



MARYLAND ORCHID SOCIETY, INC. BYLAWS

The Bylaws of the Maryland Orchid Society is the document that governs the organization. They spell out the duties of the officers and trustees and the rights and benefits of the members. The document is under periodic review by the Board of Trustees and revisions are made and published on marylandorchids.org or the then current official Maryland Orchid Society web site as they are ratified.

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Article 1 The Society

1.1 Name

The name shall be Maryland Orchid Society, Inc., hereafter referred to in this document as the Society.

1.2 Incorporation

The Maryland Orchid Society Inc., incorporated August 01, 1955, is a corporation duly incorporated and existing under and by virtue of the laws of the State of Maryland. The Society shall be operated at all times so as to maintain this status.

1.3 Purpose

To bring together persons interested in orchids; to promote interest in orchid culture; to encourage all orchid activities of interest to the enthusiast including the holding of orchid shows; to procure and disseminate among its members information as to the methods of culture, hybridization, and propagation; to exchange pollen, seeds, plants, materials, and information as to the sources of supplies used in orchid culture.

1.4 Nonprofit Organization Restrictions

Operation. The Society shall be operated at all times so as to maintain its status as an organization exempt from tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (or the corresponding provisions of any future United States Internal Revenue Law). Furthermore so as to maintain its classification as a public charity; the Society shall not carry on any activities not permitted to be carried on (a) by an entity exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (or the corresponding provisions of any future United States Internal Revenue Law) or (b) an entity, contributions to which are deductible under sections 170(c)(2), 2055(a)(2), and 2522(a)(2) of the Internal Revenue Code of 1986, as amended, (or the corresponding provisions of any future United States Internal Revenue Law); and in particular:

- a) The Society shall be operated solely and exclusively for scientific and educational purposes related to orchids and their propagations, culture, care, and development.
- b) No part of the net earnings of the Society shall inure to the benefit of, or be distributable to, any individual, provided that the Society shall at all times have the right to pay reasonable remuneration to members or others for services performed and to reimburse, upon receipt of appropriate documentation, members and others for expenses incurred on behalf of, and with the authorization of, the Society.
- c) No substantial part of the activities of the Society shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Society shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office.

Dissolution. Should the Society be dissolved for any reason, all of its assets, including any income accrued thereon, shall be distributed, after the payment of all debts of the Society, to the American Orchid Society for the purposes of education and research, or, if the American Orchid Society no longer exists, to such other organization organized and operated solely for charitable, educational, and scientific purposes as (i) shall at the time be qualified as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (or the corresponding provisions of any future United States Internal Revenue Law), and (ii) shall be selected by the Board of Trustees and failing such disposition, shall be distributed according to the order of a court of competent jurisdiction in a manner that shall best carry out the, educational and scientific purposes of the Society.

1.5 Fiscal Year

The fiscal year of the Society shall be determined by the discretion of the Board of Trustees, but in the absence of any such determination it shall be September 1 through August 31 of the following year.

1.6 Affiliations

The Society shall maintain an affiliation with the American Orchid Society and any other national, regional, or other associations or organizations as shall be determined by the Board of Trustees. The President, with the concurrence of the Board of Trustees, shall appoint a representative of the Society to each such organization.

1.7 Non-discrimination

The Society shall not discriminate because of race, sex, creed, national origin, physical or mental disabilities, or sexual preference.

Article 2 Membership and Members Meetings

The conditions and regulations of membership and the rights and privileges of the classes of members shall be determined and fixed by these Bylaws, which may prescribe different classes of membership and prescribe the powers and duties of each class. The Society shall have three classes of membership: General, Life and Honorary members. At all meetings of members where business occurs, every voting membership shall be entitled to cast one vote in person, and no voting member shall be entitled to vote by proxy.

2.1 General Membership

There shall be no restriction upon the number of general members who may belong to the Society. A person may become a general member of the Society by making an application to the Membership Chair, or, if there is no Membership Chair, to the Secretary, and paying, in accordance with these Bylaws, the dues set by the Board of Trustees.

