BYLAWS OF THE
CAROLINE COUNTY HISTORICAL SOCIETY, INC.
(Established in 1969)
Effective October 12, 2024

ARTICLE I
Name, Purpose, and Business

Section 1: Name

The name of the Corporation is Caroline County Historical Society, Inc., referred to in these Bylaws as "CCHS" or "Society."

Section 2: Purposes and Powers

The Society shall be a nonprofit, nonstock corporation under the Laws of the State of Maryland. The objective and purpose of the Society shall be educational in character and include: (1) further the knowledge and appreciation of the history of Caroline County, Maryland, and its surrounding areas; (2) collect, preserve, document, and maintain relevant artifacts and materials, where possible of historical value; (3) protect and preserve historical property within Caroline County, within the financial means of the Society; and (4) discover and share information about the county's history, including details of events, families, and individuals related to Caroline County, by various means.

Section 3: Principal Office/Place of Business

The location where the principal business of the Society will be transacted is 16 North Second Street, Denton, Maryland 21629. The official business/mailing address of the Society is Caroline County Historical Society, P.O. Box 514, Denton, Maryland 21629.

Section 4: Seal of the Society

The seal of the Society shall consist of two consecutive circles between which are the name of the Society and "1969" (the year of the Society's founding), and in the center be inscribed the word "MARYLAND" the impress of which is hereon, the restoration of the Garden House and the Childhood Playhouse or "Folly" (ca. 1910) located on the Courthouse Green in Denton, Maryland. The Seal is depicted below. The Society Seal shall be in the charge of the Recording Secretary.

Section 5: Non-Profit Status

The affairs and activities of the Society shall be carried out at all times for the purposes and in accordance with the terms set forth in its Articles of Incorporation and these Bylaws, and in conformity with all applicable provisions of the Internal Revenue Code of 1986, as amended, affecting nonprofit organizations qualified for tax-exempt status as described in Section 501 (c) (3) of the Code. The Society shall have perpetual existence under its corporate name, and no part of the net income or earnings of the Society shall accrue to the benefit of any individual member or be distributed to its members or officials.

Section 6: Diversity

Diversity is a core value of the Society. The Society shall not discriminate on the basis of sex, age, gender, religion, race, ethnicity, or disability.

Section 7: Non-Partisanship Statement

The name of the Society or the names of any members in their official position shall not be used in connection with any commercial or political concern nor with any partisan interest for any purpose not appropriately related to the purposes of the Society as stated in these Bylaws.

ARTICLE II
Members

Section 1: Membership

Members are dues paying individuals who are interested in the history and culture of Caroline County, Maryland. Membership shall be available to all those who subscribe to the purposes of the Society, stated in Article I of these Bylaws.

Section 2: Member Rights and Good Standing

Members in good standing shall have the right to vote for Directors, bring forth business at member meetings, vote on business matters of the Society, hold any elected office or appointed position in the Society, and participate in Society events. A member must be current on his or her dues to be considered a member in good standing.

Section 3: Membership Dues

Membership dues will be set by the Board of Directors (herein known as the Board) of the Society. Annual dues may be modified by a two-thirds (2/3) vote of the Board. Membership dues will cover the period of one year. If a member does not renew his or her membership within thirty (30) days of expiration, he or she will be considered as having terminated his or her membership. Members previously granted “Life” membership in the Society are exempt from paying dues; however, Life memberships are no longer granted by the Society. Membership dues shall not be refunded for ANY reason including resignation, death, or removal from the Society.

Section 4: Honorary Membership

Honorary members may be elected by the Board at its discretion from those who shall have become distinguished in one or more of the pursuits of life and shall apply and qualify by written acceptance but shall pay NO dues. Honorary members shall have all the rights, privileges, and benefits of membership.

Section 5: Removal

A member may be removed from membership in the Society for deliberate actions that are deemed to be detrimental to the welfare or the good name of the Society by a vote of two-thirds (2/3) of the Board. Any member whose membership was removed shall be notified by letter within seven (7) days of the decision. Any such member being removed shall have thirty (30) days to make an appeal to the Board for reconsideration.

