



## Frederick County Landmarks Foundation Bylaws

*Ratified by Membership, DAY MONTH 20??*

*[Prior versions, 15 November 2009, 14 November 2018]*

### **ARTICLE I. NAME**

The corporation shall be named *The Frederick County Landmarks Foundation, Inc.* (the Foundation).

### **ARTICLE II. PURPOSE**

The purpose of the Foundation shall be to promote in Frederick County the preservation, knowledge, and appreciation of: a.) historic and natural landmarks, sites, structures, and districts, b). agricultural and industrial heritages, and c.) neighborhood architectural designs.

To achieve these ends, the Foundation is empowered: 1. To obtain funds to acquire, preserve, improve, restore, rehabilitate, lease, hold and/or sell landmarks, sites, structures, and districts; and 2. To assist public and private efforts to identify and to develop information, educational programs, and ordinances relating to historic and natural landmarks, sites, structures, districts, and neighborhood architectural designs of Frederick County.

### **ARTICLE III. NATURE OF THE BYLAWS**

These bylaws govern the administration of the Foundation, a non-profit, non-stock charitable corporation organized under the laws of Maryland.

### **ARTICLE IV. BOARD OF DIRECTORS**

The Board of Directors (the Board) shall govern the property, affairs, and business of the Foundation.

#### **Section 1. Composition of the Board of Directors**

The Board shall consist of at least six (6), but no more than ten (10) elected, voting members. This number shall include the officers (*see* Article V of the bylaws). The Board shall also include Directors of Foundation-owned properties (the Foundation Property Directors) and the Foundation's Administrative Officer (*see* Article VII of the bylaws), who shall serve as *ex-officio*, non-voting members.<sup>1</sup>

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<sup>1</sup> Elected, voting members may serve simultaneously in the capacity of a Foundation Property Director and still vote on Board matters.

## **Section 2. Terms of Office**

The term of office of the elected members of the Board shall be two (2) years. An elected member may not serve more than three (3) consecutive terms in the same officer position or six (6) consecutive terms on the Board. An elected member may seek reelection to the Board following a minimum of a one-year absence from the Board. Officers shall be elected in odd-numbered years. Approximately one-half of the members of the Board shall be elected every other year.

The term of office shall be two (2) years for Foundation Property Directors, who are appointed by the President and confirmed by a simple majority of the Board. Foundation Property Directors may be re-appointed without limit to the number of re-appointed terms.

## **Section 3. Vacancies**

Vacancies on the Board, prior to the expiration of a term of office, shall be filled by appointment made by the Executive Committee (*see* Article V of the bylaws). Appointment shall be made as soon as possible, preferably within thirty (30) days from the date the vacancy occurs. This appointment shall continue until the next annual election (*see* Article XV of the bylaws), when such vacancy shall be filled by a member of the Board elected to complete the unexpired term.

## **Section 4. Meetings**

The Board shall meet at least eight (8) times each year, with at least one (1) meeting in each quarter of the calendar year. Special meetings of the Board may be called upon the order of the President or at the written request of three (3) voting members of the Board. The officers shall confer prior to meetings.

The President, or in their absence, a member of the Executive Committee, shall serve as presiding officer. A simple majority of the Board present shall constitute a quorum. In-person attendance is preferred, but attendance by other means may be permitted. All matters shall be decided by a simple majority of the voting members present. *Proxy* votes are not permitted.

Any member of the Board with three (3) absences in a calendar year shall be contacted to determine if they wish to remain on the Board and may be removed from the Board, as described in Article XIV of the bylaws, or by resignation.

## **ARTICLE V. OFFICERS**

The officers shall include a President, Vice-President, Secretary, and Treasurer.

### **Section 1. Duties**

#### **a. President.**

The President shall: 1. Exercise general responsibility for the affairs of the Foundation; 2. Sign and execute, together with another officer, all deeds, contracts or other instruments authorized by the Board on behalf of the Foundation except in cases where the signing and execution of legal instruments has been expressly delegated by the Board, or the bylaws, to another officer or agent of the Foundation; 3. Exercise responsibility for the custody of the Seal of the Foundation discussed in Article X of the bylaws; 4. Preside at all meetings of the membership, the Board, and the Executive Committee; 5. Create *ad hoc* committees, depending on the needs of the Foundation; 6. Appoint all committee Chairs and set their terms; 7. Provide a written report to the Board on the progress made in furtherance of the Foundation's purpose, goals, objectives, and other matters as appropriate, prior to the Annual Meeting (see Article XV of the bylaws); 8. Provide a summary of Foundation activities at the Annual Meeting; 9. Perform such other appropriate duties as assigned by the Board.

