

# Galesville Heritage Society, Inc.

## BY-LAWS

### Article I: Name, Purpose and Offices

Section 1. Name: This non-profit corporation shall be known as Galesville Heritage Society, Inc., hereinafter referred to as GHS.

Section 2. Purposes: GHS was created for the purpose of preserving and maintaining the historic, aesthetic and cultural heritage of Galesville and the surrounding area, including documents, artifacts and buildings of significance, and by promoting interest in and study of such heritage.

Section 3. Offices: The principal offices of GHS shall be in the State of Maryland. GHS May have such other offices as the Board of Directors may from time to time designate.

### Article II: Membership

Section 1. Qualifications: Membership shall be open to all persons, natural or corporate, who shall be interested in the purposes of GHS. The Board of Directors may in its discretion establish different classes of membership.

Section 2. Dues: The Board of Directors shall determine the dues for each class of membership. Dues shall be payable annually.

Section 3. Good Standing: A member who has paid his or her dues prior to December 31 for the ensuing calendar year shall be considered to be in good standing. Only members in good standing shall be entitled to vote or to hold office, provided that the Board of Directors may restore the good standing of any member following payment in full of all outstanding dues.

### Article III: Meetings of the Membership

Section 1. Annual Meeting: An annual meeting of the membership shall be held in December of each year at such time and place as the Board of Directors shall determine, at which time the election of officers and directors will be held.

Section 2. Special Meetings of the Members: The Board of Directors may from time to time call special meetings of the membership to be held at such times and places as it shall determine.

Section 3. Notice of Meetings of the Members: Notice of the time and place of all meetings of the membership shall be given to all members in writing, to include electronic means, not less than fifteen days prior to such meetings. Publication of such notice in the GHS newsletter and distribution of the newsletter by mail, or via electronic means, to all members, shall constitute such notice in writing.

Section 4. Quorum: The presence in person of 25 members in good standing shall constitute a quorum for the transaction of business at a meeting of the membership.

#### Article IV: Meetings of the Board of Directors

Section 1. Regular Meetings of the Board of Directors. The Board of Directors shall from time to time establish a schedule for its regular meetings, and the vote establishing such a schedule of times and places shall be sufficient notice to the Directors of such meetings.

Section 2. Special Meetings of the Board of Directors. The President or the Board of Directors may from time to time call special meetings of the Board of Directors.

Section 3. Notice of Special Meetings: Notice of the time and place of special meetings of the Board of Directors shall be given at least ten days prior to such meetings, either by telephone call to the individual Director, or by written notice delivered by hand or sent by mail, to include electronic means, to the address of the Director as shown on the records of GHS. Neither the agenda nor the purpose of a special meeting need be specified in such notice unless specifically required by law or by these By-Laws.

Section 4. Waiver of Notice: Any Director may waive notice of a special meeting by a writing duly signed by such Director and filed with the minutes of the meeting.

Section 5. Quorum: The presence in person of a majority of the members of the Board of Directors shall constitute a quorum for the transaction of business at the meeting.

Section 6. Informal Action: Any action which may be taken at a meeting of the Board of Directors may, subject to applicable provisions of law, be taken without a meeting if a consent in writing, to include electronic means, setting forth the action so taken, shall be signed by all members of the Board of Directors and filed with the records of the corporation.

#### Article V: Officers and Directors

Section 1. Officers: The officers of GHS shall be a President, Vice-President, Treasurer, Recording Secretary and Corresponding Secretary.

Section 2. Directors: The Board of Directors shall consist of at least ten (10) Directors, to be elected from the membership.

Section 3. President: The President shall be the principal executive officer of GHS and subject to the control of the Board of Directors, shall supervise its business and affairs. The President shall preside at all meetings of the Directors and the membership, and will be a member ex officio of all committees except the Nominating Committee. The President may sign on behalf of the corporation such deeds, mortgages, bonds, contracts, agreements or other instruments as the Board of Directors may authorize, except in cases where the execution thereof shall be expressly delegated by the Board of Directors or these By-Laws to some other officer or officers of GHS, or shall be required by law to be otherwise executed, and in general shall perform all duties

incident to the office of President together with such other duties as may be assigned by the Board of Directors from time to time.

Section 4. Vice-President: The Vice-President shall perform such duties as may be assigned by the President or by the Board of Directors. In the absence of the President, the Vice-President shall carry out the duties of the President.

Section 5. Treasurer: The Treasurer shall receive and disburse the funds of GHS under the direction of the President and the Board of Directors, shall keep proper books of account which shall be open at all times to inspection by the Board of Directors, and shall make available the books of account for annual audit at such times and at such places as the Board of Directors shall determine. The Treasurer shall present a report of receipts and expenditures, and of the financial status of GHS, at each meeting of the Board of Directors, and at the annual meeting of the membership.

Section 6. Recording Secretary: The Recording Secretary shall record and keep the minutes of all meetings, and shall be the custodian of the corporate records and seal. The Recording Secretary shall send such notices of meetings as may be required by these By-Laws, and shall perform such other duties as may be assigned by the President or the Board of Directors.

