

**BYLAWS OF
RESTON HISTORIC TRUST FOR COMMUNITY REVITALIZATION**

**ARTICLE I
Identity and Objectives**

(a) Name. The name of the corporation is RESTON HISTORIC TRUST FOR COMMUNITY REVITALIZATION, operating as the RESTON HISTORIC TRUST and referred to in these Bylaws as the “Trust”.

(b) Purposes. The Trust is organized and shall be operated exclusively for charitable and educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, to promote the social and economic vitality of local communities through a program of history-based educational activities, including:

(i) operation of a museum of the Reston community, offering exhibition and meeting space, a collections program, educational programming for children, public programs for adults, historic walking tours, festivals and other public events celebrating community life;

(ii) educational initiatives to promote the use of history for urban planning and heritage tourism purposes, designed to encourage the physical and economic revitalization of older neighborhoods; and

(iii) other activities in furtherance of the purposes of the Trust.

**ARTICLE II
Definitions**

All terms and provisions of these Bylaws and all operations of the Trust shall be construed, applied and carried out in accordance with the intent of the Trust to be an organization which is exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 and which is a public charity. For purposes of these Bylaws:

(i) “public charity” means a qualified charitable organization other than a “private foundation” within the meaning of section 509(a) of the Internal Revenue Code of 1986;

(ii) “charitable” and “educational” purposes mean those purposes as so defined under section 501(c)(3) of such Code and which are permitted a public charity:

(iii) “qualified charitable or educational organization” means an organization which is created for charitable or educational purposes or both such purposes and which is qualified as exempt from Federal income tax under such section 501(c)(3); and

(iv) any reference to a provision of the Internal Revenue Code of 1986 includes the corresponding provision or provisions then in effect of any subsequent Federal tax laws.

ARTICLE III
Meetings of Trustees

(a) Regular Meetings. The regular annual meeting of the Board of Trustees of the Trust shall be held in the first quarter of every fiscal year at such time and place as the Board of Trustees may from time to time determine.

(b) Special Meetings. Special meetings of the Board of Trustees may be called by the Chairman, or in the case of his or her absence, death or disability, by the Vice Chairman authorized to exercise the authority of the Chairman, or by a majority of the Trustees.

(c) Notice of Meetings. Notice of all meetings of the Board of Trustees shall be given not fewer than 10 days nor more than 30 days before the date of such meeting to each Trustee by mail, facsimile transmission or electronic communication directed to such Trustee's last known address. All such notices shall state the time, place and purposes of the meeting. Notice of any meeting may be waived in writing, either before or after the holding of such meeting, by any trustee. The attendance of any Trustee at any such meeting shall be deemed to be a waiver by such Trustee of notice thereof.

(d) Quorum and Voting. Unless otherwise specified in these Bylaws, a majority of the Trustees of the Trust must be present at any meeting to constitute a quorum, and action on any matter properly brought before the meeting shall be approved by vote of a majority of the Trustees present. Each trustee shall be entitled to one vote on each matter properly submitted for vote, consent, waiver, release or other action.

(e) Telecommunications. Any or all Trustees may participate in a meeting of the Board of Trustees or a committee thereof by means of conference telephone or by any means of communication by which all persons participating in the meeting are able to communicate with one another, and such participation shall constitute presence in person at the meeting.

(f) Action by Consent. Any action required or permitted to be taken by the Board of Trustees or any committee thereof may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the Trustees entitled to vote with respect to the subject matter thereof. Any such written consent shall be filed with the minutes of the proceedings of such Board or committee, as the case may be.

ARTICLE IV
Trustees

(a) Qualifications and Compensation. Members of the Board of Trustees may be chosen to represent jurisdictions in which the Trust is or plans to be actively engaged or to bring to the Board knowledge and experience of value in the Trust's undertakings. Trustees shall serve without compensation except for reimbursement of reasonable travel and other expenses incurred for the benefit of the Trust and payment for professional services rendered to the Trust at its request.

(b) Number of Trustees. The Board of Trustees shall consist of not more than twenty-one individuals. The Board may at any time modify the number of its members by an affirmative vote in accordance with Article XII, paragraph (a) hereof, except that no decrease in the number of trustees shall affect the tenure of any incumbent trustee.

(c) Election of Trustees. At the annual meeting, trustees shall be elected by a majority of the membership present at the Annual Meeting.

(d) Designation and Term. At each regular annual meeting of the Board of Trustees one-third of the Board of Trustees shall be designated by vote of the Board of Trustees for a term of three years with a trustee serving a maximum of three terms.

(e) Resignation. Any trustee of the Trust may, by notice in writing to the Chairman, resign from the Board of Trustees. At the discretion of the Board of Trustees, failure without excuse acceptable to the Board of Trustees to attend two consecutive Board meetings shall be ground for removal from the Board of Trustees.

(f) Suspension and Removal. Any trustee may be suspended or removed by the Board of Trustees for conduct unbecoming a trustee. Such trustee shall be given notice of the time and place of the meeting of the Board of Trustees at which charges against such trustee are to be considered at least thirty days before such meeting.

