

BALTIMORE COUNTY HISTORICAL SOCIETY, Inc.

## AMENDED AND RESTATED BYLAWS

BALTIMORE COUNTY HISTORICAL SOCIETY, INC.

Revisions and new bylaws recommended by the Board of Directors.

Approved by the Membership of the Society, May 15, 2011.

Replacing Bylaws of March 2, 2003.

### Article 1: NAME AND PURPOSE

The name of the organization is Baltimore County Historical Society, Inc. (trading as: Historical Society of Baltimore County, and also referred to as 'HSBC'). The Society is a not-for-profit organization established for educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, and shall not engage in lobbying or other activity contrary to Section 501(c)(3).

### Article 2: MISSION

The Historical Society of Baltimore County collects, preserves, and interprets the rich history of Baltimore County for the education and enjoyment of present and future generations.

### Article 3: MEMBERSHIP

#### 3.1 Eligibility

Any individual who, or organization which, shares in the HSBC's stated Mission may become a member of record of the HSBC upon payment of annual dues.

#### 3.2 Classes of Membership

The Board of Directors (Board) is authorized to set classes of members and dues schedules. Dues are payable annually. Members in arrears shall be dropped from the membership record.

### Article 4: MEMBERSHIP MEETINGS

#### 4.1 Annual Meeting

The annual meeting of the membership of the HSBC shall be held in May of each year for the purposes of electing directors and transacting any other business that might come before the Society. The meeting date shall be set by the Board at the last Board meeting of the preceding year.

#### 4.2 Notice of Annual Meeting

The secretary shall, at least 15 but not more than 45 days before the annual meeting, mail to each member of record a notice stating the purpose(s), time, and place where the meeting is to be held. The notice, which may be mailed electronically, shall include a ballot for the election of directors and for such other business as is scheduled for vote by the members.

4.3 **Special Meetings**

The president shall call a special meeting of the members as directed by resolution of the Board or upon a petition signed by at least 10% of the members of record. The secretary shall, at least 15 but not more than 45 days before the special meeting, mail to each member of record a notice, which may be mailed electronically, stating the purpose(s), time, and place where the meeting is to be held, and including a ballot. No business shall be transacted at a special meeting except as stated in the notice and ballot.

4.4 **Voting**

Each member of record is entitled to cast one signed ballot, in person or by mail. To be counted for the meeting, a ballot must be received at HSBC no later than the day before the meeting.

4.5 **Quorum**

A quorum for voting consists of the members of record present, provided that at least fifty percent of the members of the Board are either present or voting by ballot.

**Article 5: BOARD OF DIRECTORS (Board)**

5.1 **Number of Directors**

The affairs of the Society are managed by an elected Board of at least twelve and no more than twenty-five directors, each of whom must be a HSBC member of the record. In addition to the directors, the Board includes, as voting members, the president, the vice-president, the treasurer, the secretary, and the immediate past president.

5.2 **Responsibility of Directors**

The directors shall implement the mission of the HSBC while also being mindful to ensure the Society's financial stability. The responsibilities of the directors shall include: promoting and providing, to prospective Board members, education about the Society's , mission and governance issues; conducting ongoing assessment of the HSBC's governance needs; identifying, enlisting, nominating, and orienting new Board members; conducting Board self-assessment; and addressing questions of retention.

5.3 **Qualifications**

Any person who shares in the HSBC's mission is eligible for election to the Board.

5.4 **Nominations for Directors**

The nominees for election as directors, as recommended by the Governance Committee, shall be listed on the ballot to be mailed with the notice of the annual meeting. In the meeting, any member of record may also make director nominations from the floor, provided that the nominee has given written consent to be nominated.

5.5 **Election**

If there is no contest for vacant director positions, the president shall declare the nominees elected by acclamation. If there is a contest, members shall vote by written ballot. The outcome is determined by the majority vote of those members voting. Directors elected at the annual meeting begin their terms at the end of the annual meeting.

