

BYLAWS Of One Mountain Foundation, Inc.

ARTICLE I

Name

The name of the Corporation shall be the ONE MOUNTAIN FOUNDATION, INC., hereinafter referred to as the Corporation.

ARTICLE II

Purpose of Corporation

Section 1. Purpose of Organization. The Corporation is organized to foster, encourage, and promote civic, cultural, educational and charitable activities that further the quality of life in the collective mountain communities of Blue Ridge Summit and Fountaindale in Pennsylvania and Cascade, which includes the former Fort Ritchie Army base, Sabillasville, and Pen Mar in Maryland and hereafter known as “The Mountaintop”; to receive any and all revenue and contributions and hold, invest, reinvest, manage or devote said monies or other properties so contributed to the uses and purposes herein mentioned; and to dispense, transfer, lease, dedicate or otherwise hypothecate any part of or all of such monies or properties as is deemed appropriate by the Board of Directors to promote historic preservation, conduct social and cultural events, and otherwise further the quality of life in the community.

Section 2. Non-political standing. No part of the activities of this Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation; and the Corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

Section 3. Denial of Personal Benefit. No portion of said activities or monies may be used for the personal benefit of any member.

ARTICLE III

Offices and Seal

Section 1. Principal Office. The principal office of the Corporation shall be as determined by the Board of Directors. The Corporation may have offices, either within or without the state of Maryland, as the Corporation may require from time to time. The principal office of the Corporation may be relocated from time to time as determined by the Board of Directors.

Section 2. Registered Office. The Corporation shall establish its registered office and registered agent within the state of Maryland.

Section 3. Seal. The Corporation's seal shall be circular in form and shall have inscribed thereon the name of the corporation, the year of its organization, and the words "Corporate Seal, State of Maryland". The seal may be used by causing it or a facsimile thereof to be impressed, affixed, or reproduced.

ARTICLE IV

Members

Section 1. Membership Qualifications. The Board of Directors may establish eligibility criteria for membership, both initially and for continuance, such as requiring a pledge to comply with a Code of Ethics, Best Practice Standards, or similar criteria established for the good of the community and the public.

Section 2. Admission of Members. New Members may be admitted upon application in the manner established by the Board of Directors:

Section 3. Termination of Members. The Board of Directors may suspend or expel a member for good cause upon giving such member (a) sixty days prior written notice of such suspension or expulsion and the reasons therefore, and (b) an opportunity for the Member to be heard by the Board of Directors prior to the effective date of such suspension or expulsion. The Board of Directors may, without an opportunity for the Member to be heard, suspend or expel any Member who shall remain delinquent in the payment of dues after notice of such delinquency.

Section 4. Resignation. Any Member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the Member so resigning of the obligation to pay any dues, assessments or other charges theretofore accrued and unpaid.

Section 5. Reinstatement. Upon written request signed by a former Member and filed with the Secretary, the Board of Directors may, by the affirmative vote of two-thirds of the members of the Board of Directors then in office, reinstate such former Member to membership upon such terms as the Board of Directors may deem appropriate.

Section 6. Transfer of Membership. Membership in the Corporation is not transferable or assignable.

Section 7. Amount and Timing of Dues. The Board of Directors shall annually review and set the amount of dues payable to the Corporation by Members. Dues of a new Member shall be prorated from the first day of the month in which such new Member is admitted to membership to the end of the membership year of the Corporation. The membership year is from January 1 to December 31 of each calendar year

Section 8. Default in Payment of Dues. Any Member that is delinquent in the payment of dues for a period of sixty days from the date that such dues last became payable shall be

notified of the delinquency and suspended from membership in the Corporation unless such dues are paid. The Board of Directors may terminate membership in the manner provided in Section 3 of this Article if such dues remain unpaid after such notice.

Section 9. Proof of Membership. The Board of Directors may provide for the issuance of membership cards evidencing membership in the Corporation.