#### **b. Vice-President.**

The Vice-President shall: 1. Exercise the powers and duties of the President in the event of a vacancy in the office of the President or during the President's inability to act for any reason; 2. Serve as the temporary committee Chair in the absence of an appointed Chair; 3. Perform such other appropriate duties as assigned by the President or the Board.

#### **c. Secretary.**

The Secretary shall: 1. Record the minutes and attendance at the meetings of the Board, the Executive Committee, and the Annual Meeting; 2. Prepare the official copy of the bylaws of the Foundation, including all amendments adopted in accordance with Article XIII of the bylaws; and 3. Perform such other appropriate duties as assigned by the President or the Board.

#### **d. Treasurer.**

The Treasurer shall: 1. Manage the funds, securities, and financial obligations of the Foundation as directed by the Board; 2. Serve as Chair of the Finance Committee (see Article VIII of the bylaws); 3. Present to the Board an annual financial report (see Article VIII of the bylaws); 4. Perform such other appropriate duties as assigned by the President or the Board.

## **Section 2. Executive Committee**

The Executive Committee shall consist of the four (4) elected officers.

### **a. Powers**

The Executive Committee shall have authority to approve transactions which involve money or property transactions not exceeding \$1,000.00 and shall function within such other guidelines as prescribed by the Board. In no event may the Board delegate to the Executive Committee those powers conferred by Articles XII and XIII of the bylaws.

### **b. Organization**

The President shall act as Chair of the Executive Committee, and the Secretary shall act as Secretary of the Executive Committee. In the absence of the President or Secretary, the Executive Committee shall appoint a Chair or Secretary *pro tem*. The Executive Committee shall keep a record of its activities and proceedings and shall report the minutes of these meetings at the next meeting of the Board.

### **c. Meetings**

Meetings may be called by the President, Vice-President, or by any two (2) members of the Executive Committee with at least three (3) days' notice. Reasonable notice of the time and place shall be given to all members of the Executive Committee, in accordance with rules formulated by the Executive Committee.

A simple majority of the members of the Executive Committee shall constitute a quorum for the transaction of business. Means of attendance shall be determined in advance. All matters shall be decided by a simple majority. *Proxy* votes are permitted.

## **ARTICLE VI. ELECTIONS**

Elections for all available Board positions shall be held in conjunction with the Annual Meeting (see Article XV of the bylaws) in November of the calendar year. All elected Board Members shall assume office on January 1 of the following calendar year.

### **Section 1. Nomination Procedures**

At least sixty (60) days before the Annual Meeting, the President shall appoint a Nominating Committee Chair from the membership of the Foundation. The Nominating Committee shall select a minimum of two (2) nominees, if possible, for each position to be filled and shall submit its report to the President at least three (3) weeks prior to the Annual Meeting. This report shall be available to all members of the Foundation at least two (2) weeks prior to the Annual Meeting. Further nominations may be made by written petition of at least three (3) members of the Foundation. Such petitions shall be submitted to the Nominating Committee Chair at least one (1) week prior to the Annual Meeting.

No member of the Foundation shall be nominated without having given their consent. A nominee shall be a member of the Foundation whose annual dues are satisfied. A nominee is expected to attend the Annual Meeting in-person; another means of attendance is permitted with prior approval from the Board.

### **Section 2. Ballot & Absentee Voting**

A member of the Foundation may submit either a ballot vote at the Annual Meeting or an absentee vote. Absentee ballots and the Nominating Committee Report will be made available upon request. The Nominating Committee Chair must receive all absentee ballots prior to the Call to Order of the Annual Meeting. Voting through electronic means of communication is permitted. *Proxy* votes are not permitted.

## **ARTICLE VII. FOUNDATION EMPLOYEES AND CONTRACTORS**

The Foundation shall employ an Administrative Officer and may employ or contract with additional providers of ongoing services, depending on the needs of the Foundation (e.g., Executive Bookkeeper, Accountant).

