

BYLAWS
of
LYON PARK COMMUNITY CENTER
A Virginia Nonstock Corporation

ARTICLE I – NAME

The name of the corporation, as stated in the articles of incorporation, is Lyon Park Community Center.

ARTICLE II – MEMBERSHIP

Section 2.1. Members. The members of the corporation shall consist of the members in good standing of the Lyon Park Citizens' Association (Arlington County, Virginia), the Lyon Park Women's Club (Arlington County, Virginia), and such other organizations in Lyon Park and vicinity as may be admitted to membership under the provisions of these bylaws. Such organizations are referred to as "constituent organizations."

Section 2.2. Admission of New Members. Any nonprofit civic or charitable organization in Lyon Park, Arlington County, Virginia and vicinity desiring to become a constituent organization shall submit an application in writing to the Board of Governors, which shall in turn submit the application to the constituent organizations. The constituent organizations shall accept or reject such application for membership. The action of a majority of constituent organizations shall determine the question of admission. Each constituent organization shall certify its action to the Board of Governors, which shall, in turn, notify the applicant organization, and where such organization has been admitted, advise said organization of its rights, duties and obligations under these bylaws. Upon a formal vote of acceptance of the obligations of membership in the corporation by the applicant organization, and notification of such action to the Board of Governors, such organization shall become a constituent organization and its members in good standing shall be deemed members of the corporation.

Section 2.3. General Meetings. (a) General meetings of the entire membership of the corporation may be had at any time upon the call of the chairman of the Board of Governors, or of the presidents of a majority of the constituent organizations acting jointly or upon the call of ten members in good standing of the corporation.

(b) Notice of such meetings, which shall state the purpose thereof, shall be posted on the bulletin board of the Community House one week in advance of such meeting and duly signed by the authority or authorities calling the meeting, and a copy thereof shall, at the same time, be delivered to the secretary of the Board of Governors, who shall, five days previous to such meeting, announce the meeting in the widest, most effective way possible. It shall be the duty of the corresponding secretary, or other appropriate officer, of each constituent organization, to furnish the secretary of the Board of Governors, upon request of the latter, with a list of the members in good standing of such constituent organization. Failure to comply with such request shall not operate to defeat the calling of such meeting; and in the event of such failure of compliance the notice posted on the bulletin board of the Community House shall be deemed a sufficient notice of such meeting to the members of the organization whose secretary has so failed to comply.

(c) At all such meetings 25 members shall constitute a quorum for the transaction of business, and each member in attendance shall be entitled to one vote. A majority of those present and voting shall determine all questions which may arise, subject to Robert's Rules of Order, and subject to the articles of incorporation and bylaws of the corporation.

(d) At such meetings the chairman of the Board of Governors shall preside, and the secretary of the Board of Governors shall act as secretary of the meeting.

Section 2.4. Concurrent Action of Constituent Organizations. The concurrent action, in identical terms, of a majority of the constituent organizations shall constitute action by the corporation, provided it does not conflict with the articles of incorporation, these bylaws, or any provision of law applicable to the corporation including any law governing its tax-exempt status.

ARTICLE III – BOARD OF GOVERNORS

Section 3.1. Governing Authority; Number. The affairs and business of the corporation shall be managed by or under the direction of a board of directors, which shall be referred to as the Board of Governors or the Board and its members shall be referred to as Governors. The number of Governors shall be determined by the Board of Governors, and shall have not fewer than 10 governors. Each constituent organization shall have equal representation on the board, provided that the number of Governors from each constituent organization shall remain unchanged throughout any given year, and new organizations admitted as constituent organizations shall elect, to serve for the balance of such year, a number of Governors equal to its regular quota for the year.

Section 3.2. Method of Election; Term. Governors shall serve a term of one year, may succeed themselves in office, and shall serve until their successors shall be elected and qualified. On or before July 1 of each year, the Board shall notify each constituent organization of the number of members of the Board to which the organization is entitled under the bylaws during the succeeding year. Each constituent organization, during the month of September, at a meeting at which there is a quorum of its membership present, elect its quota of members of the Board of Governors. Any member in good standing of the constituent organization holding the election shall be eligible for election to the Board of Governors from such organization, provided, however, that no person may represent more than one constituent organization on the Board of Governors.