Section 6: Annual Meeting

The annual meeting of the members of the Society should be held in Caroline County, Maryland, at a date, time, and location to be set by the Board. Should an exigent circumstance exist, the meeting may be postponed for up to fifty (50) days to allow elections to be held prior to the expiration of terms of Directors and Officers. The annual meeting shall include an election of Directors to replace those whose terms are set to expire. Notice thereof shall be given each member by written, electronic, or printed notice stating the time and place of the meeting not less than fifteen (15) days nor more than ninety (90) days prior to the meeting, and such notice shall state the purposes of the meeting.

Section 7: Special Meetings

Special meetings may be held at the call of the President or, if unavailable, at the call of the Vice-President, and like notice given to the members and the purpose of the meeting se forth.

Section 8: Quorum

Ten percent (10%) of the members in good standing shall constitute a quorum at a members' meeting of the Society.

Section 9: Remote Meetings

Any meeting may be conducted solely by one or more means of remote communication through which all members may participate in the meeting, if notice of the meeting is given as described in this Article. Remote communication includes, but is not limited to, telephone, videoconference, or such other means by which persons may communicate with each other on a substantially simultaneous basis. Participation by any such means constitutes attendance at a meeting. There is no requirement to make remote attendance available.

ARTICLE III
Board of Directors

Section 1: Powers and Duties

The affairs of the Society shall be managed by a Board of Directors (referred to in these Bylaws as the Board) consisting of eleven (11) Directors elected by the members of the Society, plus other Directors whose membership on the Board is set forth in these Bylaws. The duties and powers of the Board include, but are not limited to:

a. Establish mission, purpose, goals, and programs for the Society
b. Ensure appropriate policies are developed, adopted, and implemented to carry out the missions of the Society
c. Establish fiscal policy, including budget authorization and oversight
d. Manage resources of the Society to insure financial stability and successful operations of the Society's activities and assets
e. Conduct long-range planning for operation of the Society
f. Elect officers to conduct/manage the routine business operations of the Society
g. Raise awareness within the community of historical resources and assets within the county, and where appropriate in the region and the State of Maryland

Section 2: Selection/Election of Directors and Tenure

Directors shall be elected at the annual meeting of the Society. Directors must be members of the Society in good standing. Directors shall be elected by a majority of voting members. Directors shall have a term of three years, which shall start on July 1 following the membership meeting that year, and ending when their qualified and elected replacement has assumed the position. The terms of Directors should be such that less than half (approximately a third) of the Directors are elected in any given year, so that there is continuity of leadership on the Board. Any Officer elected by the Board who is not currently a Director shall be a De Facto Director during the duration of their term of office and considered a member of the Board.

Section 3: Board Meetings

The Board shall meet at LEAST four (4) times a year. There shall be a meeting the month after the elections, and the others scheduled by the Board, with meetings at such time and place as the Board of Directors choose. Should an exigent circumstance exist, a meeting may be postponed for up to thirty (30) days. Board members shall make every effort to attend Board meetings. Board members must notify the Corresponding Secretary if they cannot attend and the reason for not attending so the President can determine if it is an excused absence.

Section 4: Special Meetings

Any member of the Board may call special meetings of the Board if deemed necessary. Notice of such meetings shall be provided to all members of the Board by the Corresponding Secretary at least three (3) days in advance of any such meeting; such notice may be waived by any Director. Unless otherwise indicated in the notice thereof, any and all business may be

transacted at any special meeting. At any meeting at which every Director is present, even without notice, any business may be transacted, and any Director may waive notice of time, place, and objectives of such meeting.

Section 5: Board Quorum

A quorum shall consist of least fifty-one percent (51%) of the Board to be present. A majority of those present, where a quorum is present, shall be necessary to transact any business, excepting those requiring a two-thirds (2/3) vote of the Board, in which case the affirmative votes must equal that amount of the total board to succeed.