- a) Annual membership, whether single, dual or family (each entity being considered one voting membership), shall run from September 1 through August 31 Fiscal Year. Annual dues shall be due and payable by September 30 of each year for the membership to remain active.
- b) If a person who has been a general member of the Society shall fail to pay annual membership dues by September 30, such person's membership shall continue until October 31, at which point, if such person has not paid annual dues for the current year, such person's membership shall end.

2.2 Life Membership

A voting member of the Society who has rendered long-standing and consistently superlative service (which may be ongoing) to the Society may be elected to life membership in the Society. In addition, the life membership of any life membership may be revoked.

- a) Any Board of Trustees member may propose a voting member for life membership who has not been proposed in the last 24 months, with submission of a written proposal with the nominee's name and service summary to the President or Secretary. The proposal shall be presented at the next Board meeting and voted on at the subsequent Board meeting. The Board shall also consider at such time other household members of the nominee for life membership. A person, and any household member, may be elected to life membership by a three-fourths secret ballot vote of the Board members present at a regular or special meeting.
- b) A person who is a life member shall have all the rights and privileges, including a right to vote, as a general member of the Society, and shall not be required to pay annual dues to maintain such life membership.
- c) Any member of the Board of Trustees may propose revoking a life membership by submitting a written proposal to the President or Secretary. This proposal shall include the life member's name and reasons to justify such revocation. The proposal shall be presented at the next Board meeting, and the concerned life member shall be notified. A vote on the revocation shall occur at the following Board meeting. If the Board determined that the member's actions warrant such revocation, the Board may revoke the life membership by a unanimous secret ballot.

2.3 Honorary Membership

The Board of Trustees may elect any person who is not a general member of the Society to honorary membership in the Society upon a determination by the Board of Trustees that such person has, through service to the Society or otherwise, made an outstanding contribution to the Society and its purposes.

- a) A person designated as an honorary member shall be eligible thereafter to become general member or a life member in accordance with these Bylaws.
- b) Honorary members who have not become general members or life members shall not be entitled to vote.
- c) No honorary member shall be required to pay annual dues to maintain such honorary membership.
- d) Honorary membership expires at the conclusion of the next society fiscal year.
- e) Honorary membership may be revoked by the Board of Trustees, by a vote of three fourths of the members of the Board of Trustees present, and voting at a regular or special meeting of the Board of Trustees, upon which determination that such actions by the honorary member are inconsistent with the member status as an honorary member of the Society, thereby supporting the revocation as necessary and appropriate.

2.4 Monthly Meetings

The monthly meetings of the Society are open to all members and general public and shall be held on the third Thursday in each Month, September through June, at such time and in such place as shall be designated by the Board of Trustees.

- a) Monthly meetings shall be subject to cancellation or rescheduling in times of inclement weather or other exigent circumstances by the Board of Trustees or by the President in accordance with policies set by the Board of Trustees.
- b) Unless otherwise determined by the Board of Trustees, activities at each monthly meeting of the Society shall include: a show table for members' plants, a program, a door prize, and members' plants auction. The proceeds of such auction shall be collected and distributed by the Treasurer in accordance with procedures as determined by the Board of Trustees.

2.5 Annual Meeting

The Society shall hold an annual meeting of its members to conduct any business within its powers at its monthly meeting in June of each year or at another time within forty days as determined by the Board of Trustees.

- a) Unless specified otherwise by these Bylaws, the articles of incorporation, or statute, any business may be addressed at an annual meeting without the purpose having been specified in the notice.
- b) Failure to hold an annual meeting does not invalidate the Society's existence or affect any valid corporate acts.

2.6 Special Meetings

Special meetings may be called in three ways:

- a) By the President,
- b) By a majority of the sitting Board of Trustees,
- c) Or by written request of twenty-five (25) voting members or 25 percent of the voting membership, whichever is less, stating the meeting's purpose.

