

BY-LAWS OF
THE UNION MILLS HOMESTEAD FOUNDATION, INC.

Corrected

ARTICLE I. MEMBERSHIP

Section 1. The membership of the Foundation shall consist of (1) active, (2) sustaining, (3) life, and (4) honorary members.

Section 2. An active member shall be a person who has been elected to membership by the Board of Governors and has qualified by the payment of dues.

Section 3. A sustaining member shall be an active member who contributes to the permanent fund of such Foundation, a sum of at least \$ 10.00 per year.

Section 4. A life member shall be one who contributes to the permanent fund of the Foundation such sum of not less than \$ 100.00 as may be determined from time to time by the Board of Governors. Such member shall be classed as an active member, but shall be exempt from the payment of annual dues.

Section 5. An honorary member shall be a person eminently distinguished for historical, literary or other scholarly attainments, who, having been elected by the Board of Governors shall have qualified by written acceptance.

Section 6. Dues shall be as fixed from time to time by the Board of Governors which may establish such additional classifications of memberships and dues as it deems desirable.

Section 7. Except for honorary membership, membership shall be made by application approved by a membership committee and elected by the Board of Governors.

Section 8. Membership may be terminated by resignation, and shall cease if more than two years dues are in arrears.

ARTICLE II. OFFICERS

Section 1. The officers of the Foundation shall be a President, Vice-President, Secretary, Corresponding Secretary and Treasurer, who shall be elected by the Board of Governors.

Section 2. The President shall preside at all meetings of the Foundation. In his absence, the Vice-President shall preside. The President shall be a chief executive officer of the Foundation and shall perform such duties as are incident to his office or as shall be directed by the Board of Governors. In the absence of the President, the duties of his office shall be performed by the Vice-President.

Section 3. The Secretary shall have custody of the Corporate Seal of the Foundation, shall keep minutes of all meetings which he shall duly enter upon the Minute Book. The records of the Foundation shall be kept under his supervision. He shall give due notice of every meeting of the Foundation. He shall, not later than ten days before the Annual Meeting, mail to every member of the Foundation entitled to vote, a notice announcing the Annual Meeting and election of officers and shall include therewith, a list of all candidates nominated under the provisions of these By-Laws.

Section 4. The Corresponding Secretary shall carry on all of the correspondence of the Foundation and shall perform such duties as are delegated by the Officers.

Section 5. The Treasurer shall receive and deposit to the credit of the Foundation in one or more banks or banking institutions approved by the Board of Governors, all current and uninvested funds belonging to the Foundation. Any securities in the custody of the Treasurer shall be kept in a safe-deposit box provided by the Foundation, access to the same being limited to the Treasurer, accompanied by another officer of the Foundation. The funds of the Foundation shall be invested and reinvested in cooperation with the Finance Committee.

Section 6. The Treasurer shall be bonded in such an amount as it shall be determined by the Board of Governors; the costs thereof to be borne by the Foundation.

The Treasurer shall pay all such sums as may be due by the Foundation when included in the budget and/or approved in writing by the President. He shall keep in proper books accurate accounts of all receipts and disbursements. He shall render to the Foundation prior to the Annual Meeting of the Foundation, a properly balanced statement of his accounts for the last fiscal year. He shall submit at the same time an account of the invested funds of the Foundation.

Section 7. The fiscal year of the Foundation shall close on the 30th day of September.

Section 8. The offices of Secretary and Treasurer may be combined in one person.

Section 9. All officers shall be active members of the Foundation and members of the Board of Governors at the time of their election.

ARTICLE III. BOARD OF GOVERNORS

Section 1. The Governors of the Foundation shall be not less than fifteen (15) nor more than twenty-five (25).

Section 2. a. The Board of Governors shall be elected by the membership of the Foundation with the advice and consent of the County Commissioners of Carroll County.

b. Each member of the Board of Governors shall be elected/ voted for a term of three (30 Years, except that:

(1) Any member appointed to fill a vacancy occurring prior to the expiration of the term for which his predecessor was appointed shall be appointed only for the remainder of such term; and

(2) The Terms of the members first taking office shall expire, agreed to at the time of their election, one-third at the end of the first year, one-third at the end of the second year and the remainder at the end of the third year. All members shall be eligible for re-election to the Board of Governors.

Section 3. Any vacancy in the Board of Governors of the Foundation shall be filled by the Board of Governors with the advice and consent of the County Commissioners of Carroll County until the next annual meeting. Any vacancy in the officers shall be filled by the Board of Governors.

