

# Bylaws of The Village In Howard, Inc.

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## ARTICLE I – NAME; OFFICE; RESIDENT AGENT

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### **Section 1.1. Name; Principal Office**

The name of the Corporation is “The Village In Howard, Inc.” (the “Corporation”). The principal office of the Corporation shall be in Howard County, Maryland.

### **Section 1.2. Registered Office; Resident Agent**

The Corporation shall have and continuously maintain a registered office and resident agent in the State of Maryland. The resident agent shall be either an adult citizen of the State of Maryland or an existing Maryland corporation. The Corporation cannot act as its own resident agent. The resident agent address shall at all times include a street, city and zip code in Maryland and shall not be a post-office box.

## ARTICLE II - PURPOSE

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### **Section 2.1. Purpose of the Organization**

The purposes for which the Corporation is organized are as set forth in the Articles of Incorporation. The Corporation is organized and shall operate exclusively for charitable and educational purposes.

## ARTICLE III – MEMBERSHIP

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### **Section 3.1. Membership**

Any person may become a member of the Corporation prescribed by these Bylaws in accordance with the membership policies and procedures set by the Board of Directors. Membership shall be open to all persons on a non-discriminatory basis as more fully set forth in the membership policies and procedures. Members of the Corporation shall not, however, be "Members" as that term is defined and used in the Maryland Corporations and Associations Annotated Code.

### **Section 3.2. Categories of Membership**

The membership of the Corporation shall be divided into categories as from time to time determined by the Board of Directors.

### **Section 3.3. Voting Rights**

The members shall not be entitled to vote.

### **Section 3.4. Meetings**

A meeting of the membership may be called anytime by the Board of Directors. Notice of the meeting shall be given by the Secretary, or the person designated by the Board of Directors, by mailing notice of the date, time and place of the meeting to members in good standing on the date of the notice at least ten (10) days prior to the scheduled meeting. Meetings of the members shall be for advisory or informational purposes only to provide an opportunity for the Board of Directors to report and present information to the membership and to receive comments and input from the membership. No quorum shall be required for any meeting of the membership.

### **Section 3.5. Membership Dues; Termination; Cancellation**

The Board of Directors shall, from time to time, establish membership dues that may vary for the various categories of membership. All membership dues shall be payable annually. A member who fails to pay his or her dues within sixty (60) days of the payment due date shall be terminated as a member. The procedures for termination, cancellation or refund of membership dues shall be set forth in the membership policies and procedures established by the Board of Directors.

## **ARTICLE IV - BOARD OF DIRECTORS**

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### **Section 4.1. Powers**

The business and affairs of the Corporation shall be managed under the direction of the Board of Directors. All powers of the Corporation may be exercised by or under authority of the Board of Directors. The directors shall act only as a Board of Directors, or as a committee thereof; individual directors shall have no power as such.

### **Section 4.2. Number and Qualifications**

The members of the initial Board of Directors shall be those individuals named in the Articles of Incorporation and shall serve until their successors are elected and qualified. Thereafter, the Board of Directors shall be composed of no less than seven (7) and no more than fifteen (15) directors. The number of directors may be decreased, but no decrease shall have the effect of shortening the term of any current director. Two-thirds (2/3) of the Board of Directors must be comprised of members in good standing. No directors may be paid staff.

### **Section 4.3. Election and Term of Office**

After the organizational meeting, and continuing annually thereafter, the directors shall be elected or appointed by the Board of Directors. Each director shall hold office for a term of two

years or until a successor is duly elected. The initial Board of Directors shall be divided into two approximately equal groups, one-half (1/2) of the directors to serve for an initial term of one (1) year and one-half (1/2) to serve for an initial term of two (2) years. No person shall serve more than three (3) consecutive full terms on the Board of Directors. Persons serving an initial term of less than two (2) years may serve for two (2) additional full two-year terms. After serving the maximum time allowed, a person may again serve after being off the Board of Directors for one year.