### **Section 1. Administrative Officer**

The day-to-day activities of the Foundation shall be the responsibility of the Administrative Officer in accordance with the position duties established by the Board.

### **Section 2. Performance Review**

The President and at least one other member of the Executive Committee shall evaluate the performance of the Foundation's employees and services contractors on an annual basis and will present the results of the evaluation to the Board for approval.

## **ARTICLE VIII. COMMITTEES**

The Foundation shall establish committees to fulfill its Purpose as discussed in Article II of the bylaws. Committees, in consultation with the Board, shall operate under rules of procedure established and approved by the Board.

Committees shall be comprised of at least one Chair (preferably a non-Board member) and a member of the Board, who shall serve as a liaison between the committee and the Board to apprise the Board of committee activities. The President shall not serve on a committee.

Committee Chairs shall provide a written report to the Board prior to the Annual Meeting (see Article XV of the bylaws) of goals and objectives accomplished during the current calendar year and projected for the next calendar year. Committee Chairs shall provide regular activity reports as requested by the President or the Board. Committees may seek assistance from one another to accomplish their goals.

## **Section 1. Properties Committee**

### **a. Schifferstadt Architectural Museum Committee**

This committee shall oversee the operation and maintenance of the Schifferstadt Architectural Museum, including the building and associated grounds, as well as activities conducted on the premises. The Foundation Property Director shall serve on the committee.

### **b. Beatty-Cramer House Committee**

This committee shall oversee the operation and maintenance of the Beatty-Cramer House, including the building and associated grounds, as well as activities conducted on the premises. The Foundation Property Director shall serve on the committee.

### **c. Zion Church & Cemetery Committee**

This committee shall oversee the operation and maintenance of the Zion Church and cemetery, including the church building, gravestones, and associated grounds, as well as activities conducted on the premises. The Foundation Property Director shall serve on the committee.

## **Section 2. Advocacy Committee**

This committee shall champion, as needed, the identification, preservation, and protection of historic resources, including but not limited to, buildings, landscapes, sites, and viewsheds of importance to Frederick County's cultural and historical identity and heritage. It shall confer with the Board on the projects that have been identified as warranting the Foundation's engagement.

## **Section 3. Events Committee**

This committee shall carry out the planning and organizing of Foundation events including, but not limited to: Barnstormers, Historic Preservation Awards, and Oktoberfest.

## **Section 4. Finance Committee**

### **a. In General**

This committee shall advise the Board on the Foundation's financial matters.

### **b. Foundation Budget**

This committee shall submit to the Board by February 28 of the current calendar year a budget for approval and shall present an end-of-year financial report for the prior calendar year. A report of the Foundation's fiscal status shall be presented to the Board on a monthly basis.

The budget may be amended by the Board, as necessary.

**c. Audits and Financial Reviews**

The Board shall authorize an external audit in accordance with the laws of Maryland, and otherwise conduct an internal audit or financial review on an annual basis. The Treasurer shall not serve as a member tasked with conducting an internal audit or financial review.

**Section 5. Fundraising Committee**

This committee shall identify and plan events, campaigns, and other revenue sources to raise funds for the Foundation.

**Section 6. Membership Committee**

This committee shall encourage membership in the Foundation. This committee shall recommend changes in the dues structure and shall be responsible for conducting the annual membership drive, maintaining and archiving membership records, and providing information to new members.

**Section 7. Plaque Committee**

This committee shall provide recognition and identification of sites, structures, and districts in order to encourage restoration, rehabilitation, and/or preservation. Recognition and identification shall be accomplished by the awarding of, and in appropriate circumstances, the removal of a plaque, and by maintaining a registry of plaques conferred. This committee shall have the responsibility for acquiring, distributing, and storing plaques.

**Section 8. Public Relations and Publicity Committee**

This committee shall carry out a continuing public relations program through various media sources. This committee shall assist and provide guidance, as requested, to the Foundation on publicity and public relations, and publish a newsletter for the membership of the Foundation.

**ARTICLE IX. FISCAL SPONSORSHIP**

The Foundation may arrange for fiscal sponsorship of a group, organization, or program whose mission or objective is similar to the Purpose of the Foundation discussed in Article II of the bylaws.

