

HISTORICAL SOCIETY of HARFORD COUNTY, INC.

BYLAWS

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**THE HISTORICAL SOCIETY OF HARFORD COUNTY, INC.
BYLAWS**

Article I: General

Section 1. Bylaws. These bylaws of the Historical Society of Harford County, Incorporated (the Society) have been duly adopted by the membership and supersede all prior bylaws as heretofore adopted and amended. They are supplemental to, and hereby incorporate by reference all the applicable provisions of, the charter of the Society setting forth its purpose and qualifications as a charitable corporation as recorded among the records of State Department of Assessments and Taxation of Maryland in Liber F242, folio 288, and by amendment in Liber F414, folio 466.

Section 2. Non-discrimination. The Historical Society of Harford County, Inc. encourages the support and participation of all interested persons regardless of political or religious opinion or

affiliation, marital status, race, color, creed or national origin, sex or age, or physical or mental handicap.

Section 3. **Mission and Motto.** The Society's mission is as follows: The Historical Society of Harford County, Inc. collects, preserves, promotes, and interprets the rich and diverse history of the Harford County area in its regional context from prehistoric origins to the present for the education and enjoyment of current and future generations. Its motto shall be "Preserving Our Past for Your Future."

Article II: Membership and Dues

Section 1. Classes of Membership. The Board of Trustees is authorized to set classes of membership, conditions of membership and dues schedules as incorporated in the society's official policies and procedures. Individuals, families, and organizations interested in supporting the purposes of the Society may obtain voting memberships by paying dues annually as established from time to time by the Board of Trustees. No applicant shall be denied membership unless the Board of Trustees determines by majority vote that such membership would not be in the best interest of the Society. Members in good standing shall be entitled to vote and receive the benefits of membership, as determined by the Board of Trustees from time to time.

Section 2. Dues. Dues for each calendar year and each class of membership shall be due the first day of January of that year. Dues shall be established by the Board of Trustees at least two months prior to each calendar year in which any changes in dues or membership classes will take effect.

Section 3. Delinquent Members. Any member who fails to pay the current year's dues by the first day of April shall no longer be a member in good standing, and membership privileges shall be suspended until reinstatement.

Article III: Fiscal Year

The fiscal year of the Society shall be the calendar year.

Article IV: Membership Meetings

Section 1. Regular Quarterly Meetings. At least one general informational meeting shall be held in each quarter of the calendar year, at the call of the Board of Trustees.

Section 2. Annual Meeting. The meeting in the third quarter of the year shall constitute the stated annual meeting to hold elections, receive reports of officers and committees, and for any other business that may arise.

Section 3. Special Meetings. Special meetings may be called by the President or by the Board of Trustees or shall be called upon the written request of fifteen (15) members of the Society served on the President or his/her designee. The purpose of the Special Meeting shall be stated in the notice and no other issues may be raised during the meeting.

Section 4. Notice of Meetings. The President or his/her designee shall send notice of meetings either electronically or by regular mail to each member at least two but not more than four weeks before the meeting; the notice shall state the program for the meeting and the substance of any proposed action of the general membership or amendments to these bylaws. In an emergency, a notice of a change of the substance of the meeting, may be waived by a two-thirds affirmative vote of those Board members present and voting at a meeting of the Board of Trustees.

Section 5. Quorum. A quorum for the purpose of voting or taking action on a proposal at the annual, quarterly or special meetings shall include a minimum of eight (8) Trustees and **twelve** (12) additional members in good standing who are eligible **to vote** as specified in Article II.

Article V: Officers and Their Duties

Section 1. Officers. The officers of the Society shall be a President, Vice-President, Corresponding Secretary, Recording Secretary, and Treasurer. All officers shall be members in good standing before taking office. The Board may appoint such other officers as it may deem desirable and will have the authority and perform, the duties prescribed by the Board including eligibility to vote on all matters before 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 may be prescribed by the President or the Board of Trustees.

(A) President. The President is the principal officer of the Society 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 shall 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 Society's mission.

(B) 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..