#### **Section 4.4. Resignation**

Any director may resign at any time by giving notice to the President of the Corporation (if the President is resigning, to the Secretary of the Corporation). The resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the President of the Corporation.

#### **Section 4.5. Removal**

Any director may be removed from such office, with or without cause, by a two-thirds (2/3) vote of the directors in office at any regular meeting of the Board of Directors or special meeting of the Board of Directors called expressly for that purpose. A director who fails to attend three (3) consecutive regular meetings of the Board of Directors is subject to removal.

#### **Section 4.6. Vacancies on the Board**

The Board of Directors may fill vacancies on the Board of Directors by electing a new director to fill an unexpired term in accordance with nominating policies set by the Board of Directors.

#### **Section 4.7. Meetings**

- (a) **Annual Meeting:** The annual meeting of the Board of Directors shall be held each year, at such date, time and place as shall be determined by the Board of Directors. At the annual meeting the Board of Directors, among other actions, shall elect directors, elect officers, and approve the annual budget.
- (b) **Regular Board Meetings:** Regular meetings of the Board of Directors shall be held a minimum of six (6) times per year at such date, time and place as shall be determined by the Board of Directors and may be scheduled more often by the President.
- (c) **Special Meetings:** Special meetings of the Board of Directors may be called by the President of the Corporation or by at least one-third (1/3) of the directors in office, to be held at such date, time and place as shall be designated in the notice of the meeting. Business transacted at special meetings shall be confined to the purposes of the meeting stated in the notice of the meeting.

- (d) **Notice of Meetings:** Notice of the date, time and place of any meeting of the Board of Directors shall be in writing and delivered at least ten (10) days and no more than thirty (30) days before the day of the meeting and in the manner set forth in Section 12.3 of Article XII. Notices of special meetings shall state that it is a special meeting and the purpose of the meeting. Notices of special meetings must be given in writing at least seventy-two (72) hours prior to the meeting time. Any director may waive notice of any meeting by a written statement executed either before or after the meeting. Attendance and participation at a meeting without objection to notice shall also constitute a waiver of notice. Failure of notice to any member shall not invalidate the meeting or any action taken at the meeting.
- (e) **Quorum:** At meetings of the Board of Directors, a quorum shall consist of a majority of the directors in office, present in person. If a quorum is not present at any meeting of the Board of Directors, those directors present at the meeting may adjourn the meeting, without notice other than an announcement at the meeting, until a quorum shall be present.
- (f) **Voting; Manner of Acting; No Proxy:** Except as otherwise expressly required by law, the Articles of Incorporation of the Corporation, or these Bylaws, the affirmative vote of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. Each director shall have one vote. Voting by proxy is not permitted.
- (g) **Unanimous Written Consent In Lieu of a Meeting:** The Board of Directors may take action without a meeting if unanimous written consent to the action is signed by all of the directors.
- (h) **Telephone Meeting:** Any one or more directors may participate in a meeting of the Board of Directors by means of a conference telephone or similar telecommunications device, which allows all persons participating in the meeting to hear each other. Participation by telephone shall be equivalent to presence in person at the meeting for purposes of determining if a quorum is present.

## ARTICLE V - OFFICERS

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### Section 5.1. Election of Officers

The officers shall consist of a President, Vice-President, Secretary and Treasurer, and such other officers and titles as the Board of Directors may determine. One person may not hold more than one office.

### **Section 5.2. Election and Term**

The officers shall be elected by the Board of Directors, from among the directors of the Board of Directors, at the annual meeting of the Board of Directors. Officers shall serve a term of two (2) years and until their successors are elected. No person shall serve more than two (2) consecutive full terms in any one office. Persons serving an initial term of less than two (2) years may serve for one (1) additional full two-year term. After serving the maximum time allowed in one position, a person may again serve in that position after being off for one year.

