

HISTORIC HAVRE de GRACE FOUNDATION, INC.

BYLAWS

ARTICLE I

NAME

The name of this Corporation shall be Historic Havre de Grace Foundation, Inc., and its headquarters shall be in the City of Havre de Grace, Maryland.

ARTICLE II

MISSION

The mission of the Corporation is to:

Champion the heritage of Havre de Grace through the preservation, promotion and education of its history as a means to interpret the past, appreciate the present and shape the future.

This Corporation shall have the power to own property, apply for and receive grants, accept bequests, and establish and maintain an endowment fund for carrying out the above-stated purposes.

ARTICLE III

MEMBERSHIP

1. The Corporation shall be composed of active and honorary members.
2. Any person interested in the history of Havre de Grace may be enrolled as an active member upon receipt by the Secretary of the first payment of dues. Membership shall run from January 1 to December 31.
3. Change of dues for membership shall be proposed by the Board of Directors subject to majority approval of members present and voting at the annual meeting.
4. Active membership shall include the following categories:
 - a. Individual membership.
 - b. Household membership.
 - c. Business or Corporation membership. Any business, club, Corporation, Corporation or other entity interested in the programs or purposes of the Corporation may become business or Corporation members of the Corporation by payment of annual dues.

5. No person shall be qualified as a member and entitled to vote at regular, special or annual meetings unless his/her annual dues have been paid to the Treasurer and his/her name inscribed on the membership list at or in advance of any meeting.
6. Members failing to pay their dues after they become payable shall be dropped from the rolls 60 days after the mailing of a notice of such default.
7. Any individual, in recognition of achievements or for services rendered in line with the purposes of the Corporation, may be elected an honorary member by a two-thirds vote of the members present at any regular meeting. Honorary members may attend all meetings of the Corporation but have no voting right. Length of Honorary Memberships can be determined by the Board of Directors from time to time.

ARTICLE IV

BOARD OF DIRECTORS

1. The initial number of Directors of the Corporation shall be no less than three (3) or more than twenty five (25). From and after the Corporation meeting of Directors of the Corporation, the number of Directors of the Corporation shall be no more than twenty-five (25), provided that the number of Directors may be increased, decreased or divided into classes pursuant to the By-Laws of the Corporation.
2. The Board of Directors shall be elected at the annual meeting by ballot of the membership for a three (3) year term and shall hold office until their successors have been elected. Vacancies arising in any office may be filled for the remainder of the unexpired term through selection by the Board of Directors. A Chair may be elected at the first meeting after the annual meeting of the Board. The Board of Directors may determine by the two-thirds (2/30) of the vote of the Directors to stagger the three year terms.
3. The retiring past President of the Corporation shall automatically become an ex-officio (nonvoting) member of the new Board of Directors to act in an advisory and consultative capacity for a three (3) year period.
4. The President of the City Council or his designee may be an ex-officio member of the Board.
5. Elections will be held at the annual meeting and will be conducted by secret ballot in person. Voting by proxy is allowed. Terms of office may be set or staggered.
6. The Corporation is and shall be an equal opportunity employer. It does not discriminate based on race, color, age, national origin, marital status, disability, religious or political affiliation, sex or sexual preference. All vacancies whether paid or volunteer will be filled on the basis of the applicant's qualifications in relation to the job requirements.
7. The Board shall have the responsibility of establishing policy to achieve the objectives of the Corporation as stated in Article II of these Bylaws. The Board shall appoint

five (5) of its members to serve as an Executive Committee to handle any emergencies that may arise. Any action taken will be reported to the full Board of Directors at its next meeting.

8. The Board of Directors shall meet at regular intervals, such intervals to be determined by a special meeting of the Board held immediately following the adjournment of the Corporation's annual meeting. The schedule for those meetings shall be posted for the membership and shall be open for their attendance.

9. A simple majority of Board members present at a meeting shall constitute a quorum for conducting business at any regular or special meeting of the Board of Directors. Notwithstanding the above, in no event shall a simple majority be less than fifty (50) members in attendance.

10. All business of the Board shall be guided by the latest edition of *Robert's Rules of Order*.

11. Board members shall receive written, verbal or electronic notice from the Secretary informing them of each Board meeting. Notice shall be given no less than seven (7) days prior to each meeting.

12. The Board shall hold such special meetings as may be necessary to conduct the business of the Corporation. Board members shall be notified of special Board meetings by written, verbal or electronic notice.

13. The Board of Directors shall be empowered to employ or dismiss an Executive Director, whose duties will be determined by the Board in a written policy and duty statement. The Executive Director shall hire a staff to carry out the goals and policies of the Corporation.

14. Special meetings of the Board may be called by the President or, in his/her absence, by the Vice President or any three (3) Directors.

15. The Board of Directors shall appoint members of the Corporation to fill any unexpired term that may become vacant on the Board. Should a Director be absent from two-thirds of Board meetings during the year without a valid excuse, the office may be declared vacant and a new Director appointed.

16. Directors may not receive any stated salary for their services unless authorized by a unanimous vote of the Directors at a meeting.

17. The Board of Directors is responsible for the development of a personnel policy, a collection policy, a long-range plan and other policies as needed to carry out the purposes of the Corporation, as stated in the Articles of Incorporation or the Bylaws. These policies should be reviewed annually and revised as needed.

18. The Board of Directors may remove from the membership rolls any member of the Corporation or the Board of Directors who is found to be acting in a manner detrimental to

the Corporation and its mission. An eighty percent (80%) vote of all of the Directors is required for such action; it must then be confirmed by a majority vote of the membership. Notice of the proposed removal shall be given to the members at least thirty (30) days prior to the meeting called for that purpose. The person involved shall be given the opportunity to be heard at the meeting where his/her removal is considered.

