



BY-LAWS

The following By-Laws of the Historical Society of Frederick County, Inc., doing business as Heritage Frederick since 2016 (hereafter known as the “HF”) a Maryland corporation, are hereby adopted this 21st day of April 2022, as approved by the Board of Directors, and a majority of the general membership present and voting at the annual meeting on the 23rd day of June 2022.

ARTICLE I

Membership

- 1. Categories of Membership.** Heritage Frederick shall offer various categories of membership, as determined by the Board. Dues for each category shall also be determined by the Board.
- 2. Member in Good Standing.** Members in good standing are those not in arrears of dues. Only members in good standing may vote on any issue before HF.
- 3. Dues in Arrears.** Any member whose dues are in arrears for 90 days shall be deemed expired unless the Board of Directors approves otherwise.

ARTICLE II

Officers and Their Election

- 1. Positions.** Heritage Frederick shall elect a president, vice-president, secretary, and treasurer at the annual meeting.
- 2. Election.**
 - a. Nomination** of officers shall be made by the Governance Committee. Only Board Members in good standing may be considered as candidates to fill officer vacancies. Prior to the annual meeting, the Governance Committee shall report its recommendations to the Board of Directors. The Committee then shall present those nominations and their qualifications to the general membership at the annual meeting. Additional nominations may be made from the floor at this meeting by any member in good standing. The consent of any candidate must be obtained before his/her name is placed in nomination. Elections shall be by simple majority of members in good standing present and voting. Ballot voting will only be required if there are two or more candidates for a position.

b. Vacancies occurring prior to the expiration of a normal term of office shall be filled by appointment of a member in good standing by the Board of Directors. Such appointment should be made as soon as practicable and shall be for the full unexpired term.

c. The Board of Directors may designate a current Board Member as an acting president in the event the President and Vice-President temporarily are unable to serve.

3. Term of Office. The term of office shall begin on the first day of January of the year following election and shall continue for one year, or until a successor is elected.

4. Removal from Office. Any officer who fails to attend at least one-half of the meetings of the Board of Directors in any calendar year shall be considered to have resigned and shall be replaced in accordance with this Article. Any officer may be removed from office for cause by the vote of two-thirds majority of the Board of Directors during a regular meeting, provided Board Members are notified of such proposed action at least one week before such meeting.

5. Duties. The officers shall have the following specific duties:

a. President. The President shall preside at all meetings of the Board of Directors, the Executive Committee, and the general membership, and shall perform other duties required by the office or assigned by the Board. The President shall have general supervision over the other officers, and all committees, subject to the control of the Board of Directors. The President shall be the Board's principal point of contact with the Executive Director. Following the recommendation of the Board, the President shall appoint all committee chairs, unless the committee chair is set forth in these by-laws.

b. Vice-President. The Vice-President shall perform the duties of the President in the absence of the President and as otherwise delegated by the President.

c. Secretary. The Secretary shall keep minutes of meetings of the Board of Directors, the annual business meeting, and any regular or special meetings, and shall be responsible for maintaining the Board's records and correspondence, as well as other corporate duties of the office.

d. Treasurer. The Treasurer shall keep a full and accurate accounting of all monies of HF and provide regular reports to the Board regarding HF's finances.

ARTICLE III **Board of Directors**

1. General. The Board of Directors shall oversee all aspects of HF including establishing policy, assuring its financial security, and selecting and monitoring the performance of the Executive Director. At all times directors shall act in good faith, in a manner that the director reasonably believes to be in the best interest of HF, and with the care that an ordinarily prudent person in a

like position would use under similar circumstances. The day-to-day activities of HF shall be managed by the Executive Director in accordance with broad guidelines established by the Board.

2. Composition. The Board shall consist of no fewer than seven members in addition to the four officers. Based upon the majority vote of the Board, the size of the Board can be increased or decreased as long as at least seven members and four officers are maintained. No decrease in the number of directors shall affect the term of any incumbent director. The Executive Director shall serve as a non-voting member of the Board. The Frederick County Government and the Frederick City Board of Aldermen shall each be invited to appoint a non-voting member to the Board.

3. Election of Board Members.

a. The Governance Committee shall select candidates to fill vacancies on the Board and shall report, in writing, prior to the annual meeting, its recommendations to the Board. The committee then shall present those nominations to the general membership at the annual meeting. Additional nominations may be made from the floor at this meeting by any HF member in good standing. The consent of any candidate must be obtained before his/her name is placed in nomination. Elections shall be by simple majority of HF members in good standing present and voting. Ballot voting will only be required if there are more candidates than vacancies.

b. Vacancies occurring prior to the expiration of a normal term of office shall be filled by the Board appointing a member in good standing. Appointments shall be made following a majority vote by the Board. Such appointment should be made as soon as practicable and shall be for the period of time until the next election.

4. Appointment of Additional Board Members. At any time prior to the next annual meeting additional directors, who are members in good standing of HF, can be appointed to the Board. Any such appointment shall be upon the majority vote of the Board, and any director so appointed shall serve until the next election.

5. Term of Office. Board Members shall be elected to serve three year terms and may not serve more than two consecutive terms. Terms shall begin on the first of January of the year following the election.

6. Removal from Office. Any Board Member who fails to attend at least one-half of the meetings of the Board of Directors in any calendar year shall be considered to have resigned and shall be replaced in accordance with this Article. Any Board Member may be removed from office for cause by the vote of two-thirds of the Members of the Board at any meeting of the Board, provided the Board receives written notice of such action at least one week before the meeting.

