

AMENDED AND RESTATED BYLAWS
OF
BALTIMORE HERITAGE, INC

Adopted _____

Article 1. Statements of Purpose

Section 1.1 - Primary Purpose.

Baltimore Heritage, Inc. (the Corporation) is organized to amplify Baltimore's diverse cultural heritage through collaboration, advocacy, and education, specifically:

- a) To foster widespread interest in Baltimore's historical and architectural heritage through tours, research, publications, lectures, and other educational activities; and
- b) To conduct appropriate activities leading to the conservation, restoration and use of historically and architecturally significant neighborhoods, buildings, landscapes, and monuments in Baltimore.

Section 1.2 - General Purpose.

The Corporation shall be operated exclusively for educational purposes, and no part of the net proceeds of which shall inure to the benefit of any member of the Board or of the Corporation or any other person. The Corporation may undertake any and all activities to further or promote the foregoing purposes or other charitable, scientific, literary or educational purposes ("Charitable Purposes") within the meaning of those terms as used in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time (the "Code"), to the extent such activities are permitted by the General Laws of the State of Maryland and permitted of an organization which is described in Sections 501(a) and 501(c)(3) of the Code and/or contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Code ("Exempt Organizations"), including, without limitation, the making of distributions to, or the provision of funding for, (i) other Exempt Organizations and (ii) states, territories, possessions of the United States, any political subdivision of any of the foregoing, or to the United States or the District of Columbia.

Article 2. Membership

Section 2.1 - Voting Members.

Members of the Board of Directors shall be the only voting members of the Corporation. The governance of the Corporation shall be the exclusive responsibility of the Board of Directors.

Section 2.2 - Non-Voting Members.

The Corporation shall have one class of non-voting members who shall be known as Supporting Members. Supporting Members shall be persons and organizations who are interested in the mission and programs of the Corporation and are willing to pay dues to the Corporation to help carry out its purposes. Persons and organizations shall become Supporting Members upon paying dues to the Corporation and satisfying such other conditions as the Board of Directors from time to time may establish. The Board of Directors may hold an annual meeting of the Supporting Members to inform them about the Corporation's activities, and may communicate activities of the Corporation from time to time to Supporting Members. Supporting Members shall not have the right to vote on any matter affecting the Corporation, including without limitation any matter relating to the Corporation's governance, the acquisition or disposition of property, or its transactions or relationships with other organizations.

Article 3. Board of Directors

Section 3.1 - Powers and Responsibilities of the Board of Directors.

Subject to limitations imposed by law, the Articles of Incorporation of the Corporation (as the same, maybe amended from time to time the “Charter”) and these Amended and Restated Bylaws (as the same may be amended from time to time, the “Bylaws,” the business and affairs of the Corporation shall be governed by a Board of Directors under the leadership of the President of the Board. The members of the board are referred to in these Bylaws collectively as the “Board” and singularly as a “Board Member.” Members of the Board of Directors shall be subject to the orders of the Corporation and no acts by Members of the Board shall conflict with action taken by the Corporation.

Without limiting the foregoing, the Board’s responsibilities shall include:

- (a) Guiding, evaluating, retaining, terminating and replacing in the event of a vacancy the Executive Director of the Corporation, and delegating to the Executive Director certain administrative and operational functions, including (without limitation) the power to appoint or remove certain employees;
- (b) Establishing and updating, as necessary, general policies of the Corporation manifested in part through the strategic planning process;
- (c) Ensuring sound management of the assets of the Corporation and developing sufficient financial support for the Corporation’s effective operation;
- (d) Responding to and supplementing the Corporation’s management’s needs;
- (e) Instituting and promoting major fund-raising efforts for the Corporation;
- (f) Adopting and approving annually the budget of the Corporation, which shall be submitted to the Board upon recommendation of the Finance Committee;
- (g) Upon recommendation by the Governance Committee, assessing the Corporation’s effectiveness and conducting self-evaluations of the Board; and
- (h) Adopting policies and procedures governing the Corporation, including but not limited to a conflict of interest policy, a whistle-blower policy, and a non-discrimination policy.