Section 10. Meetings. There shall be annual meetings of the Corporation on a date and at a place to be determined by the Board. Notice of the time and place of the annual meetings shall be provided to each member at least thirty (30) days prior to the date set for the meeting.

ARTICLE V

Board of Directors

Section 1. Duties of the Board of Directors. The Board of Directors shall manage all of the affairs, the property and funds of the Corporation, and shall have the duty and authority to do and perform all acts consistent with these bylaws, the Articles of Incorporation of the Corporation, and any amendments thereto, and the general laws of the State of Maryland. The Board of Directors shall have such other duties as may be prescribed by law.

Section 2. Number, Election, Term of Office and Removal. The Board of Directors shall consist of no fewer than eleven (11) and no more than fifteen (15) members, with the exact number to be fixed by the Board of Directors. Directors shall be elected by a plurality of the members. The term of office for Directors is three years. Directors may serve two consecutive terms. They shall not be eligible to be reelected to the Board of Directors again until an intervening two (2) year period has passed. All Directors may be removed from office, with cause, at any time by a vote of at least two-thirds of the Directors.

Section 3. Vacancies on the Board of Directors. All vacancies on the Board of Directors will be filled by an election conducted by the current Directors to fill the unexpired term.

Section 4. Meetings. The Board of Directors shall hold an annual general membership meeting and regular meetings at a time and place as determined by the Board. Special meetings of the Board of Directors may be called by the Chairman or may be called at the request of not less than one-third of the Directors. Notice of the time and place of annual, regular, and special meetings shall be provided to each Director at least ten (10) days prior to the meeting. Meetings can be held in person or by telephone or any other electronic device by which each participant can hear the comments of all other participants. Any action that may be taken or is required to be taken at a meeting of the Board of Directors may be taken without a meeting pursuant to Section 6 herein. All meetings shall be chaired by the Chairman, or in his or her absence, by the Vice Chairman, or the Chairman's designee.

Section 5. Quorum; Act of the Board of Directors. A majority of the total number of members of the Board of Directors then in office shall constitute a quorum, but in case there is no quorum present, a lesser number may adjourn from time to time until a quorum is obtained.

Unless otherwise provided in these Bylaws, the vote of a majority of the members of the Board of Directors then in office shall be the act of the Board of Directors, except that a unanimous vote is required for actions taken without a meeting as set forth in Section 6 below.

Section 6. Action by Unanimous Written Consent. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if consent of such action is provided by all members of the Board and such consent is memorialized in the minutes of the proceedings of the Board of Directors. Such consent may be given via facsimile, orally over the telephone, or via electronic mail.

ARTICLE VI

Officers

Section 1. Officers. The officers of the corporation shall be a Chairman, Vice Chairman, Secretary and Treasurer. The Board of Directors may establish such other officer positions as it deems appropriate and such other officers may or may not be members of the Board of Directors.

Section 2. Election. Within thirty (30) days of the election of the Board of Directors by the general membership, the Board of Directors shall elect from among its members a Chairman, Vice Chairman, a Treasurer, a Secretary, and such other officers as it shall deem necessary and desirable. The officers so elected shall take office immediately upon their election and shall serve for a term of one (1) year or until their term as a Director expires. An officer may serve up to three consecutive terms, or a total of three years in the same office during a Board member's two consecutive terms on the Board of Directors. Board members may be eligible to serve up to six year's total as an officer, if they serve in two or more offices in their combined terms.

Section 3. Removal. All officers of the Corporation may be removed from office, with at any time by the Board of Directors.

Section 4. Vacancies. A vacancy in any office shall be filled by the Board of Directors, and such officer shall serve out the un-expired term or until his or her successor is duly elected.

Section 5. Duties of the Chairman. The Chairman shall be the Chief Executive Officer of the Corporation. Subject to the control of the Board of Directors, he or she shall have general supervision, direction and control of the business affairs of the Corporation and shall have the general powers and duties as may be prescribed by the Board of Directors in order to effectuate the actions and policies of the Board of Directors.