Section 6: Remote Meetings

Any meeting of the Board may be conducted solely by one or more means of remote communication through which all Directors may participate in the meeting, if notice of the meeting is given as described in these Bylaws, and if the number of participating Directors is sufficient to meet the Quorum as specified in these Bylaws. Remote communication includes, but is not limited to telephone, videoconference, or such other means by which persons may communicate with each other on a substantially simultaneous basis. Participation by any such means constitutes attendance at a meeting. There is no requirement to make remote attendance available.

Section 7: Resignation and Removal of Director

A Director may resign at any time by giving written notice of their resignation to the Corresponding Secretary. Any resignation shall be effective immediately upon receipt of notice, or upon a later date specified in the notice. A Director may be removed by a majority vote of the entire Board for any of the following reasons: (i) if a Director fails to attend three consecutive meetings, unless excused by the President; (ii) conduct of a Director that is unethical, immoral, or fraudulent, or which is a discredit to the Society, or detrimental to the reputation, character, or standing of the Society; or (iii) conviction of a Director for a crime. Any such Director being removed will be notified in writing within seven (7) days of such a decision.

Section 8: Vacancies

Should there be a Director vacancy due to resignation, death, or removal from membership, the vacancy may be filled through an appointment by the Board at a meeting for the remaining term of the Director whose place should be vacant.

Section 9: Board Compensation

Directors shall not receive any stated salary or compensation for their duties.

ARTICLE IV
Officers

Section 1: Officers

The Officers of the Society shall be the President, Vice-President, Treasurer, Corresponding Secretary, and Recording Secretary. No Officer shall execute, acknowledge, or verify any instrument in more than one capacity which is required by law or these Bylaws to be executed, acknowledged, or verified by two or more Officers.

Section 2: Election of Officers

Officers must be active members of the Society in good standing. Officers shall be elected by the Board during the first meeting following the annual Membership meeting, such that the elected Officers can begin their terms of office on July 1 each year. The terms of Officer positions shall be one year in length and until his or her successor shall be elected and qualified unless they shall sooner resign or be removed or otherwise be disqualified to serve. Elections of all Officers shall be by an affirmative vote of a majority of the entire Board. In case of an Officer vacancy, the Board shall meet to elect a new Officer to fill the vacancy.

Section 3: Resignation and Removal

Officers may resign at any time by giving written notice of their resignation to the Corresponding Secretary. Any resignation shall be effective immediately upon receipt of notice, or upon a later date specified in the notice. Officers hold office at the discretion of the Board and are subject to removal at any time by the affirmative vote of a majority of the entire Board, which shall take effect immediately.

Section 4: Duties of the President

The President shall: (a) chair/preside over all meetings of the Society and the Board; (b) determine the regular agenda of all meetings of the membership and the Board; (c) appoint chair and members of each Committee identified in Article VI (unless otherwise specified in these Bylaws); (d) be ex-officio a member of all Committees; (e) sign and execute all authorized bonds, contracts, and obligations in the name of the Society; (f) general powers of supervision and management of the operations of the Society; and (g) other such duties as assigned by the Board. No person shall hold the office of President for more than three (3) consecutive terms. Any President who has served for 180 days will be considered as having served one term.

Section 5: Duties of Vice-President

The Vice-President shall perform such duties as shall be assigned by the President and shall perform the duties of the President in the event of their absence. If the President is unable to continue performance of their duties, the Vice-President shall assume the position of President. If the Vice-President cannot serve, then the Corresponding Secretary shall serve as Acting President until the Board can meet to elect new Officers. No person shall hold the office of President for more than three (3) consecutive terms. If the Vice-President assumes the role of President for 180 days, then they are considered to have served one term as President.

Section 6: Duties of the Corresponding Secretary

The Corresponding Secretary shall: (a) receive the mail and conduct the correspondence of the Society; (b) inform members of the Board and/or chairs of the various Committees as may be necessary for the performance of their duties; (c) work with the Recording Secretary to insure that records of correspondence are maintained in the files of the Society; (d) if the President and Vice-President cannot serve in their office, the Corresponding Secretary shall assume the duties as President until the Board can elect new Officers; and (e) perform any and all other duties incident to the office of Corresponding Secretary and other duties as may be prescribed by law, the Articles of Incorporation, these Bylaws, or the Board.

