

TLC FOUNDATION, INC.

BY-LAWS

ARTICLE I.  
Office

SECTION 1. Principal Office. The address of the principal office of the Corporation shall be in Frederick County, Maryland.

SECTION 2. Other Offices. The Corporation may also have an office or offices in such other place or places as the business of the Corporation may require and the Board of Directors may from time to time appoint.

ARTICLE II  
Members

Section 1. Annual Meeting. The annual meeting of the members of the Corporation shall be held on a day duly designated by the Board of Directors in April for the purpose of electing directors to succeed those whose terms shall expire on June 30 of that year, and for the transaction of such other corporate business as may come before the meeting. New terms of officers will commence on July 1 annually and run through June 30 of the following year.

SECTION 2. Special Meetings. Special meetings of the members may be called at any time for any purpose or purposes by the President, by a Vice President, the Secretary, or any Director of the Corporation upon request for business to be transacted at such meeting. Such request shall state the purpose or purposes of the meeting. Business transacted at all special meetings of the Members shall be confined to the purpose or purposes stated in the notice of the meeting.

SECTION 3. Place of Holding Meetings. All meetings of the members shall be held at the principal office of the Corporation or elsewhere in the United States as designated by the Board of Directors, and may be held either in person or virtually.

SECTION 4. Notice of Meetings. Written or electronic notice of each meeting of the Members shall be sent by the Secretary to each Member of record entitled to vote at least ten (10) days for written notice, or 3 days for electronic notice, before the meeting. Each such notice shall state the place, day and hour at which the meeting is to be held and, in the case of any special meeting, shall state briefly the purpose or purposes thereof.

SECTION 5 Quorum. The presence in person or virtually of a majority of the members of the Corporation shall constitute a quorum at all meetings of the Members, except as otherwise

provided by law, by the Articles of Incorporation or by these By-Laws. If less than a quorum shall be in attendance at the time for which the meeting shall have been called, the meeting may be adjourned from that time to another time by a majority vote of the Members present or represented, without any notice other than by announcement at the meeting, until a quorum shall attend.

SECTION 6. Conduct of Meetings. Meetings of the Members shall be presided over by the President of the Corporation or, if he/she is not present, by a Vice-President, or, if none of said officers are present, by a Chairman to be elected at the meeting. The Secretary of the Corporation, or if he/she is not present, any Assistant Secretary shall act as Secretary of such meetings; in the absence of the Secretary and any Assistant Secretary, the presiding officer may appoint a person to act as Secretary of the meeting.

SECTION 7. Voting. At all meetings of Members every Member entitled to vote thereat shall have one (1) vote. Such vote must be cast in person or virtually as allowed by the Board. All elections shall be held and all questions shall be decided by a majority of the votes cast at a duly constituted meeting, except as otherwise provided by Law, in the Articles of Incorporation or by these By-Laws. If the Chairman of the meeting shall so determine, a vote by ballot may be taken upon the election or matter, and the vote shall be so taken upon the request of ten percent (10%) of the Members entitled to vote on such election or matter. In either of such events, the ballots shall be received and be taken in charge and all questions touching the qualification of voters and the acceptance or rejection of votes, shall be decided by the tellers. Such tellers shall be appointed by the Chairman of said meeting.

If the Chairman of the meeting shall so determine, a vote by ballot may be taken upon the election or matter, and the vote shall be so taken upon the request of ten percent (10%) of the Members entitled to vote on such election or matter. In either of such events, the proxies and ballots shall be received and be taken in charge and all questions touching the qualification of voters and the validity of proxies and the acceptance or rejection of votes, shall be decided by the tellers. Such tellers shall be appointed by the Chairman of said meeting.

SECTION 8. Identity of Members. The Members of the Corporation shall be composed of those Members who are in good standing of the Thurmont Lions Club.

### ARTICLE III Board of Directors

SECTION 1. General Powers. The property and business of the Corporation shall be managed under the direction of the Board of Directors of the Corporation.

