(Adopted at the Annual Meeting of the Maryland Downtown Development Association, October 29, 1999, in Berlin, Maryland.)

BYLAWS FOR THE
MARYLAND DOWNTOWN DEVELOPMENT ASSOCIATION

(The name of the Maryland Main Street Development Association, Inc., was changed to Maryland Downtown Development Association, Inc., by an amendment approved on June 15, 1988, and approved by the State Department of Assessments and Taxation August 23, 1988, Account D1640499)

BYLAWS OF THE
Maryland Downtown Development Association

Article I. OFFICES

The principal office of the Corporation (the Maryland Downtown Development Association) in the State of Maryland shall be located at the People's Resource Center, 100 Community Place, Crownsville, Maryland, with a mailing address of Post Office Box 512, Crownsville, Maryland 21032-0512. The Corporation, henceforth referred to as MDDA, may change its address(es) or have offices at other locations as may be convenient.

Article II. PURPOSE

II. Section 1. Purpose

The purpose of the MDDA shall be to encourage the revitalization and redevelopment of, and investment in (hereafter referred to generally as "revitalization") town centers and traditional community business districts within the State of Maryland, by:

Conducting seminars and other educational programs concerning the revitalization of these areas;

Providing a forum for Members to share knowledge, common experiences, and problems;

Fostering the implementation of more effective techniques that will further revitalize these areas;

Fostering interaction between public and private ventures to achieve these goals; and

Providing other activities and assistance to Members and communities as may be consonant with these purposes and the others enumerated in the Articles of Incorporation.

II. Section 2. Tax Exempt Status

The MDDA has been qualified as a non-profit tax exempt entity pursuant to Section 501(c)3 of the Internal Revenue Code of 1954, as now or hereafter amended. The original certification is dated May 20, 1985, with a name change amendment approved December 12, 1988.

Article III. MEMBERSHIP AND DUES

III. Section 1. Eligibility

Members shall include any group or individual concerned with improvement programs in town centers and traditional community business districts. Members may also be cities, counties, authorities, redevelopment councils, revitalization committees, business or civic associations, or any other entities supporting MDDA's purposes.

III. Section 2. Dues

The annual dues payable by Members of the MDDA shall be as determined by the Board of Directors, with a dues schedule consonant with the MDDA's fiscal year. New memberships being established mid-year may be declared eligible for a reduction in the dues to the next annual dues period. Dues categories and category benefits may be adjusted and revised as appropriate by a majority vote of MDDA's Board of Directors. A membership application form and/ or dues notices will be provided by the MDDA as appropriate.

III. Section 3. Members

Membership in the MDDA is open to all under the provisions of Article III. Section 1 "Eligibility" (above) regardless of race, color, religion, creed, age, sex, marital status, economic status, national origin, ancestry, or physical or mental handicap. Participation in the programs of the MDDA is likewise unrestricted. Members in Good Standing are all those individuals or entities whose dues have been paid for the current year. The term "Member" used in these Bylaws, whether or not specifically defined in each reference, shall mean a Member in Good Standing. A listing of the names, addresses, and telephone numbers of Members shall be maintained by MDDA's Treasurer or other Officer or agent so designated by the President and shall be made available at any reasonable time to any Member of the Association.

A Member may resign from the MDDA with written notice to the President or other Officer or administrative representative at any time and for any reason; Members who resign are not entitled to any refund of MDDA dues paid.

III. Section 4. Officers

The Officers of the Maryland Downtown Development Association shall be President, First Vice President, Second Vice President, Treasurer, and Secretary, to be elected by the membership at the MDDA's Annual Meeting. Officers shall meet as an Executive Committee as required for the day-to-day conduct of MDDA's program and operation.

III. Section 5. General Meetings

The Members of the Maryland Downtown Development Association shall meet at least once each year, with one meeting designated by the Board of Directors as the Annual Meeting. Notice of any general meeting of the MDDA shall be provided to Members in Good Standing at least 14 days prior to the meeting. These meetings may be called by the President, by a majority of the entire Board of Directors, or by written request of 25% of the Members in Good Standing.

