

MARYLAND HISTORICAL SOCIETY
AMENDED AND RESTATED BYLAWS

ARTICLE I. GENERAL

Section 1.1: Office.

The principal office of the Maryland Historical Society (the “Society”) shall be 201 West Monument Street, Baltimore, Maryland 21201. The Society may have other offices as directed by the Board of Trustees.

Section 1.2: Purpose.

(a) The purposes of the Society are set forth in its Charter consisting of chapter 312 of the Acts of the General Assembly of 1844 and chapter 198 of the Acts of the General Assembly of 1845, and are herein restated as follows:

(i) To collect, preserve and diffuse information relating to the civil, natural and literary history of the State of Maryland and to American History and biography generally;

(ii) To acquire and hold, and at pleasure alienate, chattels and real property and real estate;

(iii) To procure and collect a general and miscellaneous library, to be controlled and availed of according to the by-laws;

(iv) To establish and maintain a Gallery of the Fine Arts; and

(v) To establish or cause to be delivered public lectures on the fine arts, or on literary or on scientific subjects.

(b) The purposes of the Society shall include such other purposes permitted by law which are not inconsistent with the express purposes set forth, but which shall be

limited to educational, scientific and literary purposes exempt from federal income taxation under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or successor section of similar import).

(c) The Society shall have perpetual existence in accordance with the general corporation laws of this State and shall be governed and administered to those laws.

(d) No substantial part of the activities of the Society shall consist of any activity which shall disqualify the Society from exemption from federal income taxation under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or successor section of similar import). The Society shall have no power to engage in any activity not in furtherance of the purposes set forth in Sections 1 and 2 above.

Any related activities not mentioned above which may from time to time be of interest and concern to the Society shall be considered whenever deemed necessary and desirable.

ARTICLE II. MEMBERSHIP

Section 2.1: Qualifications.

All persons who support the purposes of the organization may become members upon payment of dues. Members will pay dues and have rights and privileges in accordance with schedules to be adopted by the Board of Trustees from time to time by resolution.

Section 2.2: Annual Meeting.

The Annual Meeting of the Members shall be held in June of each year unless a different month is chosen in advance by the Board of Trustees at a time and at a place to be determined by the Board of Trustees. Notice of the time and place of the Annual Meeting shall be mailed or delivered electronically to all Members at their last known postal or e-mail addresses listed in the

records of the Society no fewer than thirty (30) days prior to the meeting.

ARTICLE III. BOARD OF TRUSTEES

Section 3.1: General Powers.

The property, business, affairs and activities of the Society shall be managed by a Board of Trustees consisting of thirty (30) persons excluding *ex officio* Members and not less than fifteen (15) nor more than thirty-five (35) persons, as may be determined from time to time by a majority of the current Trustees on the Board of Trustees. The President of the Society shall be an *ex officio* member of the Board of Trustees but without voting privileges. The Board of Trustees may designate holders of certain public offices as *ex officio* Members of the Board, without voting privileges.

The Board of Trustees shall have the powers normally reserved to a Board including, without limitation, the following:

- (a) Elect Trustees and officers of the Board;
- (b) Periodically review the Society's mission and its compliance with the mission;
- (c) Periodically review and approve any current strategic and long-range plans;
- (d) Appoint the President and Vice President for Finance/ Chief Financial Officer;
- (e) Establish the conditions of employment of the President and officers of the Society;
- (f) Support the President and assess his or her performance by charging the Executive Committee of the Board to perform an annual review and evaluation of the President's performance and at least every three (3) years to authorize a formal assessment of his or her performance;

(g) Approve the annual budget, regularly monitor the Society's financial condition, and establish policy guidelines affecting all institutional assets

including investments and the physical plant;

(h) Contribute financially to the Society and participate actively in strategies to secure sources of support;

(i) Authorize debt financing;

(j) Authorize the construction of buildings and other major capital expenditures;

(k) Authorize the purchase, loan, sale, transfer or assignment of real or personal property;

(l) Authorize entering into joint ventures, partnerships or other affiliations that may further the purposes of the Society;

(m) Review annually the Board's performance and periodically authorize formal assessments of the Board's performance; and

(n) Review the Bylaws at least every three years.