(C) Treasurer. The Treasurer shall be responsible for the receipt and disbursement of all revenue and shall, as approved by the Board of Trustees of the Society, deposit or invest to the credit of the Historical Society of Harford County, Inc. all funds belonging to the Society. The Treasurer shall pay all obligations of the Society authorized by the President or the Board of Trustees. All transactions of one thousand dollars or greater on the Society's accounts shall require two signatures. The Board of Trustees may appoint an Assistant Treasurer, who shall assume the duties of the Treasurer during his or her temporary absence. In addition to the President, the Vice-president, or Assistant Treasurer, if appointed, shall be the authorized signatories on Society accounts. The Treasurer or the Finance Committee chair, as determined by the President, shall keep an accurate report of receipts and disbursements and provide a written report of the same at each meeting of the Board of Trustees. At the end of the second quarter, the Treasurer shall submit an annual report to the Board showing the financial standing of the Society. The Treasurer, the Assistant Treasurer, if appointed, the President, and the First Vice-president and Director shall be bonded with the cost of the bonding assumed by the Society.

(D) Recording Secretary. The Recording Secretary shall oversee the proper recording of the proceedings of meetings in accordance with provisions of these bylaws and shall in general ensure that accurate and historical records of the Society are completed and maintained. Minutes shall be recorded at all Board, quarterly and annual meetings. The Recording Secretary shall maintain all minutes and keep on file all committee reports. Records kept by the Secretary shall be made available for inspection by the members at the principal office of the Society, upon written or electronic mail request to the Recording Secretary within five days after receipt.

(E) Corresponding Secretary. The Corresponding Secretary shall maintain a written record of all donors, assure that donors are fully informed about the Society's mission and intended use of donated funds or materials, and assure that all policies and procedures regarding fundraising are maintained, updated and enforced. The Corresponding Secretary shall assure that members are notified of all quarterly, annual and special meetings.

Section 2. Election and Terms of Office. Officers shall be elected by the Board of Trustees at the Board meeting prior to the Annual Meeting of the Society in the odd years and shall serve for two years or until their successors are elected. The new officers are then announced at the Annual Meeting. Officers shall serve no more than two consecutive terms, except for the Treasurer and Recording Secretary who may be re-elected without limitation as to the number of terms. Terms of office begin on the first day of January after the elections.

Section 3. Vacancies. A vacancy in any office shall be filled by the Board of Trustees for the unexpired portion of the term, except in the case of a vacancy in the office of President, when the Vice-president shall become President for the remaining portion of the term.

Section 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 Society would be served. Written notice of

removal shall be given to the officer by the President not more than ten days after such action. Vacancies caused by such actions shall be filled as stated in Section 3 above.

Section 5. Authority to Sign. The Board shall establish policies and safeguards for authorizing signatures, on behalf of the Society, 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, Secretary, Assistant Treasurer, Corresponding **Secretary** and Recording Secretary. No such policy shall permit signatures contrary to law or to these bylaws.

Article VI: Board of Trustees

Section 1. Composition. The Board of Trustees shall consist of the five elected officers, the immediate Past President, and the President Emeritus, if so designated and shall include a total of no more than twenty members in number which shall include an Executive Committee consisting of all appointed officers. A representative from each of the three major departments – Archives/ Artifacts, Research Library and Hays House shall be asked to attend each Board meeting. If the representative is not an officially appointed Trustee, he/she shall be permitted to vote only on issues related to their particular department. Trustees shall be nominated by the Board through its Nominating Committee and placed on the ballot at the Annual Meeting. Trustees shall serve for two year terms or until their successors are elected and be divided into two classes, half to be elected in odd years and half in even years. Board members other than the Treasurer and Recording Secretary may be elected to no more than two consecutive terms.

The Executive Committee shall have the authority to extend the term of any Board member on a year by year basis if it deems appropriate. Reasons for extending a term may include, but are not limited to, the completion of specific project(s) by the member, the desire of the Board to have the member continue to contribute and the maintenance of Board membership at the minimum required number of members.

The Board may designate an Advisory Committee consisting of persons serving in an ex-officio capacity whose participation in Board matters is deemed important in providing information, guidance and serving as a sounding board. Members of said committee may consist of, but is not limited to former Board members, as well as Society committee chairpersons and other individuals with unique interest or knowledge to assist in achieving the Society's Mission. Appointment of Advisory Committee members shall be subject to Executive Committee approval.

The designation of President Emeritus may be conferred by the Board on a member with more than twenty years of outstanding service to the Board of Trustees of the Society, as President and in various capacities. The President Emeritus is welcome to attend all Board meetings, to offer advice as he/she deems fit and to vote.

