

**BYLAWS
OF
MARYLAND ASSOCIATION
OF NONPROFIT ORGANIZATIONS**

As Amended and Restated
Effective July 1, 2018

**ARTICLE I
NAME**

1.1. Name. The name of the Corporation is Maryland Association of Nonprofit Organizations (hereinafter, "Corporation").

**ARTICLE II
PRINCIPAL OFFICE**

2.1. Principal Office. The principal office of the Corporation is located at 1500 Union Avenue, Suite 2500, Baltimore, MD 21211 or at such other location as shall be approved by the Board of Directors.

**ARTICLE III
PURPOSES AND POWERS**

3.1. Purposes and Powers. The affairs and activities of the Corporation shall be carried out at all times for the purposes and in accordance with the terms set forth in its Articles of Incorporation and these Bylaws, and in conformity with all applicable provisions of the Internal Revenue Code of 1986, as amended, (the "Code") affecting nonprofit organizations qualified for tax-exempt status as described in section 501(c)(3) of the Code, The Corporation is organized and will be operated exclusively for charitable and educational purposes. The Corporation's mission is to strengthen, educate and engage nonprofit organizations so they can successfully achieve their missions. The Corporation shall be and is a nonprofit, nonstock corporation under the laws of the State of Maryland.

**ARTICLE IV
MEMBERS**

4.1. Members. The Corporation shall have one or more classes of members, as shall be determined from time to time by the Board of Directors. The Members of the Corporation shall be those nonprofit organizations that are recognized as having federal tax-exempt status under Section 501(a) of the Internal Revenue Code of 1986, as amended (the "Code") or any successor provisions thereto, and those individuals who support the mission and purposes of the Corporation, and that apply for membership in the Corporation, are approved for membership, and which timely pay the

dues established by the Corporation. The Board of Directors shall have the right to deny or terminate the membership of any organization or individual, or to deny access to or participation in the programs or services of the Corporation, if such organization or individual fails to meet the qualifications for membership, or engages in activities which are contrary to the interests of the Corporation.

4.2. Rights of Members. Membership shall entitle Member organizations and individuals to participate in the programs of the Corporation with the rights and benefits that are accorded to Members from time to time. Members who are not recognized by the Internal Revenue Service as tax-exempt organizations under Code Section 501(a) shall not be qualified to be represented in Organization Seats on the Board of Directors.

4.3. Member Representatives. In the case of organization Members, the chief executive officer of each Member organization, or the chief executive officer's designated representative, shall be the authorized Member representative. The designated Member representative may be changed at any time by written notice to the Corporation.

4.4. Annual Meeting of the Members. The annual meeting of Members shall be held each year at a place and on an hour and date fixed by the Board of Directors and upon not less than ten (10) days prior written notice; however, failure of notice to any Member shall not invalidate the meeting or any action taken thereat.

4.5. Special Meetings of the Members. Special meetings of the Members of the Corporation may be held at any time or place upon call by the Chair of the Board of Directors, or by Directors constituting a majority of the Board, and upon not less than ten (10) days written notice. The notice shall state the time and place of the meeting and the purpose or purposes for which the meeting is called.

4.6. Waiver of Notice. A Member may waive any notice requirement by signing a written waiver of notice and delivering it to the Corporation for inclusion in the minutes or filing with the corporate records. A Member organization representative or individual's attendance at a meeting shall constitute waiver of notice unless he or she, at the beginning of the meeting, objects to holding the meeting or discussing business at the meeting.

4.7. Quorum for Member Meetings. A quorum for the transaction of business at the annual meeting of the Members and at any special meeting of Members shall consist of not less than ten percent (10%) of the Members of the Corporation, present and participating in person or by written proxy.

4.8. Proxy Voting. Members may cast their votes in person or by written proxy. In the case of organization Members, votes cast in person may be cast only by the designated representative of the Member organization. Votes cast by written proxy shall be cast in conformance with Maryland law regarding proxy voting. Member organizations and individuals represented at a meeting of Members by written proxies shall be counted in determining the presence of a quorum.