Section 3.2: Officers of the Board of Trustees.

The officers of the Board of Trustees shall be the Chair, First Vice-Chair, other Vice-Chairs as the Board may elect, Secretary, and Treasurer. The Secretary of the Board shall also be the Secretary of the Society. Officers of the Board shall be elected by the Board at the Annual Meeting. Officers shall serve two (2) year terms. If the term of office of the Chair or First Vice-Chair of the Board shall extend beyond his or her fixed term as a Trustee, his or her term of office as Trustee shall be automatically extended until the end of his or her term of office as Chair.

(a) The Chair of the Board shall have all authority commonly appertaining to

that office and such further powers as the Board of Trustees may from time to time confer.

(b) The Chair of the Board shall preside at all meetings of the Board of Trustees and shall be an *ex officio* member of each standing and special committee except the Audit Committee.

(c) The First Vice-Chair shall preside at all meetings of the Board of Trustees in the absence of the Chair of the Board. He or she shall serve as a member of the Executive Committee and shall serve as its Chair in the absence of the Chair of the Board. The First Vice-Chair shall have such further powers as the Board of Trustees may from time to time confer.

Section 3.3: Election.

Trustees shall be elected by the Board at the Annual Meeting and each Trustee shall serve until expiration of the Trustee's term, removal, resignation, or a successor is elected and qualified.

Section 3.4: Terms of Office.

All members of the Board of Trustees shall be elected for terms of three (3) years and shall assume their posts at the Annual Meeting of the Board of Trustees. The terms of members of the Board of Trustees shall expire on a rotating basis, with the goal that no more than one-third (1/3) of the Trustees' terms will expire at any one time. Trustees shall be permitted to serve two successive three (3) year terms without interruption. Trustees may serve one (1) additional term so long as they have not been a Trustee for at least one year following the expiration of a second successive three (3) year term. Trustees may not serve in excess of nine (9) years in the aggregate plus any partial term if elected between annual meetings. This restriction shall not

apply to the Chair or First Vice-Chair who may serve an additional year if his or her term of office extends beyond the expiration of the aforesaid term limitation.

Section 3.5: Removal.

Any officer of the Board or Trustee may be removed by affirmative vote of a majority of the current Trustees on the Board of Trustees with or without cause.

Section 3.6: Vacancies.

In case of a vacancy, the remaining Trustees may elect a successor for the remainder of the vacant term.

Section 3.7: Regular Meetings.

Regular meetings of the Board of Trustees may be held at such time and place as shall from time to time be determined by resolution of the Board, provided that notice of every resolution of the Board fixing or changing the time or place for the holding of regular meetings of the Board shall be delivered by the Society to each Trustee in writing by mail, electronically, or by facsimile at least ten (10) days before the meeting held pursuant thereto.

Section 3.8: Special Meetings.

The Board of Trustees shall meet on call by the Chair or President, on written request filed with the Secretary by not less than three (3) Trustees. The Society shall give reasonable notice to each Trustee of the time, place and date of each meeting by notice in writing mailed, electronically or by facsimile, not fewer than the third (3rd) day before the day set for the meeting and addressed to the Trustee's last known post office or e-mail address according to the Society's records, or by telephonic communication or notice in writing delivered personally to the Trustee's residence or usual place of business not later than the third (3rd) day before the day set for the meeting. If notice is given by mail, it should be deemed given three (3) days after

being mailed. No notice of the time, date, place or purpose of any meeting need be given to any Trustee who, in writing executed and filed with the records of the meeting either before or after the holding thereof, waives such notice or who attends the meeting.

Section 3.9: Annual Meeting.

