



## **ARTICLE I – NAME AND PURPOSES**

The name and purposes of the Corporation are set forth in the Articles of Incorporation

## **ARTICLE II – FISCAL YEAR**

The fiscal year of the Corporation shall begin on January 1 and end on December 31 of each year.

## **ARTICLE III – OFFICES**

The principal office of the Corporation, and such other offices as the Corporation may establish, shall be located at such place or places, either within or without the State of Maryland, as may be designated by the board of directors of the Corporation (“Board of Directors” or “Board”).

## **ARTICLE IV – MEMBERSHIP**

1. **MEMBERS OF THE CORPORATION.** The members of the Board of Directors of the Corporation shall constitute the “members” of the Corporation (“Members”) for the purposes of Title 5, Subtitle 2 of the Corporations and Associations Article of the Annotated Code of Maryland (the “Code”).
2. **OTHER MEMBERSHIP.** Nothing in this Section 4 shall be construed as limiting the rights of the Corporation to create one or more classes of members that have no voting rights with respect to the Corporation or its governance and shall not be deemed to be “members” of the Corporation for purposes of the Code. No such reference to these persons as “members” shall make anyone a member within the meaning of the Code. If offered to such persons, these persons may originate and take part in the discussion of any subject that may properly come before any meeting of the Board, but these persons do not and cannot vote.
  - A. These members shall be individuals or organizations who support the mission and purposes of the Corporation, apply for membership in the Corporation, are approved for membership, and timely pay the dues established by the Corporation. The Board shall have the right to deny or terminate the membership of any individual or organization, or to deny access to or participation in the programs or services of the Corporation, if such individual or organization fails to meet the qualifications for membership or engages in activities that are contrary to the interests of the Corporation.



## **ARTICLE V – BOARD OF DIRECTORS**

1. **DIRECTORS.** The business and affairs of the Corporation shall be managed by a Board and the Board shall have not less than five (5) nor more than thirteen (13) directors ("Directors") at any time.
  - A. The Board shall be split into groups, as nearly equal in number as possible, to achieve staggered terms of office as defined in Section 5 below.
  - B. Directors in each group will be elected at the Nominating Meeting of the Board.
  - C. Community leaders may be appointed to serve in an advisory capacity by majority vote of the Board. An Advisory member will have a term of two years and will not have a vote.
  
2. **ANNUAL, REGULAR, AND SPECIAL MEETINGS.** An Annual Meeting of the Corporation shall be held at such date and time as is determined by the Board, to include major business and elections. Regular meetings of the Board will be held as designated by the Board but not less than quarterly. Special meetings of the Board may be called at the discretion of the Chair or at the request of at least two (2) Directors.
  
3. **NOTICE OF MEETINGS.** The Secretary, or Executive Director, or their designee, shall notify each Director of all Board meetings, electronically or by mailing to each Director's last known post office address, postage prepaid, not more than sixty (60) days and not less than three (3) days before any such meeting, written or printed notice thereof, giving the time, place, and, in the case of special meetings, the objects thereof. No failure or irregularity of notice of any Board meeting shall invalidate the same or any proceedings thereat. Notice of Board meetings may be waived. The waiver must be in writing, be signed by the Director entitled to the notice, and be delivered to the Corporation for inclusion in the minutes or filing with the corporate records. Additionally, a Director's attendance at a meeting shall be deemed a waiver of all objections as to lack of or defective notice, unless the Director at the beginning of the meeting, or promptly upon his/her arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.
  
4. **QUORUM.** A majority of the Board shall constitute a quorum, and a majority of the Directors in attendance at any Board meeting where a quorum is present may act on behalf of the Corporation. A minority of the Board present at any Board meeting may in the absence of a quorum, adjourn to a later date, but may not transact any business until quorum has been secured.
  
5. **TERM OF OFFICE.** Unless otherwise voted by the Board, each Director shall serve a two (2) year term of office ("Term") and there shall be a limit of three (3) consecutive Terms to which a Director may be re-elected. Following a one (1) year absence from the Board, an individual may be nominated to serve on the Board. The Director's Term shall commence on January 1st following the individual's election.