ARTICLE V

BOARD OF DIRECTORS

5.1. Powers and Duties. The Board of Directors shall exercise all corporate powers and manage the business and affairs of the Corporation, except as otherwise provided by law, the Corporation's Articles of Incorporation, or these Bylaws. The duties of the Board of Directors in managing the Corporation shall include, but not be limited to, the following:

(a) To establish the mission, purposes, goals, and program priorities to be implemented by the Corporation's President and staff, through a strategic planning process;

(b) To ensure that appropriate policies have been developed, adopted, and implemented by the Corporation to carry out its mission;

(c) To determine and set overall policy;

(d) To advocate the mission, values, accomplishments, and goals of the Corporation to the Members and to the public at large;

(e) To determine, monitor, and strengthen programs that are responsive to the needs of the Members and are central to the Corporation's mission;

(f) To establish fiscal policy, including budget authorization and oversight;

(g) To develop adequate resources to ensure financial stability for the Corporation's activities including through direct and indirect financial contributions and a commitment to fundraising;

(h) To select, retain, support, evaluate the performance of, and discharge the President of the Corporation; and

(i) To recruit, elect, orient, and evaluate the Directors and Officers of the Board of Directors.

5.2. Election of Directors. Directors of the Corporation shall be elected by the Board of Directors at the Annual Meeting.

5.3. Number and Composition. The number of directors of the Corporation shall be not fewer than nine (9) nor more than twenty-one (21). The number of directors may be increased or decreased from time to time by the Board of Directors. No decrease in the number of directors shall have the effect of shortening the term of any incumbent director. The President shall serve as an *ex officio* director without vote and shall not be counted toward the number of directors permitted under this section or for purposes of determining a quorum.

5.4. Qualifications. Directors shall be committed to supporting and advancing the mission and purposes of the Corporation. Directors are expected to provide annual financial support to the Corporation and to assist in fundraising activities as necessary and appropriate in

accordance with the policies established by the Board. Directors must be Members of the Corporation, either individually or as an organization representative.

5.5. Representation. A key objective of the Corporation is to promote broad participation in its leadership from among all types of nonprofit organizations throughout the State of Maryland. Directors shall be drawn from a diverse cross-section of nonprofits from different fields, of different sizes, and from different geographic regions of the State and also from members of the public who are involved with nonprofit organizations on a volunteer or professional basis. At least fifty percent (50%) of the directors must be executives employed by a nonprofit organization that serves residents of the State of Maryland.

5.6. Nomination. The Board shall give primary consideration to the candidates recommended by the Governance Committee. Recommendations and nominations may also be made by other Directors.

5.7. Term of Office. Directors shall hold office for a term of three (3) years and until his or her successor is elected and qualified or until his or her earlier death, resignation, or removal. A decrease in the number of directors shall not shorten the term of any Director then in office. Directors may serve a maximum of two (2) consecutive three-year terms. Following at least a one-year hiatus from Board service as a Director, individuals are again eligible to serve as Directors for a maximum of two (2) consecutive three-year terms.

5.8. Resignation and Removal. Any Director may resign at any time by giving written notice of his or her resignation to the Secretary of the Corporation. Any resignation shall take effect upon receipt of the notice or upon any later time specified in the notice. Any Director who is absent from three (3) consecutive meetings of the Board of Directors without good cause acceptable to the Board shall be deemed to have resigned. The Board of Directors may remove any Director whenever in its judgment the best interests of the Corporation will be served thereby. The removal of any Director shall be by an affirmative vote of the majority of the entire Board of Directors. Such removal shall be without prejudice to the contract rights, if any, of the person so removed, but election of a Director shall not of itself create contract rights.