The Board shall set the time and place. The Secretary must notify members at least fifteen (15) days before the special meeting, including its time, place, and purpose.

2.7. Quorum

The quorum for transaction of any business at any meeting of members shall be twenty-five (25) voting members or 25 percent of the voting membership, whichever is less.

- a) If less than a quorum is present, the meeting may proceed with any activities not requiring a vote of members, and the meeting may be adjourned from time to time by a majority of the members present without any notice other than an announcement at the meeting, until a quorum shall attend.
- b) Any adjourned meeting may be resumed in all its capacities once a quorum is achieved.

Article 3 Officers

The officers of the Society shall consist of a President, a Vice President, a Secretary, a Treasurer, a minimum of two (2) and up to four (4) Directors, and the immediate past President. Each officer shall be a voting member of the Society at all times during such person's term of office and failure to maintain such voting membership shall be cause for removal in accordance with these Bylaws.

3.1 President

The President shall preside at all meetings of the Society and of the Board of Trustees, shall have general supervision of the affairs of the Society, and shall appoint chairs of each committee and supervise their functions. The President shall sign all written contracts and other written obligations of the Society, unless the Board of Trustees authorizes another Trustee to do so.

3.2 Vice President

In the absence or disability of the President, the Vice President shall perform the President's duties. If the office of President shall become vacant, the Vice President shall perform the duties of the President until a President shall be elected.

3.3 Treasurer

The Treasurer shall be the chief financial officer of the Society and shall carry out, or cause to be carried out, the following: receive and deposit the Society's funds in such accounts as shall be designated by the Board of Trustees, prepare and file all tax returns required to be filed by the Society, remit any taxes payable by the Society, furnish to the Board of Trustees at each regular meeting of the Board of Trustees a written report regarding such accounts, and make available to the special finance committee (reference 5.5 b) appointed by the President, the books and records regarding such accounts for review.

In the absence or disability of the President and the Vice President, the Treasurer shall perform the duties of the President. If the office of President and the office of Vice President both become vacant, the Treasurer shall perform the duties of the President until a President shall be elected.

3.4 Secretary

The Secretary shall take and maintain minutes of the business transacted at regular and special meetings of the Society and of the Board of Trustees and shall act as the Society Archivist supporting documentation retention policy as determined by the board.

In the absence or disability of the President, the Vice President, and the Treasurer, the Secretary shall perform the duties of the President. If the office of President, the office of Vice President, and the office of Treasurer all shall become vacant, the Secretary shall perform the duties of the President until a President shall be elected.

3.5 Directors

The Directors shall counsel the Board of Trustees and the members and the Chairs of committees on matters pertaining to the business of the Society, the Board of Trustees, and such committees.

3.6 Terms of Office

The term of office is 2 years. No person shall serve more than two (2) successive full terms. Return to office is possible after a break in service.

3.7 Election of Officers

- a) Prior to the end of the January preceding the end of his or her term in office, the President shall appoint a Nominating Committee (reference 5.5 c) to assist with the effort of identifying voting members willing to serve as officers of the Society when current officers' terms expire.
- b) Members of the Nominating Committee shall be published in the February newsletter and announced at the February monthly meeting. The slate of nominees shall be published in the April newsletter and announced at the April monthly meeting.
- c) In addition to those names forwarded by the Nominating Committee, voting members may independently submit nominations to the President via a written petition signed by at least fifteen (15) voting members of the Society prior to the adjournment of the monthly meeting (if any) in May, or if there is no monthly meeting in May, prior to the end of May.
- d) The names of all nominees for all offices (other than immediate past President) shall be published in the Society newsletter in June or notice shall otherwise be given to the voting members of the Society prior to the June monthly meeting. Election of officers (other than immediate past President) shall be by ballot at the June meeting, or, if no June meeting is held, at the next following monthly meeting, and a plurality of votes cast for each candidate or the entire slate of candidates at the meeting shall be required for election. The Secretary and President shall tally the votes and announce the results.
- e) Upon election, the officers shall take office at the conclusion of the meeting at which they are elected and shall hold office until the conclusion of the second June meeting after the meeting at which they are elected or until their successors may be elected.