**ARTICLE X. SEAL**

The Seal of the Foundation shall consist of a flat-faced, circular die with the following words cut or engraved around the perimeter: *Frederick County Landmarks Foundation, Inc., Frederick, Maryland*. In the center there shall appear the words, *Incorporated 1972*.

**ARTICLE XI. LIMITATIONS**

No part of the net earnings of the Foundation shall inure to the benefit of any natural individual or any entity. No substantial part of the activities of the Foundation shall involve attempts to

influence legislation by lobbying, nor shall the Foundation participate in any way in political campaigns on behalf of any candidate for public office.

#### **ARTICLE XII. DISSOLUTION**

In the event of dissolution of the Corporation, the residual assets shall be turned over to an organization(s), which is itself exempt under Section 501 of the Internal Revenue Code and whose purpose or mission is historic preservation. Such organization(s) to be selected by the Board. None of the Foundation's assets shall be distributed to or inure to the benefit of any natural individual.

#### **ARTICLE XIII. AMENDMENTS**

A two-thirds majority of the Board has the power to make, alter, amend, or repeal the bylaws at any Board meeting, provided that the intent to make, alter, amend, or repeal the bylaws has been communicated, in writing, to all Board members twenty (20) days in advance. All alterations and amendments must be ratified by a simple majority of the Foundation members present (see Article XV of the bylaws).

#### **ARTICLE XIV. REMOVAL FROM THE BOARD**

Any elected, voting member of the Board may be removed for cause by the affirmative vote of two-thirds of the Board. This may be done at any meeting of the Board, provided that the Board has been notified of the intention to remove such member of the Board one (1) week prior to the meeting. *Proxy* votes are permitted.

#### **ARTICLE XV. MEMBERSHIP**

The only requirement of membership in the Foundation shall be the payment of annual dues. The Executive Committee may approve complimentary membership at reduced or no cost.

##### **Section 1. Term**

Membership term shall extend from January 1 through December 31 of the calendar year unless otherwise noted at time of payment of dues.

##### **Section 2. Meetings**

There shall be at least one (1) duly constituted meeting each year for conducting business and electing officers and Board members (i.e., Annual Meeting). The President shall inform the membership of the Annual Meeting by written notice at least two (2) weeks prior to the event date. Additional meetings may be held, depending on the needs of the Foundation.

A duly constituted meeting is one called by the President, the Board, the Executive Committee, or majority of the Foundation's members, and attended by at least ten (10) members in good standing.



### **Section 3. Quorum**

The members present shall constitute a quorum for the transaction of business.

### **ARTICLE XVI. INDEMNIFICATION**

To the extent permitted by law and to the extent not covered by Foundation insurance, the Foundation shall indemnify, and shall pay or reimburse reasonable expenses in advance of final disposition of a proceeding with respect to any act, or failure to act, occurring while an individual was serving as a member of the Board, an officer, an employee, or agent of the Foundation.

No amendment to or repeal of this Article, nor the adoption or amendment of any other provision of the bylaws or Charter of the Foundation inconsistent with this Article, shall apply to or affect in any respect the applicability of the preceding paragraph as concerning any act, or failure to act, which occurred prior to such amendment, repeal, or adoption.

### **ARTICLE XVII. EQUAL EMPLOYMENT OPPORTUNITY AND NON-DISCRIMINATION POLICY**

The Foundation shall not discriminate on the basis of age, color, disability, economic circumstances, ethnicity, gender expression, gender identity, genetic information, national origin, race, religion, sex, sexual orientation, and/or any other legally protected group in employment, membership, or provisions of services.

### **ARTICLE XVIII. ADMINISTRATION AND ACCOUNTABILITY OF FUNDS**

Income from all sources, other than those described in the following paragraphs, shall be general income used for the operation of the Foundation. Deposits shall be in a banking corporation organized and existing under law as directed by the Board.

#### **Section 1. Trust Income**

Income from trusts shall be used in accordance with the provisions of those trusts. The Board must approve each trust agreement.

#### **Section 2. Disbursements**

Disbursements shall be made in accordance with the annual budget approved by the Board.

#### **Section 3. Grant Funds**

Source of grant funds shall be provided to the Board and disbursed as stipulated.

### **ARTICLE XIX. BOARD OPERATING PROCEDURES**

The Board shall conduct the business of the Foundation on a calendar year and use *Robert's Rules of Order* as a guide.