### **Section 5.3. Resignation**

An officer may resign at any time by giving written notice to the President (or if the President is resigning, to the Secretary of the Corporation). Such resignation shall take effect at the time specified in the notice, or if no time is specified, then immediately.

### **Section 5.4. Removal**

An officer may be removed, with or without cause, as determined by a two-thirds (2/3) vote of the directors in office at any regular meeting of the Board of Directors or special meeting of the Board of Directors called expressly for that purpose. An officer who is removed by the Board of Directors in accordance with Section 4.5 of Article IV is removed automatically from his or her officer position.

### **Section 5.5. Vacancies**

Any vacancy occurring in any office, for whatever reason, shall be filled by the Board of Directors, and, any officer so elected shall fulfill the term of his/her predecessor.

### **Section 5.6. Authority and Responsibility**

The officers shall have the authority and responsibility delegated by the Board of Directors as stated as follows:

- (a) The **President** shall be the presiding officer and shall chair all meetings of the membership, the Board of Directors and the Executive Committee. The President may sign all contracts and agreements in the name of the Corporation under the authority delegated to the President by the Board of Directors, serve as the representative of the Corporation in meetings and discussions with other organizations and agencies, and otherwise perform all of the duties which are ordinarily the function of the office, or which are assigned by the Board of Directors.
- (b) The **Vice-President** shall perform the duties of the President if the President is unable to do so or is absent or there is a vacancy of the office of President; perform such other tasks as may be assigned by the Board of Directors, and, at the request of the President, assist in the performance of the duties of the President.

- (c) The **Secretary** shall keep accurate records and minutes of all meetings of the Corporation; make available copies of the minutes of the previous meeting and distribute them in advance of each meeting; cause to be delivered all notices of meetings to those persons entitled to vote at such meeting; and maintain the Minutes Book of the Corporation and a current listing, with phone numbers and addresses, of the members and directors at the office of the Corporation. The Secretary shall perform in general all duties incident to the office of Secretary and such other duties as may be assigned by the Board of Directors.
- (d) The **Treasurer** shall be responsible for and oversee the financial administration of the Corporation, including, but not limited to: the deposit of funds of the Corporation into the proper accounts of the Corporation; the reconciliation of all receipts and disbursements from such account or accounts; the preparation of the books and records of the finances of the Corporation; the preparation of financial reports of the accounts for each Board of Directors meeting; and the preparation and filing of all end-of-the-year or other periodic financial reports and federal and state tax returns (including employment and unemployment tax returns). The Treasurer shall serve as Chairperson of the Finance Committee. The Treasurer shall perform in general all duties incident to the office of Treasurer and such other duties as may be assigned by the Board of Directors.
- (e) Other officers appointed by the Board of Directors shall perform such duties as may be specified by the Board of Directors or by officers given authority over them.

### **Section 5.7. Bonding**

If requested by the Board of Directors, any person entrusted with the handling of funds or valuable property of the Corporation shall furnish, at the expense of the Corporation, a fidelity bond approved by the Board of Directors.

## **ARTICLE VI - EXECUTIVE DIRECTOR**

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### **Section 6.1. Executive Director**

The Board of Directors may hire an Executive Director who shall be responsible for carrying out the policies and directions which the Board of Directors establishes. The Executive Director shall have exclusive authority over the day-to-day operations of the Corporation, including the hiring, firing, and supervision of staff; the establishment and supervision of internal administrative procedures; the authorization of payment for the operating expenses of the Corporation; and any other duties or powers which the Board of Directors may delegate. The Executive Director will be accountable to the Board of Directors and shall report on the affairs of the Corporation at each regularly scheduled Board of Directors meeting and at special meetings if requested by the Board of Directors to do so.

### **Section 6.2. Removal and Resignation**

The Executive Director may be removed by affirmative vote of a majority of the directors present at any meeting at which a quorum is present when in the Board of Directors' judgment the best interests of the Corporation will be served thereby. The Executive Director may resign at any time by delivering a written resignation to the President.