Section 7. Corresponding Secretary: The Corresponding Secretary shall assist the President in correspondence, shall send notices and other documents on behalf of the corporation, except as provided in Section 6 above, and shall in general perform all duties assigned by the President and the Board of Directors.

Section 8. Election of Officers and Directors: The officers and Directors shall be elected by the membership at the annual meeting in December for terms beginning on January 1 of each calendar year. If such election does not take place at the annual meeting, it shall take place at a meeting of the membership to be held as soon as convenient thereafter.

Section 9. Terms of Officers: The officers of the corporation shall serve for a term of one year. Each officer shall hold office until a successor has been duly elected and qualified.

Section 10. Terms of Directors: The Directors of the corporation shall serve a term of two years. At each annual meeting of the membership following the organizational meeting, five Directors shall be elected.

Section 11. Resignation: An officer or Director may resign by submitting a resignation in writing, including electronic means, to the Recording Secretary.

Section 12. Removal from Office: An officer or Director who has been negligent or derelict in the performance of corporate duties may be removed by a two-thirds vote of the Board of Directors. An officer or Director who is repeatedly absent from meetings without good cause may be considered derelict in the performance of duties.

Section 13. Vacancies: Vacancies in any office because of death, resignation, removal or other cause, may be filled by the Board of Directors for the unexpired term.

#### Article VI: Committees

Section 1. Creation by the Board of Directors: The Board of Directors may create one or more special or standing committees, which shall consist of two or more members appointed by the Board, and which shall have, and exercise, such powers as may be delegated to it by the Board, provided however that no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing these By-Laws, electing appointing or removing any member of any such committee or any officer of GHS, amending the Articles of Incorporation, adopting a plan of merger or adopting a plan of consolidation with another corporation, authorizing the sale, lease, exchange or mortgage of all or substantially all of the property or assets of GHS, authorizing the voluntary dissolution of GHS or revoking the proceedings therefor; adopting a plan for the distribution of assets of GHS or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual Director of any responsibility imposed by law. This section shall not apply to the Nominating Committee, which shall be created as set forth in Article VII below.

Section 2. Vacancies: Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of original appointments.

#### Article VII: Nominating Committee

Section 1. Appointment: The Nominating Committee shall consist of three (3) members to be appointed annually by the Board of Directors. One member of the Nominating Committee shall not currently be an officer or Director of the corporation.

Section 2. Procedures: The Nominating Committee shall present a slate of candidates for the officers and Directors to be elected at each annual meeting. Additional nominations shall be accepted from the floor. At the conclusion of the election for which the Nominating Committee was constituted, it shall be dissolved.

#### Article VIII: Authorities

Section 1. Contracts: The Board of Directors may authorize any officer or officers, agent or agents, of GHS, in addition to the officers authorized by these By-Laws, 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.

Section 2. Checks: All checks, drafts or orders for the payment of money, notes or other evidence of indebtedness issued in the name of GHS, shall be signed by appointed officers or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 3. Deposits: All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. Funds: The Board of Directors may accept on behalf of the corporation, any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

Section 5. Real and Personal Property: The Board of Directors may on behalf of the corporation purchase, hold, maintain and use such real and personal property as it may deem desirable or necessary in carrying out its purposes.

Section 6. Other Authorities: The powers and authorities set forth in this Article shall be in addition to, and shall not limit, the powers and authorities conferred on the corporation by the laws of the State of Maryland.

#### Article IX: Books and Records

The corporation shall keep correct and complete books and records of account and shall also keep minutes in perpetuity of the proceedings of the Board of Directors of the corporation.

#### Article X: Fiscal Year

The fiscal year of the corporation shall begin on the first day of January and shall end on the last day of December of each year.

#### Article XI: Seal

The Board of Directors shall provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words "State of Maryland", and the year 1991.

#### Article XII: Waiver of Notice

Whenever any notice is required to be given under the Articles of Incorporation or the By-Laws of the corporation, or under the law governing non-profit corporations of the State of Maryland, a waiver thereof in writing, to include electronic communication, signed by the person or persons entitled to such notice shall be deemed equivalent to the giving of such notice.

#### Article XIII: Indemnification

Any present or former officer or Director of the corporation, or any other such person acting on behalf of the corporation and so designated by the Board of Directors, or the legal representative of such person, shall be indemnified by the corporation against all reasonable costs, expenses and counsel fees paid or incurred in connection with any action, suit or proceeding to which any such person or his legal representative may be made a party by reason

of his being or having been an officer or Director, or having served the corporation, except in relation to matters as to which he shall be found guilty of negligence or misconduct, or in respect of matters settled or otherwise terminated without a final determination of the merits where such settlement or termination is predicated on the existence of such negligence or misconduct.

#### Article XIV: Amendment of the By Laws

These By-Laws may be altered, amended or repealed, and new By-Laws may be adopted, by a two-thirds majority of the members present at any regular or special meeting of the membership, provided that written notice, including electronic communication, of any such meeting as defined in Article III of the By Laws, containing the proposed change in the By-Laws, shall be given to the membership not less than thirty days prior to such meeting.

#### Article XV: Dissolution

In the event of the dissolution of GHS, the assets of the corporation shall be distributed in accordance with the Articles of Incorporation.