III. Section 6. Quorum for General Meetings of the MDDA

Ten per cent (10%) of the Members in Good Standing, in person or by proxy, shall constitute a quorum for the Annual Meeting or other General Meetings of the Maryland Downtown Development Association.

III. Section 7. Voting Provisions

An affirmative vote of a majority of those Members in Good Standing present, with a quorum, shall be necessary for the adoption of any resolution, budget, election, or other MDDA action or function.

Each Member is entitled to one vote. In cases of varying kinds of memberships with more than one individual included in a membership, each such membership is entitled to only one vote.

III. Section 8. Voting Proxies

Votes may be either in person or by proxy appointed in writing by a Member. Proxies may be designated for any specific meeting and for that meeting only, and may be designated only to another Member in Good Standing. The written proxy must contain the Member name, the name of the Member designated as proxy, the organization, address, and telephone number of both parties, and the date of the meeting for which the proxy is being provided. Proxies must be dated and signed by the Member making the appointment, but need not be sealed or witnessed.

The provisions of this section apply to proxies both for MDDA's general and annual meetings and for meetings of the Board of Directors.

Article IV. DIRECTORS

IV. Section 1. Role of the Board of Directors

The Board of Directors shall manage the planning for and affairs of the MDDA and may exercise, in addition to those powers expressly enumerated here, all the powers of the Corporation. The Board of Directors, either as a whole or by authorizing an appropriate committee from among its Members, may hire or contract for professional management or other services, in the person of an Executive Director and/ or other staff, for the Maryland Downtown Development Association. The Board of Directors shall serve as the Directors of the Corporation described in the Articles of Incorporation.

Board members are expected to be active participants in the direction of the Maryland Downtown Development Association: to attend scheduled Board meetings; to serve on committees; to accept speaking/ presentation assignments on behalf of MDDA; to contribute information and articles for MDDA publications, including its newsletter; and to assist generally and specifically with the programs of the association.

IV. Section 2. Composition of the Board of Directors

The Board of Directors shall comprise the President, First Vice President, Second Vice President, Secretary, Treasurer, and Immediate Past President of the MDDA, plus no more than ten additional Directors elected by the Members of the MDDA. Of these 16 Directors, at least one shall be from each United States congressional district in the State of Maryland.

IV. Section 3. Election of the Board of Directors

Members of the Board of Directors must be Members in Good Standing of the MDDA, with dues paid currently at the time of election. Board members shall be elected by the MDDA Members voting at each Annual Meeting of the MDDA. Board terms shall be for two years, with half of the Board of Directors elected in alternate years, accomplishing two-year staggered terms. Term adjustments may be made in the annual nominations process to prevent term imbalance due to resignation or other vacancy.

IV. Section 4. Resignation from the Board of Directors

A Board member may resign from office, for any reason, by tendering a written statement of resignation to the President of the Maryland Downtown Development Association.

IV. Section 5. Removal from the Board of Directors

A member of the Board of Directors may be removed from office, for cause, by majority vote of the Board. Cause includes, but is not limited to, an excess of meeting absences unexcused by the President; non-payment of dues, conviction of a crime, or other serious action or inaction.

Any Director may be removed from office with or without cause by the affirmative vote of a majority of MDDA Members in Good Standing at any meeting of the MDDA held with the required advance notification of that meeting and agenda.

IV. Section 6. Filling of Vacancies on the Board of Directors

In case of any vacancy in the Board of Directors, whether through resignation, removal, disqualification, death, or other cause, the remaining members of the Board of Directors, by majority vote, may elect a successor to hold office for the unexpired term of the Board member whose place is vacant. The appointed Board Member shall serve under the same provisions, with the same general responsibilities and subjection to removal from office, as those Board members elected at an annual meeting.