Section 3.2 - Eligibility.

The election of a Board Member to the Board shall also serve to elect such Board Member to membership in the Corporation. Each Board Member, for the purpose of any statutory provision or rule of law relating to nonprofit corporations, shall be taken to be a member of the Corporation and shall have and exercise all the rights, privileges, powers and immunities of members of the Corporation. Unless otherwise approved by the Board, no person whose

immediate family member is or becomes employed by the Corporation shall be eligible to serve as a Board Member. No person under the age of 21 shall be eligible to serve as a Board Member.

Section 3.3 - Liability.

A Board Member shall not be personally liable for the debts, liabilities or obligations of the Corporation unless the willful misconduct of such Member has caused such a debt, liability or obligation, or unless such liability is mandated by Maryland law.

Section 3.4 - Election and Term.

The Board shall determine the number of Directors and may revise the number from time to time. Subject to the requirements set forth below in this Section 3.4, there shall be such number of Board Members as the Board, by the affirmative vote of the majority of the Board Members present at a meeting of the Board, may fix from time to time. Changes in the number of Directors shall not affect the tenure of office of any incumbent Director. The Board of Directors shall be composed of no less than the minimum number of directors required by the General Laws of the State of Maryland.

Each Member shall be elected for a term of three (3) years. No Member shall serve for more than three (3) consecutive three (3)-year terms, and no Member shall be eligible for re-election to the Board after serving three (3) consecutive three (3)-year terms until the calendar year following the calendar year in which such Member's third consecutive three (3)-year term expired. Notwithstanding the foregoing, the President's term as a Board Member may be extended by one (1) year upon the affirmative vote of a majority of the Members.

Each year at the Annual Meeting of the Board, the Governance Committee shall recommend Board Members to continue as Members and may recommend new Board Members. Board Members are elected by a majority of the current Board Members present.

Section 3.5 - Vacancies.

Any vacancy on the Board shall reduce the number of duly elected and acting Board Members until such time as that vacancy is filled. Vacancies existing from time to time by reason of an increase in the authorized number of Board Members, or for any other reason, may be filled at any Annual Meeting by the affirmative vote of a majority of the Board Members present at such Annual Meeting, whether or not less than a quorum is present, or by a sole remaining Board Member, provided that a notice of the election and qualifications of the nominees shall be distributed by the Governance Committee to the remaining Board Members at least five (5) days prior to the date of such Annual Meeting.

Section 3.6 - Removal.

Upon recommendation by the Governance Committee, a Director may be removed from the Board by an affirmative vote of at least two-thirds (2/3) of all Directors then serving on the Board at a meeting of the Board duly called and held for such purpose.

Section 3.7 - Compensation.

No Board Member shall receive any salary for his or her service on the Board.

Section 3.8 - Resignations.

Any Board Member may resign from a committee of the Board, from an office of the Board or from the Board itself by giving written notice to the President or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified in such notice. Unless otherwise specified, the acceptance of such resignation shall not be necessary to make such resignation effective.

Article 4. Meetings of the Board

Section 4.1 - Regular Meetings.

Regular meetings of the Board shall be held at such time and at such place as the Board may from time to time determine.

Section 4.2 - Special Meetings.

Special meetings of the Board of Directors shall be held at any time and at any place when called by the President or by at least three Directors. Business transacted at special meetings shall be confined to the purposes of the meeting stated in the notice of the meeting.

Section 4.3 - Annual Meeting.

There shall be an Annual Meeting of the Board of Directors for the election of Directors and Officers held at such time and at such place as the Board may from time to time determine. Except where the Articles of Incorporation, these Bylaws, or statute provide otherwise, any other business may be considered at the Annual Meeting without prior notice of the business. Failure to hold an Annual Meeting shall not invalidate the Corporation's existence or affect any otherwise valid corporate acts.

Section 4.4 - Quorum.