5.9. Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

5.10. Leave of Absence. A Director may take up to a one (1) year leave of absence from service as a Director for good cause subject to the approval of the Board. No vacancy shall be created as a result of a Director taking an approved leave of absence; however, the Board or Board Chair, as appropriate, may designate another individual to serve as a Director, or another Director to serve in any office or on any committee in place of the Director on leave, until such time as the leave is completed. A Director who fails to return to Board service at the end of the leave of absence shall be deemed to have resigned.

5.11. Regular Meetings. An Annual Meeting of the Board of Directors shall be held, without other notice than these Bylaws, at a place and time as shall be determined by the Board of

Directors. The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings of the Board of Directors without notice other than the resolution. The Board shall hold at least four (4) regular meetings each year. The Annual Meeting may be held at the same time and place as a regular meeting.

5.12. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Board Chair or by Directors constituting a majority of the Board. The person or persons authorized to call special meetings of the Board of Directors may designate the meeting's location.

5.13. Notice of Special Meetings. Five (5) days' notice of any special meeting of the Board of Directors shall be given; except that, in the event of an emergency as determined by the Executive Committee, the notice period may be waived. If mailed, the notice will be deemed to be delivered when deposited in the United States mail in a sealed envelope, with postage thereon prepaid, addressed to the director at his or her address as shown by the records of the Corporation. If notice is given by facsimile or electronic mail, the notice will be deemed to be delivered upon an effective transmission of the facsimile or electronic mail to the director at his or her facsimile number or electronic mail address as shown by the records of the Corporation. Neither the business to be transacted at, nor the purpose of any special meeting of the Board of Directors need be specified in the notice of the meeting.

5.14. Waiver of Notice. A Director may waive any notice requirement by signing a written waiver of the notice and delivering it to the Secretary of the Corporation for filing with the minutes or the corporate records. Attendance of a Director at any meeting shall constitute a waiver of notice of the meeting except when a Director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened, and does not thereafter vote for or assent to action taken at the meeting.

5.15. Manner of Voting. A majority of the votes of the Directors who are present in person at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the Board of Directors, unless the vote of a larger number is required by law, by the Articles of Incorporation, or by these Bylaws. Directors may not vote by proxy.

5.16. Quorum. A majority of the entire Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If less than a majority of the Directors are present, a majority of those present may adjourn the meeting to another time.

5.17. Informal Action. Any action required by law to be taken at a meeting of the Directors, or any action that may be taken at a meeting of the Directors, may be taken without a meeting, if consents in writing, setting forth the action so taken, are signed by all of the Directors and the written consents are included in the minutes of the proceedings of the Board of Directors or filed with the corporate records. The consents shall have the same effect as a unanimous vote of the Board of Directors for all purposes.

5.18. Participation by Means of Communication Equipment. A member of the Board of Directors may participate in a meeting by conference telephone or other communication equipment

by means of which all persons can hear and speak to each other. Participating in a meeting by such means constitutes presence in person at the meeting.

5.19. Compensation. Directors may not be compensated for their services as Directors of the Corporation, but may be reimbursed for their reasonable out-of-pocket expenses incurred in attending Board meetings or otherwise in connection with the performance of their duties as Directors. Directors may be compensated for their personal and professional services rendered to or on behalf of the Corporation if approved in advance by the Board and subject to compliance with the Corporation's conflicts of interest policy.

5.20. Procedure. The proceedings and business of the Board of Directors shall be conducted in accordance with the *Robert's Rules of Order, Newly Revised*, unless the conduct of a matter is otherwise governed by the provisions of state law, the articles of incorporation, or these bylaws.

ARTICLE VI **OFFICERS**

6.1. Officers. The elected officers of the Corporation shall consist of a Chair, a Vice Chair, a Secretary, and a Treasurer. Officers shall be elected from among the Board of Directors. The Board may also appoint such other officers as, in its judgment, are necessary to conduct the affairs of the Corporation. No officer shall execute, acknowledge, or verify any instrument in more than one capacity which is required by law or by these Bylaws to be executed, acknowledged, or verified by two or more officers. The Board of Directors shall select and retain a President and Chief Executive Officer who shall serve as the chief staff executive of the Corporation.