(g) Vacancies. The Board of Trustees shall fill vacancies by reason of death, resignation, removal, refusal to serve or otherwise as needed.

(h) Power and Duties of Trustees. The Board of Trustees shall have general charge of the affairs, property and assets of the Trust. It shall be the duty of the Trustees to carry out the purposes and objectives of the Trust and, to this end, to manage and control all of its property and assets. In carrying out its duties, the Board of Trustees is authorized to elect officers and to employ or arrange for the services of such persons and organizations as in its opinion are necessary or desirable for the proper administration of the Trust, to pay reasonable compensation for such services and to reimburse expenses related thereto.

(i) Financial Statements. An independent auditor appointed or approved by the Board of Trustees shall at such time as the Board of Trustees may determine, but at least annually commencing with the year revenue is first received, prepare, review or audit for the Trust financial statements, including a balance sheet and statement of revenue, expenditures and fund balance, in accordance with standards established by the American Institute of Certified Public Accountants, and such additional reports as may be ordered from time to time by the Board of Trustees. The auditor shall also prepare such financial data as may be necessary for returns or reports required by the Federal government to be filed by the Trust. The auditor's reasonable charges and expenses shall be proper expenditures of the Trust. Financial statements of the Trust shall be distributed annually to Trustees.

(j) Fiduciary Duties of Trustees. Each member of the Board of Trustees shall serve in a fiduciary capacity, and shall take no action, in the performance of duties or otherwise, which might disqualify any grant or gift to the Trust as a charitable contribution, gift or bequest in computing any Federal income, gift or estate tax of the grantor, donor or related estate, or which might disqualify the Trust or any grantor from Federal income tax exemption as a qualified charitable or educational organization or from classification as a public charity.

(k) Liability. Neither the Board of Trustees nor any of its members individually shall be liable for acts, neglects or defaults of an employee, agent or representative selected with reasonable care, nor for anything such Board or any member thereof may do or refrain from doing in good faith, including the following if done in good faith: errors in judgment, acts done or committed on advice of counsel, or mistakes of fact or law.

(1) Indemnification. The Trust shall indemnify any trustee or officer or former trustee or officer of the Trust, or any person who may have served at its request as a trustee or officer of another corporation, whether for profit or not for profit, against expenses actually and necessarily incurred by him or her in connection with the defense of any action, suit or proceeding in which he or she is made a party by reason of being or having been such trustee or officer, except in relation to matters as to which he or she shall be adjudged in such action, suit or proceeding, to be liable for gross negligence or misconduct in the performance of a duty. Such indemnification shall not be deemed exclusive of any other rights to which such trustee or officer may be entitled under any bylaw, agreement, vote of the Board of Trustees or otherwise.

ARTICLE V Officers

(a) Selection. At the annual meeting of the Board of Trustees the following officers of the Trust shall be selected to hold office for one year and until the selection and qualification of their successors: a Chairman of the Board of Trustees, Vice Chairman, a Secretary, a Treasurer, and such other officers as the Board of Trustees deems necessary or desirable. Any two or more offices may be held by the same person, except the offices of Chairman and Secretary. Officers shall be entitled to reasonable compensation for their services, as determined by the Board of Trustees. Officers may be removed with or without cause by action of the Board of Trustees.

(b) Duties. The officers shall have the following duties:

(1) Chairman of the Board of Trustees. The Chairman shall preside at all meetings of the Board of Trustees.

(2) Vice Chairman. The Vice Chairman shall perform the duties of the Chairman in the absence or inability of that officer. Vice Chairman shall perform such other duties as from time to time may be assigned by the Chairman or by the Board of Trustees.

(3) Secretary. The Secretary shall keep the minutes of the meetings of the Board of Trustees and any committee thereof, see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law, be custodian of the corporate records and of the seal of the Trust, and, in general, perform such other duties as from time to time may be assigned by the Chairman or the Board of Trustees.

(4) Treasurer. The Treasurer shall have general charge of all money and other property belonging to the Trust, including power to disburse funds under the direction of the Board of Trustees and the obligation to maintain an accurate accounting thereof, and shall, in general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Chairman or by the Board.

(c) Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by action of the Board of Trustees.

ARTICLE VI
Committees

(a) Executive Committee. The Board of Trustees may create an Executive Committee consisting of the officers of the Trust: Chairman; Vice Chairman; Treasurer; Secretary; and Immediate Past Chairman; to serve at the pleasure of the Board. The Executive Committee shall meet at such times as may be prescribed by the Board of Trustees or upon call of the Chairman of the Executive Committee. Except as otherwise provided herein, such Committee shall, during the intervals between the meetings of the Board of Trustees, possess and may exercise all of the powers of the Board of Trustees in the management of the affairs of the Trust. Unless otherwise specified in these Bylaws, a majority of the members of the Executive Committee must be present at any meeting to constitute a quorum, and action on any matter properly brought before the meeting shall be approved by vote of a majority of the committee members present. The Executive Committee shall keep full records and accounts of its proceedings. All action by the Executive Committee shall be reported to the Board of Trustees at its next succeeding meeting and shall be subject to control, revision and alteration by the Board of Trustees, provided that no rights of third persons shall be prejudicially affected thereby. Vacancies on the Executive Committee shall be filled by the Board of Trustees.