IV. Section 7. Meetings of the Board of Directors

IV. 7. (a) MDDA's Board of Directors may hold meetings, have offices, and keep the records of the MDDA at a location(s) determined by a majority vote of the Board. The Board of Directors may hold its meeting by conference telephone or other electronic communications available to it, in accordance with provisions of Maryland Corporation Law. Meetings of the Board of Directors shall be open to MDDA Members and others; personnel actions, pending or potential litigation, and other agenda items of major sensitivity may be restricted to an executive session by majority vote of those Board members present.

IV. 7. (b) An Annual Meeting of the Board of Directors shall be held immediately following or within the three months following the Annual Meeting of the MDDA.

IV. 7. (c) Regularly scheduled meeting of the Board of Directors may be held without notice at such scheduled time(s) and place(s) as have from time to time been determined by a majority vote of the Board. Notice of any change in the schedule for such regular meetings must be provided to each Director at least three days before the first meeting held pursuant to a schedule change. Any business may be transacted at any regular meeting of the Board.

IV. 7. (d) Special meetings of the Board of Directors may be held when called by the President or any other member of the Board of Directors. Notice of a special meeting and its subject must be provided to each Director at least three days prior to the meeting, unless the notification requirement is specifically waived by the Director accepting shorter notification. No business may be conducted at a Special Meeting other than that specified in the meeting notice.

IV. Section 8. Quorum for the Board of Directors

Twenty-five per cent (25%) of the members of the Board of Directors, in person or by proxy, shall constitute a quorum.

IV. Section 9. Required Vote

An affirmative vote of a majority of those Board members present, in person or by proxy, shall be necessary for the adoption of any resolution, budget, election, or other official action or function of the Board.

IV. Section 10. Compensation of Directors

MDDA's Directors shall not receive any salary for their services as such, nor shall Directors receive reimbursement of expenses incurred in attending any regular or special meeting of the Board of Directors. Nothing herein shall be construed to preclude any Director from serving the MDDA in any other capacity, professional or otherwise, and receiving compensation therefor.

IV. Section 11. Nomination and Election of Directors

IV. 11. (a) Nominations: The President of the Maryland Downtown Development Association will appoint a Chair and other members of a Nominating Committee at least 60 days prior to the Annual Meeting of the MDDA. At least 30 days prior to the Annual Meeting, the Nominating Committee shall determine a slate of Directors to be elected, and shall present such slate to the Board of Directors not less than 20 days prior to the Annual Meeting. Other nominations may be made in writing, by Members in Good Standing, to the Nominating Committee not less than ten days prior to the Annual Meeting, designating additional nominees or slates of nominees, with the permission of those nominees. The Nominating Committee shall present such name or slates to the Board of Directors for inclusion in the annual election process. The names of all being nominated shall be presented to the Members in Good Standing as far in advance of the Annual Meeting as is practicable.

IV. 11. (b) Election Directors shall be elected by a motion and affirmative vote of the majority of Members in Good Standing present when there is no competition for positions on the Board of Directors. When there are more candidates than Board vacancies, election shall be by written ballot of the Members, for which the President shall appoint a clerk and other assistance as appropriate. Officers shall be elected by a motion and affirmative vote of the majority of Members in Good Standing present when there is no competition for the office. If there is competition for an office, the election shall be by written ballot of the Members, for which the President shall appoint appropriate assistance, as above.

IV. Section 12. Resignation from the MDDA's Board of Directors

Any Director or Officer of the MDDA may resign at any time and for any reason by submitting a letter or other statement in writing of resignation to the President. The position which is being resigned shall be considered vacant as of the time of the resignation's receipt by the President, unless some different time is fixed in the resignation, and then from the time stated. The President's acceptance of a resignation is not required in order for it to be effective.

