the Corporation. Pursuant to procedures adopted by the Board of Directors, contributors to and other

supporters of the Corporation may be recognized by being designated Friends of the Corporation. Friends of the Corporation shall enjoy those rights and privileges not inconsistent with the Articles of Incorporation of the Corporation or these bylaws, as accorded by the Board or Directors.

ARTICLE VIII

INDEMNIFICATION

The Corporation shall indemnify each member of the Board of Directors, as described in Article III hereof, and each of its officers, as described in Article IV hereof, for the defense of civil or criminal actions or proceedings as hereinafter provided in a manner and to the extent permitted by applicable law. The Corporation shall indemnify each of its directors and officers, as aforesaid, from and against any and all judgments, fines, amounts paid in settlement, and reasonable expenses, including attorneys' fees, actually and necessarily incurred or imposed as a result of such action or proceeding or any appeal therein, imposed upon or asserted against him or her by reason of being or having been such a director or officer and acting within the scope of his or her official duties, but only when the determination shall have been made judicially or in the manner herein provided that he or she acted in good faith for a purpose which he or she reasonably believed to be in the best interests of the Corporation and, in the case of a criminal action or proceeding, in addition, had no reasonable cause to believe that his or her conduct was unlawful.

This indemnification shall be made only if the Corporation shall be advised by its Board of Directors acting (1) by a quorum consisting of directors who are not parties to such action or proceeding upon a finding that, or (2) if a quorum under (1) is not obtainable with due diligence, upon the opinion in writing of legal counsel that, the director or officer has met the foregoing applicable standard of conduct. If the foregoing determination is to be made by the Board of Directors, it may rely as to all questions of law on the advice of independent legal counsel.

Every reference herein to a member of the Board of Directors or officer of the Corporation shall include every director and officer thereof and former director and officer thereof. This indemnification shall apply to all the judgments, fines, amounts in settlement, and reasonable expenses described above whenever arising, allowable as above-stated. The right of indemnification herein provided shall be in addition to any and all rights to which any director or officer of the Corporation might otherwise be entitled and provisions hereof shall neither impair nor adversely affect such rights.

ARTICLE IX

AMENDMENTS TO BYLAWS

These Bylaws may be amended, revised, repealed or modified upon the affirmative vote of a majority of the Board of Directors at any regular or special meeting of the Board. An amendment shall be effective immediately after adoption unless a later effective date

is specifically adopted at the time the amendment is enacted.