

BYLAWS
SOUTHERN MARYLAND WOMEN’S LEAGUE, INC.

ARTICLE I
NAME AND LOCATION OF OFFICES

The name of the Corporation shall be Southern Maryland Women’s League, Inc. (hereinafter referred to as the “Corporation”). The Corporation shall maintain a principal office and a registered agent in the State of Maryland.

ARTICLE II
PURPOSE OF THE CORPORATION

The purpose of the Corporation is pleasure, recreation, and raising funds for distribution by the Southern Maryland Women’s League Foundation, Inc. (hereinafter referred to as the “Foundation”). The Corporation is a tax-exempt business organization under Section 501(c) 4 of the Internal Revenue Code of 1986.

ARTICLE III
FISCAL YEAR

The fiscal year of the Corporation shall begin on July 1 of each year and end on the last day of June next succeeding. The financial records shall be prepared within 30 days of the end of the fiscal year and shall be audited by a Certified Public Accountant.

ARTICLE IV
MEMBERSHIP

Section 4.1 **Membership** – The Corporation is comprised of members in good standing. A member in good standing is a member who has paid annual membership dues, costs, and other contributions, as prescribed by the Board of Directors.

Prospective members shall be sponsored by a member in good standing and attend at least three general membership meetings before the member’s name is submitted to the membership for approval. A prospective member is approved, unless two or more members object by a responsive written communication.

APPROVED BY THE BOARD OF DIRECTORS ON MAY 21, 2019
APPROVED BY THE MEMBERSHIP ON JUNE 5, 2019

Section 4.2 **Associate Members** - Members between the ages of 21 and 28 are eligible for associate membership status with a reduction in membership dues of one half of the annual membership dues paid by full members.

Section 4.3 **Membership Responsibilities** – Each member shall pay annual membership dues promptly and according to the time schedule established by the Board of Directors. Each member shall remit payment for meals, programs and other fees, promptly.

Each member shall participate in the Corporation’s annual fundraiser. The participation requirement may be met by a monetary contribution to the Foundation in an amount to be determined by the Board of Directors.

Section 4.4 **Membership Meetings** – The Corporation shall hold membership meetings according to a schedule that is communicated to the membership. From time to time, the Board of Directors may present issues to the membership for a vote. Notice of a membership meeting, where an issue will be presented for a vote, shall be provided to the membership by electronic transmission, at least five days before the meeting where the vote will be taken

Section 4.5 **Annual Membership Meeting to Elect Board of Directors** – The Board of Directors shall conduct an Annual Meeting of the membership at the last meeting of the fiscal year, with notice given to the membership. At the Annual Meeting, the membership shall elect the Directors of the Corporation for the upcoming fiscal year.

Section 4.5.1 **Procedures for Annual Membership Meeting, Nominations and Election** - The Board of Directors shall annually approve written Nomination and Election Procedures and distribute the procedures to the membership at least 30 days before the Annual Meeting. The election of Directors shall be governed by the approved Nomination and Election Procedures and these Bylaws.

Section 4.6 **Quorum** - A quorum shall consist of a majority of members in good standing present at a membership meeting and the Annual Membership Meeting. A quorum must be present to conduct an election of the Board of Directors and to present an issue to the membership for a vote.

Section 4.7 **Meeting Conduct** – Robert’s Rules of Order (revised) shall govern the parliamentary procedure for conduct during all meetings.

ARTICLE V BOARD OF DIRECTORS

Section 5.1 **General Powers** – The business, property, affairs and funds of the Corporation shall be managed, supervised, and controlled by its Board of Directors. The Board of Directors shall approve an annual budget for the upcoming fiscal year and present the approved Budget to the membership at the Annual Meeting of the Corporation. The Board of Directors shall review and approve all Standard Operating Procedures and any changes or additions thereto. From time to time, the Board of Directors may seek guidance from the general membership by presenting an issue to the membership for a vote or recommendation.

Section 5.2 **Number of Directors and Composition of Board** – The Board of Directors of the Corporation shall consist of a minimum of seven and a maximum of nine. The Board will maintain an odd number of members.

Section 5.3 **Terms of Directors** – The Directors shall serve terms of two years. The terms shall be staggered and each year three to five members of the board shall be elected. No Director shall serve more than three consecutive terms. A Director who serves three consecutive terms shall not be reelected as a Director within 12 months of the completion of her final term, except the Board of Directors may waive this requirement for good cause.