19. A Director may be removed from office with or without cause by the affirmative vote of eighty percent (80%) members of the Board of Directors or upon ceasing to be an active member of the Corporation. In the case of any vacancy through death, resignation, disqualification, removal or other cause, including as set forth above, the Board of Directors may elect a qualified successor to the outgoing officer who shall hold that office for the remainder of the calendar year and until the election of his or her successor, or until that person replaced by an affirmative vote of the Board of Directors.

ARTICLE V

DUTIES OF OFFICERS

1. The President shall preside at all meetings of the Corporation and the Board of Directors. If the President is absent at any meeting, the Vice President shall assume his/her duties. The President shall act as the liaison between the Board and the Executive Director.

2. The Vice President shall assume the office of President should the President be unable to execute his/her duties. The Vice President shall also be in charge of activities directly related to the membership.

3. The Secretary shall keep the minutes of all meetings. The Secretary shall maintain a current membership list at the Corporation's headquarters and will have a current membership list present at all meetings. The Secretary shall also conduct the correspondence of the Corporation, give notice of all meetings, notify committee members of their appointments, and carry on such other correspondence as may be necessary for conducting the affairs of the Corporation.

4. The Treasurer shall collect the dues of members and all subscription donations and allocations of money to the Corporation. The Treasurer shall keep an account of the same and shall make a report thereof at the annual meeting and whenever required by the Board of Directors. All Corporation monies are to be kept in the Corporation's bank account except for such funds that the Board of Directors may direct to be invested in such investments as shall be legal for a nonprofit Corporation in State of Maryland. The Treasurer shall pay out monies of the Corporation upon presentation of bills approved by the Board as attested to by the Secretary. At the close of each fiscal year, the books shall be audited and a report submitted to the membership.

5. An officer may be removed from office with or without cause by the affirmative vote of a majority of the Board of Directors or upon ceasing to be an active member of the Corporation. In the case of any vacancy through death, resignation, disqualification, removal or other cause, including as set forth above, the Board of Directors may elect a qualified successor to

the outgoing officer who shall hold that office for the remainder of the calendar year and until the election of his or her successor, or until that person replaced by an affirmative vote.

ARTICLE VI

MEETINGS

1. The annual meeting shall be in the month of March each year. The Board of Directors shall set the date of the meetings. Two weeks' written notice must be given to all members.
2. Regular meetings of the membership shall be held at least one time each year, on dates and location determined by the Board of Directors. Special meetings of the Board of Directors may be called by the Executive Director or the President at any time or upon written request by a majority of the Board of Directors.
3. A simple majority representing at least fifty one percent (51%) of the membership of the Corporation must be present to constitute a quorum for annual and special meetings.
4. The Corporation shall operate on a fiscal year running from January 1 through December 31.
5. All eligible voters may cast one vote each. Voting will be done by ballot or by proxy.
6. All meetings shall be conducted in accordance with *Robert's Rules of Order*.

ARTICLE VII

COMMITTEES, BOARDS AND BUREAUS

1. The President shall appoint, or cause the Board of Directors to appoint, such standing committees as are deemed necessary for the efficient operation of the Corporation. Chairs of such committees shall, insofar as possible, be appointed from members of the Board. Such committees may include regular members of the Corporation.
2. The President shall appoint, or cause the Board of Directors to appoint, such other committees as are deemed to be to the benefit of the Corporation. Chairs of such committees shall, insofar as possible, be appointed by the President from the membership of the Corporation.
3. All standing committees shall be appointed to serve until a particular project is completed or until the next annual meeting, whichever occurs first. All committees may be reappointed annually. There shall be no limit to the number of annual terms to which a member of a committee, board or bureau may be appointed. Insofar as possible, all committees and

boards should represent geographically the area served by the Corporation.

4. The President, or in his/her absence the Vice President, shall be an ex-officio member of all committees, boards and bureaus.
5. The chairs of all committees, boards, and groups shall represent their respective committees or boards at meetings of the Board of Directors when requested to attend.

ARTICLE VIII

DISPOSITION OF COLLECTIONS

1. The Corporation or its Board of Directors shall make provision for the custody and housing of all material of historic value received by the Corporation. No artifact that has been received as the result of a donation or by purchase may be disposed of or returned to the donor or their heirs unless provision is made to assure that there is compliance with all rule and regulations of the Internal Revenue Code of 1986, Section 170, as relates to charitable contributions.
2. It is hereby provided that if the Corporation fails in four consecutive years to have a quorum at its annual meeting, it shall be interpreted as the cessation of an effective working Corporation. All articles belonging to it shall receive proper treatment and storage until such time as a new Corporation can be organized or the district court arranges disposition of the articles to a suitable 501(c)(3) Corporation.

ARTICLE IX

INDEMNIFICATION OF OFFICERS AND DIRECTORS

1. The Corporation shall indemnify any officer, Director, employee or volunteer who is sued for actions done in good faith for the benefit of the Corporation and in the performances of his/her duties for the same to the fullest extent permitted by law.
2. Indemnification may be covered through the purchase of insurance or by other means.

ARTICLE X

AMENDMENTS

Amendments to these Bylaws may be proposed in writing and filed with the Secretary by twenty percent (20%) or more members. The Secretary shall notify all members in writing of proposed amendments. Amendments may be adopted by a two-thirds vote of the members present at the annual meeting provided that a quorum is present and that two weeks have elapsed since sending the notice.