6. ELECTION AND QUALIFICATION OF DIRECTORS. Not less than fifteen (15) days before the Annual Meeting, the Nominating Committee (as defined herein) shall nominate candidates to fill open positions on the Board. Election of Directors, including renewal of Directors whose terms are expiring, shall take place at the Nominating Meeting with a quorum present upon two-thirds (2/3) vote of the Board in attendance. Notwithstanding the preceding sentence, the requirement to nominate candidates not less than fifteen (15) days before the Nominating Meeting shall be deemed waived if the candidates presented at such meeting with a quorum are elected with the unanimous approval of the Board in attendance. All Directors, including those whose terms are expiring, shall be entitled to cast one vote for each Director to be elected.
7. BOARD ATTENDANCE. Directors and Officers serving on the Board must not miss more than three consecutive Board meetings without cause. Otherwise, the Chair and the Board have the right to appoint a new Board member or consider holding a special election to fulfill the term.
8. VACANCIES. If any Director resigns, dies, or is removed from the Board, then the Nominating Committee shall nominate individuals to fill the unexpired term of that Director. The Board will meet to elect a successor to the unexpired term. The election to fill a vacancy may be held at any meeting of the Board. A vacancy may only be filled upon two-thirds (2/3) vote of the Board in attendance at a meeting of the Board with a quorum. Any Director may resign from the Board by giving written notice of his or her resignation to the Chairperson. Any Director may be removed from office with or without cause by two-thirds (2/3) vote of the Board in attendance at a meeting of the Board held for such purpose with a quorum, not to include the vote of the Director subject to the vote of removal. The meeting notice for such meetings shall state that the purpose or one of the purposes of the meeting is removal of the Director. Such resignation or removal shall become effective immediately.
9. COMPENSATION. The Directors shall not receive compensation for their services but may be reimbursed for reasonable expenses incurred on behalf of the Corporation. Nothing in this paragraph is intended to preclude a Director from receiving compensation for his/her service to the Corporation in some other capacity, provided the transaction is consistent with the Corporation's conflict of interest policy and these Bylaws and approved by the Board.
10. ACTION WITHOUT MEETING. Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting, provided all Directors sign a written consent setting forth the action or decision taken or made. Unanimous consent in writing shall have the same force and effect as a decision made by vote at a meeting and may be described as such in any document executed by or on behalf of the Corporation. A written consent and the signing thereof may be accomplished by one or more electronic transmissions, including email.
11. MEETINGS BY CONFERENCE TELEPHONE. Directors may participate in a meeting of the Board by video, telephone, or similar communications equipment. All persons



participating in the meeting shall be able to simultaneously communicate with each other during the meeting, and participation in a meeting pursuant to this provision shall constitute presence in person at the meeting. Records of the meeting shall be kept as required by these Bylaws.

12. **PRESUMPTION OF ASSENT.** A Director of the Corporation who is present at a meeting of the Board at which action on any Corporation matter is taken shall be presumed to have assented to the action taken unless his or her dissent, or abstention, shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent, or abstention, by registered mail to the Secretary of the Corporation promptly after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a Director who voted in favor of such action.

## **ARTICLE VI – OFFICERS**

1. **ELECTION OF OFFICERS.** At its Nominating Meeting, the Board shall elect Officers for a two (2) year term. An Officer may be elected to up to two (2) consecutive terms in such officer position. The elected Officers shall be a Chair, Vice Chair, Secretary, and Treasurer. Officers must currently serve as a Director and may only serve in one Officer position at a time. The immediate past Chair ("Past Chair") shall serve a two (2) year term as a non-voting Officer.
2. **OFFICER VACANCIES.** In the event of an Officer vacancy, the Board may appoint a replacement to fill a vacant office for the remainder of an Officer's term and consider holding a special election to fill a vacated full term of office.
3. **CHAIR.** The Chair shall preside at the Annual Meeting and at all Board meetings at which he/she is present and shall have full and complete access to all books and records of the Corporation. He/She shall perform such duties and sign such documents as the Board may direct. The Chair shall also be the Chair of the Executive Committee (as defined herein).
4. **VICE CHAIR.** The Vice Chair shall familiarize himself/herself with the affairs of the Corporation and in the absence, disability, or refusal to act of the Chair, shall possess all the powers and perform all the duties of the Chair.
5. **SECRETARY.** The Secretary shall ensure accurate records and minutes of all meetings of the Corporation are maintained, make minutes of the previous meeting available and distribute them to the Board in advance of each meeting, cause to be delivered all notices of meetings to those persons entitled to vote at such meeting, and maintain the minutes and a current listing, with contact information, of the Directors at the principal office of the Corporation.
6. **TREASURER.** The Treasurer shall have the custody of and be responsible for all monies and securities of the Corporation; shall keep, or cause to be kept, full and accurate records



and accounts in the books of the Corporation, showing the transactions of the Corporation, its accounts, liabilities, and financial condition; and shall see that all expenditures are duly authorized and evidenced by proper receipts and vouchers. He/She shall deposit or cause to be deposited, in the name of the Corporation, at such depository or depositories as are approved by the Board, all monies that may come into the hands of the Corporation accounts. His/Her books and accounts shall be open at all times during the usual business hours to the inspection of any Director. The Treasurer shall also endorse or cause to be endorsed for collection or deposit all bills, notes, checks and other negotiable instruments of the Corporation, either by special or general direction of the Board and shall generally have supervision of the finances of the Corporation. He/She shall also make such other reports and statements as shall be required by him/her by the Board or by the laws of the State of Maryland or federal government. He/She may assign any work to the accountant for the Corporation, to the Executive Director, or to others acting under his/her supervision and control. If the Corporation retains an accountant, the accountant shall report to the Treasurer and to the Executive Director.