5.6 **Terms of Office**

A director serves for a three-year term, with no more than one-third to be elected each year. No director shall serve more than two successive terms (six years), provided that any director elected to a first term of less than two full years shall not be considered to have completed one term until the conclusion of the Director's first full three-year term. A director whose service on the Board has ended pursuant to the two-term limitation is eligible for re-election to the Board one year following the end of the person's initial service, and any former director so re-elected is treated as a new director for purposes of the two-term limitation. Notwithstanding the two-term limit, the president, the vice-president, the secretary, and the treasurer may stand for re-election for one additional three-year term as a Board member, provided that the person has served in that office for at least one full year prior to the expiration of their second three-year term.

5.7 **Absentee Ballots**

The Board may establish procedures, including, but not limited to, written and Electronic Mail, for receiving valid votes from directors and officers other than by personal attendance at Board meetings.

5.8 **Resignation**

A director may resign at any time upon written notification to the president, the secretary, or the Board. Such resignations take effect at the time specified therein, or if no time is specified, at the time of receipt by the officer or the Board.

5.9 **Removal**

The removal of a director can be undertaken with cause by the affirmative vote of a majority of the members of record at a meeting duly called for this purpose and at which a quorum is present.

5.10 **Vacancies**

The Board, by majority vote of the remaining directors, is authorized to fill a vacancy occurring because a director does not complete his or her full term. Each person so elected is a Director until a successor is elected, by the members of record at the next annual meeting, to serve the remaining portion of the term, if any. The executive committee may fill a vacancy on an interim basis pending the next meeting of the Board. A successor director elected to a term of less than two (2) years shall serve for the incomplete term and shall, therefore, be eligible to serve two, full, three year terms.

5.11 **Compensation**

Directors shall receive no compensation for their service on the Board.

5.12 **Exclusion from Liabilities**

As provided in Article 11, no person who is now, or later becomes, an officer or a member of the Board of Directors shall be personally liable for any indebtedness, or liability or obligation of the HSBC, and any and all creditors of the HSBC, shall look only to the assets or security of the Society for payment.

## **Article 6: MEETINGS OF THE BOARD OF DIRECTORS**

### **6.1 Annual Meeting**

The Board shall schedule an annual meeting of the members of record at a location and time to be determined by the Board. The annual meeting is for the purpose of electing the directors of the HSBC and for any other business shall properly come before the meeting. Immediately following the annual meeting, the Board shall meet to elect its officers pursuant to Article 8.

### **6.2 Business Meetings**

The Board shall hold at least four regular meetings during each calendar year. The specific dates and places for these meetings and for the annual meeting shall be determined at the last meeting of the preceding year.

### **6.3 Special Meetings**

Special meetings of the Board may be called by the president, or shall be called by the president upon the written request of a majority of the directors. The location for these meetings is at the discretion of the president.

### **6.4 Notice**

A notice of the upcoming year's meetings shall be mailed to all directors immediately following the last Board meeting of the preceding year. In addition, notices for individual meetings, including date, time, place and business to be transacted, shall be distributed, in a form to be determined by the Board, at least one week prior to the upcoming meeting. Notice of special meetings shall be given at least five days prior to the meeting in a form to be determined by the Board. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not properly called or convened.

### **6.5 Agenda and Minutes**

All meetings shall have a written agenda prepared by the president or designee. Notices for upcoming regular meetings shall be distributed, with an agenda and the minutes from the previous meeting, at least one week before the meeting.

### **6.6 Quorum**

The president, or the vice-president, shall preside at all meetings. One third of the number of directors, plus the president or the president's designee and at least one other member of the executive committee shall constitute a quorum for the transaction of business at any regular or special meeting of the Board. If a quorum is not present, reports may be given, but no votes can be taken.

### **6.7 Effect of Acting**

Any action taken or authorized by a vote of a majority of the directors present at any meeting duly called and convened at which a quorum is present shall have the same force and effect as if the full Board of Directors had been present and had taken or authorized such action.

6.8 **Attendance**

Any member of the Board who is unable to attend a meeting shall notify the president or secretary stating the reason for the absence. If a director has three consecutive unexcused absences, his or her resignation shall be deemed to have been tendered and accepted. Reinstatement of said director shall be subject to a majority vote of the all of the members of the Board.

**Article 7: CONFLICT OF INTEREST**

7.1 Members of the Board shall not knowingly engage in any activities or transactions in material conflict with their duties and obligations to the Society while serving in such capacity.