6.2. Election of Officers. All of the elected officers of the Corporation shall be elected by the Board of Directors at the Annual Meeting. Each officer shall hold his or her office for one (1) year and until his or her successor shall be elected and qualified, unless he or she shall sooner resign or be removed or otherwise become disqualified to serve. Elections of all officers shall be by an affirmative vote of the majority of the entire Board of Directors. No director may serve in the same office for more than three (3) consecutive one-year terms.

6.3. Resignation and Removal. Any officer may resign at any time by giving written notice of his or her resignation to the Secretary of the Corporation. Any resignation shall take effect upon receipt of the notice or upon any later time specified in the notice. The Board of Directors may remove any officer whenever in its judgment the best interests of the Corporation will be served thereby. The removal of any officer shall be by an affirmative vote of the majority of the entire Board of Directors. Such removal shall be without prejudice to the contract rights, if any, of the person so removed, but election or appointment of an officer shall not of itself create contract rights. Vacancies among the officers shall be filled by the Board of Directors.

6.4. Duties of Chair. The Chair shall be the chief elected officer of the Corporation. He or she shall preside at all meetings of the Members, the Board of Directors, and the Executive Committee. The Chair will determine the regular agenda of all meetings of the Members, the Board of Directors, and the Executive Committee. The Chair shall present a report at the Annual Meeting,

appoint the chairs and members of committees (unless otherwise specified herein) authorized by the Board of Directors, act as liaison between the Corporation's staff and the Board, and perform such other duties as are inherent in the office of Chair or as authorized by the Board of Directors.

6.5. Duties of Vice Chair. The Vice Chair shall act in place of the Chair in the event of the absence of the Chair and shall exercise such other duties as may be delegated to the office by the Board. The Vice Chair shall serve as the Chair of the Governance Committee, *ex officio*, and shall also serve as the Board's parliamentarian.

6.6. Duties of Secretary. The Secretary shall:

(a) certify and keep at the principal office of the Corporation the original or a copy of the Articles of Incorporation and these Bylaws, as amended, to date;

(b) keep, or cause to be kept, at the principal office of the Corporation or at such other place as the Board of Directors may order, a book of minutes of all meetings of the Members and the Board of Directors, and any committees having any of the authority of the Board of Directors, recording therein the time and place of holding, whether annual, regular, or special, how notice of the meeting was given, the names of those present at the meetings, and the proceedings thereof;

(c) be custodian of the records of the Corporation and see that all documents of the Corporation, the execution of which on behalf of the Corporation is authorized by law or by these Bylaws, are properly and duly executed;

(d) exhibit at all reasonable times to the Members, a director, or proper designee, upon request, the Bylaws, and the minutes of the proceedings of the Members, Board of Directors and the committees of the Corporation; and

(e) perform any and all other duties incident to the office of Secretary and other duties as may be prescribed by law, the Articles of Incorporation, these Bylaws, or the Board of Directors.

6.7. Duties of Treasurer. The Treasurer shall:

(a) keep, or cause to be kept, adequate and correct accounts of all the properties and financial transactions of the Corporation;

(b) deposit, or cause to be deposited, all monies and other valuables in the name of and to the credit of the Corporation, with such depositories as may be designated by the Board of Directors;

(c) cause all the funds of the Corporation to be disbursed as ordered by the Board of Directors;

(d) render to the Board of Directors, upon request, an accounting of all financial transactions of the Corporation and a statement of the financial condition of the Corporation, and,

after consultation with the Board, cause an annual audit of the Corporation's financial affairs to be conducted; and

(e) perform any and all other duties incident to the office of Treasurer and other duties as may be prescribed by law, the Articles of Incorporation, these Bylaws, or the Board of Directors.

