

WASHINGTON COUNTY PUBLIC GOLF CORPORATION BYLAWS

ARTICLE I: NAME

This organization shall be known as the Washington County Public Golf Corporation (hereinafter called "WCPGC"), a non-stock, non-profit corporation organized and existing under the laws of the State of Maryland.

ARTICLE II: PURPOSE

The purposes of the WCPGC are as follows:

1. To advise and provide assistance and recommendations to the Board of County Commissioners of Washington County, Maryland (the "County") regarding the County's golf course, now known as Black Rock Golf Course (the "Golf Course"), for the use and benefit of the public.

2. To operate without profit and so that no part of its net earnings or assets shall ever be distributed as a dividend or inure to the benefit of any private shareholder, member, or individual, and to provide advice to the County and to assist the County in promotion of golf and related services to the public.

3. WCPGC is organized as non-profit under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue law). No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, its members, directors, officers, or other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions herein, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501 (c)(3) of the Internal Revenue Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954.

4. The Corporation shall not apply the accumulation of income in any manner which may subject it to denial of exemption as provided in Section 504 of the Internal Revenue Code as may be amended from time to time.

ARTICLE III: BOARD OF DIRECTORS

Section 1: Purpose

The purpose of the Board of Directors is to advise and make recommendations to the County regarding administrative and management services, activities and programs of the Golf Course.

Section 2: Composition

The Board of Directors shall consist of no less than five (5) and no more than seven (7) members, appointed by the County. These Directors shall be the only members of the Corporation and shall exercise all of the rights and powers of the Corporation. Should the term of any Director end, or should any Director die or resign, the County shall appoint a successor for the vacancy thereby created.

Section 3: Term

The term of office of each director of the Board of Directors shall be for three (3) years. A director may be eligible for reappointment by the County. At the end of a term, a director continues to serve until a successor is appointed and qualifies. A director appointed after a term has begun only serves for the remainder of the term and until a successor is appointed and qualifies.

Directors may only serve two (2) consecutive terms. Following the second consecutive three (3) year term, a director may be eligible for reappointment following an intervening one (1) year period or approval by the County.

Section 4: Absences

If a director fails to attend regular meetings of the Board of Directors for three consecutive months, his or her position as a director may be declared vacant by the Board of Directors. The vacancy shall be filled in accordance with the provisions of these Bylaws.

Section 5: Removal from Office

The Board of Directors may recommend to the County, by a majority vote of the remainder of the entire Board of Directors, that a director be removed from the Board with or without cause.

The County shall have the authority to remove any director when, in its discretion, the best interests of the community shall be served thereby.

Section 6: Meetings

a. Regular Meetings: The Board of Directors shall meet once a month on a date and time determined by a majority of the members of the Board.

b. Annual Meeting: The Board shall hold an annual meeting for the election of officers in December of each year.

c. Special Meetings: Special meetings of the Board may be called by the Chair or the Director of Buildings, Grounds and Parks or upon written notification of a majority of the members of the Board of Directors stating the purpose of the meeting. No business shall be transacted except that stated in the call.

d. Notice of Meetings: Notice of the place, day and hour of every regular, annual and/or special meeting shall be given to each director three (3) days or more before the meeting, by delivering the same to him personally at his residence or usual place of business, or, in the alternative, by e-mailing the notice of the meeting to his/her personal or business e-mail address. Any meeting of the Board of Directors, regular or special, may adjourn from time to time to reconvene at the same or some other place, and no notice need be given of any such adjourned meeting other than by announcement at the meeting at which the adjournment takes place.

e. Procedure: All meetings of the Board of Directors shall be conducted in accordance with Robert's Rules of Order, as may be revised from time to time.

Section 7: Quorum

A majority of the membership of the Board of Directors shall constitute a quorum for the transaction of business. At any meeting of the Board, the vote of the majority of the Directors present shall be sufficient to elect and to pass any measure.

Section 8: Indemnification

The Corporation shall indemnify each past, present and future Director and officer of the Corporation (and his heirs, executors and administrators) against all expenses and liabilities reasonably incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved by reason of his being or having been a Director or officer of the Corporation (whether or not he continues to be a Director or officer at the time of incurring such expenses or liabilities), such expenses and liabilities to include but not to be limited to judgments, court costs and attorneys' fees and the cost of reasonable settlement. The Corporation shall not, however, indemnify such Director or officer with respect to matters as to which he shall be finally adjudged in any such action, suit or proceeding, to have been liable for willful default or negligence consisting of individual misfeasance or nonfeasance in the performance of his duties as

such director or officer. In the event that a settlement or compromise is effected, indemnification may be had only if the Board of Directors shall have been furnished with an option of counsel for the Corporation to the effect that such settlement or compromise is in the best interests of the Corporation and that such Director or officer is not liable for willful default or negligence consisting of individual misfeasance or nonfeasance in the performance of his duties with respect to such matters, and if the Board of Directors shall have adopted a resolution approving such settlement or compromise. The foregoing right of indemnification shall not be exclusive of other rights to which any director or officer may be entitled as a matter of law.

ARTICLE IV: DISSOLUTION

In the event of dissolution, The WCPGC shall promptly surrender all Property to the County, and all associated properties whenever acquired, shall be deemed to be the property of the County, unless owned by third parties or otherwise restricted by terms of a grant, donation or loan to WCPGC or the Golf Course.

