

BYLAWS
Of
The Frederick Center

1. **NAME AND PURPOSES:** The name and purposes of the organization are as set forth in the Articles of Incorporation.
2. **PRINCIPAL OFFICE OF THE CORPORATION:** The principal office of the Corporation shall be designated by the Board of Directors.
3. **MEMBERSHIP:**
 - (a) **Membership Requirements:** Persons eligible for Membership in the Corporation shall meet the following criteria: Membership is open to anyone who supports the purpose and values of the organization. It shall be conferred upon the payment of annual dues, the amount of which is determined by the Board.
 - (b) **Voting:** Members who are in good standing shall be entitled to vote at the annual meeting of the Members or at any special meeting.
 - (c) **Termination of Membership.** Membership shall be terminated automatically without notice to the member upon failure to pay the annual dues. Membership may also be terminated by a 2/3 vote of the Board for just cause at any regular, annual or special meeting of the Board.
 - (d) **Membership shall entitle Members in good standing to attend the annual meeting. They shall have the right to attend and to speak at any open meeting of the Board except when the Board calls an executive session. They are also eligible to be appointed to any committee, task force, or working group of the organization.**
4. **BOARD OF DIRECTORS:**
 - (a) **Role/Duties:** The property, affairs and business of the organization shall be under the care and management of the Board of Directors (hereinafter, "Board"). It shall be the duty of the Board to carry out the mission and purposes of the Corporation. Each Director shall regularly attend Board meetings, be a member in good standing within the corporation, and attend major functions of the Corporation. Directors must comply with the policies and procedures set by the Board.
 - (b) **Classes:** There shall be only one class of Directors.
 - (c) **Number/Composition:** The Board shall consist of no less than seven and no more than 15 persons. The Board shall determine the specific number of Director from time to time.
 - (d) **Election/Vacancies:** The existing Directors may elect new Directors to fill vacancies and expired positions. All Members in good standing are deemed eligible for potential nomination by Directors. The terms of Directors shall be staggered so that, to the extent possible, an equal number of directors will be elected each year. Directors elected to fill a mid-term vacancy will hold said seat until the end of their predecessor's term. Such Directors may be eligible for successive terms as provided herein, subject to Board vote. All members of the Board shall be elected by a quorum of the Board. The Board will strive to be inclusive and honor diverse populations so that composition of the Board will

reflect diversity. These communities include, but are not limited to, lesbian, gay, bisexual, transgender, disabled, people of all ages, people of color and allies.

- (e) Term: Those elected to the Board shall take office upon the end of their predecessor's term, except in the event of a vacancy when the term will begin immediately. Directors shall hold office for terms of two years. Upon serving three full consecutive terms, a director will not be eligible for re-election to the Board of Directors until one full year has passed. This requirement may be waived in exceptional circumstances by a two-thirds vote of all Directors then in office (excluding the Director in question).
- (f) Voting. The Board shall strive to achieve consensus at all times. If after all reasonable discussions consensus has not been achieved, the Chair shall put the matter to a vote. At each meeting of the Board, each Director shall be entitled personally to cast one vote on all matters presented to the Board for approval, unless a Director is required to abstain from the vote because of a conflict of interest. There shall be no proxy voting.
- (g) Removal. Members of the Board may be removed from their position in the following ways: by a 2/3 majority vote of the Board for any one or more of the following reasons: Absence from two consecutive meetings of the Board without advanced notice from the Director; Absence from four scheduled meetings in any calendar year; Failure to perform duties of the position as defined by the Board, Willful violation of the provision of these bylaws; or Engaging in activities which are not authorized by the Board, and/or which are against any local, state, or federal law, and/or which harm or have the potential of harming The Center. This may include harm to the reputation of the organization or its standing in the community. A member of the Board who has been removed from their office may be returned to their office by the Board upon its finding that the cause of the removal has been remedied. This finding shall be a simple majority vote. If a member of the Board is not returned to her/his office, the vacant position shall be filled pursuant to Section 4.d.
- (h) Resignation. A Director may resign by filing a written resignation with the Chair, or to other Officers, if the Chair is resigning, at least one week prior to the next Board meeting.
- (i) Quorum. More than fifty percent (50%) of the Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board. If less than a quorum is present, business may not be conducted; however, those in attendance may meet as a Committee of the Whole, with any recommendations made on agenda items being subject to ratification at the next duly called meeting of the Board with a quorum present.