Section 5.4 **Vacancy of Director** - In the event a director position of the Corporation becomes vacant by death, resignation, retirement, disqualification, or by any other cause, the Board of Directors, by majority vote, shall elect a member in good standing to fill the vacancy and serve the remainder of the term of the Director being replaced.

Section 5.5 **Removal of Directors** – A Director shall be removed from the Board of Directors for missing three meetings during the fiscal year. The Board of Directors may waive this requirement for good cause.

Section 5.6 **Regular and Special Meetings** – The Board of Directors shall meet at such time and at such place as the Directors shall determine and may attend meetings telephonically or electronically, with Board approval. All meetings of the Board of Directors are open to the membership. The Board may meet in closed session, as necessary, pursuant to State law. Special meetings may be called by the President or by a majority of the Board of Directors.

Section 5.7 **Meeting Notice** – Written notice of all regular and special meetings of the Board of Directors shall be given to each Director by electronic transmission at least three days before the date of the meeting.

Section 5.8 **Quorum** – A quorum is required to conduct business. A quorum shall consist of the majority of the members of the Board of Directors and a majority vote of those present shall decide all questions. If less than a quorum of the Directors is present at a meeting, a majority of the Directors present may adjourn the meeting to another time.

Section 5.9 **Unanimous Consent Action by the Board of Directors** – The Board of Directors may act on an issue outside of a regular board meeting with unanimous consent of the Board in writing or by signed electronic transmission. A record of the unanimous consent vote and the issue which the Board acted upon, shall be filed with the Minutes at the next meeting of the Board of Directors.

Section 5.10 **Meeting Conduct** – Robert’s Rules of Order (revised) shall govern the parliamentary procedure for conduct of all meetings of the Board of Directors.

ARTICLE VI OFFICERS

Section 6.1 **Officers** – The officers of the Corporation shall be: President, Vice President, Secretary and Treasurer, all of whom shall be elected by and from the Board of Directors. Duties shall be those usually performed by such officers or as may be specified in these Bylaws, and other such duties as prescribed by the Board of Directors.

Section 6.2 **Election and Term of Officers** – Officers shall be elected at the first meeting of the Board of Directors after the Annual Meeting, but no later than two weeks after the Annual Meeting.

To ensure continuity and leadership development, the President shall serve a two-year term. If the President’s term as a Director expires while she is serving a two-year term as President, the President shall run for another term as Director, but may not exceed the three consecutive year term limitation, without a waiver by the Board of Directors, for good cause. The Vice President, Secretary and Treasurer shall serve a one-year term and may serve a two-year term.

Section 6.3 **Removal of an Officer** – An Officer may be removed upon a two-thirds vote of the Board of Directors.

Section 6.4 **Vacancy** - In the event that an Officer position becomes vacant by death, resignation, retirement, disqualification, or by any other cause, the Board of Directors, by majority vote, shall elect a Director to fill the vacancy and serve the remainder of the term of the Officer being replaced.

Section 6.5 **Duties of Officers**

President – The President shall preside at all meetings of the Board of Directors and meetings of the general membership of the Corporation. The President shall provide the Agenda to the Board at least three days before the meeting. The President shall appoint chairpersons of all committees annually and shall be an *Ex-Officio* member of all committees. The President shall serve as Chair of the Nominations Committee.

If the President is a candidate for the Board of Directors or otherwise disqualified from serving as the Chair of the Nominations Committee, the most recent Immediate Past President available may serve as the Chair of the Nominations Committee.

Vice President – In the absence or inability of the President to act or a vacancy in that office, the duties of the President shall be performed on an interim basis by the Vice President. The Vice President shall perform such duties as are assigned by the Board or the President.

Secretary – The Secretary shall prepare and issue notices of meetings of the Board of Directors and shall distribute draft minutes to the Board of Directors at least five days before a regular meeting. The Secretary shall record minutes and shall maintain the record books in good order for all minutes of meetings of the Board of Directors, general membership meetings, and all resolutions of the Board of Directors. The Secretary shall call the roll at the commencement of meetings of the Board of Directors and shall track attendance of members of the Board of Directors. The Secretary shall notify the Board when members of the Board of Directors fail to meet attendance requirements as set forth in Article V, Section 5.5 of these Bylaws. Secretary shall collect and maintain committee meeting minutes.

