

**BYLAWS
OF
ROCKVILLE RECREATION AND PARKS FOUNDATION, INC.**

ARTICLE I. TRUSTEES

Section 1. General Powers.

The business and affairs of the Rockville Recreation and Parks Foundation, Inc. (the "Foundation"), a nonstock corporation under the Maryland General Corporation Law, shall be managed under the direction of its Board of Trustees consisting initially of those individuals named in the Articles of Incorporation. In addition to the powers expressly conferred upon them by these Bylaws, the Board of Trustees may exercise all the powers of the Foundation. From time to time, the Board of Trustees may delegate to officers of the Foundation such powers and duties as it may see fit in addition to those specifically provided in these Bylaws. The Trustees serving as such from time to time shall be the members of the Foundation.

Section 2. Number and Tenure.

The Board of Trustees shall be elected by the Trustees holding office from time to time; provided, however, that the Mayor and Council of Rockville, Maryland (the "Mayor and Council"), shall appoint three members of the Board of Trustees (the "City Trustees"), and further provided that at least one such appointee shall be a member of the City of Rockville Recreation and Park Advisory Board. The City Trustees shall be replaced by the Mayor and Council. Each Trustee shall hold office for a term of three years and until a successor shall have been elected and qualify. The terms of the Trustees, other than the City Trustees, shall be staggered, as determined by the Board of Trustees so as not to expire at the same time. Similarly, the terms of the City Trustees shall be staggered, as designated by the Mayor and Council, so as not to expire at the same time. The number of Trustees may, by vote of a majority of the entire Board, be decreased to not less than three or increased to a number not exceeding fifteen; provided that such majority must include the vote of at least one City Trustee; and provided further, that the number of City Trustees may not be decreased without the approval of the Mayor and Council. Except as otherwise specifically provided in the Articles of Incorporation or these Bylaws, the Trustees (including the City Trustees) shall vote as one class of Trustees with identical rights and duties. The Board of Trustees shall keep minutes of its meetings and a full account of its transactions.

Section 3. Regular Meetings.

A regular annual meeting of the Board of Trustees shall be held during the month of May in each year, on a day and at a time and place to be determined by the President or the Trustees. Other regular meetings shall be held on such dates and at such times as may be designated from time to time by the President or by the Trustees.

Section 4. Special Meetings.

Special meetings of the Board of Trustees may be called by the President or by any two Trustees.

Section 5. Place of Meetings.

The Board of Trustees may hold its regular and special meetings at such place within or without the State of Maryland as it may from time to time determine. In the absence of such determination, regular and special meetings of the Board of Trustees shall be held at the principal business office of the Foundation.

Section 6. Notice.

Notice of the place, day and hour of every regular and special meeting shall be given to each Trustee:

a. By notice in writing, mailed postage prepaid, not later than the third day before the day set for the meeting and addressed to the Trustee's last known post office address according to the records of the Foundation;

b. By electronic or telephonic communication or by notice in writing delivered personally or left at the Trustee's residence or usual place of business not later than the second day before the day set for the meeting.

No notice of the time, place or purpose of any meeting need be given to any Trustee who, in writing executed and filed with the records of the meeting either before or after the holding thereof, waives such notice or who attends the meeting.

Section 7. Quorum.

A majority of the Board of Trustees shall constitute a quorum for the transaction of business at every meeting; but if at any meeting there be less than a quorum present, a majority of those present may adjourn the meeting from time to time, but not for a period in excess of 30 days, without notice other than by announcement at the meeting, 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 called. Except as otherwise provided in the Articles of Incorporation or these Bylaws, the action of a majority of the Trustees present at a meeting at which a quorum is present shall be the action of the Board of Trustees.

Section 8. Vacancies.

Any vacancy occurring in the Board of Trustees (other than a vacancy in the position of a City Trustee) or created by an increase in the number of Trustees may be filled by a majority of the remaining Trustees. Any vacancy occurring in the position of City Trustee shall be filled by the Mayor and Council. A Trustee elected to fill a vacancy shall be elected for the unexpired term of the predecessor in office.