Section 2. Nominations. Each year, before the third quarter of the year, the President shall select a chairman and the Board of Trustees shall select two members to serve on the Nominating **Committee**. The Nominating Committee shall advise each nominee of the responsibilities of the office to be filled. Nominations made by the Nominating Committee shall be presented to the President or his/her designee for publication in the notice of the Annual Meeting, including a note that nominations may be made from the floor with prior consent of the nominees. Contested elections shall require vote by ballot.

Section 3. Duties. The business of the Society shall be managed by the Board of Trustees. The Board through the President shall report to the Society at each Annual Meeting and at other times as may be necessary. The Board shall be subject to the orders of the Society, and none of its acts shall conflict with action taken by the Society. The Board of Trustees shall develop and adopt such policies and procedures as necessary to assure the mission and purpose of the Society is satisfied. These policies and procedures may be changed by a majority vote of the Board of Trustees from time to time to meet the needs of the Society.

Section 4. Staff. The Board of Trustees may maintain a staff and define their duties and responsibilities, in order to carry out the business of the Society.

Section 5. Regular Meetings. The Board of Trustees shall meet monthly, except as changed by common consent. The meetings shall be at the day, time and place determined by the Board.

Section 6. Special Meetings. Special Meetings of the Board of Trustees may be called by the President and may also be called upon written request of five members of the Board. The President or his/her designee shall notify members of the Board of a Special Meeting. In a matter requiring immediate action, a telephone or electronic poll of the Board of Trustees may constitute a Special Meeting. Any action taken by telephone or electronic poll shall require the majority vote of the entire Board, except as provided elsewhere in these bylaws and shall be recorded in the minutes of the next regular meeting.

Section 7. Emergency Action Required Between Regular Meetings. Between regular Board meetings, the concurrence of four officers is required for emergency action authorized by the President. Such action must be reported to the Board of Trustees at its next regular meeting.

Section 8. Absence. A Board member shall be considered inactive if three consecutive meetings of the Board of Trustees are not attended and the absence is unexcused, or if the Board member requests such status. Board members who have had four absences, excused or unexcused, from

regular meetings in any one year may be asked by the Board to resign. Written notification will be given by the President or his/her designee.

Section 9: Resignation and Removal. A member of the Board of Trustees may resign by written notice to the President. A Trustee may be removed from office for “good cause” by a two-thirds vote of a quorum of the Board. Written notice of removal shall be given to the Trustee by the President not more than ten days after such action. Vacancies caused by such actions shall be filled as stated in Section 3 above.

Section 10: Vacancy. Between regular elections, the remaining term of a vacant Trustee may be filled by vote of the Board of Trustees.

Section 11: Quorum. A majority of the Board of Trustees shall constitute a quorum. An inactive member will not be counted in the determination of a quorum.

Article VII: Staff

The Board of Trustees may hire or authorize the hiring of such staff as may be advisable to implement the Society’s mission. The Board is responsible for hiring, supervising and/or terminating a Director. All other staff, for which positions are authorized by the Board, are hired, supervised and/or terminated at the discretion of the Director. The Board shall establish compensation for any approved positions and shall delineate associated duties and responsibilities. The Executive Committee shall evaluate the Director annually, conduct a compensation comparison study with similar institutions and present a summary of its findings and evaluation to the Board of Trustees.

Article VIII: Committees Creation and Duties.

Section 1. Committee Creation, Duties and Duration. 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 the Board. The chair of each standing committee shall be chosen by the President and 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 Board shall determine the duties, duration and objectives of each committee. The President shall be an ex officio member of all committees except the Nominating Committee. Members of standing committees and task forces serve at the discretion of the President.

Section 2. Meetings, Minutes and Reports. Each Standing Committee, Special Committee and established task forces shall meet as necessary. Minutes shall be kept of all meetings and written reports shall be submitted to the President and then retained in the Society's files.

Section 3. Executive Committee. The Executive Committee consists of the President, Vice President, Recording Secretary, Corresponding Secretary and Treasurer. The President acts as the chair of the Executive Committee. The Committee is empowered to transact the corporate business of the Society and to promote its goals in the intervals between regular meetings of the Board of Trustees 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 or staff, and the amendment of the bylaws. The Committee shall meet as needed. A majority of voting members of the Committee shall constitute a quorum at any duly called Executive Committee meeting.