Section 7: Duties of the Recording Secretary

The Recording Secretary shall: (a) keep a record of the proceedings of all Board meetings; (b) keep a record of the proceedings of all Society meetings; (c) maintain the books and records of the Society, including certified copies of the Articles of Incorporation and the Bylaws, as shall be appropriate or directed by the Board; and (d) perform any and all other duties incident to the office of Recording Secretary and other duties as may be prescribed by law, the Articles of Incorporation, these Bylaws, or the Board.

Section 8: Duties of the Treasurer

The Treasurer shall: (a) receive all dues and other funds, valuables, and accounts of the Society; (b) deposit or cause to be deposited all monies and other valuables in the name of and to the credit of the Society with such depositories as designated by the Board; (c) keep or cause to be kept an accurate record of all accounts of all properties and financial transactions of the Society; (d) cause such funds of the Society to be disbursed as authorized by the Board; (e) prepare a report and financial statement for each meeting of the Board; (f) prepare a draft budget for consideration by the new Board at the first meeting after the annual membership meeting of each year; (g) insure proper filing of all required reports to the Internal Revenue Service and the Maryland State Department of Assessments and Taxation; and (h) perform any and all other duties incident to the officer of Treasurer and other duties as may be prescribed by law, the Articles of Incorporation, these Bylaws, or the Board.

ARTICLE V
Committees

Section 1: Standing Committees

There are six (6) Standing Committees of the Society as follows: (a) Program and Publicity, (b) Long-Term Planning, (c) Nominating Committee, (d) Finance, (e) Museum, and (f) Building and Grounds. The President shall appoint the chair of each Standing Committee. Committee chairs shall appoint members of their Committee. All sub-Committees created by a Committee must be approved by the President. Such Sub-Committees must have specific assigned duties and responsibilities. Sub-Committees shall comply with all requirements of

Committees. The President will advise the Recording Secretary of such Sub-Committees and notify the Board.

Section 2: Ad Hoc Committees

The President, with the approval of the Board, may establish Ad Hoc Committees which expire at the end of June each year, or after a shorter predetermined period. Ad Hoc Committees can be re-established should the reason for their creation not be resolved by the expiration date of the Committee. The President shall appoint the chair of an Ad Hoc Committee after its establishment. Ad Hoc Committees must provide minutes of all meetings and provide all documents pertaining to their work to the Recording Secretary to be maintained in the Society records.

Section 3: Committee Policies and Procedures

Each Committee (and Sub-Committee) is responsible for the development of a set of policies and procedures to document the appropriate methods for conducting the business of the Committee in accordance with the spirit of the purposes of the Society, and in compliance with the law, these Bylaws, and the directives of the Board. These policies and procedures, as well as minutes from all Committee meetings, shall be submitted to the Recording Secretary, who will insure they are provided to the Board, and maintained in the Society records.

Section 4: Programs and Publicity Committee

The Programs and Publicity Committee shall be responsible for arranging programs for Society Meetings. The Committee is responsible to send press releases to local publications, advertise the Society and its events in opportune places, and initiate publication of Society publications and brochures. The Committee shall be responsible for the Society Internet presence which may include a website and social media accounts. The Committee may elect to create Sub-Committees to manage the business of the Committee more effectively. Some examples of Sub-Committees, but not limited to these, are: a Newsletter Sub-Committee, a Publicity Sub-Committee, a Social Media and Website Sub-Committee, etc.

Section 5: Long-Term Planning Committee

The Long-Term Planning Committee shall be responsible for making appropriate strategic planning for the future of the Society, which includes membership planning, leadership planning, preservation of historic sites/materials, collaboration with other historical societies, and long-range staffing for museums/sites of the Society. The Committee may elect to create Sub-Committees to manage the business of the Committee more effectively. Some examples of Sub-Committees, but not limited to these, are: Leadership Development Sub-Committee, Historic Site Identification Sub-Committee, Membership Sub-Committee, Special Event Planning Sub-Committee, etc.