Section 9. Resignation and Removal.

A Trustee may resign at any time by notifying the President or Secretary of the Foundation in writing, specifying the effective date of the resignation. At any meeting of the Trustees called for the purpose, any Trustee, other than a City Trustee, may, by vote of a majority of the other Trustees, be removed from office, with or without cause, and another may be elected in the place of the person so removed to serve for the remainder of the term. A City Trustee may be removed from office, with or without cause, by the Mayor and Council, and another person may be elected by the Mayor and Council, in the place of the person so removed to serve for the remainder of the term.

Section 10. Compensation.

Trustees shall receive no compensation for their services as such but may, by resolution of the Board of Trustees, be allowed reimbursement for their expenses actually and reasonably incurred on behalf of the Foundation.

Section 11. Informal Action by Trustees.

Any action of the Trustees may be taken without a meeting if a consent setting forth the action taken is given in writing or by electronic transmission by each Trustee and filed with the minutes of the Foundation.

Section 12. Video or Telephonic Conference.

Members of the Board of Trustees or any committee thereof may participate in a meeting of the Board or such committee by means of conference via communications equipment through which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at the meeting.

ARTICLE II. OFFICERS

Section 1. In General.

The officers of the Foundation shall consist of a President, a Vice-President, a Secretary, and a Treasurer, and whenever deemed advisable by the Board, one or more Assistant Secretaries, Assistant Treasurers or additional Vice-Presidents. The officers of the Foundation shall be appointed at the annual meeting of the Board of Trustees and shall serve for a term of one year. Officers may be reappointed to serve successive terms.

The President shall be chosen from among the Trustees. Any two offices, except those of President and Vice-President, may be held by the same person, but no officer shall execute, acknowledge or verify any instrument in more than one capacity, when such instrument is required to be executed, acknowledged or verified by any two or more officers. The Board of Trustees may from time to time appoint such other agents and employees, with such powers and duties as the Board may deem proper.

Section 2. President.

The President shall be the chief executive officer of the Foundation and shall, when present, preside at all meetings of the Trustees. The President shall have general management and direction of the activities of the Foundation and all powers ordinarily exercised by the president of a corporation; shall have authority to employ an administrator or other persons at salaries fixed by resolution of the Board of Trustees to assist in the general management and direction of the activities of the Foundation; and shall have authority to sign and execute, in the name of the Foundation, all deeds, mortgages, bonds, contracts or other instruments to be executed on the Foundation's behalf.

Section 3. Vice-President.

In the absence of the President or in the event of his or her inability or refusal to act, the Vice-President (or in the event there be more than one Vice-President, the Vice-President deemed by the Board of Trustees to be the successor to the President under such circumstances) shall perform the duties of the President and, when so acting, shall have and may exercise all the powers of the President. Any Vice-President shall perform such other duties as from time to time may be assigned by the President or by the Board of Trustees.

Section 4. Secretary.

The Secretary shall keep minutes of the meetings of the Board of Trustees, 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 of the Foundation, 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 Trustees.

Section 5. Treasurer.

If required by the Board of Trustees, the Treasurer shall give a bond for the faithful discharge of the duties of the office in such sum and with such surety or sureties as the Board of Trustees shall determine, the cost of which shall be borne by the Foundation. The Treasurer shall have charge and custody of all funds and securities of the Foundation, receive and give receipts for monies due to the Foundation, and deposit all such monies in the name of the Foundation in such banks or other depositories as shall from time to time be selected by the Board of Trustees. In general, the Treasurer shall perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned by the President or by the Board of Trustees.

Section 6. Assistant officers.

Each Assistant Secretary and Assistant Treasurer (if any) shall hold office for such period and shall have such authority and perform such duties as the Board of Trustees may prescribe.

Section 7. Compensation.

No officers shall receive any compensation for their services as such but may, by resolution of the Board of Trustees, be allowed reimbursement for their expenses actually and reasonably incurred on behalf of the Foundation.