SECTION 2. Number and Term of Office. The number of Directors shall be five (5) or other such number, but not less than three (3) nor more than fifteen (15), as may be designated from

time to time by resolution of a majority of the entire Board of Directors. The Directors shall serve for a period of one (1) year or until the next annual meeting. At each annual meeting, the successor Directors shall be elected to hold office for a term of one (1) year. The Board of Directors for the Corporation will mirror that of the Thurmont Lions Club, unless the Members specify otherwise during the annual meeting and by at least a 2/3 majority vote.

SECTION 3. Nomination and Election of Directors. Each year, the nominating committee will present a slate of officers to the Board of Directors in February. At least one membership meeting prior to the Annual Meeting of the Members of the Corporation, the nominating committee shall present such slate to the Members of the Corporation. Additional nominees for directors may be put forth at the time the slate is presented to the membership if any exists. The nominating committee shall thereafter present the said slate or slates of nominees to the Members of the Corporation for election at the Annual Meeting.

SECTION 4. Filling of Vacancies. In the case of any vacancy in the Board of Directors through death, resignation, disqualification, removal or other cause, the remaining Directors, by affirmative vote of the majority thereof, may elect a successor to hold office for the unexpired portion of the term of the Director whose place shall be vacant, and until the election of his/her successor or until he/she shall be removed, prior thereto, by an affirmative vote of a majority of the Members.

Similarly and in the event of the number of Directors being increased as provided in these By-Laws, the additional Directors so provided for shall be elected by a majority of the entire Board of Directors already in office and shall hold office until the next annual meeting of Members.

Any Director may be removed from office with or without cause by affirmative vote of a majority of the Members entitled to vote at any special meeting of Members regularly called for the purpose.

SECTION 5. Place of Meeting. The Board of Directors may hold their meetings and have one (1) or more offices, and keep the books of the Corporation, either within or outside the State of Maryland, at such place or places as they may from time to time determine by resolution or by written consent of a majority of the Directors. The Board of Directors may hold their meetings by conference telephone or other electronic communication equipment in accordance with the provisions of the Maryland Corporation Law.

SECTION 6. Regular Meetings. Regular meetings of the Board of Directors may be held without notice at such time and place as shall be determined by resolution of the Board, provided that notice of every resolution of the Board fixing or changing the time or place for holding of regular meetings of the Board shall be sent by the Secretary to each Board member at least ten (10) days for written notice, or 3 days for electronic notice, before the meeting. The annual meeting of the Board of Directors shall be held immediately following the annual meeting of the Members. Any business may be transacted at any regular meeting of the Board.

SECTION 7. Special Meetings. Special meetings of the Board of Directors shall be held whenever called by any member of the Board of Directors. The Secretary shall give notice of each special meeting of the Board of Directors, by mailing the same at least ten (10) days for written notice, or 3 days for electronic notice, prior to the meeting, to each Director; but such notice may be waived by any Director if the meeting is being held at the time and place as designated at the Board of Directors Annual Meeting. Unless otherwise indicated in the notice thereof, any and all business may be transacted at any special meetings. At any meeting at which the majority of Directors shall be present, even though without notice, any business may be transacted and any Director may in writing waive notice of the time, place and objectives of any special meeting.

SECTION 8. Quorum. A majority of the whole number of Directors shall constitute a quorum for the transaction of business at all meetings of the Board of Directors.

SECTION 9. Required Vote. An affirmative vote of a majority of those present shall be necessary for the passage of any resolution.

SECTION 10. Compensation of Directors. Directors shall not receive any stated salary for their services as such, but each Director shall be entitled to receive from the Corporation reimbursement of the expenses incurred during the normal course of the business of the Corporation.

SECTION 11. Nominating Committee. The Board of Directors shall elect a Nominating Committee consisting of the President and at least one (1) other Director. The Nominating Committee shall be selected by the Board of Directors at the regular meeting of the Board of Directors following the annual meeting. The Nominating Committee will be reselected in January annually to be comprised of the first vice president and at least one (1) other director, who will serve in this capacity until June 30 annually.

