

**MINUTES OF A MEETING OF THE TRUSTEES OF
THE MONTGOMERY COUNTY PARKS FOUNDATION, INC.**

The Trustees of **THE MONTGOMERY COUNTY PARKS FOUNDATION, INC.**, a non-stock corporation duly organized under the laws of the State of Maryland, (the "Corporation") met in accordance with proper notice and material publication requirements as to the time, place and purposes to consider amending the Bylaws of the Corporation, in accordance with the requirements set forth in the Bylaws and pursuant to the Maryland Code Annotated.

The Bylaws presently provide for a minimum of ten (10) trustees. The Board of Trustees desires to amend the Bylaws to allow for a minimum of five (5) trustees. The Bylaws presently require a 3/5 vote of all the Trustees to amend the Bylaws. By a vote of the undersigned Trustees it was:

RESOLVED, that Article 3, Section 3.1 of the Bylaws of the Corporation shall be amended to provide for a minimum of five (5) trustees and said Section 3.1 shall henceforth read as follows:

The property, affairs and business of the Foundation shall be managed by a Board consisting of not less than five (5) nor more than twenty-one (21) Trustees, who shall constitute the membership of the Board. Each Trustee shall be a legal adult. Not less than seventy-five percent (75%) of the elected Trustees shall be residents of Montgomery County, Maryland. Trustees shall serve four-year terms. A Trustee may succeed him or herself in office.

RESOLVED, that members of the Board of Trustees are hereby authorized and directed to execute, acknowledge, seal and file all documents and instruments deemed necessary and proper to effectuate this resolution.

RESOLVED, the Secretary of the Corporation is directed to place a copy of this resolution with the minutes and records of the Corporation.

This 17th day of November 2010.

Roberttaunna
Edson
John M. Robinson
Jack
Scott