The Treasurer shall also serve as the Chair of the Finance Committee, *ex officio*.

6.8. President and Chief Executive Officer. The President and Chief Executive Officer (the "President") shall have the necessary authority and responsibility to operate the Corporation in all its activities subject to the policies and directions of the Board of Directors or any of its committees. The President shall undertake his or her duties in accordance with a Job Description approved by the Board. The President shall act as the duly authorized representative of the Corporation in all matters in which the Board of Directors has not formally designated some other person to so act. The President shall report periodically and as requested to the Board of Directors, and shall provide regular updates to directors between Board meetings on the Corporation's activities and finances. The President is charged with continuous responsibility for the management of the Corporation, commensurate with the authority conferred on him or her by the Board of Directors and consistent with the expressed aims and policies of the Board of Directors. The President is responsible for the application and implementation of established policies in the operation of the Corporation. The President shall keep or cause to be kept appropriate records, and prepare or cause to be prepared all necessary reports, returns, filings, an operating budget, and financial statements. The Board of Directors shall authorize reasonable compensation for the President. The President shall serve on the Board of Directors *ex officio* without vote.

ARTICLE VII **COMMITTEES AND COUNCILS**

7.1. Committees of the Board. The Board of Directors shall have at all times an Executive Committee, Finance & Audit Committee, and Governance Committee. The Board of Directors, by resolution adopted by a majority of the full Board of Directors, may establish such other standing and ad hoc committees as it deems appropriate to discharge its responsibilities. Each committee shall exercise the authority of the Board of Directors to the extent authorized by the Board of Directors. However, a committee may not by itself:

- (a) approve action that requires full Board approval;
- (b) fill vacancies on the Board of Directors or any of its committees;
- (c) amend the Articles of Incorporation;
- (d) adopt, amend or repeal the Bylaws;
- (e) approve a plan of merger or consolidation; or
- (f) employ or discharge from employment the President of the Corporation.

7.2 Committee Membership. Each committee shall consist of no fewer than three (3) directors, unless otherwise specified herein. The Board Chair shall select and appoint the members and the Chair of all committees, unless otherwise specified herein. The Board Chair shall serve as an *ex officio* member of all committees. The Board Chair may also from time to time appoint one or more persons as Consulting Members of a Board committee to serve at the pleasure of the Board and such persons need not be Directors. Consulting Members may not comprise a majority of any committee and may not have voting power on any committee permitted to act on behalf of the Board of Directors without further action. Consulting Members shall be held to the same standards, procedures, and fiduciary duties as are applied to Directors hereunder.

7.3 Rules. Each committee shall have a written statement of purpose and primary responsibilities approved by the Board. The provisions of these Bylaws governing meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the Board of Directors, shall apply to committees and their members as well. The President shall arrange for the staff of the Corporation to provide sufficient support for each committee to enable it to discharge its duties.

7.4 Diversity. Diversity is a core value of the Corporation which shall guide the activities of its committees. Each committee shall be responsible within its focus area for promoting broad diversity in the governance, staffing, outreach, and programs of the Corporation. This includes, but is not limited to, fostering links between the Corporation and other organizations serving various underrepresented populations, and reviewing the Corporation's programs, publications, and initiatives to assure multi-cultural sensitivity and inclusivity. The Governance Committee may ask each committee to report periodically on the status of its efforts to promote diversity within the Corporation.

7.5 Executive Committee. The Executive Committee shall be comprised of the Chair, the Vice Chair, the Secretary, the Treasurer, and one (1) member of the Board elected at large each year by the Board of Directors. When the Board of Directors is not in session, the Executive Committee shall possess and exercise all powers of the Board of Directors in the management of the business and affairs of the Corporation that lawfully may be exercised by the Executive Committee, except as specified in Section 7.1. The Executive Committee shall oversee the compensation paid by the Corporation to its employees and outside contractors and shall make a report and recommendations to the full Board of Directors regarding the compensation and benefits of the Corporation's President and, as necessary, for the senior staff. The Executive Committee shall provide reasonable notice under the circumstances to the full Board of Directors of action taken by the Committee between meetings. The Executive Committee shall then provide a complete report on such action at the next meeting of the Board, and may elect to do so in executive session.