SECTION 12. Committees. The Board of Directors, may, by resolution passed by a majority of the whole Board, designate one (1) or more committees, each committee to consist of two (2) or more members of the Corporation.

#### ARTICLE IV Officers

SECTION 1. Election and Tenure Compensation. The Officers of the Corporation shall be a President, a Secretary, a Treasurer, and also such other Officers including one (1) or more Vice Presidents and/or one (1) or more assistants to the foregoing Officers as the Board of Directors from time to time may consider necessary for the proper conduct of the business of the Corporation. The Officers shall be elected annually by the Members of the Corporation at the Annual Meeting of the Members. Any two (2) or more of the above 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 if such instrument is required by Law or by these By-Laws to be executed, acknowledged or verified by any two (2) or more Officers. In the event that any office other than an office required by Law, shall not be filled by the Board of Directors, or, once filled, subsequently becomes vacant, then such office and all references thereto in these By-Laws shall be deemed inoperative unless and until such office is filled in accordance with the provisions of these By-Laws. Except where otherwise expressly provided in a contract duly authorized by the Board of Directors, all Officers and Agents of the Corporation shall be subject to removal at any time by the affirmative vote of a majority of the Board of Directors, and all Officers and Agents shall hold office at the discretion of the Board of Directors or of the Officers appointing them. Officers and Directors shall act without compensation, however, said Officers and Directors may be reimbursed for documented out of pocket expenses incurred during the normal course of the business of the Corporation.

SECTION 2. Powers and Duties of the President. The President shall preside at all meetings of the Board of Directors. He/she may sign and execute all authorized bonds, contracts or other obligations in the name of the Corporation: and he/she shall be an ex-officio member of all standing committees. He/she shall preside at all meetings of the Members. The President shall be the Executive Director of the Corporation and shall have general charge and control of all its business affairs and properties. He/she shall have the general powers and duties of supervision and management usually vested in the Office of President of a Corporation. He/she shall do and perform such other duties as may, from time to time, be assigned to him/her by the Board of Directors.

SECTION 3. Powers and Duties of the Vice-President. The Membership may elect a Vice-President and may elect more than one (1) Vice-President. Any Vice-President (unless otherwise provided by resolution of the Board of Directors) may sign and execute all authorized bonds, contracts, or other obligations in the name of the Corporation. Each Vice-President shall have such other powers and shall perform such other duties as may be assigned him/her by the Board of Directors or by the President. In case of the absence or disability of the President, the duties of that office shall be performed by any Vice-President, and the taking of any action by any such Vice-President in place of the President shall be conclusive evidence of the absence or disability of the President. Preference in responsibilities shall move from first vice president to second vice president to third vice president.

SECTION 4. Secretary. The Secretary shall give, or cause to be given, notice of all meetings, or Members and Directors and all other notices required by law or by these By-Laws, and in case of his/her absence or refusal or neglect to do so, any such notice may be given by any person thereunto directed by the President, or by the Directors or Members upon whose written request the meeting is called as provided in these By-laws. The Secretary shall record all the proceedings of the meetings of the Members and of the Directors, and he/she shall perform such other duties as may be assigned to him/her by the Directors or the President. In general, the Secretary shall perform all the duties generally incident to the Office of the Secretary, subject to the control of the Board of Directors and the President.

SECTION 5. Treasurer. The Treasurer shall have custody of all the funds and securities of the Corporation and he/she shall keep full and accurate account of receipts and disbursements in books belonging to the Corporation. He/she shall deposit all moneys and other valuables in the name and to the credit of the Corporation in such depository or depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements. He/she shall render to the President and the Board of Directors, whenever either of them requests, an account of all his/her transactions as Treasurer and of the financial condition of all the Corporation. The Treasurer shall give the Corporation a bond, if required by the Board of Directors, in a sum with one (1) or more sureties, satisfactory to the Board of Directors, for the faithful performance of the duties of his/her office and for the restoration to the Corporation in case of his/her death, resignation, retirement or removal from office of all books, papers, vouchers, moneys and other properties of whatever kind in his/her possession or under his/her control belonging to the Corporation. The Treasurer shall perform all the duties generally incident to the Office of Treasurer, subject to the Control of the Board of Directors and the President.

