

**Friends of Jerusalem Mill, Inc.**  
Bylaws  
Revision - September 2018

**ARTICLE I**                    **NAME AND LOCATION**

The name of this organization shall be the Friends of Jerusalem Mill, Incorporated (hereinafter referred to as "Corporation"). The Corporation's offices shall be located at P.O. Box 237, 2800 Jerusalem Road, Kingsville, Maryland, 21087, and/or in such other localities as may be determined by the Board of Directors.

**ARTICLE II**                    **MISSION AND SCOPE**

Section 1                    Mission

Working in partnership with the Maryland Department of Natural Resources, the Corporation's mission is to:

*"...inspire its immediate community and the public at large to engage in their shared history through the exploration and preservation of the history of Jerusalem Mill Village and the surrounding Little Gunpowder Falls river valley, from its prehistoric origins forward. It achieves this by working in cooperation with the Department of Natural Resources to preserve, protect, restore, research, collect, and interpret the Village's historical, cultural, environmental, and natural resources, while providing creative educational opportunities for all ages."*

Section 2                    Scope

The Corporation shall not engage in any other activities that are inconsistent with its qualification either (1) as an educational and charitable organization exempt from Federal income tax in accordance with Section 501(c)(3) of The Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), or (2) as an educational and charitable organization, contributions to which are deductible in accordance with Section 170(b)(1) of The Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law).

**ARTICLE III**                    **MEMBERSHIP**

Section 1                    Eligibility

Any organization or individual who shares in the Corporation's stated Mission may become a member of the Corporation upon paying dues as set by the Board of Directors of the Corporation.

Section 2                    Dues

The Board of Directors will set classes of membership and dues schedules. Dues are payable annually and are due on December 31. Any applicant that submits the payment for

membership dues fewer than three months before the annual due date shall be considered paid through the forthcoming fiscal year.

Section 3      Fiscal Year

The fiscal year of the Corporation shall run from January 1 through December 31.

**ARTICLE IV**                      **MEMBERSHIP MEETINGS**

Section 1      Annual Meeting

The annual meeting of the Membership of the Friends of Jerusalem Mill, Inc. shall be held in the spring of each year for the purposes of reporting on the overall status of the organization and the Village. The meeting date will be determined by the Board of Directors at the last Director meeting of the preceding year.

Section 2      Monthly Membership Meetings

The Corporation shall schedule monthly membership meetings as appropriate. These shall be open to the public. Meeting dates for the coming year shall be determined by the Board of Directors at the last Director meeting of the preceding year.

Section 3      Special Membership Meetings

It shall be the duty of the President to call a special meeting of the members as directed by resolution of the Board of Directors or upon a petition signed by at least 10% of the membership. No business shall be transacted at a special meeting except as stated in the notice.

Section 4      Notice of Membership Meetings

It shall be the duty of the Secretary to mail a notice of each annual or special membership meeting, stating the purpose, time, and place where it is to be held, to each member of record. Notices for the Annual membership meeting shall be sent at least thirty (30) days prior to the meeting. Notices for special membership meetings shall be sent out at least fourteen (14) but not more than thirty (30) days prior to such meetings, except in the case of emergencies.

Section 5      Voting

Each member or organization in good standing shall be entitled to cast one (1) vote in person or by proxy. A proxy vote must consist of a letter signed by a Corporation member authorizing another person to cast a proxy vote.

Section 6      Quorum

Fifty percent (50%) of the Board of Directors in person or by proxy, at a duly published meeting, shall constitute a quorum.

**ARTICLE V**

**BOARD OF DIRECTORS**

**Section 1**      **Number of Directors**

The affairs of this Corporation shall be managed by a Board of at least ten (10) and no more than fifteen (15) Directors (including the Officers), all of whom shall be qualified voting members of the Corporation. A representative of the Maryland Department of Natural Resources shall serve as an *ex officio* member of the Board of Directors.

**Section 2**      **Powers of Directors**

Subject to limitations of the Articles of Incorporation, other sections of these bylaws, and Maryland law, all corporate powers of the Corporation shall be exercised by or under the authority of, and the business affairs of the Corporation shall be controlled by, the Board of Directors. Without limiting the general powers, the Board of Directors shall have the following powers:

- a) To conduct, manage, and control the affairs and business of the Corporation, and for that purpose to cause to be executed and delivered in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidence of debt or securities.
- b) To select and remove all of the officers, agents, and employees of the Corporation, prescribe such powers and duties for them as may not be inconsistent with law, the Articles of Incorporation, or the bylaws, and require from them security for faithful service.
- c) To accept grants, gifts, and donations in pursuance of the Corporation's stated mission.