## **ARTICLE VII - COMMITTEES**

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### **Section 7.1. Committees**

The Board of Directors may create such committees with such membership and powers as the Board of Directors determines are appropriate for the conduct of the business of the Corporation and may set the policies and procedures for such committees to operate. The Board of Directors shall have the power at any time to: (i) designate a member of such committee as its chairperson; (ii) fill vacancies; (iii) change the membership; or (iv) discharge a committee. Each committee shall have, and may exercise, such powers not inconsistent with the law, the Articles of Incorporation of the Corporation, or these Bylaws, as authorized by the Board of Directors. The appointment of any committee shall not operate to relieve the Board of Directors or any individual director of any responsibility imposed by law. The members of a committee shall act only as a committee.

### **Section 7.2. Executive Committee**

The Executive Committee shall consist of the President, Vice-President, Secretary and Treasurer, unless otherwise set forth in a resolution adopted by the Board of Directors. The Executive Committee shall develop recommendations with respect to various matters pertaining to the affairs of the Corporation and shall report such recommendations to the Board of Directors for action. In instances where special circumstances require expeditious action between meetings of the Board of Directors, the Executive Committee shall have the power to take the necessary actions, subject to any prior limitation imposed by the Board of Directors. The minutes of the Executive Committee shall include a summary of the circumstances requiring any expeditious action taken by the Executive Committee and the minutes shall be submitted to the Board of Directors.

### **Section 7.3. Standing Committees**

The Board of Directors may establish such standing committees as the Board of Directors determines are appropriate for the conduct of the business of the Corporation. Each committee shall include at least two members of the Board of Directors appointed by the Board of Directors, one of which will serve as the chairperson of the committee as appointed by the Board of Directors, and may include persons who are not members of the Board of Directors. The President shall appoint the other members of the Standing Committees as needed.

### **Section 7.4. Special Committees**

The Board of Directors may establish such special committees as the Board of Directors shall determine are necessary for the functioning of the Corporation.

## **ARTICLE VIII – NO COMPENSATION**

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### **Section 8.1. No Compensation**

No officer or director of the Corporation may receive compensation for serving solely as an officer or director of the Corporation. Officers and directors may be reimbursed for expenses, if any, incurred in the performance of their duties in accordance with a reimbursement policy as adopted by the Board of Directors. An officer or director, or an entity affiliated with an officer or director, may be retained to provide a service to the Corporation so long as the process and decision to retain the officer or director, or the entity affiliated with the officer or director, complies with the conflict of interest policy established by the Board of Directors.

## **ARTICLE IX - INDEMNIFICATION**

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### **Section 9.1. Indemnification**

The Corporation shall indemnify each of its directors, officers, employees, and other representatives to the fullest extent permitted by statutory or decisional law, as amended or interpreted, including the advancement of related expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding arising out of an action performed by such individual within the scope of his or her responsibility and on behalf of the best interests of the Corporation. The Board of Directors shall adopt a resolution authorizing the purchase and maintenance of such liability insurance on behalf of its directors, officers, employees, and other representatives.

## **ARTICLE X - CONTRACTS AND CONTRIBUTIONS**

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### **Section 10.1. Execution of Contracts**

The Board of Directors may authorize any officer, employee or agent in the name of and on behalf of the Corporation to enter into any contract or execute or satisfy any instrument. Any such authority may be general, confined to a specific instance or otherwise limited.

### **Section 10.2. Contributions**



The making of grants or otherwise giving financial assistance to other organizations or individuals for the purposes expressed in the Bylaws of this Corporation shall be the exclusive power of the Board of Directors.

### **Section 10.3. Prohibitions**

No contract, transaction or act shall be taken on behalf of the Corporation if such contract, transaction, or act is a prohibited transaction or would result in the denial of the tax exemption under Section 501 (c) (3) of the Internal Revenue Code of 1954, or any corresponding provision of any subsequent federal tax law and the regulations issued thereunder.