3.8 Removal of Officers

If the Board of Trustees in its judgment finds that the best interests of the Society will be served, it may remove any officer of the Society at any time by a majority vote of the Board of Trustees, then in office.

3.9 Vacancies

Any vacancy in any office (other than the office of immediate past President), whether caused by death, resignation, or removal, may be filled by election by a majority vote of the Trustees then in office. Any person elected to fill a vacancy shall hold office for the remainder of the term of the officer being replaced.

Article 4 Board of Trustees

The business and affairs of the Society shall be managed under the direction of its Board of Trustees. All powers of the Corporation may be exercised by or under authority of the Board of Trustees. The Board of Trustees shall adopt budgets for the Society or for any committee thereof and may adopt other policies and guidelines for the conduct of the activities of the Society.

4.1 Members and Duties of the Board of Trustees

The Board of Trustees shall consist of the Officers of the Society plus the Board Committee Chairs. Each member of the Board of Trustees shall have one vote on all matters coming before the Board of Trustees as defined in Quorum (reference 4.4). No member of the Board of Trustees shall vote by proxy.

4.2 Regular Meetings

The Board of Trustees shall hold regular meetings in January, May, July and October of each year except in exigent circumstances, at such times and places as shall be designated by the President, or in the absence of a designation by the President, by the Board of Trustees.

4.3 Special Meetings

Special meetings of the Board of Trustees may be initiated under either of the following conditions (with notice to the Secretary).

- a) The President may call a meeting at any time.
- b) Upon request in writing of four (4) officers stating the purpose for which such special meeting is to be called, with such special meeting to occur at the time and place designated by such four (4) officers.

Notice of each special meeting shall be given by the Secretary to the Trustees at least ten (10) days prior to the date set for such meeting. Such notice shall state the time and place of such meeting and state briefly the purpose or purposes for which it is called.

4.4 Quorum

The voting quorum for transaction of any business at any regular or special meeting of Trustees shall consist of a majority of the Officers of the Society then in office and a majority of the Board Committee Chairs at all board meetings.

- a) If less than a quorum is present, the meeting may proceed with any activities not requiring a vote of the Trustees, and the meeting may be adjourned from time to time by a majority of the Trustees present without any notice other than an announcement at the meeting, until a quorum shall attend.
- b) Any adjourned meeting may be resumed in all its capacities once a quorum is achieved.

4.5 Observer Attendance

Any voting member of the Society shall be entitled to attend as an observer any meeting of the Board of Trustees, provided that the Board of Trustees shall have the power, by a two-thirds vote of board members present, to conduct all or a part of any meeting in executive session open only to members of the Board of Trustees.

4.6 Board Meeting by Electronic Means

Board Members may participate in meetings of the board in person or by electronic means as long as all participants in the meeting can hear each other at the same time, can participate in all matters before the Board, and exercise votes including by secret ballot. Participation by such means shall constitute presence of board member at a meeting.

4.7 Compensation

A Trustee may not receive any compensation or reimbursement for expenses for attendance at any annual, regular, or special meeting of the Board of Trustees or of any committee.

4.8 Annual Report

The President and Treasurer shall present to the Trustees at their meeting in October of each year (or, if no meeting occurs in October, at the next following meeting of the Board of Trustees) a report, showing in appropriate detail the following:

- a) The assets and liabilities of the Society, as of the end of the immediately preceding fiscal year.
- b) The principal changes in assets and liabilities, including trust funds, during the immediately preceding year.
- c) The revenue and receipts of the Society for the immediately preceding year.

The annual report shall be filed with the minutes of the meeting of the Board of Trustees at which it is presented.