SECTION 6. Assistant Secretary. The Board of Directors may appoint an Assistant Secretary or more than one (1) Assistant Secretary. Each Assistant Secretary shall (except as otherwise provided by resolution of the Board of Directors) have power to perform all duties of the Secretary in the absence or disability of the Secretary and shall have such other powers and shall perform such duties as may be assigned to him/her by the Board of Directors or by the President. In case of the absence or disability of the Secretary, the duties of the office shall be performed by the Assistant Secretary, and the taking of any action by any such Assistant Secretary in place of the Secretary shall be conclusive evidence of absence or disability of the Secretary.

SECTION 7. Assistant Treasurer. The Board of Directors may appoint an Assistant Treasurer or more than one (1) Assistant Treasurer. Each Assistant Treasurer (except otherwise provided by resolution of the Board of Directors) shall have the power to perform all duties of the Treasurer in the absence or disability of the Treasurer and shall have such other powers and shall perform such other duties as may be assigned to him/her by the Board of Directors or by the President. In case of absence or disability of the Treasurer, the duties of that office shall be performed by any Assistant Treasurer, and the taking of any action by any such Assistant Treasurer in place of the Treasurer shall be conclusive evidence of the absence or disability of the Treasurer.

## ARTICLE VI Bank Accounts

SECTION 1. Bank Accounts. The Board of Directors shall designate the President, Treasurer, Secretary, and Assistant Treasurer as authorized signers with the authority to deposit any funds to the Corporation as designated from time to time by the Corporation. The

same officers may draw against the accounts on behalf of the Corporation for Corporation related expenses only, and will be authorized to sign on the accounts.

SECTION 2. Loans. The Board of Directors shall have no authority to obligate the corporation without approval of the Membership as shown in a special Membership meeting. If Members so authorize the President will be required to sign debt obligation.

#### ARTICLE VII Reimbursements

SECTION 1. Reimbursements. Officers and Members are entitled to reimbursement by the Corporation for expenses incurred in the course of transacting business for and to benefit the Corporation. Exceptions to this would be any expenses deemed illegal by the State of Maryland or United States Laws and regulations.

#### ARTICLE VIII Miscellaneous Provisions

SECTION 1. Fiscal year. The fiscal year of the Corporation shall end on the last day of December.

SECTION 2. Notices. Whenever, under the provisions of these By-Laws, notice is required to be given to any Director, Officer or Member it shall not be construed to mean personal notice, but such notice shall be given in writing, by mail, by depositing the same in a post office or letter box, in a postpaid sealed wrapper, addressed to each Member, Officer or Director at such address as appears on the books of the Corporation, or in default of any other address, to such Director or Member, and such notice shall be deemed to be given at the time the same shall be thus mailed. Any Director, Officer or Member may waive any notice required to be given under these By-Laws. Email notices shall be deemed given upon sending as long as no "Undeliverable" message is received by the sender.

#### ARTICLE IX Amendments

SECTION 1. Amendment of By-Laws. The Board of Directors shall have the power and authority to amend, alter or repeal these By-Laws or any provision thereof, and may from time to time make additional By-Laws. Any such action by the Board of Directors shall be submitted to the general membership at the regular annual or special meeting, as may be appropriate, and may be adopted by an affirmative vote of the majority of the members present, in person or virtually, and voting.

#### ARTICLE X Indemnification

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.

SECTION 2. Indemnification of Directors and Officers. The Corporation shall indemnify and advance expenses to a Director or Officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

SECTION 3. Indemnification of Agents. With respect to any agent, other than a Director or Officer of the Corporation, the Corporation may, as determined by the Board of Directors or the Corporation, indemnify and advance expenses to such agent in connection with a proceeding to the extent permitted by and in accordance with the Indemnification Section.