

**AMENDED AND RESTATED BY-LAWS  
OF  
BAY AGING APARTMENTS JCC, INC.**

These amended and restated By-Laws correctly set out, without change, the provisions of the By-Laws being amended. The restated By-Laws together with the designated amendments supersede the original By-Laws and all amendments to the original By-Laws. The effective date of these amended and restated By-Laws is May 31, 2012.

**I.  
NAME**

The name of this Corporation shall be Bay Aging Apartments JCC, Inc., hereinafter referred to as the "Corporation."

**II.  
PURPOSES**

The purposes for which the Corporation is formed, and the business and objects to be carried on and promoted by it, are as follows:

A. To provide elderly persons with housing facilities and services specially designed to meet their physical, social and psychological needs, and to promote their health, security, happiness and usefulness in longer living, the charges for such facilities and services to be predicated upon the provision, maintenance and operation thereof on a nonprofit basis.

B. The Corporation is irrevocably dedicated to and operated exclusively for nonprofit purposes, and no part of the income or assets of the Corporation shall be distributed to, nor inure to the benefit of, any individual.

C. Notwithstanding any provision in these Bylaws to the contrary, the Corporation shall not have, nor exercise any power or authority either expressly, by interpretation or by operation of law, nor shall it directly or indirectly engage in any activity which would prevent the corporation from qualifying and continuing to qualify as a corporation organized and operated exclusively for not-for-profit purposes under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law, nor shall the Corporation carry on any propaganda or otherwise attempt to influence legislation nor participate or intervene in any political campaign on behalf of any candidate for public office. No part of the net earnings of the Corporation shall accrue to the benefit of, or be distributable to, its members, trustees, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of the purposes set forth herein.

D. To do everything necessary, proper, advisable or convenient for the accomplishment of the foregoing purpose, and to do all other things incidental to them or connected with them that are not forbidden by law, the Articles of Incorporation of the Corporation (the "Articles"), or these Bylaws.

### III. OFFICES

The Corporation will maintain, as specified by law, a registered agent in the State of Virginia who will be appointed by the Board of Directors from time to time and whose office shall be the same as that of the registered office of the Corporation. In addition thereto, the Corporation may maintain such other offices or locations for the administration of its program and providing of its services as the Board of Directors may from time to time determine, which other offices or locations shall be located in the State of Virginia.

### IV. BOARD OF DIRECTORS

A. The activities, property and affairs of the Corporation shall be managed by the Board of Directors, which may exercise all such powers as permitted or required by law.

B. The Board of Directors shall consist of at least seven (7) but no more than eighteen (18) directors, who shall be nominated and elected at the annual meeting of the Board of Directors, to hold one-year terms.

C. The number of directors may be increased or decreased within such parameters by action of the Board of Directors. Should any vacancy occur in the Board of Directors for any reason during the term of office of any of the directors, a majority of the directors present and voting at a meeting considering such appointment may appoint a replacement for said vacancy to hold office for the remainder of that director's term of office, subject to the terms of the Articles and the ratification and approval of Bay Aging, formerly Chesapeake Bay Agency on Aging, Inc.

D. Meetings of the Board of Directors shall be held at such times and places as may be determined by the Board of Directors, and notice of such meetings shall be given to the Board as required in Article V hereof. An annual meeting of the Board of Directors will be required each September, and at such annual meeting of the Board of Directors the election of officers shall take place, as well as the transaction of other business as required by law, by the Articles, by these Bylaws or as may be deemed necessary by the Board of Directors.

E. A quorum shall consist of 50% of the Board of Directors. The act of a majority of those directors present when a quorum has been convened shall constitute the act of the Board of Directors, except as otherwise required by law, by the Articles or by these Bylaws. Proxies will not be permitted for the purposes of determining a majority of those present.

F. The Board of Directors shall also appoint such committees as it deems appropriate for the purpose of carrying out the business of the Corporation. Members of such committees are not limited to the directors.

G. The Board of Directors may also establish an Executive Committee, consisting of at least two directors, to carry out and exercise the authority of the Board; provided that such Executive Committee shall not have the authority to amend, modify or rescind the Articles, the Bylaws or any previous resolution of the Board, and the Executive Committee shall not be authorized to sell, lease or exchange all or substantially all of the assets of the Corporation. Only directors may be appointed to the Executive Committee.

## V. NOTICES

Notice of any meeting of the Board of Directors shall be given to each director by mailing the same at least seven (7) days prior to said meeting to the address listed upon the records of the Corporation. Any director may, however, waive such notice by signing a written waiver of notice to be kept with the records of the Corporation or by attending the meeting, which attendance shall constitute a waiver. Notice for a meeting of the Board of Directors will also be considered to have been given to those present at a prior meeting of the Board of Directors at which the next meeting had been set. Notice for a meeting of the Board of Directors will also be considered to have been given upon the mailing to the directors at least seven (7) days prior to a meeting, of minutes of the last meeting which includes an announcement of that meeting date or an agenda of that meeting which contains the date and time thereof.

## VI. OFFICERS, EMPLOYEES, AND AGENTS

A. The officers of the Corporation shall consist of a President, Vice President, Secretary and Treasurer, and all officers shall be directors. No director may hold more than one office (except that the Secretary and Treasurer may be one and the same person), and the officers shall hold office until the next annual meeting of the Board of Directors and the election of new officers (officers may, however, be removed by the Board of Directors at any time, with or without cause). If the office of any officer becomes vacant for any reason, the vacancy will be filled by action of the Board of Directors for the remainder of that officer's term or such other term as the Board of Directors may specify.

B. The officers shall perform those duties prescribed by law, as set forth in these Bylaws and in the Articles, and by the parliamentary authority adopted in the Bylaws.

C. The Board of Directors or the Officers shall employ such employees as are necessary to carry out the purposes of the Corporation.

**VII.**  
**MISCELLANEOUS PROVISIONS**

A. All bills, notes, checks or other instrument for the payment of money will be signed or countersigned by such officers or agents, and as from time to time may be prescribed by resolution of the Board of Directors.

B. The fiscal year of the Corporation will be April 1 through March 31 unless modified by resolution of the Board.

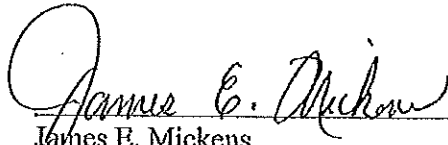
C. The business of the Corporation shall be conducted according to Robert's Rules of Order, as most recently revised.

D. So long as a mortgage on the Corporation's property is held by the Secretary of Housing and Urban Development, the Corporation shall comply in all respects to the requirements set forth by said Secretary.

**VIII.**  
**AMENDMENTS**

These Bylaws may be amended at any meeting of the Board of Directors by vote of a majority of a quorum of the directors.

Date: May 31, 2012

  
\_\_\_\_\_  
James E. Mickens  
Secretary