Article 5 Committees

The Board of Trustees has the authority to create, merge, or eliminate committees as needed, and shall classify all committees, assigning them specific powers and responsibilities through resolutions. The Society shall have the following committee classes: Board, Operating, Representative and Administrative Roles, Executive and Special.

- a) With the exception of the Nominating Committee, which is permitted to elect its own chair, the President appoints the committee chairs and may appoint one or more additional members.
- b) Committee chairs must be voting members of the Society at all times.
- c) With the exception of Special Committees, each committee chair may appoint additional committee members and designate such sub-committees (and chairs and members thereof) as the chair shall deem necessary in order to carry out the function of such committee.
- d) Each committee chair is responsible for proposing budgets to the Board. The budget for the committee shall be approved by the Board of Trustees, and no such committee shall, except in exigent circumstances, exceed such budget.
- e) Committee Chairs have no term limits; however the incoming President should verify continuance.

5.1 Board Committees

Board Committees are strategic and vital to the mission of the Society and require the input and collaboration of the Board to ensure their success. Chairs shall serve on the Board of Trustees and are to attend all board meetings and vote.

- a) The Activities Committee shall arrange for activities for members of the Society to promote the purposes of the Society such as local show outreach, workshops and member activities.
- b) The Auction Committee shall conduct the Society's annual auction at the time and place designated by the Board of Trustees. The Auction Committee shall conduct the monthly meeting auction.
- c) The Away Shows Committee shall arrange for and implement exhibits on behalf of the Society at orchid shows and exhibitions selected by the Board of Trustees.
- d) The Membership Committee shall receive applications for membership, solicit renewals of membership, accept dues and remit the same to the Treasurer, arrange for the printing and issuance of membership cards and badges showing the name of each member, maintain membership rosters, and circulate at least annually a membership roster to all members. The Membership Committee shall be responsible for member acquisition and retention strategies.
- e) The Program Committee shall arrange programs for each monthly meeting, furnish information regarding such program(s) to the chair of the Newsletter Committee, and provide for a door prize at each monthly meeting.
- f) The Show Committee shall stage an annual show of the Society at the time and place designated by the Board of Trustees.
- g) The Website/Technology/Communication Committee shall establish and maintain an official 'Maryland Orchid Society Inc.' website, provide communications to members, and support electronic hosting means for the Society.

5.2 Operating Committees

Operating Committees manage and execute the day-to-day operations of the Society. The chairs of such committees report to the President and may occasionally be asked to attend board meetings to apprise the Trustees of their work and/or the need for a decision that affects their work.

- a) The Education Committee shall provide opportunities and materials for education of members of the Society and others regarding orchids and their culture.
- b) The Hospitality Committee shall have the responsibility to greet new members and visitors at monthly meetings of members, introduce them to other members, conduct a door prize raffle at each monthly meeting, and gather monthly statistics.
- c) The House Committee shall set up the meeting room prior to each meeting of the Society, including the projector and such other material as is needed for the program, and take such steps as may be required to restore the meeting place after the meeting and secure the same.
- d) The Library Committee shall have charge of the library of the Society, shall keep records regarding the collection of materials and withdrawals and returns of materials, shall collect such fees for withdrawals of materials that are not timely returned as determined by the Board of Trustees, and shall purchase new library materials.
- e) The Newsletter Committee shall issue a publication covering news, activities, meeting notices, and other information provided in these Bylaws or otherwise of interest to members. Newsletters shall be issued monthly during September through June and may be issued during July and August.
- f) The Refreshment Committee shall provide refreshments for the social period at each monthly meeting.
- g) The Show Table Committee shall be responsible for managing the members' show table at monthly meetings, selecting judges and recording the results of judging. The Show Table Committee shall review all plants on the monthly members' show table to ensure that all plants are labeled for judging, are in proper classes according to published rules for members' monthly show tables and are otherwise suitable for exhibition on the members' monthly show table, and furnish copies of results to the chair of the Newsletter Committee.
- h) The Sunshine Committee shall respond on behalf of the Society to circumstances of illness, other personal hardship, unfortunate circumstance of members and maintain communication with members of the Society regarding the same.