## **ARTICLE VII – COMMITTEES OF THE BOARD OF DIRECTORS**

### **1. CREATION AND POWERS.**

- A. Committees (as defined herein) and/or Advisory Councils (as defined herein) of the Board shall exercise such power and carry out such functions as are designated in these Bylaws, resolution of the Board, or as delegated by the Board from time to time, provided that under no circumstances shall a Committee and/or Advisory Council have the power to: (i) authorize distributions; (ii) approve or recommend dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the Corporation's assets; (iii) elect, appoint, or remove Directors or fill vacancies on the Board or any Committees; or (iv) adopt, amend, or repeal the Corporation's Articles of Incorporation or these Bylaws. Except as herein described, such Committee(s) and/or Advisory Councils shall be advisory only and subject to the control of the Board.
- B. The Board shall have the following standing Committees ("Standing Committees"): (i) the Executive Committee, and (ii) the Nominating Committee. The Board Chair, with the approval of a majority of the Directors then serving on the Board may appoint or disband other Committees and/or Advisory Councils from time to time.
- C. A committee shall consist of no less than two (2) current Directors, and any number of non-Directors ("Committee"). The chair of each Committee ("Committee Chair") shall be appointed annually by the Board Chair, subject to the approval of the Board at its Annual Meeting. Any member of a Committee may be removed at any time by action of the Board. Vacancies on a Committee shall be filled by the Committee Chair or Board.
- D. An advisory council shall consist of no less than one (1) current Officer, one (1) current Director, and any number of non-Directors ("Advisory Council"). The chair



of each Advisory Council ("Advisory Council Chair") shall be appointed annually by the Board Chair, subject to the approval of the Board at its Annual Meeting. Any member of an Advisory Council may be removed at any time by action of the Board. Any vacancies on an Advisory Council shall be filled by the Advisory Council Chair or Board.

2. COMMITTEE PROCEEDINGS. A Committee and/or Advisory Council may hold such regular meetings at such time and place as it may determine. Special meetings of a Committee and/or Advisory Council shall be held upon not less than twenty-four (24) hours written notice. Special meetings may be called by the chair of the Committee or Advisory Council or any two (2) members of the Committee or Advisory Council or by Chair of the Board. A majority of the members of a Committee and/or Advisory Council shall constitute a quorum for the transaction of business. The vote of a majority of the members present at a meeting at which a quorum is present shall be the act of a Committee and/or Advisory Council.
3. MINUTES. Minutes of all proceedings of a Committee and/or Advisory Council shall be maintained, and a Committee and/or Advisory Council shall report all business transacted by it to the Board at the meeting of the Board next succeeding any meeting of, or action taken by, a Committee and/or Advisory Council. The Board shall review the minutes or other reports of a Committee and/or Advisory Council and shall take such action thereon as the Board may deem appropriate.
4. EXECUTIVE COMMITTEE. The Executive Committee shall be comprised of the Chair, Vice Chair, Secretary, Treasurer, and (if such person is still serving on the Board) the Past Chair (non-voting member) ("Executive Committee"). The Chair shall serve as the Chair of the Executive Committee. The Board may elect additional Directors to serve on the Executive Committee as needed and for the period of time needed, as determined by the Executive Committee. When the Board is not in session, the Executive Committee shall possess and exercise all powers of the Board in the management of the business and affairs of the Corporation that lawfully may be exercised by the Executive Committee, except as specified above. The Executive Committee shall provide reasonable notice of meetings of the Executive Committee to all Board members and shall include a summary of the circumstances requiring any expeditious action taken by the Executive Committee. The Executive Committee shall then provide a complete report on such action along with minutes of the meeting at the next meeting of the Board and may elect to do so in executive session. Only those issues necessitating discussion/action prior to the next Board meeting shall be addressed. The Executive Committee is responsible for recommending and overseeing procedures for the evaluation of the job performance of the chief executive officer and, as necessary, for succession planning.
5. NOMINATING COMMITTEE. The Nominating Committee shall be comprised of the Past Chair, one (1) current Director, and no less than one (1) other person (Director or non-Director) ("Nominating Committee"). The Nominating Committee shall research, vet, and recommend individuals for consideration to be elected as Directors and/or Officers. However, the Nominating Committee shall serve in an advisory capacity only and shall not



have any authority to act on behalf of the Corporation nor exercise any authority over the Board.