Section 3.3. Specific Duties and Powers of Board; Budget Procedures. The Board of Governors shall have the management and control of the Community House and the park grounds. It shall fix and collect the rentals, receiving and disbursing all funds through its treasurer. It shall adopt, at the beginning of each year, a budget for the ensuing year, taking into account the estimated revenues and the estimated expenditures on account of maintenance, upkeep, payment of interest and liquidation of indebtedness of the Community House building and grounds. The Board of Governors may, in its discretion, appoint joint committees from the membership of the constituent organizations, for the purpose of raising funds. In appointing such joint committees, the Board of Governors, or its chairman, shall confer with the presidents of the constituent organizations, with a view to the avoidance of conflict of organization activity.

Section 3.4. Annual Meeting; Other Regular Meetings. There shall be an annual meeting of the Board of Governors, which shall be held on such day and at such place as shall be designated in the notice of such meeting, for the transaction of such business as may come before the meeting. The Board of Governors may provide, by resolution, the time and place for the holding of additional regular meetings without other notice than such resolution.

Section 3.5. Special Meetings. Special meetings of the Board of Governors may be called by the chairman or by one-third of the Governors then in office, to be held at such time and place as shall be designated in the notice of the meeting.

Section 3.6. Notice and Purpose of Special Meetings. Notice of the time and place of any special meeting of the Board of Governors shall be given at least 7 days in advance thereof by written notice sent by courier, mail, email or facsimile to each Governor at his or her address or facsimile number as shown on the records of the corporation. If deposited with a courier, such notice shall be deemed to be delivered when deposited with the overnight courier. If mailed, such notice shall be deemed to be delivered when posted in a sealed envelope so addressed, with postage prepaid. If given by email, such notice shall be deemed delivered when the sending computer indicates successful transmission. If given by facsimile, such notice shall be deemed delivered when the sending facsimile machine indicates successful transmission. Any Governor may waive notice of any meeting. The attendance of a Governor at any

meeting shall constitute a waiver of notice thereof, except where a Governor attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any annual or other regular meeting or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, except that the purpose of a special meeting to consider removal of a Governor or the chairman must be stated in the notice of meeting.

Section 3.7. Quorum. A quorum for the transaction of business at any meeting of the Board of Governors shall consist of a majority of the Governors then in office if there then is an odd number of Governors, or one-half of the number of Governors if there then is an even number of Governors in office, except that if less than a majority of the Governors then in office is present at any such meeting, a majority of the Governors present may adjourn the meeting from time to time without further notice.

Section 3.8. Telephonic Meetings. Governors may participate in and act at any meeting of the Board through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

Section 3.9. Manner of Acting. The act of the majority of the Governors present at a meeting at which a quorum is present shall be the act of the Board of Governors. Any action of the Governors may be taken without a meeting if a majority consent in writing (setting forth the action so taken) shall be signed by all the Governors entitled to vote with respect to the subject matter thereof. Any action of the Board of Governors may be taken via e-mail communication without a meeting provided that a majority of the Governors indicate their consent via reply to an e-mail setting forth the proposed action.

Section 3.10. Removal and Resignations. Governors may be removed from office by a vote of two-thirds of all Governors then in office. Such action may be taken at a regular meeting of the Board of Governors or at a special meeting called for such purpose, provided that notice of the proposed removal shall be sent to all Governors at least 7 days prior to the special meeting. Any Governor may resign from the Board at any time by giving written notice to the Board of Governors, or to the chairman, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective but such resignation shall be effective when notice is delivered.

Section 3.11. Vacancies. Vacancies in the representation of any constituent organization on the Board of Governors shall be filled by special election at any regular meeting of such organization.

ARTICLE IV – BOARD OF TRUSTEES

The Board of Trustees' sole purpose is to hold the property in trust. The Board of Trustees shall have three members, and shall consist of those persons serving as trustees at the time of adoption of these bylaws, with successors to be elected, and vacancies filled, by the Board of Governors of the corporation from among the general membership of the corporation. Members of the Board of Trustees may be removed for cause by the concurrent action of the majority of the constituent organizations, provided the Trustee is notified of the intent to remove him/her in writing at least 30 days before the action is official. Any member of the Board of Trustees who ceases to be a member of the corporation shall simultaneously cease to be a member of the Board of Trustees.