Section 6. Duties of the Vice-Chairman. If the Chairman is absent or unable to perform his duties, the Vice-Chairman shall assume the duties and responsibilities of the Chairman and shall be able to perform all acts and exercise such powers of the Chairman in his stead.

Section 7. Duties of the Secretary. The Secretary shall attend all meetings of the Board of Directors. He or she shall preserve in record books the full and correct minutes of the proceedings of all such meetings. It shall be the duty of the Secretary to sign and execute all corporate documents and instruments whereupon his or her signature may be lawfully required. He or she also shall serve all notices required by law, these Bylaws, or by resolution of the Board of Directors, and it shall be his or her duty to cause to be prepared and filed, with appropriate bodies, official reports and documents required by law to be filed by nonprofit corporations. He or she shall also perform such other duties as may be delegated by the Board of Directors.

Section 8. Duties of the Treasurer. The Treasurer shall keep or cause to be kept, in books belonging to the Corporation, complete and accurate accounts of all receipts and disbursements, resources and liabilities, and shall deposit or cause to be deposited all monies and funds and other valuable effects of the Corporation, in the name of and to the credit of the Corporation, in such depository or depositories as may be designated by the Board of Directors. He or she shall disburse or cause to be disbursed funds of the Corporation in payment of its obligations, taking proper vouchers and receipts for such disbursements. The Treasurer shall render to the Chairman and the Directors at the meetings of the Directors, or whenever otherwise requested, correct statements and reports showing the financial condition of the Corporation. He or she may sign corporate documents and instruments as necessary. The Treasurer, at the direction of the Board of Directors, shall arrange for the performance of an annual audit and for the preparation of annual audited financial statements by a certified public accountant on behalf of the Corporation.

Section 9. Executive Director. The Board of Directors may appoint, for projects approved by the Board, one or more executive directors who shall not be officers of the Corporation, but who shall be ex-officio members of the board of directors for so long as they remain an executive director. An executive director shall have such responsibilities, powers and duties as shall be specified from time to time in resolutions of the board of directors. An executive director may be removed at any time, with or without cause by the board of directors.

ARTICLE VII

Committees

Section 1: Executive Committee. The Executive Committee shall consist of the four Officers, the Events Committee Chairperson, and one member of the Corporation, either at large from the general membership or from the Board of Directors to be selected by the Board of Directors, which, shall have and may exercise limited powers of the Board of Directors in the management of the business and affairs of the Corporation. The Executive Committee shall keep regular minutes of its proceedings and report the same to the Board of Directors at the monthly meetings of the Board. A majority of the Executive Committee shall constitute a quorum thereof. The Chairman of the Board of Directors will chair the Executive Committee. All Directors may attend, ex-officio, meetings of the Executive Committee.

Section 2: Events Committee. The Events Committee purpose is to organize and promote Community Events that are approved by the Board of Directors to further the goals of the Corporation through said events. The Chairperson of the Events Committee shall serve as a member of the Executive Committee and provide periodic reports/updates to the Board of Director.

Section 3: Other Committees. The Chairman shall establish other committees, as necessary, to be ratified by the Board of Directors.

ARTICLE VIII

Contracts, Checks, and Funds

Section 1. Contracts. The Board of Directors may authorize any officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc. All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness in the name of the Corporation shall be signed by such officer or agent of the Corporation in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 3. Deposits. All funds of the Corporation shall be deposited in a timely manner to the credit of the Corporation in such banks, trusts companies or other depositories as the Board of Directors may select.

Section 4. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution or gift consistent with the purposes of the Corporation.

ARTICLE IX

Fiscal Year

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December of each year.