ARTICLE V: CONFLICT OF INTEREST

Upon motion duly made and carried by the Board of Directors, individual members of the Board of Directors may from time to time, or at regular intervals, be required to complete and file a conflict of interest statement which will consist of a declaration of business holdings, etc. that involve transacting any business with the WCPGC. If placed in a position of conflict, members of the Board of Directors shall abstain from voting on Board matters involving such issues of conflict. If it is apparent that a decision must be made as to whether or not an issue is a conflict of interest, that decision will be made by the Executive Committee.

ARTICLE VI: OFFICERS

Section 1: Names

The elected officers of the Board of Directors shall be Chair, Vice Chair, Secretary, and Treasurer, and shall collectively be known as the Executive Committee.

Section 2: Election and Term or Office

The members of the Board of directors shall elect at the December meeting their officers to a one (1) year term of office starting in January of each year. The Board of Directors shall elect a Chair and Vice Chair from among the Directors. The Board shall elect a Secretary and Treasurer, who may or may not be Directors. Each such officer shall hold office until his successor shall have been duly chosen and qualified, or until he shall have resigned or shall have been removed from office. Any vacancy in any of the above

offices shall be filled for the unexpired portion of the term by the Board of Directors at any meeting.

A person may hold more than one office in the corporation but may not serve concurrently as chair and vice chair. A person who holds more than one office may not act in more than one capacity to execute, acknowledge, or verify an instrument required by law to be executed, acknowledged, or verified by more than one officer.

Section 3: Duties (Generally)

The duties of the various officers of the Board of Directors are as set forth herein, and may be delegated to the Executive Committee or individual members thereof, or to staff, except as may be otherwise provided by the Board of Directors.

Section 4: Chair

The Chair of the Board of Directors shall:

- a. preside at all meetings of the Board of Directors.
- b. sign and execute in the name of the Corporation, all authorized deeds, mortgages, bonds, contracts or other instruments, except in cases in which the signing and execution thereof shall have been expressly and exclusively delegated to some other officer or agent of the Corporation.
- c. serve as chairman of the Executive Committee.
- d. appoint the Chairs of the Golf and Greens Committees.
- e. be an ex-officio member of all standing committees.
- f. perform such other duties as may be assigned to him by the Board of Directors from time-to-time.
- g. Sign all minutes when approved by the Board.
- h. Review the annual budget
- i. Call special meetings when deemed appropriate.
- j. Perform all such duties as appropriate to the office.

Section 5: Vice-Chairman

The Vice-Chair shall:

- a. In the absence of the Chair, or in the event of his or her inability, or refusal, to act, the Vice-Chair shall perform the duties of the Chair, and when so acting, shall have all the powers of, and be subject to all of the restrictions upon, the Chair.

- b. The Vice Chair shall also perform such other duties as from time-to-time may be assigned to him by the Board of Directors.

Section 6: Secretary

The Secretary shall:

- a. keep the minutes of the meetings of the Board of Directors in one or more books provided for said purpose;
- b. see that all notices are duly given in accordance with the provisions of these Bylaws, or as required by law;
- c. be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which, on behalf of the Corporation, under its seal, is duly authorized in accordance with the provisions of these Bylaws assigned to him by the Chair, or by the Board of Directors.

Section 7: Treasurer

The Treasurer shall:

- a. perform all of the duties incident to the office of Treasurer and such other duties as from time-to-time may be assigned by the Chair or by the Board of Directors.

Section 8: Removal

Any officer of the Corporation may be removed from his position as an officer, with or without cause, by a vote of a majority of the entire Board of Directors at a meeting specifically called for that purpose.

ARTICLE VII: STANDING COMMITTEES

The Board of Directors shall form and organize three standing committees: The Executive Committee; The Greens Committee; and The Golf Committee. The Chair of the Board of Directors shall serve as chair of the Executive Committee, and shall appoint the Chairs of the Golf and Greens Committees. All recommendations by standing committees shall be approved by the Board of Directors.

1. The Executive Committee, as identified in Article V, Section 1, is to act on behalf of the Board when the board is not in session. The Executive Committee shall

have three (3) standing sub-committees: Finance, Marketing and House.

a. The Finance sub-committee shall (i) provide advice and recommendations to the Board of Directors specifically relating to the annual budget of Black Rock Golf Course, (ii) set fees relating to the use of Black Rock Golf Course, with the approval of the Board of Directors, and (iii) be responsible for the preparation of the annual budget, if any, of the Washington County Public Golf Corporation.

b. The Marketing sub-committee shall (i) provide advice and assistance to the Board of Directors with marketing matters relating to Black Rock Golf Course.

c. The House sub-committee shall provide advice and recommendations to the Board of Directors specifically relating to the oversight of the operation of the restaurant.

2. The Greens Committee shall provide advice and recommendations to the Board of Directors specifically relating to the management of the care and maintenance of the Golf Course and grounds.

3. The Golf Committee shall provide advice and recommendations to the Board of Directors specifically relating to the operations of the Pro Shop, including Pro Shop merchandise and course marshals/volunteer help.

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

ARTICLE VIII: CONSTRUCTION:

Whenever the masculine gender is used herein, it shall also mean the feminine gender, where appropriate, and the plural shall mean the singular, and vice-versa, where appropriate.

ARTICLE IX: AMENDMENT

Amendment to these Bylaws shall be made at the regular meeting of the Board of Directors. If adopted by a majority of the members of the Board present, it shall lay on table until the next regular meeting. At that time, an affirmative vote of two-thirds of the members of the entire Board of Directors shall be required for adoption of the amendment.

Revised and effective July 1, 2007.