7.2 Directors shall not conduct private business in a manner, which places them at a special advantage because of their association with the Historical Society of Baltimore County (HSBC).

7.3 Any duality of interest or possible conflict of interest on the part of any director should be disclosed to the other members of the Board and made a matter of record, either through an annual procedure or when the interest becomes a matter of Board action.

7.4 Any director having a duality of interest or possible conflict of interest on any matter should recuse, not vote, or use personal influence on the matter, and should not be counted in determining the quorum for the meeting, even when permitted by law. The minutes of the meeting should reflect the disclosure, the abstention from voting, and the quorum situation.

**Article 8: OFFICERS AND THEIR DUTIES**

8.1 **Officer Positions**

The officers of the HSBC are: president; vice-president; treasurer; secretary; and such other officers as may be elected in accordance with this Article. The Board may elect or appoint such other officers as it may deem desirable, to have the authority and perform the duties prescribed by the Board. In addition to the authority and responsibilities specified in this Article, the officers have the duties customarily incidental to their respective office and as may be prescribed by the president or the Board.

8.2 **Election and Terms of Office**

Officers are elected, by the Board, immediately following the annual meeting. Each officer serves a two-year term, with the terms of the president and vice-President staggered, if possible, to ensure continuity.

8.3 **Vacancies**

A vacancy in any office because of death, resignation, disqualification, or otherwise, may be filled by the Board for the unexpired portion of the term.

8.4 **Resignation and Removal**

An officer may resign by written notice to the president. An officer may be removed from office by a two-thirds vote of a quorum of the Board whenever, in the Board's judgment, the best interests of the HSBC would be served. Written notice of removal shall be given to the officer by

the secretary not more than ten days after such action. Vacancies caused by such actions will be filled as stated in Section 3 above.

**8.5 President**

The president is the principal officer of the HSBC, and shall in general supervise all its business and affairs. The president shall preside at all meetings of the Board, shall appoint all committee chairs, and may recommend the establishment of committees. The president will appoint the committee members after consultation with the committee chairs. The president shall also name and appoint any special committees or task forces deemed necessary for implementing the HSBC's mission.

**8.6 Authority to Sign**

The Board shall establish policies and safeguards for authorizing signature, on behalf of the HSBC, of agreements, obligations, payments, or other instruments. Such policies may vary with the amount of the obligation thereby incurred, may require prior approval by the Board, and shall require the signature of one or more of the following: the president, the vice president, the treasurer, the secretary, and other members of the executive committee. No such policy shall permit signatures contrary to law or to these Bylaws.

**8.7 Vice-President**

In the absence of the president, or in the event of the president's inability to act, the vice-president shall perform the duties of the president, and, when so acting, shall have all the powers of and be subject to all the restrictions upon the president.

**8.8 Treasurer**

The treasurer shall have charge and custody of, and be responsible for, all funds and securities of the HSBC; shall receive and give receipts for monies due and payable to the HSBC from any source whatsoever; and shall deposit all such monies in the name of the HSBC in such banks, trust companies or other depositories as shall be selected under policies established by the Board. The treasurer is responsible for establishing an appropriate budgetary process and for reporting the financial condition of the HSBC at all meetings of the Board and of the executive committee and at other times when called upon by the president or presiding officer. The treasurer shall be bonded in such amount as the Board may determine. The Board or the executive committee may authorize that specific duties of the treasurer be delegated to an administrator, if any.

**8.9 Secretary**

The secretary shall oversee the proper recording of the proceedings of meetings, and shall in general ensure that accurate and historical records of the HSBC are compiled and maintained. The secretary shall maintain all minutes and keep on file all committee reports. The secretary is responsible for ensuring that all meeting notices, agendas and other communications are duly given in accordance with the provisions of these Bylaws or as required by law. Records kept by the secretary shall be made available for inspection by the members at the principal office of the HSBC, upon written or Electronic Mail request to the secretary, within five days after receipt.

## **Article 9: COMMITTEES**

### **9.1 Appointment and Responsibility**

The president, in consultation with the executive committee, shall create and appoint the members of special committees and task forces as deemed necessary for effectively pursuing the Society's mission. The chair of each standing committee reports to the executive committee and to the Board.