5.3 Representative and Administrator Roles

Representatives serve as the liaison between the Society and an external entity with which the Society is affiliated. Administrators manage the operation of tools and platforms used by the Society. Representatives and Administrators report to the President and may occasionally be asked to attend Board meetings to apprise Trustees of their work and/or the need for a decision that affects their work.

- a) The American Orchid Society (AOS) and Orchid Digest (ODC) Representative(s) is responsible for assuring the affiliation relationship is maintained.
- b) The Social Media Platform Administrator(s) shall keep the social media sites up to date in the best interest of the Society.
- c) The Database Workspace Administrator(s) shall maintain role reassignment and authorizations, maintain folder structures, support users, and request external support.

5.4 Executive Committee

Executive Committee shall have the power to act on behalf of the Board of Trustees between regular meetings of the Board of Trustees.

- a) The President may request, and the Board of Trustees may appoint from among its members an Executive Committee and delegate to such Executive Committee the power to act on behalf of the Board of Trustees between regular meetings of the Board of Trustees on matters requiring decision by the Board of Trustees in circumstances where there is insufficient time to call a special meeting of the Board of Trustees. The Executive Committee shall not have the power to elect or remove officers or Directors, act on those matters which are expressly delegated to another committee of the Board of Trustees, amend the Bylaws, take any action that by law, under these Bylaws, or under the charter of the Society requires action by the full Board of Trustees, or recommend to the members any action which requires member approval.
- b) The Executive Committee shall be subordinate and responsible to the Board of Trustees. All actions of the Executive Committee shall be reported to the next meeting of the Board of Trustees and shall be subject to rescission, revocation, or other action by the Board of Trustees.

5.5 Special Committees

Special Committees carry out focused, limited-duration, task-oriented duties. The committees automatically dissolve upon the successful completion of their work. Chairs of such committees report to the President and may occasionally be asked to attend Board meetings to apprise Trustees of their work and/or the need for a decision that affects their work.

a) Bylaws Committee

The Board of Trustees may establish a Bylaws Committee to carry out a periodic review of the Bylaws, consider specific proposals for amending the Bylaws, or for any other reason at its discretion that pertains to the Bylaws.

- i. The President shall appoint a minimum of three (3) voting members of the Society to serve on the Bylaws Committee and shall access additional resource requirements.
- ii. The Bylaws Committee is responsible for analyzing each proposal, regardless of its source, to ensure its relevance to current times and practices and that it is in the best interest of the membership.
- iii. The Bylaws Committee shall apprise the President and report the status or results of its work to the Board, including the substance and effect of each proposed amendment along with a copy of the existing provision of the Bylaws.

b) Finance Committee

The Finance Committee shall be appointed annually at the discretion of the President. It is responsible for performing an annual review of the society's financial books and records. The committee shall apprise the President and report the results of its work to the Board.

c) Nominating Committee

The Nominating Committee shall consist of at least three members, one of whom shall be an existing officer, one of whom shall be chair of a committee and one of whom shall be a member of the Society who is not a member of the Board of Trustees.

- i. The Nominating Committee may elect its chair. The names of the members of the Nominating Committee shall be published in the February newsletter or notice shall otherwise be given to the voting members of the Society during February and announced at the monthly meeting (if any) of the Society during February.
- ii. The Nominating Committee is charged with identifying a slate of candidates for election of officers for the Society, each of whom shall be a voting member of the Society. The Nominating Committee should interview each officer who has not reached term limitations for consideration of continuance.
- iii. The Nominating Committee shall report nominees for each officer position, other than immediate past President, at the April monthly meeting (if any) of the Society following its appointment, and upon the submission of such report, the Nominating Committee shall dissolve.