5. OFFICERS

- (a) Term: The Center shall have a Chair, a Vice-Chair, a Secretary, and a Treasurer. Officers shall be elected for a term of two years. They may serve only two consecutive terms in the same office. After this, they must take an absence of at least one year from that officer position before they can serve again in the same office.
- (b) Authority and Duties: The Officers shall have the authority and responsibility delegated by the Board and as follows:
 - 1) Chair. The Chair shall oversee the activities of the Board, develop the agenda and preside over the meetings of the Board, appoint committees of the Board, have

authority to execute documents and obligations of the Corporation after approval by the Board, and perform such other duties as may be required by these bylaws or the Board. .

- 2) Vice Chair. The Vice Chair shall perform the duties of the Chair if the Chair is unable to do so or is absent; perform such other tasks as may be assigned by the Board and, at the request of the Chair, assist in the performance of duties of the Chair.
 - 3) Secretary. The Secretary shall keep the minutes of all meetings of the Board; see that all notices are duly given in accordance with these bylaws, care for all books, papers and documents of the organization; maintain a current listing, with phone numbers and addresses, of the Directors and Members at the office of the Corporation, and perform such other duties as may from time to time be required by the Board. The Secretary shall ensure that the organization's files contain a copy of minutes of all Board meetings and are available for review at designated times; with copies made available for review upon request.
 - 4) Treasurer. The Treasurer shall care for the funds of the organization, including deposits, recordation and disbursements, in a manner required by the bylaws or the Board; furnish statements of the financial condition of the organization whenever the Board shall require including for each Board Meeting; prepare and file all end of the year financial reports and tax reports; and shall perform such other duties as may from time to time be required by the Board.
- (c) Election/Vacancies: Officers shall be elected every two years by the Board at the April Board meeting. Persons eligible for election to an office must first be elected as a Director. A vacancy in any office shall be filled by vote of the Board. An officer elected to fill a vacancy shall serve for the remainder of the term of the predecessor in office.
- (d) Removal: Officers may be removed by a 2/3 majority vote of the Board for any of the reasons that a Director may be removed from the Board. Removal may be either from the office alone or from both the office and position as Director. The Chair, or designated Director overseeing the vote, will specify if the Board is voting on removal as Officer, Director, or both. An officer who has been removed from their office may be returned to her/his office by the Board upon its finding that the cause of the removal has been remedied. This finding shall be a simple majority vote. If an officer is not returned to her/his office, the vacant position shall be filled pursuant to Section 5.a.
- (e) Resignation: An Officer may resign by filing a written resignation with the Chair, or to the other Officers if the resigning Director is the Chair, at least one week prior to the next Board meeting. All resignations shall be noted in the minutes of the Board meeting next occurring after the resignation.

6. MEETINGS

- (a) **Annual Meeting:** The annual membership meeting will be held at such date and time as may be fixed by the authority of the Board. The Annual Meeting must occur no less than ten and no more than fifteen months from the date of the previous Annual Meeting. The Board may determine that any of its regularly scheduled meetings shall serve as the Annual Meeting. The same quorum is required for the conduct of business at the Annual Meeting as at any regularly scheduled Board meeting.
- (b) **Regular Board Meetings:** The Board shall have at least nine (9) regular meetings during the fiscal year. Notice of these meetings shall be given to all board members at least 14 days prior to the meeting date.
- (c) **Special Meetings:** Special meetings of the Board may be called by or at the request of the Executive Director or four or more of the Directors by notifying the Secretary in writing. No less than three days notice of these meetings shall be given to all Board members. Notice of the special meetings shall include the proposed agenda for the meeting. By unanimous consent of the Directors, special meetings of the Board may be held without notice, at any time and place.
- (d) **Notice:** Members will be notified of the time and place of annual meetings. Notice shall be sent with an agenda to a member's most recent contact information on file with the Secretary at least ten days and no more than 30 days prior to the annual meeting date. Notice to members of the annual meeting must also include posting on the corporation's public website.
- (e) Notices of any meeting required under these Bylaws may be given by mail, telephone, facsimile, electronic mail, or by such other means as will provide actual, personal notice.
- (f) **Telephone and Electronic Participation.** Directors may participate in Board meetings and vote on matters discussed therein, by means of a conferencing telephone or similar communications equipment by means of which all persons participating in such meeting can hear each other at the same time. Participation by such means shall constitute in person presence of the Director at the meeting.