(b) Other Committees. The Board of Trustees may provide for such other standing or special committees or boards as it deems desirable, including advisory boards, and may discontinue such other committees or boards at its pleasure. Each such committee shall have such powers and perform such duties as the Board may prescribe. The members of any such committee or board need not be members of the Board of Trustees. Vacancies on such other committees shall be filled by action of the Board of Trustees.

ARTICLE VII
Members

(a) Individual. Any individual may become a member of the Trust by paying annual dues prescribed by the Board of Trustees. The Board of Trustees may establish categories of individual membership defined by amount of annual dues paid with membership benefits varying by category.

(b) Institutional. Any corporation, partnership, foundation, government agency or other institution may become an institutional member of the Trust by paying annual dues prescribed by the Board of Trustees. The Board of Trustees may establish categories of institutional membership defined by amount of annual dues paid with membership benefits varying by category.

ARTICLE VIII
Grants and Gifts

The Board of Trustees may determine rules governing the receipt of grants and gifts, including the establishment of endowment or other special-purpose funds and the disposition of grants and gifts in trust or subject to restrictions established by the grantor or donor, in each case consistent with the purposes of the Trust.

ARTICLE IX
Distributions and Disbursements

(a) Determination of Distributions. The Board of Trustees or Executive Committee shall (i) determine all distributions to be made from net income and operating funds of the Trust (including funds held by agents of the Trust) pursuant to provisions of the Trust's articles, these Bylaws and any contract to which the Trust is a party, and make, or authorize and direct the respective agents having custody of funds of the Trust to make, payments on a timely basis to organizations or persons to whom payments are to be made thereunder, in such amounts and at such times and with such accompanying restrictions, if any, as it deems necessary to assure use for the Trust's charitable purposes and in the manner intended thereunder; and (ii) determine all disbursements to be made for administrative expenses incurred by the Board of Trustees and direct the respective agents having custody of funds of the Trust as to payment thereof and the Trust's accounts to be charged.

(b) Distribution of Capital. Determinations may be made to distribute capital from funds given without restrictions as to principal or income as well as pursuant to provisions expressly permitting use of principal. With respect to funds of the Trust in the custody of an agent, the Board of Trustees shall inform such agent as far in advance as practicable of any distribution, so as to permit the agent to adjust its investment policies accordingly, and may, upon advice from the agent as to how the desired distribution and any necessary liquidation of investments can most economically be accomplished, adjust its directions for distribution accordingly.

(c) Distributions to Others. The Board of Trustees or Executive Committee may, in furtherance of the Trust's charitable purposes and with appropriate provisions to assure use solely for such purposes, direct distributions to such persons, organizations, governments, or governmental agencies as in the opinion of the Board of Trustees or Executive Committee may best carry out such purposes.

ARTICLE X
Corporate Seal

The Board of Trustees may provide a seal for the Trust, which shall be in the charge of the Secretary and shall be affixed to such documents as may require the corporate seal.

ARTICLE XI
Fiscal Year

The fiscal year of the Trust shall be the twelve months ending on the 31st day of December.

ARTICLE XII
Amendments and Extraordinary Action

(a) Action by Majority of Attending Trustees. The Board of Trustees of the Trust by a majority vote of Trustees present at a meeting called for such purpose or at any regular meeting when advance notice of the proposed change had been given, may, subject to the limitations set forth in its Articles of Incorporation, amend these Bylaws in order to:

- (1) maintain deductibility of grants or gifts to the Trust for Federal income, gift and estate

tax purposes for grantors, donors and related estates;

(2) maintain the Federal income tax exemption of the Trust or any grantor as an organization exempt under section 501(c)(3) of the Internal Revenue Code of 1986 or its classification as a public charity;

(3) conform to and with any provision of the laws of the United States or of any State or the District of Columbia in which the Trust is actively engaged; and

(4) alter the number of Trustees of the Trust.

(b) Action by Absolute Majority. The Board of Trustees, by a majority vote of the Trustees in office at a meeting called for that purpose or at any regular meeting when advance notice of the proposed change had been given, may, subject to the limitations set forth in its Articles of Incorporation;

(1) amend these Bylaws in any respect other than as described in paragraph (a) of this Article XII, consistent with the purposes of the Trust;

(2) adopt a plan of merger or consolidation conforming to requirements of law;

(3) authorize a sale, lease, exchange, mortgage, pledge or other disposition of all, or substantially all, the property and assets of the Trust; and

(4) adopt a resolution to dissolve the Trust in accordance with its Articles of Incorporation.