Article V. COMMITTEES

V. Section 1. Board Committees

By majority vote the Board of Directors may create and name committees to direct and/ or execute the various program(s) of the Maryland Downtown Development Association. Committee chairs shall be appointed by the President or other MDDA officer chairing the meeting at which a committee is created. Each committee shall have one or more MDDA Directors included in its membership, and will maintain communications with the Executive Committee and Board of Directors for prompt authorization of the committee's proposed actions.

V. Section 2. Standing Committees

A Standing Committee may be constituted by resolution of the Board of Directors; the establishing resolution may authorize a Standing Committee to exercise decision-making responsibilities of the Board with regard to the topic for which the committee was designated.

V. 2. (a) Ex-Officio Member The President of the MDDA shall always be an ex-officio member of all committees, shall be notified of all committee meetings and, if in attendance, shall have a vote.

V. Section 3. Dissolution of Committees

MDDA committees may be dissolved by the same form of action which created them.

Article VI. OFFICERS OF THE MDDA

VI. Section 1. Titles

As noted in Section II, Article 4 (above) the officers of the Maryland Downtown Development Association shall be President, First Vice President, Second Vice President, Treasurer, and Secretary, to be elected by the Members at the Annual Meeting. Officers shall be members of the Board of Directors and must be MDDA Members in Good Standing in order to be eligible for election. No individual may hold more than one office at a time in the Association, and no offices may be combined.

The officers shall meet as the Executive Committee as required for the day-to-day conduct of MDDA's program and operation.

VI. Section 2. Election and Terms

Officers shall be elected at each Annual Meeting to one-year terms which expire at the Annual Meeting following.

VI. Section 3. President

The President shall be the chief executive officer of the Maryland Downtown Development Association and shall, when present, preside at all meetings of the MDDA and of its Board of Directors. The President shall have general management authority for the direction of MDDA's business, and shall hold all powers ordinarily exercised by the president of a corporation. The President shall perform such other duties as the Board may direct.

VI. Section 4. Vice Presidents

The First Vice President shall be vested with all the powers, and perform all the duties, of the President in the absence of the President or in the event of a vacancy in the office of President. The Second Vice President shall serve on the Executive Committee and assist in the conduct of the Maryland Downtown Development Association's programs. Both Vice Presidents shall perform such other duties as may be prescribed by the President or the Board of Directors.

VI. Section 5. Treasurer

The Treasurer shall have charge of and be responsible for all funds and financial documents of the Maryland Downtown Development Association, and shall deposit, or cause to be deposited, in the name of the Association, all of the MDDA's moneys or other valuable effects in depositories selected by the Executive Committee. The Treasurer shall keep, or supervise the keeping of, full and accurate account of receipts and disbursements in records belonging to the Association. The Treasurer shall provide, to the President or to the Board of Directors, a timely, full, and correct annual statement of financial operations for the preceding fiscal year, and shall provide interim reports to the Executive Committee and Board as needed. In general, the Treasurer shall perform all the duties ordinarily incident to the office of treasurer of a corporation, and such other duties as may be assigned by the Board of Directors or by the President.

VI. Section 6. Secretary

The Secretary shall keep minutes, or shall direct another participant to keep minutes, of the meetings of the Maryland Downtown Development Association, of the Board of Directors, and of the Executive Committee. The Secretary shall maintain at all times, in the principal office of the MDDA:

(a) these minutes
(b) at least one copy of the Bylaws, with all amendments to date, and
(c) the annual statements of affairs of the MDDA

The Secretary shall also attend to or direct the serving of notices of the MDDA, shall be the custodian of the records and of any seal of the MDDA, and, in general, perform all duties ordinarily incident to the office of secretary of a corporation, and such other duties as may be assigned by the Board of Directors or by the President.

VI. Section 7. Compensation

In accordance with Article IV, Section 10, MDDA's Officers, who are also Directors, shall not receive any monetary compensation for their services as such, nor shall officers receive reimbursement of expenses incurred in attending any regular or special meeting of the MDDA. The Board of Directors may approve, by majority vote, reimbursement of out-of-pocket expenses incurred as part of Board-approved MDDA program events or activities.