## **ARTICLE VIII – CONTRACTS, LOANS, CHECKS, DEPOSITS AND FUNDS**

1. **CONTRACTS.** The Board may authorize any Officer or Officers, agent, or agents of the Corporation, in addition to the Officers so authorized by these Bylaws, 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.
2. **LOANS.** No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.
3. **CHECKS, DRAFTS, ETC.** All checks, drafts, or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation, shall be signed by such Officer or Officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the Chair.
4. **LOANS TO DIRECTORS OR OFFICERS.** No loans shall be made by the Corporation to the Directors or Officers of the Corporation.

## **ARTICLE IX - BOOKS AND RECORDS**

1. **BOOKS AND RECORDS MAINTAINED.** The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board, Advisory Councils, and Committees having any of the authority of the Board and shall keep at the registered or principal office a record giving the names and addresses of the Directors entitled to vote.
2. **INSPECTION.** Upon written request, all books and records of the Corporation may be inspected by any Director within three (3) business days, provided the request is made in good faith and with a lawful purpose.
3. **TRANSFER OF RECORDS.** Each outgoing Officer and Committee Chair shall turn over all records, books, corporate documents, access to software applications, and other pertinent materials to the next Director assuming that office or Chair.



## **ARTICLE X - CONFLICT OF INTEREST**

The Board shall adopt a conflict of interest policy that covers Board members, staff, and volunteers with significant decision-making authority with respect to the resources of the Corporation.

## **ARTICLE XII - DISSOLUTION**

The dissolution of the Corporation shall be authorized at a meeting of the Board upon the adoption of a resolution to dissolve by two-thirds (2/3) vote of the Directors in office. Upon dissolution or cessation of the activities of the Corporation, the Board shall determine by a majority vote of the Board the manner in which the property and assets of the Corporation are to be distributed in accordance with the Corporation's Articles of Incorporation, the Act, and these Bylaws. The Board shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute or transfer all of the assets of the Corporation, if any, exclusively to one or more organizations which engage in activities substantially similar to the purposes for which the Corporation is organized and which are then qualified for exemption from federal income taxes pursuant to Sections 501(c)(3) or 501(c)(6) of the Code. Any such assets not so disposed of shall be disposed of by the Circuit Court of the city or county in which the registered office of the Corporation is then located exclusively for such purposes or to such organization or organizations which are organized and operated exclusively for such purposes as provided immediately above in this Article, as said Court shall determine. In no event shall any of such assets or property of the Corporation be distributed to any Directors, Officers, or members (if any) of the Corporation or to any other private individual.

## **ARTICLE X – INDEMNIFICATION**

1. **INDEMNIFICATION**. Except where intentional misconduct or gross negligence can be demonstrated, the Corporation shall indemnify its Directors and Officers to the fullest extent permitted by state and federal law, including the payment of related legal expenses by, at a minimum, purchasing insurance.
2. **EXONERATION**. To the fullest extent permitted by state or federal statutory or decisional law, no Director or Officer of this Corporation shall be personally liable to the Corporation or its members for damages, except where willful criminal conduct or gross negligence can be demonstrated. Board members shall not be automatically exonerated in the case of intentional misconduct. No amendment of the Articles of Incorporation or repeal of any of its provisions shall limit or eliminate the benefits provided to Directors and Officers under this provision with respect to any act or omission which occurred prior to such amendment or repeal.
3. **INSURANCE**. The Corporation may purchase and maintain insurance on behalf of any Directors, Officers, Committee members, Advisory Council members, employees, or agents



of the Corporation whether or not the Corporation would have the power to indemnify such persons under the Act.

**ARTICLE XII – AMENDMENTS TO BYLAWS**

1. **AMENDMENTS**. These Bylaws may be altered, amended, or repealed and new Bylaws adopted by the affirmative vote of a majority of all Directors then serving on the Board. Notice of the meeting setting forth the proposed changes to be effected thereby shall be given to each Director at least seven (7) days prior thereto by written notice delivered electronically, personally, or sent by mail to each Director at his/her address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed.
2. **STANDING REVIEW**. These Bylaws shall be reviewed not less than every five (5) years by a committee appointed by the Board of Directors.

Adopted by the Board on October 10, 2023.

*Christi Stacharowski*

10/13/2023

President/Chair

Dated

I, the undersigned, being Secretary of the Corporation, hereby certify that the above is a true, complete, and accurate copy of the Bylaws adopted by the Board.

*Sherri Hart*

10/12/23

Secretary

Dated

Version History:

First adopted: 10/10/2023

Amended: DATE