Section 4. A member of the Board of Governors shall be an active member

of the Foundation with sixty (60) days after the annual election.

Section 5. The Board of Governors shall meet at least semi-annually, one of which meetings may follow the annual meeting of the Foundation.

Section 6. A simple majority of members of the Board of Governors shall constitute a quorum.

Section 7. The Board of Governors shall have the following duties and responsibilities:

- a. To initiate and recommend to the County Commissioners plans for the construction, maintenance, repair, preservation and improvement of facilities at the Union Mills Homestead.
- b. To advise and consult with local, state and federal departments and agencies and with other interested private organizations on methods to coordinate, enhance and improve the use of the facilities of the Union Mills Homestead.
- c. To encourage and solicit donations, gifts, bequests and explore sources of funds and grants for use in the development, preservation and maintenance of the Union Mills Homestead.
- d. To propose, organize, manage and conduct fund raising activities and benefits for the Union Mills Homestead.
- e. To arrange, supervise and conduct tours of the Union Mills Homestead.
- f. To recommend to the County Commissioners the names of

such person or persons as the Board of Governors shall find are suitable and qualified for employment on a full-time or part-time basis at the Union Mills Homestead.

g. To develop a budget for the annual operation of the Union Mills Homestead.

h. To submit to the County Commissioners of Carroll County an annual budget and an annual report on its activities.

i. To submit to the County Commissioners for its advice and consent, the names of such person or persons as the majority of the Board of Governors shall find are qualified to fill any vacancy that may occur in the membership of the Board of Governors.

ARTICLE IV. COMMITTEES

Section 1. It shall be the duty of the President, or in the event of his incapacity or a vacancy in the office of the President, the Vice-President, to appoint from the membership of the Board of Governors, or from the general membership of the Foundation, chairmen and members of the Standing Committees and such special committees as the President may deem appropriate.

Section 2. The following shall be the Standing Committees of the Foundation:

a. Executive Committee. The Executive Committee shall consist of the officers of the Foundation and at least five (5) other members of

the Board of Governors. It shall be the duty of the Executive Committee to make policy decisions and carry out the business of the Foundation between meetings of the Board of Governors. A simple majority shall constitute a quorum. A majority of the Executive Committee, together with the President, may call regular or special meetings of the Board of Governors.

b. Other Standing Committees. The other Standing Committees shall be a Membership Committee, Publicity Committee, Solicitation Committee, Finance and Budget Committee, Ways and Means Committee, Curator Committee and Buildings and Grounds Committee.

ARTICLE V. EXECUTIVE DIRECTOR

Section 1. The Board of Governors shall appoint an Executive Director of the Foundation with the advice and consent of the County Commissioners of Carroll County.

Section 2. The Executive Director shall be primarily responsible for the daily operation of the Union Mills Homestead as an historical site, the management and coordination of all public activities.

ARTICLE VI. MEMBERSHIP MEETINGS

Section 1. The annual Meeting of the Foundation shall be held on the second Sunday of October in each year for the election of Board of Governors, and for such other business as may properly come before the meeting. Special Meetings may be called by the President, or in his absence by a Vice-President, or upon

the written request of ten (10) active members upon not less than ten (10) day's notice. The Call and Notice shall state the object of the meeting and no other business shall be entertained.

Section 2. At any meeting, ten (10) active member shall be necessary to form a quorum. Each active member shall be entitled to one vote and a majority of those voting shall be sufficient to elect or to take other action, except in cases where the law, or the Articles of Incorporation, or these By-Laws require a greater number.

Section 3. Beginning with the annual meeting of 1977, nominations for Board of Governors shall be made on or before August 15th of each year, pursuant to such procedures as the Board of Governors shall determine. All nominations submitted to and approved by the County Commissions shall be mailed to the membership with the notice of the annual meeting. Further nominations may be made in writing over the signature of ten (10) active members provided they are delivered to the President or Secretary of the Foundation at least thirty (30) days prior to the annual meeting.

Section 4. All officers, directors, and committees shall hold office until the election, appointment and qualification of their successors.

ARTICLE VII. AMENDMENTS

Section 1. Amendments to these By-Laws shall, when proposed, be referred to the Board of Governors for its consideration and it shall report to the next business meeting of the Foundation.

When any proposed amendment of the By-Laws is to be voted upon, due notice shall be given by the Secretary in the notice of the meeting. An affirmative vote of two-thirds of the active members present shall be necessary for the adoption of any amendment of these By-Laws.