A quorum for the transaction of business at any meeting of the Board shall consist of one-third of the Directors then serving on the Board. An act approved by the Board of Directors at a meeting where a quorum of Directors is present shall be an act of the Board, except as otherwise specifically provided in these Bylaws. A Board Member who is not physically present shall be deemed to be present at a meeting and permitted to vote if such Board Member participates by telephone, video conference, or other electronic means in which the Board Member can hear and/or see the entire meeting in real time. Any such vote by a Board Member must be by voice or by verifiable electronic means. Votes by electronic mail, text or other non-live voice communication shall not be permitted.

4.5 - Action Without Formal Meeting.

Any action required or permitted to be taken by the Board (or by any committee of the Board) may be taken without a meeting if all members of the Board (or committee of the Board), individually or collectively, consent, in writing or by electronic transmission, to the action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board, or all members of a committee, as the case may be, and shall be filed with the minutes of the proceedings of the Board or of the committee.

Article 5. Corporate Officers

Section 5.1- Officers.

The Officers of the Corporation shall be: President, Vice President, Treasurer, and Secretary. The Officers shall have the authority and responsibilities as stated in these Bylaws and may delegate some or all authority and responsibilities to other Board Members, staff of the Corporation, or other qualified individuals. Except for the President who shall serve for three (3) years, each Officer shall be elected for a one (1) year term. Any person may hold more than one office, except that the Secretary may not be the same person as the President.

Section 5.2 - Election of Officers.

Each year, the Governance Committee shall propose the Officers of the Corporation at the Annual Meeting of the Board of Directors. An Officer shall be elected by a majority vote of the Board Members present.

Section 5.3 - Removal.

Any officer may be removed from office upon the affirmative vote of the majority of Board Members.

Section 5.4. - Vacancies.

Any vacancy in any office of the Corporation may be filled for the unexpired term thereof by the affirmative vote of the majority of the Members present at any regular meeting of the Board, provided that a notice of the election and qualifications of nominees shall be distributed by the Governance Committee at least five (5) days prior to the date of the regular meeting at which the election is to be held. Any vacancy occurring in any office of the Corporation shall be filled for the unexpired term only.

Section 5.5 - President.

The President shall preside at all meetings of the Board and announce the business before the assembly in its proper order. The President may sign and execute all authorized contracts or other obligations in the name of the Corporation; shall exercise general powers and duties over the affairs of the Corporation; shall establish any necessary committee with approval of the Board of Directors; shall serve as a member ex-officio of all committees; and shall perform such other duties as may be assigned from time to time by the Board of Directors.

Section 5.6 - Vice President.

The Vice President shall preside at all meetings in the absence of the President or during the President's inability to act. In case of death, resignation or removal of the President, the Vice President shall succeed as President for the balance of the un-expired term. The Vice President

shall have such other duties and powers as may be assigned by the Board of Directors or delegated by the President.

Section 5.7 - Treasurer.

The Treasurer shall have custody of the funds of the Corporation; shall receive, record and deposit all funds received by the Corporation and credit same to the financial accounts of the Corporation; shall endorse on behalf of the Corporation checks in payment of the Corporation obligations; shall make regular statements of accounts to the Board of Directors; shall keep for the Corporation a full and accurate account of all money received and paid for the account of the Corporation; and shall propose an Annual Budget to the Board of Directors for its adoption.

Section 5.8 - Secretary.

The Secretary shall keep the minutes and a record of attendance of the meetings of the Board of Directors and of the Annual Meeting; shall be custodian of the minute book/file of the Corporation; shall be custodian of the archives of the Corporation, including past correspondence and other records the Board of Directors may request; shall keep particular care to record in the minutes all motions made and resolutions adopted; and shall provide notice of meetings to the Board of Directors including date, time, and place or virtual link.

Article 6. Executive Director

Section 6.1 - Executive Functions.

The Executive Director of Baltimore Heritage, Inc. shall be the chief executive officer of the Corporation, and shall have general supervision, direction and control of the business and affairs of the Corporation, including responsibility for the operations of the Corporation, hiring and terminating all Corporation employees, carrying out the policy and financial directives of the Board and representing the Corporation to the broader community. The Executive Director shall have the power, on behalf of the Corporation, to sign any and all contracts for which funds have been allocated and authorized by the Board in the approved operating budget or in any capital budget or emergency expenditure authorized and approved by the Board. The Executive Director's performance will be reviewed annually in accordance with the processes established by the Executive Committee.