### **9.2 Qualifications and Terms**

The chair of each standing committee shall be chosen by the president from the members of the Board. Each standing committee shall consist of at least two members of the Board and others, deemed qualified by the president, who need not be members of the Board. The president is an ex-officio of every committee. Members of standing committees serve a term of one year, unless the committee is terminated, or unless the member either ceases to qualify or is removed with cause, by the president. Members of special committees and task forces serve at the discretion of the president.

### **9.3 Meetings, Minutes and Reports**

Each standing committee shall meet once a month or as needed. Special committees and task forces shall meet as necessary. Minutes shall be kept of all meetings and written reports shall be submitted by special committees and task forces to their respective standing committee, and then by the standing committees to the executive committee. Minutes and reports shall be submitted to the Board of Directors at least two weeks before the scheduled Board meeting.

### **9.4 Standing Committees**

#### **9.4 a Finance**

The HSBC treasurer is the chair of the finance committee. Members of the committee shall include the chair of the development committee and investment committee, if any, and others as deemed necessary by the president. This committee under the leadership of the treasurer, is responsible for the ensuring that accurate and complete financial records are maintained; ensuring that accurate, timely, and meaningful financial statements are prepared and presented to the Board; providing oversight of budget preparation and financial planning; safeguarding the Society's assets, including the preparation of investment policies; and ensuring compliance with federal, state, and other requirements related to the organization's finances.

#### **9.4 b Nominating**

The nominating committee shall meet as needed, on an ongoing basis, to recruit candidates for the Board that meet the Board's needs as a governing body. In preparation for elections, the nominating committee shall meet at least sixty days before the annual meeting. The committee shall prepare slates of candidates for the open director and officer positions, to be submitted to the executive committee. All nominees for officer shall have been a member of the Society for a minimum of one year. Upon approval of a majority of the executive committee, the slate of nominees for directors shall be distributed by written or Electronic Mail to the members of record at least fifteen but not more than forty-five days before the annual meeting.

9.4 c **Development**

This committee has the responsibility of planning fund-raising programs and events, and capital campaigns and shall coordinate its efforts with the finance committee. Its responsibilities shall be to oversee marketing and public relations, and to develop, implement, and evaluate the membership program.

9.4 e **Additional Standing Committees**

The executive committee, as required, may designate additional standing committees. Additional committees may be: buildings and grounds; collections; and education programs.

9.4 d **Task Forces**

The president, in consultation with the executive committee, shall form such task forces as are deemed necessary to address the short-term activities of the HSBC. The size and composition of these groups shall be at the discretion of the president.

9.5 **Special Committees**

The president, in consultation with the executive committee and standing committee chairs, may name special committees on an as needed basis. These committees shall fall under, and be directed by, the charge of a standing committee as designated in the Bylaws. The size and composition of special committees shall be decided by the president.

## **Article 10: EXECUTIVE COMMITTEE**

10.1 **Membership**

The executive committee consists of the following Board members: president, vice-president, secretary, treasurer, the immediate past president, and the chair of each standing committee. The president serves as the chair of the executive committee and has the authority to appoint non-voting members.

10.2 **Authority**

The executive committee is empowered to transact the corporate business of the HSBC and to promote its goals in the intervals between regular meetings of the Board, and with such additional authority as may be delegated by the Board, which shall not include decisions on those matters reserved in these Bylaws for determination by the Board, including the dissolution or merger of the Society; the appointment or removal of directors; and the amendment of the Bylaws.

10.3 **Meetings and Quorum**

The executive committee shall meet at least four times a year. The specific dates and places for these meetings shall be determined at the last meeting of the preceding year. The president, with one week's notice, may call special meetings of the executive committee. A majority of voting members of the committee shall constitute a quorum at any duly-called meeting.