Treasurer – The Treasurer shall (1) be responsible for the custody of the funds, and for safeguarding the assets; (2) shall have authority to open bank accounts in the name of the Corporation and with such other person or persons as may be designated by the Board of Directors to sign checks and drafts and other papers requiring the payment of money; (3) cause all debts and obligations of the Corporation to be paid upon verification; (4) keep an accounting of all receipts and disbursements, which shall be open for inspection by the Directors and Auditors; (5) give a report of accounts at meetings of the Board of Directors and present a draft Budget to the Board; (6) facilitate annual audit and ensure that federal and state taxes and reports are filed; (7) present the approved Annual Budget to the membership at the Annual Meeting; (8) present an Annual Statement of all receipts and disbursements at the first general membership meeting of the new fiscal year; and (9) provide a financial report to the membership no less than quarterly.

Other Officers – The Board of Directors may elect such officers, as it may from time to time deem desirable, including but not limited to, Foundation Officers, Assistant Secretaries, or Assistant Treasurers.

ARTICLE VII COMMITTEES

Section 7.1 **Committees** – The Corporation shall operate with the assistance of Standing and Special Ad Hoc Committees. Unless otherwise stated in these Bylaws, all committee actions are considered recommendations to the Board of Directors and not official board action.

Members of the Corporation are eligible to serve on committees, unless otherwise provided in these Bylaws, or by State law. Vacancies in the membership of any committee may be filled by the Chairperson with notification to the Board. At least one member of the Board of Directors shall serve on each Committee.

Section 7.2 **Committee Procedures** – Each Committee shall maintain Standard Operating Procedures. Committees shall report to the Board of Directors concerning all matters upon which it has acted, record minutes of its meetings, and deliver a copy of such minutes to the Secretary of the Corporation. Committees are authorized to operate within the budgeted amount approved by the Board of Directors. Committees may not exceed the amount budgeted by the Board, without prior written Board approval.

Each Committee shall meet at least annually. Reasonable notice of any Committee meeting shall be given to the members thereof and to the President of the Board, all of whom shall have the right to attend and participate. A simple majority of the members of each Committee shall constitute a quorum for the transaction of business.

Section 7.3 **Standing Committees** - The Standing Committees shall be the Fundraising Committee, Membership Committee, Program Committee, Public Relations Committee, and Nominating Committee.

Section 7.3.1 **Fundraising Committee** – The Fundraising Committee’s purpose is to develop, coordinate, and implement activities and events to raise funds to be distributed by the Foundation. The Fundraising Committee Chairperson shall be a member of the Board of Directors and shall operate in accordance with the Standard Operating Procedures established by the Board of Directors.

Section 7.3.2 **Membership Committee** – The Membership Committee’s purpose is to recruit new members and retain current members. The Committee will maintain a master list of members and their contact information and share this information as needed with the membership. The Committee will (1) supervise the electronic approval of new members to the Corporation and Foundation, (2) coordinate New Member Orientation, and (3) work closely with the Board, and (4) maintain a sub-committee to offer greetings, condolences, and other support to members.

Section 7.3.3 **Program Committee** – The Program Committee’s purpose is to develop an annual calendar of monthly meetings to build comradery and fellowship among members. The Committee will plan and implement the meeting programming to include theme, venue, guest speakers, and all details concerning the meetings. The Committee is to coordinate efforts closely with the Board of Directors.

Section 7.3.4 **Public Relations Committee** – The Public Relations Committee’s purpose is to communicate with the membership and the general public. The Committee will maintain an official website, and publish a newsletter with meeting information, committee updates, and other information of interest. The Committee will generate good will and positive recognition for the Corporation and Foundation, provide support to all committees, and work closely with the Board.

APPROVED BY THE BOARD OF DIRECTORS ON MAY 21, 2019
APPROVED BY THE MEMBERSHIP ON JUNE 5, 2019

Section 7.3.5 **Nominating Committee** – The Nominating Committee shall be chaired by the President, who shall determine the size and composition of the Committee subject to a minimum of one additional member of the Board of Directors of Corporation and one member at large. The Nominating Committee shall operate in accordance with the Nomination and Election Procedures approved by the Board.

