

**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 are silent on a number of provisions included in the Memorandum of Understanding (MOU) between M-NCPPC and the Foundation, including the following: "The Foundation Board will include the Chairman of the Planning Board as a permanent "ex-officio" non-voting member and will not include any other members of the Planning Board or any elected officials. Other ex-officio members of the Board will include the Parks Department Director and the senior Parks Department staff assigned to the Foundation."

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 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. The Foundation Board will include the Chair of the Planning Board as a permanent "ex-officio" non-voting member and will not include any other members of the Planning Board or any elected officials. Other ex-officio non-voting members of the Board will include the Parks Department Director and the senior Parks Department staff assigned to the Foundation.

**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 \_\_\_\_ day of \_\_\_\_\_ 2010.

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