Article X

Indemnity

Section 1. Directors and Officers. The Corporation shall indemnify Directors and officers who are serving or may have served at its request as Directors and officers against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding, whether threatened or pending and whether civil, criminal, administrative or

investigative (other than an action by or in the right of the Corporation), in which they are made a party by reason of being or having been such a Director or officer, except in relation to matters as to which they shall be adjudged in such action, suit or proceeding to be liable for misconduct in the performance of their duty. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or plea of nolo contendere or its equivalent shall not, in itself, create a presumption that the person did not act in good faith or in a manner which he or she reasonably believed to be in the best interests of the Corporation, and with respect to any criminal action had reasonable cause to believe that his conduct was unlawful. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such Director or officer may be entitled under any Bylaw, agreement or otherwise.

Section 2. Staff and Employees. To the extent provided by law, staff and employees of the Corporation who are or have been employed by the Corporation shall be paid, indemnified and reimbursed for expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they are made a party by reason of their employment by the Corporation except that staff and employees shall not be paid, indemnified and reimbursed for willful misconduct, crime, transactions resulting in improper personal benefit or any act or omission not done in good faith and beyond the scope of the employee's corporate authority.

Section 3. Limitation on Indemnification. Any indemnification pursuant to Sections 1, and 2 of Article IX (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Director, officer, employee, or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in Sections 1 and 2 of Article IX. Such determination shall be made only by the majority vote of a quorum consisting of disinterested Directors. Anything hereinabove set forth to the contrary notwithstanding, to the extent that a Director, officer, employee, or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Sections 1 and 2 of Article IX, or in defense of any claim, issue, or matter therein, he shall in any event be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him in connection therewith.

Section 4. Payment of Expenses. Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized by Article IX.

Section 5. Other Indemnification Rights. This indemnification provided by Article IX shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any Bylaw, agreement, vote of disinterested Directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall also inure to the benefit of heirs, executors, and administrators of such a person.

Section 6. Insurance. The Corporation is authorized to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee, or agent, or who was serving at the request of the Corporation as a Director, officer, employee, or agent of another entity or person against any liability asserted against him and incurred by him in each capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of Article IX.

Section 7. Severability. The invalidity or unenforceability of any provision of Article IX shall not affect the validity or enforceability of the remaining provisions of Article IX.

ARTICLE XI

Notices

Section 1. Method of Giving Notices. Whenever notice is required to be given by these Bylaws, notice shall be given by depositing the same with the U.S. Postal Service, postage prepaid, to the last known address of the individual entitled to such notice or by any other means, including telephone, telegraph, facsimile or other electronic device, which gives actual notice of the time and place of the meeting.

Section 2. Waiver of Notice. Any meeting of the Board of Directors may be deemed to have been validly and legally called if all of the Directors entitled to vote on the day of the meeting sign a written waiver of notice, either before or after the meeting. Attendance of a Director at any meeting shall constitute a waiver of notice of that meeting and no written waiver need be obtained from that Director except when the Director attends the meeting for the express purpose of objecting to the transaction of business because the meeting is not lawfully called or convened. All such waivers, consents or approvals shall be filed with the corporate records.

ARTICLE XII

Amendments to the Bylaws

These Bylaws may be amended, altered, restated or otherwise revised by the Board of Directors, provided that the amendment or proposal shall first be sent through the United States Post Office or via electronic means that can provide a record of receipt to each Director at least ten (10) days prior to the meeting at which it is proposed. The amending vote shall not be taken until a meeting of the Board of Directors following the meeting at which the amendment was first proposed.

ARTICLE XIII

Adoption and Effective Date

These Bylaws were adopted as amended by the Board of Directors of this Corporation at a meeting held on the 22nd day of APRIL, 2002, pursuant to a resolution adopted by said Board of Directors. They were adopted as subsequently amended by the Board of Directors of this

Corporation at a meeting held on the 24th day of SEPTEMBER, 2008, according to the guidelines set forth in Article XII. They were again adopted as subsequently amended by the Board of Directors of this Corporation at a meeting held on the 23rd day of SEPTEMBER, 2009, according to the guidelines set forth in Article XII.

Date

Sept 30, 2009
30 September 2009

Secretary

Kimberly Harbaugh
Kimberly Harbaugh, Secretary