7. Meetings.

a. The Board shall meet at least four times each calendar year. Notice of all regular and special meetings shall be provided to all Board Members in advance of the meeting by electronic means. Special meetings may be held on call of the President, or on written request of any three Members of the Board. At all meetings a quorum shall consist of a simple majority of the entire Board. All matters shall be decided by the vote of a simple majority of the voting Board Members present. Board members may attend meetings and vote in person or via teleconference.

b. Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if a unanimous consent which sets forth the action is given in writing or by electronic transmission by each Member of the Board and is filed with the minutes of the Board.

8. Heritage Frederick Membership. All voting Board Members are required to be HF members in good standing throughout their terms of office.

9. By-Law Review. The By-Laws of HF will be reviewed every three years or as deemed appropriate by a majority vote of the Board of Directors.

ARTICLE IV **Indemnification**

1. Indemnification. To the extent permitted by Maryland law, and to the extent not covered by HF insurance, HF shall indemnify, and shall pay or reimburse reasonable expenses in advance of final dispositions of a proceeding with respect to any act, or failure to act, occurring while an individual was serving as a Member of the Board of Directors, officer, employee, or agent of HF.

2. Modifications. No amendment to or repeal of this Article, nor the adoption or amendment of any other provision of the By-Laws or charter of HF inconsistent with this Article, shall apply to or affect in any respect the applicability of the preceding paragraph with respect to any act, or failure to act, which occurred prior to such amendment, repeal or adoption.

ARTICLE V **Equal Employment Opportunity**

Heritage Frederick shall establish and maintain an equal employment opportunity policy consistent with current Federal, State, and local laws and regulations.

ARTICLE VI **Committees**

1. Establishment of Standing and Ad Hoc Committees. The Board of Directors may establish or eliminate standing and ad hoc committees as necessary to fulfill the objectives and responsibilities of HF.

2. Standing Committees. The standing committees of the Board are as follows:

a. Executive Committee. The purpose of the Executive Committee is to provide advice and guidance to the President on matters affecting HF. The President shall serve as the chair of the Executive Committee, which shall be comprised of the officers of the Board, the immediate past president of the Board, and an At-Large Member of the Board.

(1). The At-Large Member shall be designated by a majority vote of the Board on an annual basis.

b. Finance Committee. The Finance Committee is responsible for ensuring the fiscal stability and long-term economic health of HF by: 1) reviewing the annual operating budget prepared by the Executive Director and approved by the Board; 2) approving any debt; 3) overseeing the investments; 4) reviewing internal controls; and 5) engaging an annual independent audit of the financial statements. The committee is chaired by the Treasurer.

c. Governance Committee. The Governance Committee shall be responsible for the development of the policies of the Board, the review of the By-laws, the recruitment of Board Members, and the election of Board officers.

d. Collections Committee. The Collections Committee shall be responsible for oversight of the collection affairs of HF.

3. Ad Hoc Committees. With the approval of the Board, the President may appoint ad-hoc committees as necessary for specific activities and functions. The continuing need for any ad hoc committee shall be reviewed by the Board on an annual basis.

ARTICLE VII

Administration and Accountability of Funds

1. General Income. Income from all sources other than those described in the following paragraphs shall be used for the operation of HF. Deposits shall be in a banking corporation organized and existing under the laws of the State of Maryland or the United States of America as directed by the Board of Directors.

2. Trust Income. Income from sustaining trusts shall be used in accordance with the provisions of those trusts. Each trust agreement must be accepted by the Board of Directors.

3. Income from Deaccessions. Income from deaccessioning collections shall be expended in accordance with the guidelines in the Collections Policy.

4. Stock. Stock, or similar negotiable notes, received by the HF shall be approved for sale immediately upon receipt by the Treasurer or Executive Director as soon as feasible after receipt.

5. Disbursements. Disbursements shall be made in accordance with the annual budget approved by the Board of Directors. Exceptions may be approved by the Finance Committee.

6. Budget. Each year, the Executive Director, with the assistance of the Finance Committee, shall prepare an annual budget. The Executive Director and the Treasurer shall present the proposed budget to the Board of Directors. The Board shall approve and, when circumstances warrant, amend the budget. Any proposed expenditure exceeding the total approved annual budget shall be brought to the attention of the Finance Committee and must be approved in advance by the Board.

7. Use of Income. Income shall be used in keeping with the mission of HF. No income of HF, from whatever source derived, shall be used to pay salaries for serving as an officer or Board Member, nor shall such sums be used to carry on political activity other than that directly related to the mission of HF. No income or asset of HF shall inure to any member of HF at any time, including upon dissolution of HF.

ARTICLE VIII

Meetings of the General Membership

The annual meeting of HF shall be held at least once each year. Regular meetings of HF shall be held as prescribed by the Board of Directors. Special meetings may be called by the President or may be held on the call of three Members of the Board of Directors. Members shall be given at least thirty days advance notice of any general membership meeting. Meetings shall be at a place selected by the President. At all General Membership meetings, the members present shall constitute a quorum for the transaction of business.

ARTICLE IX

Annual Reports

The following reports shall be presented to the general membership of HF annually:

- 1. President.** The President shall report on the progress made by HF in furtherance of its mission, and on other matters as appropriate.
- 2. Treasurer.** The Treasurer shall report on the financial status and on major items of income and disbursement.
- 3. Committees.** The President may call for committee reports as appropriate.

ARTICLE X

Amendments

Any proposed changes in the By-Laws may be submitted in writing to the Board of Directors by any member in good standing. The Board shall consider the proposed changes, give members at least thirty days' notice, and present them, together with Board's recommendations, at an annual meeting, or at such special meetings as necessary. Approval shall be by a simple majority of the members in good standing present and voting.