Section 6.2 - Appointment and Renewal.

An affirmative vote of at least two-thirds (2/3) of all Board Members then serving on the Board at a meeting of the Board duly called and held for such purpose is required for the appointment of the Executive Director or the renewal of the employment contract with the Executive Director. In the event of a vacancy in the position of the executive Director, the board shall elect by affirmative vote of at least 2/3 of all Board Members then serving on the board a replacement from among candidates submitted for consideration by a special committee appointed by the Board.

Section 6.3 - Removal.

A decision to terminate the employment contract with the Executive Director may be undertaken at a meeting of the Board duly called and held for such purpose and with the affirmative vote of at least two-thirds (2/3) of all Board Members then serving on the Board.

Article 7. Committees

Section 7.1 - Standing Committees.

The Corporation shall have an Executive Committee, a Finance Committee, and a Governance Committee. The President shall appoint a Chair and Members of each Committee. All Committee Chairs must be duly elected Members of the Board of Directors, although other Committee Members need not be Members. The President shall serve as an ex-officio member of all committees. The Board shall have the authority to add standing committees as it deems necessary for the continuing work of the Corporation, and the Board may discontinue any standing committee from time to time; provided, however, that the obligatory duties of such committee so discontinued shall be performed during such discontinuance by another committee or the full Board, as the Board may direct. Members of standing committees shall be appointed annually by the President. Except as otherwise specifically provided herein, the Chair and the Executive Director shall be ex-officio members of all standing committees, with the President having the power to vote and the Executive Director being a non-voting member, and each standing committee shall include at least two (2) additional Board Members. Each Board Member shall serve on at least one standing committee.

Section 7.2 - Ad Hoc Committees.

There may be ad hoc committees, as the Board may from time to time establish for the discharge of particular duties, consisting of one or more Board Members as the President determines to be advisable and in the best interests of the Corporation.

Section 7.3 - Financial Matters.

Except to the extent specifically provided in these Bylaws or otherwise approved by the Board, no committee (standing or ad-hoc) shall have the authority to spend any sum of money or to incur any debt.

Section 7.4 - Executive Committee.

The Executive Committee shall be composed of the Officers and up to two (2) additional Board Members selected by the President and approved by the Board. The President shall be the chairperson of the Executive Committee. Meetings of the Executive Committee may be called by the President or by three (3) or more members of the Executive Committee. The Executive Committee responsibilities shall include:

- (a) Meeting each year to establish annual, stated goals for the next calendar year, which shall be communicated to and approved by the Board;
- (b) Developing and implementing performance standards and an annual review process for the Executive Director and reporting as appropriate to the Board;
- (c) Reviewing and recommending to the Board the employment contract with the

Executive Director, including the Executive Director's compensation package;

(d) Providing support and serving as a resource to the Executive Director and the President; and

(e) Reviewing and approving the compensation, including benefits, of the Executive Director and the two highest paid employees of the Corporation after the Executive Director, to assure that such compensation is just and reasonable. This review and approval shall occur initially upon the hiring of the Executive Director, whenever the term of employment of the Executive Director is renewed or extended, and whenever the Executive Director's compensation is modified.

Section 7.5 - Finance Committee.

The Treasurer shall be the chairperson of the Finance Committee. The Finance Committee shall:

(a) Review the annual operating budget prepared and presented under the direction of the Executive Director and make recommendations to the Board with respect thereto;

(b) Review major financial transactions not provided for in the budget and submit proposed variances, with recommendations, to the Board; and

(c) Prudently lead the administration of the investments of the Corporation, including making purchases, sales, and exchanges of securities and other investment assets of the Corporation, and develop policies delineating investment guidelines and objectives

The Finance Committee may retain investment counselors and may delegate authority to purchase or sell securities for the account of the Corporation to such investment counselors or any other Officer, subject to such financial and other limitations that the Finance Committee may impose. The Finance Committee shall report changes in investments to the Board quarterly at a regular meeting of the Board.