7. **ACTIONS WITHOUT MEETINGS.** Any action which may be properly taken by the Board of Directors assembled in a meeting may also be taken without a meeting, if consent in writing setting forth the action so taken is signed by all of the Directors entitled to vote with respect to the action. Such unanimous consent shall have the same force and effect as a vote of the Directors assembled and shall be filed with the minutes.

8. **COMMITTEES.** The Board of Directors may create such committees with such powers as it deems wise to have. The Board shall appoint persons to lead those committees, including persons who may not be Directors or members of the Corporation. Committees shall report at least bi-annually to the Board of Directors. Except as determined by specific Board action, each Board member shall be required to serve on at least one committee.

The Standing Board Committees of the Corporation shall be the Finance Committee, the Audit Committee, the Executive Committee, and the Nominations Committee. All Standing Board Committees shall meet regularly. Each Standing Board Committee shall have at least one Director appointed to it by the Board. The Chairperson of each Standing Board Committee shall be appointed by the Board. The Executive Director shall act as an ex-officio member of each Standing Committee.

- a. Finance Committee. This committee shall consist of at least three members, one of which must be the Treasurer. They shall care for the funds of the organization as stated in the Financial Control Policies.
- b. At the September meeting of each year, the Board shall appoint an Audit Committee of at least three people, one of which is to be a Director who does not serve on the Finance Committee. The Audit Committee will recommend to the Board a process to perform the audit no later than the last board meeting of the fiscal year. The process is to comply with all applicable laws and current grant requirements. The Audit Committee shall oversee the audit for said year, and shall no later than end of the third month of the new fiscal year present a completed audit to the board for approval.
- c. Executive Committee. The Executive Committee may meet to discuss important matters that come before the Executive Committee prior to the next official Board meeting. The Executive Committee must bring the matter to the next Board meeting and present the information for a vote if needed. The Executive Committee includes the Chair, Vice-Chair, Treasurer, and Secretary.
- d. Nominations Committee. This Committee shall recruit and nominate prospective members of the Board and Officers. The Committee shall also review current Board participation and recommend renewal of Board terms.
- e. Special Committees. The Chair of the Board or the Board of Directors may from time to time appoint such special committees as it deems advisable to assist in the management of or carrying out the purposes of the organization. The Board shall, on each such occasion, title, define and charge each Committee with purpose, objective and duration of existence. At least one Director shall serve on each such special committee and one such member shall be responsible to report to the Board with regard to the activities of the committee. Membership of special committees shall include such additional members of the Board and other persons as the Board deems advisable. The Board shall determine at the time that the special committee is created whether to appoint a Chairperson or allow the special committee to elect the Chairperson. Such special committees shall serve as long as the purpose for which they were created exists, unless dissolved by the Board.

9. **CONFLICT OF INTEREST.** A conflict of interest policy has been adopted by the Corporation.

10. **INDEMNIFICATION.** The Corporation may indemnify Directors, officers, employees, and agents of the Corporation to the fullest extent required or permitted by the General Laws of Maryland. Criminal acts and acts involving improper personal benefit are specifically excluded from indemnification.
11. **COMPENSATION.** The Directors and Officers shall serve without compensation for their services as Directors or Officers. Directors and Officers may be reimbursed for all expenses reasonably incurred on behalf of the Corporation.
12. **FISCAL YEAR.** The fiscal year of the Corporation shall be from January 1st to December 31st, but may be changed by resolution of the Board. It shall be the duty of the Board to approve an annual budget.
13. **AMENDMENTS.** The Bylaws may be amended by the Board by a majority vote of a quorum. Directors will be provided written notice of both the proposed amendments and the meeting where the amendments will be voted on at least 10 days prior to the meeting date . A special committee shall review these Bylaws at least every two years, and bring suggested amendments to the Board.
14. **NONDISCRIMINATION.** No person shall be denied membership in this organization because of race, color, disability, age, nationality, ancestry, ethnicity, religious affiliation or belief, income/economic hardship, sexual orientation, gender identity and expression, veteran status or any other status protected by law.

Adopted by the Membership this _____ day of _____, 2012.

I, the undersigned, being Secretary of the Corporation, hereby certify that the above is a true, complete and accurate copy of the bylaws adopted by the Membership.

Signature, Secretary

Print Name

Date