VI. Section 8. Vacancy

If a vacancy occurs within the Executive Committee (Officers), whether through resignation, removal, disqualification, death, or other cause, the Board of Directors, by majority vote, may elect a successor to hold office for the unexpired term of the officer whose position is vacant. The officer thus elected shall serve until the Annual Meeting following.

Article VII NON-CONFLICTS OF INTEREST

Nothing contained in any part of these Maryland Downtown Development Association Bylaws shall be construed to preclude any Officer, Director, or Member from serving the MDDA in a capacity other than that of Officer, Director, or Member, and receiving compensation therefor. Neither is there any prohibition on Officers, Directors, or Members participating in financial dealings, contracts, employments, or other financial dealings which evolve from MDDA contacts or programs.

Article VIII.
CONTRACTS, , GRANT AGREEMENTS, COMMERCIAL PAPER, GIFTS, ETC.

VIII. Section 1. Authority

The President, or Executive Director, or other designated Director, staff, or agent, may execute any contracts, grant agreements, or other instruments on behalf of the Corporation, provided that the intent of said contract, grant agreement, or other instrument has been approved by vote of the Board of Directors, and that the contract document itself has been approved by the Executive Committee either in person or by postal or electronic communication.

VIII. Section 2. Signatures

All financial documents or commercial paper of any kind executed on behalf of the MDDA shall be made in the name of the Maryland Downtown Development Association and signed by any two of the MDDA representatives listed above (The President, or Executive Director, or other designated Director, staff, or agent).

VIII. Section 3. Acceptance of Gifts

The Board of Directors, President, Executive Director, or other Officer or agent so designated by the Board, separately or together, may accept on behalf of, and in the name of the MDDA any contribution, gift, bequest, or grant, for the general purposes or for any special purpose of the Association.

Article IX. BANK ACCOUNTS AND LOANS

IX. Section 1 Bank Accounts

Such Officers or agents of the Maryland Downtown Development Association as shall be designated by the Board of Directors shall have authority to deposit any funds of the MDDA in such banks or trust companies as shall be designated by the Executive Committee. Such officers and agents as shall be designated by the Board of Directors may withdraw any or all of the funds of the Association so deposited in any such bank or trust company, upon checks, drafts or other instruments or orders for the payment of money, drawn against the MDDA account or in the name or behalf of the MDDA, and made or signed by such Officers or agents.

Each bank or trust company with which funds of the Association are so deposited is authorized to accept, honor, cash and pay, without limit as to amount, all checks, drafts or other instruments or orders for the payment of money, when drawn, made or signed by Officers or agents so designated by the Board of Directors until written notice of the revocation of the authority of such Officers or agents by the Board of Directors shall have been received by such bank or trust company.

There shall be certified to the banks or trust companies in which funds of the MDDA are deposited, the signatures of the Officers or agents of the Association so authorized to draw against the same.

In the event that the Board of Directors shall fail to designate the persons by whom checks, drafts and other instruments or orders for the payment of money shall be signed, as above provided in this Section, all of such checks, drafts and other instruments or orders for the payment of money shall be signed by the President or First Vice President together with the Secretary or Treasurer of the Association.

IX. Section 2. Loans

The Board of Directors may designate Officers or agents of the Maryland Downtown Development Association to hold authority to effect loans, advances, or other forms of credit for the MDDA from such banks, other lending corporations, firms, or person as the Board of Directors shall designate. As security for the repayment of such loans, advances, or other forms of credit, the Officers or agents so designated shall have the authority to assign, transfer, endorse, and deliver any or all documents or certificates of ownership of assets. The Officers or agents so designated shall have authority to execute notes or other written statements of obligation of the MDDA on such terms, and with such provisions as to the security or sale or other disposition of those notes or statements as the designated Officers or agents shall deem proper. In the case of such designation of authority, the signatures of the Officers or agents so authorized shall be certified to the banks, other lending corporations, firms, or persons designated by the Board of Directors. Each bank, other lending corporation, firm, or person so designated is authorized to honor such certification until written notice of revocation of the Officer or agent's authority is delivered to the lending entity.