Section 8. Resignation and Removal.

An officer may resign at any time by notifying the President or Secretary of the Foundation in writing, specifying the effective date of the resignation. The Board of Trustees shall have the power to set the term of any officer and at any regular or special meeting to remove any officer with or without cause. The Board may authorize any officer to remove subordinate officers.

Section 9. Vacancies.

The Board of Trustees at any regular or special meeting shall have the power to fill a vacancy occurring in any officership.

ARTICLE III. COMMITTEES

Section 1. Executive Committee of Trustees.

The Board of Trustees, by resolution adopted by a majority of the Trustees in office, may designate from among its members an Executive Committee consisting of such number of Trustees as may be specified in the resolution, which Committee, to the extent provided in such resolution, shall have and exercise the authority of the Board of Trustees in the management of the Foundation, except that such Committee shall have no authority to amend, alter, or repeal the Bylaws, to elect, appoint or remove any Trustee or officer of the Foundation, or to approve any charter document required to be filed with the State Department of Assessments and Taxation of Maryland.

Section 2. Other Committees.

The Board of Trustees may by resolution constitute and appoint such other committees to perform such other duties and functions as the Board may deem appropriate.

Section 3. Term of Office.

Each member of every committee shall continue in office at the pleasure of the Board of Trustees.

Section 4. Chairman.

One member of each committee shall be appointed chairman, either directly by the Board of Trustees or in such other manner as the Board of Trustees may prescribe.

Section 5. Quorum.

Unless otherwise provided in the resolution of the Board of Trustees 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 governance not inconsistent with the Articles of Incorporation, with these Bylaws, with rules adopted by the Board of Trustees, or with any applicable law of the State of Maryland.

ARTICLE IV. CONTRACTS, CHECKS, DEPOSITS AND GIFTS

Section 1. Contracts.

The Board of Trustees may authorize any officer or officers, or agent or agents of the Foundation, 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 Foundation, 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 Foundation, shall be signed by such officer or officers, or agent or agents of the Foundation, and in such manner as shall from time to time be determined by resolution of the Board of Trustees.

Section 3. Deposits.

All funds of the Foundation shall be deposited from time to time to the credit of the Foundation in such banks or other depositories as the Board of Trustees may select.

Section 4. Gifts.

The Board of Trustees may accept on behalf of the Foundation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Foundation.

ARTICLE V. SUNDRY PROVISIONS

Section 1. Fiscal Year.

The fiscal year of the Foundation shall begin on July 1st and end on June 30th of each year.

Section 2. Seal.

The seal of the Foundation shall be circular in form with the name of the Foundation inscribed around the outer edge, and in the center shall be inscribed the word "Maryland" and the year of incorporation. In lieu of affixing the corporate seal to any document, it shall be sufficient to meet the requirements of any law, rule, or regulation relating to a corporate seal to affix the word "(SEAL)" adjacent to the signature of the authorized officer of the Foundation.

Section 3. Indemnification.

To the maximum extent permitted by the Maryland General Corporation Law and the Internal Revenue Code of 1986, as from time to time amended, the Foundation shall indemnify its currently acting and its former trustees, officers, agents and employees to the full extent required by the Articles of Incorporation.

Section 4. Amendments to Bylaws.

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted, by a majority of the entire Board of Trustees at any regular meeting or at any special meeting called for that purpose; provided, however, that for purposes of amending any provision of ARTICLE I or this Section 4 of ARTICLE V of these Bylaws, such majority must include the vote of at least one of the City Trustees.

I, Patrick J. Smith, President of the Rockville Recreation and Parks Foundation, Inc. (the "Foundation"), hereby certify that the foregoing constitutes all of the provisions of the Bylaws of the Foundation, as currently in effect.

IN WITNESS WHEREOF, I hereunto subscribe my name and affix the seal of the Foundation this 14th day of May, 2008.

 (SEAL)

Patrick J. Smith, President