

# BYLAWS OF SOMERSET COUNTY HISTORICAL TRUST, INCORPORATED

## Article I – NAME

This non-profit Corporation shall be known as the “Somerset County Historical Trust, Incorporated.”

## Article II – PURPOSE

The Somerset County Historical Trust, Incorporated, as stated in its Articles of Incorporation, was created to preserve, restore, maintain, and operate historical aesthetic and cultural properties, buildings, fixtures, furnishings, and appurtenances in Somerset County, State of Maryland, to foster the historical preservation, educational advancement, and welfare of Somerset County; and to execute such other functions as are vested in the Corporation.

## Article III – MEMBERSHIP

**Section 1.** Membership shall be open to all persons, corporate or natural, interested in the objects of the Corporation.

**Section 2.** Dues. Each member admitted to membership may be assessed annual dues in the amount fixed by the Board of Directors.

Levels of membership shall be:

- (a) Individual Life
- (b) Corporate
- (c) Couple
- (d) Individual

## Article IV – OFFICERS

**Section 1.** The officers of the Corporation shall be a Chairman, a Vice-Chairman, a Secretary, a Treasurer, and they shall comprise the Executive Committee.

The Executive Committee shall be elected from the general membership of the Corporation. This Executive Committee shall perform the duties prescribed by these bylaws and by the parliamentary authority adopted by this Corporation and the laws of this State.

**Section 2.** The Chairman of the Corporation shall be the principal executive officer of the Corporation, and subject to the control of the Board of Directors of this Corporation, shall in general supervise the affairs and projects of the Corporation. The Chairman shall preside at all meetings and shall act in an advisory capacity to all other officers. The Chairman shall also sit ex-officio on all subcommittees. The Chairman may sign, together with the Treasurer of the Corporation thereunto authorized by the Board of Directors, any documents including but not

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limited to deeds, mortgages, bonds, contracts, agreements, bank accounts, loans, grant applications, and other legal and business instruments which the Board of Directors has authorized to be executed, except in the cases where the execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise executed, and in general shall perform all duties incident to the office of the Chairman and such other duties as may be prescribed by the Board of Directors from time to time.

The Vice-Chairman shall sit in for the Chairman and act with the power of the Chairman, if the chair of the Chairman is vacant, and on all occasions when asked to do so by the Chairman.

The Secretary shall make a record of all the meetings. It will be his/her responsibility to be the custodian of the Corporate minutes and records, and send meeting notices in accordance with these bylaws.

Further, the Secretary shall keep a register of the member's contact information and assist with the preparation and sending of all correspondence, notices and invitations to the entire membership.

The Treasurer shall receive and disburse the funds of the Corporation under the direction of the Chairman, keep proper books of account, which shall be open at all times to inspection by the Board of Directors, and shall render the books for audit when deemed necessary.

**Section 3.** The officers shall be elected at the Annual Meeting each year and shall serve for one-year terms beginning January 1.

## Article V – BOARD OF DIRECTORS

**Section 1.** All powers of the Corporation shall be vested in a Board of Directors. The Board of Directors may consist of up to 25 people selected by the Executive Committee.

**Section 2.** The Board of Directors may have a designated non-voting member from any of the following organizations:

Friends of the Teackle Mansion, Somerset County Historical Society, Somerset County Commissioners, Princess Anne Town Commissioners, City of Crisfield Commissioners, Crisfield Heritage Association, Somerset County Economic Development, Beach to Bay Heritage Area, and other relevant organizations.

**Section 3.** Only members in good standing shall be eligible to serve on the Board of Directors.

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**Section 4.** Resignation and Removal: Any Director may resign from the Board at any time by giving formal notice to the President or Secretary.

Any Director may be removed by a majority vote of the Board for good cause shown. Failure to maintain membership in the Corporation or to attend (3) consecutive meetings of the Board without prior notification shall constitute evidence of good cause for removal. The Board may provide by appropriate resolution that the violation of any rule or regulation of the Corporation shall constitute good cause for removal.

## Article VI – MEETINGS

**Section 1.** An annual meeting of the Corporation shall be held and additional meetings may be called at intervals during the year upon recommendation of the Board of Directors. A majority of the members shall constitute a quorum at these meetings. Proxy voting will be permitted by written or electronic form.

**Section 2.** Meetings of the Board of Directors shall be called at regular intervals during the year. There shall be a minimum of six (6) meetings of the Board of Directors annually. A majority of the Directors shall constitute a quorum. Proxy voting will be permitted by written or electronic form.

**Section 3.** Executive meetings may be called by the Chairman when deemed necessary. A majority of the Executive Committee shall constitute a quorum. Proxy voting will be permitted by written or electronic form.

**Section 4.** Any meeting may be scheduled, provided that seven days written or electronic notice is submitted to each member and his/her recorded address.

## Article VII – COMMITTEES

**Section 1.** There shall be Standing Committees and ad hoc committees as needed.

**Section 2.** All Committee chairmen and committee members shall be appointed by the Executive Committee.

## Article VIII – FISCAL YEAR

The Fiscal Year of the Somerset County Historical Trust, Incorporated shall be from January 1 through December 31 of each year.

## Article IX – PARLIAMENTARY AUTHORITY

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The parliamentary authority shall be Robert's Rules of Order Revised for all matters not covered in these Bylaws.

## Article X – AMENDMENTS TO THE BYLAWS

These Bylaws may be amended by a two-thirds (2/3) vote of the Board of Directors, provided that notice of the proposed amendment has been submitted (in writing) to each member 30 days prior to any meeting where the Bylaws Amendment is to be considered.

## Article XI – WAIVER OF NOTICE

Unless otherwise provided by law, whenever any notice is required to be given to any director of the Corporation under the provision of these Bylaws or under the provisions of the Articles of Incorporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## Article XII – LIMITATIONS, REPORTING AND CONSULTATION

No part of the net earnings of the Corporation, if any, shall inure to the benefit of any member or any individual, other than the reimbursement of necessary and reasonable expenses incurred on behalf of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for the public office. Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provision of any future federal tax code, or (b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954, or corresponding provision of any future federal tax codes.

## Article XIII – DISSOLUTION

Should the corporation ever be dissolved, all assets, after satisfaction of all obligations in accordance with the General Laws of the State of Maryland, shall be turned over to and vested in a Not-For-Profit 501(c)3 Corporation to be chosen by the Board of Directors holding office at the time of the dissolution.