Section 7.4 **Special Ad Hoc Committees** - From time to time, the Board of Directors may establish Special Ad Hoc Committees. The Board of Directors must define the purpose and assignment of a Special Ad Hoc Committee and include a termination timeframe. The Board of Directors may extend the timeframe for completion if necessary.

Section 7.5 **Board of Director’s Duty to Committees** - The Board of Directors, from time to time, may establish policies concerning Committee procedures and operations, which policies shall be consistent with these Bylaws and State law.

The Board of Directors shall approve funding for individual committee operations in the Annual Budget.

ARTICLE VIII ORGANIZATIONAL ETHICS

Section 8.1 **Ethics of Operations** – The Board shall provide oversight to ensure that operations of the Corporation are conducted in accordance with the Corporation’s mission and in a manner reflecting the Corporation’s ethical responsibility to the community it serves.

Section 8.2 **Confidentiality** – Every member of the Board and of every Committee shall ensure that confidentiality of all corporate business is maintained.

Section 8.3 **Sole Benefit of the Corporation** – Members of the Board and Committees shall act solely for the benefit of the Corporation and not as the representative of an organization, business, or prospective recipient of a Foundation disbursement.

Members and Directors shall declare the existence of any conflict of interest, real or perceived, and refrain from participation in discussions or voting on those matters.

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Furthermore, Board and Committee members are held to a strict rule of honest and fair dealing with each other and with the Corporation. Failure to fulfill this duty may result in removal from the Board or Committee.

ARTICLE IX INDEMNIFICATION

Section 9 **Indemnification** – The Corporation shall maintain Directors and Officers insurance coverage adequate to indemnify any individual who is a present or former Director or Officer of the Corporation. The Corporation shall maintain insurance coverage adequate to indemnify any member of the Corporation who is not an Officer or Director of the Corporation to the same extent that it may indemnify Directors or Officers under this Article.

ARTICLE X MISCELLANEOUS

Section 10.1 **Contracts** – Except as otherwise limited herein, the Board of Directors may authorize any officer, officers, agent or agents of the Corporation to enter into any contract or execute and deliver any instrument in the name and on behalf of the Corporation. Such authority may be general or confined to specific instances.

Section 10.2 **Checks, Drafts, Deposits, etc.** – 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 such Officer, Officers, agent or agents of the Corporation and in such manner as shall be determined by the member. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may select. The Board and its Officers shall manage and direct all cash management and cash flow activities, including banking and trust functions, bond and debt commitments/compliance, and financial systems. Separate bank accounts will be maintained in the name of the Corporation.

Section 10.3 **Gifts** – The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

Section 10.4 **Seal** – The Corporate Seal shall have inscribed thereon the name of the Corporation.

APPROVED BY THE BOARD OF DIRECTORS ON MAY 21, 2019
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Section 10.5 **Audit** – The Board of Directors shall require an audit of the financial books and records of the Corporation and Foundation annually. The Board of Directors shall select the firm to perform the audit. The Corporation will follow all Maryland Auditing and Financial Review Regulations concerning Non-Profit Organizations.

Section 10.6 **Records** – The Corporation shall keep correct and complete books and records of accounts in accordance with generally accepted accounting principles and also shall keep minutes of the proceedings of its Board of Directors, membership and its Committees. All records of the Corporation shall be made available to any Member, upon request.

ARTICLE XI AMENDMENTS

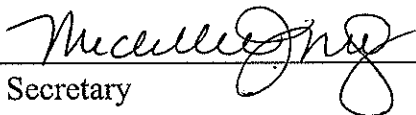
Section 11 **Amendments** - The Board of Directors shall approve all amendments or alterations of the Articles of Incorporation or Bylaws prior to submission to the membership at a duly called meeting.

The membership, by petition that includes signatures of two-thirds of members in good standing, may present an amendment or alteration of the Articles of Incorporation or Bylaws to the Board of Directors, and upon receipt the Board shall approve and submit the proposed amendment or alteration to the membership at a duly called meeting.

Notice of the meeting where the amendment or alteration of the Articles of Incorporation or these Bylaws will be considered shall be given electronically to all members at least 30 days before the date of the meeting. The Notice shall include the text of the amendment or alteration to be considered.

Approved by Board of Directors on May 21, 2019.

Approved by General Membership on June 5, 2019.

Signed by: 
Secretary
Southern Maryland Women's League, Inc.