- iv. Such nominations shall be published in the June monthly newsletter of the Society or notice thereof shall otherwise be given to the voting members of the Society promptly after such report.

Article 6 Indemnification and Liability

6.1 Indemnity

The Society shall indemnify its Trustees to the full extent permitted by the General Laws of the State of Maryland now or hereafter in force, including the advance of expenses under the procedures provided by such laws; provided, however, the foregoing shall not limit the authority of the Society to indemnify other employees and agents consistent with law and that indemnification shall only be to the extent permitted of organizations which are exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law) and contributions to which are deductible under sections 170(c)(2), 2055(a)(2), and 2522(a)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

6.2 Scope of Indemnity

Subject to the other provisions of this Article 6, the Society shall indemnify each present and former officer, Director, Trustee, employee, or agent against liabilities (including judgments, fines and reasonable attorneys' fees, costs and expenses) incurred by him or her in connection with any actual or threatened action, suit or proceeding, whether civil, criminal, administrative, arbitrative, or investigative (any of which is hereinafter referred to as a "proceeding"), to which he or she may be made a party by reason of his or her being or having been an officer, Director, Trustee, employee or agent of the Society, except in relation to any proceeding in which he or she has been adjudged liable because of "misfeasance" (as defined below), provided, however, that even if he or she is guilty of misfeasance, he or she shall be entitled to such indemnification as shall be finally ordered by a court. For purposes "misfeasance" shall mean willful misconduct, bad faith or gross negligence involved in the conduct of his or her office or activity or, in relation to any criminal proceeding, in which he or she had reasonable cause to believe his or her conduct was unlawful.

6.3 Determinations

In the event of the disposition of any proceeding in which no determination whether misfeasance has occurred has been made, such indemnity shall be conditioned upon a prior determination that the Director, Officer, Trustee, employee, or agent acted in good faith and without misfeasance, and that such payments or obligations are reasonable. Such determination shall be made the Board of Trustees by a majority vote of a quorum consisting of Trustees who were not parties to such proceeding or independent legal counsel in a written opinion if such a quorum is not obtainable, or, even if obtainable, if a majority of disinterested Trustees so directs. Trustees eligible to make any such determination or to refer any such determination to independent legal counsel must act with reasonable promptness when indemnification is sought by any Director, Officer, Trustee, employee or agent.

6.4 Expenses

Expenses incurred in defending any proceeding may be paid by the Society in advance of the final disposition of such proceeding, if authorized in the manner set forth in upon receipt of an undertaking by or on behalf of the Director, Officer, employer or agent to repay such amount unless it shall ultimately be determined that he or she is entitled to indemnification.

6.5 Persons Indemnified

Every reference herein to a Director, Officer, Trustee, employee or agent shall include every Director, Officer, Trustee, employee, or agent and every former Director, Officer, Trustee, employee or agent of the Society and every person who may have served at the request of the Society or one of its subsidiaries as a Director, Officer, Trustee, employee, or agent or in a similar capacity of another corporation (stock or nonstock), partnership, joint venture, trust or other enterprise and, in all such cases, the heirs, executors and administrators of such Director, Officer, Trustee, employee, or agent.

6.6 Further Indemnity

The Society may further indemnify each Director, Officer, Trustee, employee, or agent in any other manner permitted by law.

6.7 Liability

To the fullest extent permitted by Maryland statutory or decisional law, as amended or interpreted, no Trustee of the Society shall be personally liable to the Society or its members for money damages; provided, however, that the foregoing limitation of liability shall only be to the extent permitted of organizations which are exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law) and contributions to which are deductible under Sections 170(c)(2), 2055(a)(2), and 2522(a)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

6.8 Amendment or Repeal of Provisions

No amendment of the charter of the Society or repeal of any of its provisions shall limit or eliminate the benefits provided to Trustees under this Article 6 with respect to any act or omission which occurred prior to such amendment or repeal.