**Section 3**      **Responsibility of Directors**

- a) Directors shall seek to ensure the Corporation's financial stability while implementing its mission to the greatest extent possible.
- b) The Directors shall annually prepare a written report, including a full financial accounting, to be available to the Corporation's members.

**Section 4**      **Qualifications of Directors**

Any person who is a member in good standing of the Corporation is eligible for membership on the Board of Directors.

**Section 5**      **Election, Appointment, and Terms of Office**

- a) Directors shall be elected on a three-year rotation with no more than one-third (1/3) elected per year.
- b) The Governance Committee, which shall consist of three (3) or five (5) members, shall prepare a slate of candidates for the open Director and Officer positions to be submitted

to the Executive Committee at least forty-five (45) days prior to the election. All nominees for Officer shall have served on the Board for a minimum of one year. Upon approval of a majority of the Executive Committee, the slate of nominees for Directors shall be distributed by mail to the members at least thirty (30) days prior to the election.

#### Section 6            Resignation

Members of the Board of Directors may resign at any time upon notification in writing to the full Board. Such resignations shall take effect at the time specified therein, or if no time is specified, at the time of acceptance by the Board.

#### Section 7            Removal

The removal of Directors can be undertaken with or without cause by the affirmative vote of a majority of the general members at a meeting duly called for this purpose and at which a quorum is present.

#### Section 8            Vacancies

The Board, by majority vote of the remaining Directors, is authorized to fill a vacancy for any Director unable to complete his/her full term, and each person so elected shall be a Director until a successor is elected by the general membership at the next election to serve out the unexpired portion of the term. The Executive Committee may fill a vacancy on an interim basis pending the next meeting of the Board of Directors. A successor Director elected to a term of less than two (2) years shall serve for the unexpired term and shall, therefore, be eligible to serve two full three-year terms.

#### Section 9            Compensation

Directors shall receive no compensation for their service on the Board.

#### Section 10            Liabilities

No person who is now, or later becomes, a member of the Board of Directors shall be personally liable for any indebtedness, or liability of obligation of the Corporation, and any and all creditors of this Corporation shall look only to the assets or security of the Corporation for payment.

#### Section 11            Board Members Emeritus

Upon recommendation of the Governance Committee, the Board of Directors, by majority vote, may confer emeritus status on any Director who shall have rendered notable service to the Association. A Board Member Emeritus shall have none of the obligations of membership on the Board of Directors, but shall be entitled to all privileges except those of making motions, of voting, and of holding office.

### **ARTICLE VI                    MEETINGS OF THE BOARD OF DIRECTORS**

#### Section 1            Business Meetings

The Directors shall hold at least four (4) regular Business meetings during each calendar year. The specific dates and places for these meetings and shall be determined at the last meeting of the preceding year.

#### Section 2           Special Business Meetings

Special Business meetings may be called by the President of the Board, or shall be called by the President upon the written request of a majority of the directors. The location for these meetings shall be at the discretion of the President.

#### Section 3           Notice

A notice of the upcoming year's Business meetings shall be provided (in person, my postal mail or by email) to all Directors immediately following the last Board meeting of the preceding year. In addition, notices for individual Business meetings, including date, time, place, and business to be transacted shall be distributed, in a form to be determined by the Board, at least two (2) days prior to the upcoming meeting. Notice of special meetings shall be given at least five (5) days prior to the meeting in a form to be determined by the Board, except in the case of emergencies.

#### Section 4           Agenda and Minutes

All meetings shall have a written agenda prepared by the President or a designee. Minutes shall be recorded by the Secretary or designee.

#### Section 5           Quorum

The President, or his/her designee, shall preside at all Business meetings. Fifty percent (50%) of Directors, at least two (2) of whom are members of the Executive Committee, shall constitute a quorum for the transaction of business at any regular or special meeting of the Board. The President or his/her designee shall constitute one (1) of the Executive Committee members. If a quorum is not reached, reports may be given, but no votes can be taken.

#### Section 6           Manner of Acting

Any action taken or authorized by a vote of a majority of the Directors present at any meeting duly called and convened at which a quorum is present shall have the same force and effect as if the full Board of Directors had been present and had taken or authorized such action.

#### Section 7           Attendance

Any member of the Board who is unable to attend a meeting shall notify the President or Secretary and state the reason for the absence. If the reason is acceptable to the members present at the meeting, this shall be considered an excused absence. If a Director has three consecutive unexcused absences, his or her resignation shall be deemed to have

been tendered and accepted. Reinstatement of said Director shall be subject to a majority vote of all of the members of the Board of Directors.

## **ARTICLE VII CONFLICT OF INTEREST**

### Section 1

Members of the Board of Directors shall not knowingly engage in any activities or transactions in material conflict with their duties and obligations to the Corporation while serving in such capacity.