7.6 Finance & Audit Committee. The purpose of the Finance & Audit Committee is to oversee the Corporation's financial operations, long-term fiscal health, external financial audit, internal controls, and compliance with legal and regulatory requirements. The Treasurer shall serve as the Chair of the Committee.

7.7. Governance Committee. The purpose of the Governance Committee is to determine the most effective composition of the board and to develop practices and policies that enhance board performance. The Board Vice Chair shall serve as the Chair of the Committee.

7.8. Other Advisory Councils and Task Forces. The Board of Directors or the President may establish other advisory councils, task forces, and work groups to support the mission and purposes of the Corporation.

ARTICLE VIII

CONTRACTS, CHECKS, AND DEPOSITS

8.1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances.

8.2. Checks, Drafts, and Notes. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by the officer or officers, agent or agents of the Corporation and in the manner determined by resolution of the Board of Directors. In the absence of a determination by the Board of Directors, those instruments shall be signed by the President of the Corporation.

8.3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in those banks, trust companies, or other depositories selected by the Board of Directors.

ARTICLE IX

FISCAL YEAR

9.1. Fiscal Year. The Corporation shall determine its fiscal year from time to time by resolution of the Board of Directors.

ARTICLE X

BOOKS AND RECORDS

10.1. Books and Records. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Directors, and all committees, and shall keep at the principal office of the Corporation a record of the names and addresses of the Directors. All books and records of the Corporation may be inspected by any Director at any reasonable time.

ARTICLE XI

INDEMNIFICATION

11.1. Indemnification. The Corporation shall indemnify Directors, officers, employees, or other agents of the Corporation to the maximum extent permitted by applicable law.

ARTICLE XII

LOANS; CONFLICTS OF INTEREST; COMPLIANCE

12.1. Loans. No loans shall be made by the Corporation to its Directors or officers.

12.2. Conflicts of Interest Policy. The Corporation shall adopt and abide by a conflicts of interest policy to protect the Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private financial interest of a Director, officer or other disqualified person as defined by Section 4958 of the Internal Revenue Code. The policy shall also address non-financial conflicts which may be adverse to the interests of the Corporation. The conflicts of interest policy is intended to supplement, but not replace, any applicable state and federal laws governing conflicts of interest applicable to nonprofit and tax-exempt organizations.

ARTICLE XIII

AMENDMENTS

13.1. Adoption of Amendments. The power to alter, amend, or repeal the Bylaws of the Corporation, or to adopt new bylaws, is vested in the Board of Directors. The affirmative vote of a majority of the Directors of the entire Board shall be sufficient to effectuate such action. No prior notice of any proposed alteration, amendment, or repeal of the bylaws shall be required before a vote may be taken.

13.2. Record of Amendments. Whenever an amendment or new Bylaw is adopted, a copy shall be appended to or noted at the appropriate place in the original Bylaws. If any Bylaw is repealed, the fact of repeal with the date of the meeting at which the repeal was enacted or written assent was filed shall be appended to or noted at the appropriate place in the original Bylaws. Alternatively, the Corporation may restate the bylaws in their entirety as amended.

Adopted: June 8, 2018

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

1. That I am the duly elected and acting Secretary of the Maryland Association of Nonprofit Organizations.

2. That the foregoing Bylaws constitute the Bylaws of the organization as duly adopted and approved on June 8, 2018, by the Board of Directors.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Secretary this ____ day of June, 2018.

Grace Lee

DocuSigned by:
Grace Lee
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