Section 4. Finance and Endowment Committee. Members of the committee shall include the Treasurer and others as deemed necessary by the President. This committee under the leadership of the Chair, who is appointed by the President, is responsible for 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. This committee is also responsible for managing, investing and overseeing donations and bequests from wills or trusts as well as other sources committing funds to the Endowment fund and satisfying the requirements and responsibilities outlined in Article XIII of these bylaws..

Section 5. Nominating Committee. 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 trustee positions to be submitted to the Executive Committee. All nominees for trustee must be a member of the Society before taking office. Upon approval of a majority of the Executive Committee, the slate of nominees for trustees 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.

Section 6. Standing Committees. The Executive Committee, and other necessary operational committees, such as but not limited to the Development Committee, Marketing Committee, Advisory Committee and Membership Committee, may be designated standing committees as necessary to satisfy the mission of the Society.

Section 7. Task Forces and Special Ad Hoc Committees. The President, in consultation with the Executive Committee, shall form such task forces and/or special committees as are deemed necessary to address the short term activities of the Society. The size and composition of these groups shall be at the discretion of the President.

Article IX: Seal

The Seal of the Society shall be a circular device bearing the image of the headquarters building surrounded by the words "The Historical Society of Harford County, Inc." and the dates 1885 -1961.

Article X: Audit/ Financial Review

Section 1. Annual Audit. All books and records relating to finances shall undergo a complete audit or financial review once each year by a public accountant or public accounting firm. Such auditors shall not be personally or professionally related to the Treasurer. When the Treasurer leaves office for any reason, an audit or financial review shall be made showing the financial standing of the Society

Article XI: Prohibited Financial Activities

No part of the earnings of the Society shall inure to the use or benefit of an individual member or relative of a member. This organization shall not engage in any activities which are not permitted by the Internal Revenue Section 501 (c) (3).

Article XII: Endowment

Section 1. Establishment. One or more permanent endowment funds shall be established to improve the long term financial condition of the Society. The endowment funds may receive cash, other donations and bequests from wills or trusts.

Section 2. Separate Accounts. Separate bank or brokerage accounts will be established for the Endowment Fund by the Treasurer and the Chairman of the Finance and Endowment Committee, so that assets will not be commingled with general or operating accounts of the Society.

Section 3. Income. One-half of the yearly interest or dividends from the Endowment Funds may be paid to the Society's general fund if needed in that year to pay for normal operating expenses or special capital purchases, unless restricted by the donor in which incidence the Society will

abide by the restrictions. The remaining half of any interest or dividends shall remain in the Endowment Fund.

Section 4. Loans. Loans from the Endowment Fund to the general Society accounts may be made only with the approval of at least seventy-five percent of the Board of Trustees and approval by the majority of the members voting at a regular quarterly or special meeting. Such proposed loans shall be announced in the notice of the meeting.

Article XIII: Indemnification

The Society shall indemnify reasonable expenses for an act or failure to act which occurred while a person serves on the Board of Trustees or as a committee member, employee or agent to the extent permitted by Maryland law or not covered by Society insurance, provided that the act or failure to act was not illegal or the result of malice or gross negligence. Any indemnification shall be decided by the Board of Trustees, whose decision is final.

Article XIV: Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order shall govern the Society in all cases in which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Society may adopt.

Article XV: Dissolution of the Society

Upon the dissolution of the Society and the discharge of its debts and the settlement of its affairs, any assets of the Society remaining there after shall be conveyed to such organizations then existent, within or without the territory of the Society, as is dedicated to the perpetuation of the objective similar to those of the Society, so long as whichever organization selected by the Society's Board of Trustees shall be exempt under Section 501 (c) (3) of the Internal Revenue Code of 1954 as amended or under such successor provisions of the Code as may be in effect at the time of the Society's dissolution.

Article XVI: Amendments

Section 1. Proposal. Amendments to these bylaws shall be recommended to the Board of Trustees. Any member wishing to amend these bylaws shall propose such amendment to the Board of Trustees for consideration. Prior to consideration of an amendment, the Board of

Trustees shall provide notice of the substance of the proposed amendment and the date and time of the Board meeting scheduled for consideration to allow members to comment.

Section 2. Adoption. An affirmative vote by two-thirds of the members of the 9Board of Trustees shall be required to adopt an amendment to these bylaws.

PASSED AND APPROVED: November 7, 2015