Section 6: Nominating Committee

The Nominating Committee, consisting of at least three (3) Society members, is responsible to diligently seek to identify appropriate candidates for election as Directors to fill vacancies that arise due to expiration of term, resignation, removal, or another situation. The members shall be appointed by the President, with the advice and consent of the Board. The Committee shall prepare a single slate of candidates to be presented to the members at an election Meeting. The proposed slate should be made available to all voting members at least thirty (30) days prior to an election.

Section 7: Finance Committee

The Finance Committee shall be responsible for working with the Treasurer to identify plans and opportunities to raise funds for the on-going work of the Society. The Committee should recommend investment and fund management options, help prepare the annual budget, identify, and document funding needs identified by other Committees of the Society, as well as those initiatives of the Board. The Committee may elect to create Sub-Committees to manage the business of the Committee more effectively. Some examples of Sub-Committees, but not limited to these, are: Grant Sub-Committee, Budget Sub-Committee, Fund-raising Sub-Committee, etc.

Section 8: Museum Committee

The Museum Committee shall be responsible for developing, monitoring, and implementing all accessions and de-accessions of historical materials for the Society. The Committee shall be responsible for receiving and safekeeping of all materials, including acquisitions, gifts, and loans to the Society, and managing the museums/displays of the Society. The Committee may elect to create Sub-Committees to manage the business of the Committee more effectively. Some examples of Sub-Committees, but not limited to these, are: Inventory Sub-Committee, Computer Sub-Committee, Docent Sub-Committee, Education Sub-Committee, Library Sub-Committee, etc.

Section 9: Building and Grounds Committee

The Building and Grounds Committee is responsible for managing all real property owned or leased by the Society, and such chattels as may pertain thereto. It is responsible for the development and implementation of appropriate plans for maintenance for all such property, to include repair, cleaning, upkeep, preventive maintenance, utilities, and preservation of structural and aesthetic integrity of the properties. The Committee may elect to create Sub-Committees to manage the business of the Committee more effectively. Some examples of Sub-Committees, but not limited to these, are: Preventative Maintenance Sub-Committee, Structures Sub-Committee, Services Sub-Committee, etc.

ARTICLE VI
Nominations and Elections

Section 1: Nominations

The Nominating Committee shall prepare a single slate of candidates to be voted on by the members at any meeting where an election is to be held. No nominees shall be named by the Nominating Committee without the nominee's consent and acknowledgement of willingness to serve. The slate should be available to the voting members at least thirty (30) days before the election takes place.

Section 2: Eligibility

Any nominee for an election must be an active member in good standing of the Society as of the date he or she is nominated by the Nominating Committee.

Section 3: Floor Nominations

Additional nominations may be made by any voting member for that meeting from the floor, provided that the nominee meets the eligibility requirements of these Bylaws. No nominees shall be named by a member from the floor without the nominee's consent and acknowledgement of willingness to serve.

Section 4: Voting

Only members in good standing may vote in an election. Each member may only cast one vote. There is no voting by proxy. If the chair of the meeting shall so determine, a vote by ballot may be taken on any election or matter, or the vote shall be so taken upon the request of twenty-five percent (25%) or more of members entitled to vote in such election. In either of such events, ballots shall be received and be taken in charge and all questions touching on qualifications of voters and acceptance/rejection of votes shall be decided by the tellers. Tellers shall be appointed by the chair of the meeting. Candidates shall be elected by a majority of the members present and voting at the election meeting.

Section 5: Assumption of Duties

The names and positions of the Directors, Officers, and Committee chairs will be announced by the Society on website and in Society publication(s). Upon assumption of duties by a Director, Officer, or chair, the out-going Directors, Officers, or chairs will turn over all records, files, keys, or information pertaining to the position that they are leaving.

ARTICLE VII
Finances

Section 1: Checks, Drafts, etc.

All checks, drafts, and orders for payment of money, notes, and other evidences of indebtedness issued in the name of the Society shall be signed by the President or Vice-President and countersigned by the Treasurer, unless otherwise provided by resolution of the Board. Examples of such items are items approved in the annual budget or a specific approved expenditure.