### Section 2

Directors shall not conduct private business in a manner that places them at a special advantage because of their association with the Friends of Jerusalem Mill, Inc.

### Section 3

Any duality of interest or possible conflict of interest on the part of any Director should be disclosed to the other members of the Board and made a matter of record, either through an annual procedure or when the interest becomes a matter of Board action.

### Section 4

Any Director having a duality of interest or possible conflict of interest on any matter should not vote or use personal influence on the matter, and should not be counted in determining the quorum for the meeting, even when permitted by law. The minutes of the meeting should reflect that a disclosure was made, and should also reflect the abstention from voting and the quorum situation.

## **ARTICLE VIII OFFICERS AND THEIR DUTIES**

### Section 1 Officer Positions

The officers of the Corporation shall be: President, Vice President, Treasurer, Secretary, and such other officers as may be elected in accordance with the provision of this Article. The Board of Directors may elect or appoint such other officers as it may deem desirable, in order to have the authority and to perform the duties prescribed by the Board of Directors.

### Section 2 Election and Terms of Office

Each Officer shall serve a two (2) year term, with the terms of the President and the Vice President staggered so as to ensure continuity.

### Section 3 Vacancy of Officers

A vacancy in any office because of death, resignation, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 4 Resignation and Removal of Officers

Any Officer may resign by written notice to the President. Any Officer may be removed by a two-thirds (2/3) vote of the Board of Directors after administrative procedure has been exhausted, whenever, in the Board's judgment, the best interest of the Corporation would be served. Notice of removal shall be given in writing to the officer by the Secretary not more than ten (10) days subsequent to such action. Vacancies caused by such actions will be filled as stated in Section 3 of this Article.

Section 5 President

The President shall be the chief executive officer of the Corporation. The President shall ensure the effective action of the Board in governing and supporting the Corporation, and in so doing, shall in general supervise all its business and affairs. The President shall preside at all meetings of the Directors, recommend the establishment of committees, and appoint all committee chairs. The President will appoint the committee members after consultation with the committee chairs. The president shall also name and appoint any additional committees or task forces deemed necessary for the pursuance of the Corporation's mission.

The President may sign, with the Treasurer and/or Secretary, or any other proper officer of the Corporation authorized by the Directors, any deeds, mortgages, bonds, contracts, or other instruments, except in cases where the signing and execution thereof shall be expressly delegated by the Directors or by these bylaws or by statute to some other officer or agent of the Corporation, and in general shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Directors.

Section 6 Vice President

The Vice President shall perform such duties as assigned by the President and, in the absence of the President, or in the event of the President's inability or refusal to act, 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.

Section 7 Treasurer

The Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected. The Treasurer shall be responsible for ensuring an appropriate budgetary process and reporting on the financial condition of the Corporation at all meetings of the Board of Directors and the Executive Committee and at other times when called upon by the President or presiding officer. The Treasurer shall oversee an audit of the Corporation's books at least biennially, or as required. The Treasurer will perform all functions incident to the Office, including such other duties as from time to time may be assigned by the President or the Board of Directors. The Treasurer shall make a report at each board meeting. The Treasurer shall chair the Finance committee, assist in the preparation of the budget, help develop

fundraising plans, and make financial information available to board members and the public.

The Treasurer and Executive Director, if one is in place shall be bonded in such amount as the Board may determine.

The Board of Directors or Executive Committee may specify that specific duties of the Treasurer be delegated to an Executive Director.

#### Section 8      Secretary

The Secretary shall oversee the proper recording of proceedings of meetings and shall ensure that accurate and historical records of the Corporation are kept of the meetings. The Secretary shall maintain all minutes and keep on file all committee reports. The Secretary shall be responsible for ensuring that all meeting notices, agendas, and other communications are duly given in accordance with the provisions of these Bylaws or as required by law. Records of these communications shall be kept by the Secretary and shall be made available for inspection by the members at the principal office of the Corporation, upon written request to the Secretary, within five (5) days after receipt of such request. The Secretary shall perform all duties incident to the Office and such other duties as from time to time may be assigned by the President or the Board of Directors.

### **ARTICLE IX**                      **COMMITTEES**

Committee formation: The Board may create committees as needed, such as fundraising, special events, grants, property, education, housing, public relations, etc. The President appoints all committee chairs.

Finance Committee: The Treasurer is the chair of the Finance Committee, which includes three other members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with other board members. The board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the board or the Executive Committee. Annual reports are required to be submitted to the board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to the membership, board members, and the public.

### **ARTICLE X**                      **EXECUTIVE COMMITTEE**

The four officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and bylaws, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors, and is subject to the direction and the control of the full board.

### **ARTICLE XI**                      **OFFICERS AND DIRECTORS INDEMNIFICATIONS**

The corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer or director of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened,