## **ARTICLE XI – CONFLICT OF INTEREST**

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### **Section 11.1. Disclosure and Procedure**

Any director, officer, employee, or committee member having a financial or business interest in a contract or other matter presented to any officer, the Board of Directors, a committee of the Corporation or the Executive Director for recommendation, authorization, approval or ratification shall give prompt, full and frank disclosure of his or her interest to the officer, Board of Directors, committee or Executive Director prior to the officer, Board of Directors, committee or Executive Director acting on such contract or transaction. When the disclosure is made to any officer, a committee of the Corporation or the Executive Director, the person or body to whom such disclosure is made shall promptly notify the President who shall bring the matter before the Board of Directors to determine, by majority vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, the Board of Directors shall comply with the process set forth in the conflict of interest policy adopted by the Board of Directors, such policy to provide that the person shall not vote on, nor use his or her personal influence on, nor participate (other than to present factual information or to respond to questions) in the discussions or deliberations with respect to such contract, transaction or determination. Such person may not be counted in determining the existence of a quorum at any meeting where the contract, transaction, or determination is under discussion or is being voted upon. The minutes of the meeting shall reflect the nature of the disclosure, the vote thereon and, where applicable, the abstention from voting and participation, and whether a quorum was present and other such details as required by the conflict of interest policy adopted by the Board of Directors.

## **ARTICLE XII - MISCELLANEOUS**

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### **Section 12.1. Signatories**

All checks, drafts or other orders for payment of money out of the funds of the Corporation, and all notes and other evidences of indebtedness of the Corporation shall be signed on behalf of the Corporation in such manner as shall from time to time be determined by the Board of Directors.

In the absence of such determination by the Board of Directors, such instruments shall be signed by the treasurer and countersigned by the President of the Corporation.

**Section 12.2. Fiscal Year**

The fiscal year of the Corporation shall begin on January 1 of each year and shall end on December 31 of each year.

**Section 12.3. Notice**

Whenever under the provisions of these Bylaws notice is required to be given to a member, director, officer or committee member, such notice shall be given in writing by first-class mail, overnight delivery service with postage prepaid or e-mail to such person at his or her address or e-mail address (as applicable) as it appears on the records of the Corporation. Such notice shall be deemed to have been given when deposited in the mail or delivery service or when the e-mail is sent.

**ARTICLE XIII - AMENDMENTS TO THE BYLAWS**

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**Section 13.1. Amendment Procedures**

The Bylaws may be amended by a two-thirds (2/3) vote of the directors in office. The exact text of the proposed amendment shall be sent to each director at least ten (10) days prior to the meeting in which the vote will take place.

**ARTICLE XIV - DISSOLUTION**

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**Section 14.1 - Dissolution**

The Corporation may be dissolved by three-quarters (3/4) vote of directors in office provided that notice of the proposed dissolution has been submitted to the directors in writing with written notice of the meeting date to decide on the proposed dissolution at least thirty (30) days prior to the meeting date. If the Corporation is dissolved or ended for any reason, the Board of Directors shall dispose of all the net assets of the Corporation exclusively to such organization(s) which are organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization under Section 501(c)(3) of The Internal Revenue Code, provided the Corporation, before any such distributions shall first pay all of the liabilities of the Corporation as required by the General Laws of the State of Maryland. Any remaining assets not disposed by the Board of Directors shall be disposed of by the Court in the jurisdiction in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations.

Adopted by the Board of Directors this \_\_\_\_\_ day of \_\_\_\_\_, 2013.

President \_\_\_\_\_

Dated \_\_\_\_\_

I, the undersigned, being the Secretary of the Corporation, do hereby certify that the above is a true, complete and accurate copy of the Bylaws adopted by the Board of Directors.

Secretary \_\_\_\_\_

Dated \_\_\_\_\_