Section 2: Loans

Such Officers of the Society as from time to time designated by the Board shall have the authority to effect loans for the Society from such banks, financial institutions, corporations, firms, or persons as the Board shall designate, and as security for the repayment of such loans to pledge as collateral real property, stocks, bonds, or other assets held by the Society; and, on such loans, make, execute, and deliver one or more notes on such terms and with such provisions as to the security thereof as such Officers deem appropriate, with appropriate consent of the Board.

Section 3: Fiscal Year

The fiscal year for the Society shall be the twelve calendar months ending in December in each year.

ARTICLE VIII
Parliamentary Authority and Procedure

"Roberts Rules of Order" should be used to govern the meetings of the Society in all cases in which it is applicable, and in which the rules are not in conflict with these Bylaws. This is the most widely used and recognized set of procedures for managing effective meetings.

ARTICLE IX
Chapter Organizations

Section 1: Creation

Upon request, the Board may, at its discretion, authorize the residents of any incorporated town that lies within the boundaries of Caroline County, Maryland to create a "Chapter" subsidiary organization of the Society.

Section 2: Status

A Chapter will become a subsidiary of the Society and will therefore be required to comply with the provisions of the Articles of Incorporation of the Society. Chapters will provide support to the Society on county-wide and local initiatives and will also focus on the collection, recording, and dissemination of the history and the historical artifacts of the local area that is of interest to the Chapter. In no case can a Chapter create a financial obligation on the Society. Chapters may submit proposals to the Board for consideration.

Section 3: Board Representation

A Chapter shall have a representative as a member of the Board. If the Chapter does not already have a member on the Board, the President of the Chapter shall be a considered a member of the Board. If the Chapter already has a member on the Board, then that person shall represent the Chapter on the Board.

ARTICLE X
Amendments

Section 1: Changes

These Bylaws may be altered, amended, or repealed by an affirmative vote of a majority of members at a regularly scheduled Society Meeting or at a special Society Meeting. Any proposed changes must be proposed by either the Board or by a written petition signed by at least ten (10) active Society members sent to the Society by US Mail.

Section 2: Notification and Approval

The proposed Bylaws must be distributed to the membership at least fourteen (14) days prior to the meeting at which they will be voted on. This may be done by US Mail and/or by email using the addresses and email addresses which members provided to the Society. Proposed changes will also be posted to the Society website. A two-thirds (2/3) vote of the members present at the meeting is required to approve changes to the Bylaws.

Section 3: Records

Upon approval of the amended Bylaws, the Recording Secretary will provide a copy of the amended Bylaws to the Board, and ensure a signed copy is filed with the Society records and shall be posted on the Society website.

Section 4: Effective Date

Amendments shall be effective upon adoption, unless otherwise specified in the amendment(s).

ARTICLE XI
Dissolution

Upon dissolution of the Society, its assets shall be distributed to an appropriate historical society(ies) after all just and due bills and obligations are satisfied. If such societies no longer exist, or are unable or unwilling to accept the distribution, the Board will distribute the assets to a fund, foundation, or organization recognized as a tax-exempt non-profit as specified under Section 501(c)(3) of the Internal Revenue Code, preferably one engaged in similar activities to those of the Society and within the State of Maryland.

Approved, enacted, and executed at the General Membership Meeting held October 12, 2024.
In Witness Whereof we, the Board, have hereunto subscribed our names:

SIGNED:_____ PRINTED NAME:_____

SIGNED:_____ PRINTED NAME:_____

SIGNED:_____ PRINTED NAME:_____

SIGNED:_____ PRINTED NAME:_____

SIGNED:_____ PRINTED NAME:_____

SIGNED:_____ PRINTED NAME:_____

SIGNED:_____ PRINTED NAME:_____

SIGNED:_____ PRINTED NAME:_____

SIGNED:_____ PRINTED NAME:_____

SIGNED:_____ PRINTED NAME:_____

SIGNED:_____ PRINTED NAME:_____