ARTICLE V - OFFICERS

The officers of corporation shall consist of a chair, vice-chair, secretary and treasurer. The officers shall be elected annually by the Board of Governors from among its membership. The officers shall have such duties as are set forth in these bylaws, as are imposed by law, as the Board of Governors may provide, and otherwise as are usual and customary for such positions.

ARTICLE VI – COMMITTEES AND ADVISORY BODIES

Section 6.1. Committees. The Board of Governors may from time to time establish one or more other committees, with such membership and such duties and authority as the Board of Governors may determine, provided, however, that the Auditing Committee shall be subject to section 6.2 of these bylaws.

Section 6.2 Advisory Bodies. The Board of Governors may from time to time establish one or more advisory committees and other advisory bodies, with such composition and under such regulations as the Board of Governors may determine, for the purpose of providing non-binding advice, counsel and expertise to the Board of Governors and the corporation.

ARTICLE VII – CONTRACTS, LOANS, CHECKS AND GIFTS

Section 7.1. Contracts. The Board of Governors may authorize any officer or agent of the corporation to enter into any contract or sign any instrument in the name of the corporation, and such authority may be general or confined to specific instances.

Section 7.2. Borrowing. No loan shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued unless authorized by a resolution of the Board of Governors. Such authority may be general or confined to specific instances.

Section 7.3. Checks and Drafts. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness (issued in the name of the corporation) shall be signed by the President, the Treasurer, or such officers or agents of the corporation as shall from time to time be determined by the Board of Governors.

Section 7.4. Gifts. The Board of Governors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

ARTICLE VIII – MISCELLANEOUS

Section 8.1. Books and Minutes. The corporation shall keep correct and complete books and records of account and shall also keep minutes of the meetings of its Board of Governors.

Section 8.2. Financial Records. The Board of Governors shall publish the income statement and balance sheet for the previous year annually. Financial records are open to review by constituent organizations at any time upon request.

Section 8.3. Fiscal Year. The fiscal year of the corporation shall end on the last day of June in each year.

Section 8.4 Corporate Seal. The corporation shall have a corporate seal, circular in form, with the name of corporation inscribed thereon.

Section 8.5. Waiver of Notice. Whenever any notice whatsoever is required to be given under the provisions of Virginia corporation law governing the corporation, or under the provisions of the articles of incorporation or these bylaws, a waiver thereof in writing signed by the persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at any meeting shall constitute waiver of notice thereof unless the person at the meeting objects to the holding of the meeting because proper notice was not given.

Section 8.6. Indemnification of Governors, Officers, Employees and Agents. The corporation shall indemnify all of its present and former Governors, officers, employees and agents to the full extent permitted by Virginia corporation law, the relevant indemnification provisions of which law are hereby incorporated herein by reference. To the extent determined from time to time by the Board of Governors of the corporation, the corporation shall also cause to be purchased insurance for such indemnification of its officers and Governors.

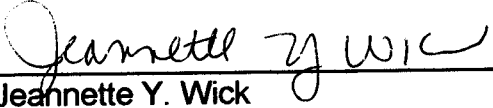
Section 8.7: These bylaws supersede all previous constitutions for the Lyon Park Community Center.

ARTICLE IX – AMENDMENTS TO BYLAWS

Amendments to these bylaws may be proposed at any time by the Board of Governors and submitted to the constituent organizations. Such amendment shall be read at the first regular meeting of such constituent organization, following its submission thereto, and shall lie on the table over to the next regular meeting of such organization, when it shall be submitted to a vote. If agreed to by a majority of those voting on the question at such meeting (a quorum being present), that fact shall be certified to the Board of Governors, and as soon as a majority of the constituent organizations shall so certify, the Board of Governors shall promulgate such amendment as a part of these bylaws. Upon the request of any constituent organization the Board of Governors shall submit to the constituent organizations such amendment to these bylaws as may be incorporated in such request.

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Adopted by the Board of Governors on October 12, 2006



Jeannette Y. Wick
Secretary
Lyon Park Community Center