Article X. INDEMNIFICATION

X. Section 1, Definitions

As used in this Article X, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time (the "Indemnification Section") shall have the same meaning as provided in the Indemnification Section.

X. Section 2. Indemnification of Directors and Officers

The MDDA shall indemnify and advance expenses to a Director or Officer of the Association, in connection with an MDDA activity, to the fullest extent permitted by and in accordance with the Indemnification Section.

X. Section 3. Indemnification of Employees and Agents

The MDDA may, as determined by the Board of Directors, indemnify and advance expenses to an employee or agent other than a Director or Officer, in connection with an MDDA activity, to the extent permitted by and in accordance with the Indemnification Section.

X. Section 4. Insurance

The Association shall purchase and maintain liability insurance on behalf of the Maryland Downtown Development Association and any person or entity who is or was a Director, Officer, employee, or authorized agent of the MDDA, against any liability asserted against such person in any such capacity, or arising out of such person's status as such, whether or not the MDDA would have the power or would be required to indemnify such person, natural or unnatural, against the liability under the provisions of these Bylaws or the laws of the State of Maryland.

Article XI. NON-DISCRIMINATION

The Maryland Downtown Development Association welcomes all individuals and their corporations, associations, or other organizations, to MDDA membership and/ or participation in MDDA activities, under the provisions of Article III. Section 1 "Eligibility" (above) regardless of race, color, religion, creed, age, sex, marital status, economic status, national origin, ancestry, physical or mental handicap, or any other characteristic.

Article XII. MISCELLANEOUS PROVISIONS

XII. Section 1. Fiscal Year

The fiscal year of the Maryland Downtown Development Association shall cover such twelve-month period as the Board of Directors may determine.

XII. Section 2. Seal

The Board of Directors may authorize a corporate seal and one or more copies and provide for the custody thereof.

XII. Section 3 Financial Reviews

The Board of Directors shall provide annually for a compilation and review, by a Certified Public Accountant, of the Maryland Downtown Development Association's financial records and statements.

XII. 3. (a) Availability of Records All minutes, financial records and reports, membership lists, and other documents having to do with the conduct of the Maryland Downtown Development Association' organization and program(s) shall be made available, in their original or reproduced form, at any reasonable time, to any Member of the Association, or to any other person having an need, declared legitimate by an Officer of the MDDA, for their use of such documents.

XII. Section 4. Advisors

The Maryland Downtown Development Association may appoint advisors or liaisons to the Association and/ or to the Board of Directors, when, and for whatever period of time, it is deemed appropriate by the Board.

XIII. AMENDMENTS

These Bylaws may be amended at any time, subject to the following provisions:

XIII. Section 1. Eligibility to Amend

Amendments may be proposed by any Maryland Downtown Development Association Member or staff.

XIII. Section 2. Approval for Consideration

Bylaws amendments must have approval for consideration, by a two-thirds affirmative vote of the Board of Directors, prior to presentation to MDDA's membership.

XIII. Section 3. Amendment Adoption

After Board approval for consideration, the bylaws may be amended by the affirmative vote, in person or by proxy, of two-thirds of Members in Good Standing present at a legally constituted meeting of the Maryland Downtown Development Association, or by written ballot by two-thirds of the Members should a meeting be deemed impracticable by the Board of Directors.

XIII. Section 4. Notification Requirement for Amendment

Written notice of the proposed amendment(s) and the date, time, and place of the meeting at which the Association will take action must be provided to Members at least 30 days prior to said meeting. In the case of amendment by written ballot, the proposed amendments must be provided in writing to each Member at least 30 days prior to the required return of the ballot to the Association's Directors.

(END)