Section 7.6 - Governance Committee.

The Governance Committee shall consist of no fewer than four (4) Board Members, who shall be appointed by the President. The Governance Committee shall:

a) Nominate a slate of candidates for election as Board Members and as Officers in accordance with these Bylaws;

b) Continuously analyze and identify the needs of the Board;

c) Continuously maintain a list of prospective candidates to serve as Board Members;

d) Continuously search for qualified and able individuals who, if elected as Board Members, would strengthen the Board, including, whenever practicable, at least one candidate with knowledge of history, historic preservation, museum, or library science best practices;

- e) Periodically review the Bylaws and suggest any necessary or desirable changes to the Board;
- f) Develop and administer a program of orientation for newly elected Members;
- g) Ensure that continuing education is offered and available to all Board Members; and
- h) Administer annual self-evaluations and assessments of the Board and ensure that the Board is running efficiently and effectively.

In fulfilling the Governance Committee's obligations under Section 4.2 (Election of Officers), the chairperson of the Governance Committee shall solicit from Board Members their recommendations for prospective Officers. Prior to drawing up the final Officer Slate, those candidates nominated for election shall be consulted to obtain their approval of their candidacy.

Article 8. Indemnification

Section 8.1 - Definitions.

As used in this Article 8, any word or words that are defined in Section 2-418 of the Organizations and Associations Article of the Annotated Code of Maryland, as amended from time to time, shall have the same meaning as provided in Section 2-418.

Section 8.2 - Indemnification of Board Members and Officers.

The Corporation shall indemnify and advance expenses to a Board Member or Officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with Section 2-418 of the Annotated Code of Maryland.

Section 8.3 - Indemnification of Employees and Agents.

With respect to an employee or agent, other than a Director or Officer of the Corporation, the Corporation may, as determined by the Board, indemnify and advance expenses to such employee or agent in connection with a proceeding to the extent permitted by and in accordance with Section 2-418 of the Annotated Code of Maryland.

Article 9. Miscellaneous

Section 9.1 - Parliamentary Authority.

The rules contained in the current edition of Robert's Rules of Order shall govern the Corporation in all cases to which they are applicable and in which they are consistent with these Bylaws and any special rules of order the Corporation may adopt.

Section 9.2 - Fiscal Year.

The fiscal year of the Corporation shall be the 12-month period commencing on the first day of January of each year.

Section 9.3 - Execution of Contracts.

The Board may authorize any Officer or Officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 9.4 - Conflicts of Interest and Confidentiality.

The board shall maintain, implement, and periodically review, conflict of interest and confidentiality policies for Board Members, officers, and employees, as appropriate.

Article 10. Amendment of Bylaws

These Bylaws may be amended at any meeting of the Board of Directors by a two-thirds vote of those present and eligible to vote, provided that the amendment has been submitted to the Board of Directors in writing at least thirty days in advance of the meeting.

Article 11. Dissolution

In the event of dissolution or final liquidation of the Corporation, the Board shall dispose of the assets of the Corporation in accordance with the below provisions and any laws applicable to Exempt Organizations. Any such action or activity in violation of laws applicable to Exempt Organizations shall be void ab initio. In the event of the dissolution or final liquidation, none of the property of the Corporation nor any of the proceeds thereof shall be distributed to or divided among any Board Members or inure to the benefit of any individual. After all liabilities and obligations of the Corporation shall have been paid, satisfied and discharged, or adequate provision shall have been made therefore, all remaining property and assets of the Corporation shall be distributed to one or more non-profit organizations which meet the following criteria:

- (a) Such organizations shall be organized and operated exclusively for charitable, scientific, research, or educational purposes;
- (b) Transfers of property to such organizations shall, to the extent then permitted under the statutes of the United States, be exempt from federal gift, succession, inheritance, estate or death taxes (by whatever name called); and
- (c) Such organizations shall be exempt from federal income taxes by reason of Section 501(c)(3) of the Code.