## **Article 11: INDEMNIFICATION OF OFFICERS AND DIRECTORS**

To the maximum extent permitted by the Maryland General Corporation Law, as from time-to-time amended, the Society shall indemnify its directors and officers against any and all liabilities [excluding liabilities incurred by self-dealing, fraud, or bad faith of such director(s) or officer(s)] incurred in connection with their services in such capacities or their services, at the Society's request, as director, officer, partner, employee or agent of another corporation, partnership, joint venture, trust or other enterprise and against all reasonable expenses, including attorney's fees that may be incurred in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, to which any director or officer, by reason of service in that capacity, may be made a party or in which any director or officer shall be called as a witness, or in connection with any proceeding against the Society to enforce a director's or officer's right of indemnification of directors, officers, employees and agents. This Article constitutes a contract between the Society and the indemnified officers, directors, and employees. No amendment or repeal of this paragraph, or adoption of any provision of the Society's Articles of Incorporation or Bylaws inconsistent with the paragraph, shall apply to or affect in any respect the indemnification of any director or officer of the Society with respect to any alleged act or omission which occurred prior to such amendment, repeal or adoption. Notwithstanding the terms of this paragraph, such indemnification shall only be to the extent permitted of organizations, which are exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code to which contributions are deductible under Sections 170 (c) (2), 2055 (a) (2) of the Internal Revenue Code.

## **Article 12: HSBC STAFF**

### **12.1 Authority to Hire**

The Board may hire or authorize the hiring of such staff as may be advisable to implement the HSBC mission. The Board is responsible for hiring, supervising, or terminating an administrator. All other staff, for which positions are authorized by the Board, are hired, supervised, or terminated at the discretion of the administrator, if any.

### **12.2 Eligibility for Employment**

No member of record or person in the immediate family of a member of record may be a paid employee of the HSBC.

## **Article 13: DISSOLUTION AND DISPOSITION OF ASSETS**

13.1 Upon an affirmative vote by not less than two-thirds of its voting members, the Board may dissolve the Society, acting in accordance with the provisions of Maryland General Corporate Law (currently codified in Sections 3-401 through 3-419 of Corporations and Associations Article), providing that prior to completing the dissolution process, the board must first identify Baltimore County governmental or incorporated 501c)(3)-eligible organizations which may, in the Boards' opinion, be able and willing to provide, for a period of at least five years, secure storage, access for researchers, and the possibility of display, for items or objects to be donated from the Society's collection.

The organizations, if then still in operation, to be considered by the Board because of their geographic or functional interest in Baltimore County's history, shall include, but need not be limited to:

- a. Baltimore Chapter, National Railway Historical Society, Inc.
- b. Baltimore County Historical Trust, Inc.
- c. Baltimore County Genealogical Society
- d. Baltimore County Public Library
- e. Baltimore Museum of Industry
- f. Catonsville Historical Society, Inc.
- g. Dundalk Patapsco Neck Historical Society & Museum, Inc.
- h. Fire Museum of Maryland
- i. Friends of Benjamin Banneker
- j. Gunpowder Valley Conservancy
- k. Heritage Society of Essex & Middle River
- l. Historic Glyndon, Inc.
- m. Lutherville Community Association, Inc.
- n. Martha Ross Center, University of Maryland, Baltimore County
- o. Maryland Historical Society
- p. Maryland State Archives
- q. Sudbrook Club, Inc.
- r. Other like-minded organizations as the HSBC Board deems appropriate at the time of dissolution.

13.2 The Board's decision to offer particular parts of the collection to particular organizations shall be final. The offer of donation shall be irreversible and unconditional, except that the Board may impose specific requirements or conditions upon the recipient organization regarding retention and/or access.

13.3 The disposition of all remaining parts of the Society's collection not accepted to the Board's satisfaction by another eligible organization shall be in accordance with the requirements stated in Article VII, Section 2 of the Society's Articles of Incorporation, as amended in 1962.

#### **Article 14: AMENDMENTS TO THE BYLAWS**

14.1 The Bylaws may be altered, amended or repealed and new bylaws may be adopted at any meeting by two-thirds vote of members of record present, provided that written or electronic notice was given at least twenty days in advance of the meeting. Members of record may vote in person or by written or electronic ballot. All proposed amendments should be submitted in writing or by electronic mail to the executive committee for review by the Board before being mailed by the secretary. Written and electronic ballots may be authorized by the Board in a manner determined by the Board.

14.2 The secretary shall keep a permanent record of the Bylaws and all amendments.

**Article 15: PARLIMENTARY AUTHORITY**

The rules contained in the most recent *Robert's Rules of Order Newly Revised* shall govern the proceedings of the HSBC in cases not governed by these Bylaws.