Article 7 Financial Accounts

7.1 Accounts

The Board of Trustees may designate officers or agents to open, maintain, deposit the funds of the Society into, and withdraw from accounts with such banks and other financial institutions as the Board of Trustees may designate. Each bank or other financial institution with which funds of the Society are so deposited is authorized to accept, honor, cash and pay, without limit as to amount, all checks, drafts or other instruments or orders for the payment of money and carry out any other directions in any other instruments regarding such accounts, as may be signed by the officers or agents so designated by the Board of Trustees until written notice of the revocation of the authority of such officers or agents by the Board of Trustees shall have been received by such bank or other financial institution.

7.2 Authorized Persons

From time to time there shall be certified to the banks or other financial institutions in which funds of the Society are deposited the signatures of the officers or agents of the Society authorized to deal with such accounts. In the event that the Board of Trustees shall fail to designate the persons to deal with such accounts as hereinabove provided in this Article 7, all of such activities shall be conducted by the President or the Treasurer of the Society.

Article 8 Miscellaneous Provisions

8.1 Notices

Whenever, under the provisions of these Bylaws, notice is required to be given to any member or Trustee, it shall be construed to mean either notice in writing or notice by electronic transmission, in accordance with the provisions of the Maryland General Corporation Law applicable to notices to stockholders and Directors, respectively.

8.2 Corporate Seal

The Board of Trustees may provide a suitable seal, bearing the name of the Society, which shall be in the charge of the Secretary. Whenever the Society is required to place its corporate seal to a document, it shall be sufficient to meet the requirements of any law, rule, or regulation relating to a corporate seal, to place the word "(seal)" adjacent to the signature of the authorized person.

8.3 Books and Records

The books and records of the Society may be in written form or in any other form that can be converted within a reasonable time into written form for visual inspection. Minutes shall be recorded in written form but may be maintained in the form of a reproduction.

8.4 Bonds

The Board of Trustees may require any officer, Trustee, agent or employee of the Society to give a bond to the Society, conditioned upon the faithful discharge of his or her duties, with one or more sureties and in such amount as may be satisfactory to the Board of Trustees.

8.5 Severability

The invalidity of any provision of these Bylaws shall not affect the validity of any other provision, and each provision shall be enforced to the extent permitted by law.

8.6 Conflict of Interest

In the event any Trustee of the Society is or may be an Officer, Director, stockholder, or employee of, or have a financial interest in, a corporation or other entity with which the Society shall enter into a contract or other transaction; or shall directly or indirectly be a party to or have an interest in any contract or transaction of the Society, he or she shall fully disclose such interest to the Board of Trustees. After revealing any such interest, such Trustee shall abstain from voting on any question in reference to said contract or transaction. Subject to compliance with these requirements of disclosure, no contract or other transaction between the Society and any other entity or individual, shall be affected by the fact that a Trustee of the Society is interested in or is a Director or Officer of such other entity or is (or is related to) such an individual, provided that such contract is negotiated on an arm's length basis and is fair and reasonable to the Society.

8.7 Amendments

Bylaws amendments shall be drafted by a Special Committee in accordance with Section 5.5. Bylaws amendments shall be approved and adopted by a two-step process.

- a) Step 1- Each proposed amendment shall be provided to the Board of Trustees 15 days prior to a meeting scheduled for approval of the amendment. No such amendment shall be made unless the substance and effect of such amendment (including a copy of the existing provision of the Bylaws and each proposed amendment shall have been stated in the notice of meeting. For approval, the Board of Trustees must cast an affirmative vote of two-thirds of the total number of Trustees then in office.
- b) Step 2- With an affirmative vote of the Board of Trustees, each amendment must be presented to the general membership at a regular or special meeting of the members at which a quorum is present. Membership must be provided with the substance and effect of such amendment (including a copy of the existing provision of the Bylaws and each proposed amendment 15 days prior to a meeting scheduled for the approval of the amendment. Membership shall ratify the amendments to the Bylaws with a two-thirds majority of the voting members present.