The Annual Meeting of the Board of Trustees shall be held at such time in June of each year unless a different month is chosen in advance by the Board. Notice of the time, date and place of the Annual Meeting of the Board of Trustees shall be given in the manner set forth in Section 7. All meetings shall be governed by Robert's Rules of Order, then current edition. The Board of Trustees shall keep minutes of its meetings and a full account of its transactions.

Section 3.10: Quorum and Voting.

At every meeting of the Board of Trustees, a quorum shall consist of a majority of the current Trustees serving on the Board of Trustees. Unless otherwise specified in these Bylaws, the majority vote of those persons actually present at a meeting at which there is a quorum will prevail on all matters. There shall be no voting by proxy. Trustees may attend by telephonic conference call, video conference, or any other form of electronic audio communication so long as all Trustees attending in person or by any other authorized means can hear the discussion among all participating Trustees.

Section 3.11: Compensation.

Voting Trustees shall receive no compensation for their services as such but may, by resolution of the Board of Trustees or Financial Committee, be allowed reimbursement for their expenses actually and reasonably incurred on behalf of the Society.

Section 3.12: Informal Action of the Board of Trustees.

Any action of the Trustees may be taken without a meeting if a written consent of all of

the Trustees approving the action described in the consent is delivered to the Secretary by personal delivery, mail, electronically or by facsimile and filed with the minutes of the Society. The action shall be deemed approved at such time as all required consents have been delivered.

ARTICLE IV. ADVISORY COUNCIL

Section 4.1. Appointment.

There shall be an Advisory Council, the members of which shall be advisors to the President and the Board but shall not be Trustees. The President may recommend candidates to the Board of Trustees for appointment as members of the Advisory Council.

Section 4.2. Term.

Members of the Advisory Council may serve up to three (3) terms of three (3) years. A year shall commence July 1 and end June 30. Terms may be served consecutively.

Section 4.3. Committees.

Members of the Advisory Council shall be eligible to serve on committees of the Board of Trustees, except the Executive Committee and Governance Committee. Members on committees may vote. Members of the Advisory Council may not attend Board meetings unless invited by the acting Chair and do not receive the minutes of those meetings.

ARTICLE V. OFFICERS OF THE SOCIETY

Section 5.1. Officers.

The officers of the Society shall consist of a President, one or more Vice Presidents, a Chief Financial Officer, a Secretary, and such assistant and additional officers of the Society as the Board may elect. Any two of the above-mentioned officers, except those of President and Vice President, may be held by the same person, but no officer shall execute any instrument in more than one capacity where execution is required by two or more officers. The officers (other than the Secretary

and Treasurer) need not be Trustees. The President shall be a non-voting Trustee. Officers of the Society other than the Trustees officers shall serve at the will of the Board.

Section 5.2. President.

The President shall be the Chief Executive Officer of the Society with the duties more fully set forth in these Bylaws. The President shall be subordinate in authority only to the Board of Trustees. He or she shall have the duties conferred by these Bylaws and by the Board of Trustees and all other duties appropriate to a President and Chief Executive Officer, including the responsibilities of implementing the policies established by the Board of Trustees; of directing the work of the other officers; of representing the Society with respect to all of the Society constituencies and to the general public. He or she shall report annually to the Board of Trustees. He or she may sign and execute in the name of the Society all authorized deeds, mortgages, bonds, contracts and other instruments, except in cases in which the signing and execution thereof shall have been expressly delegated to some other officer or agent of the Society. He or she shall develop and maintain a fund raising plan that shall be provided to the Board of Trustees for review and approval at the first regular meeting of the Board after the end of each fiscal year along with the fund raising results for the fiscal year just ended. In general, he or she shall perform all duties incident to the office of a President of an historical society, and such other duties as from time to time may be assigned by the Board of Trustees.

Section 5.3. Vice Presidents.

Vice Presidents shall perform the duties and exercise the functions as may be assigned to them by the Board of Trustees. In the absence of the President, or in the event of her/his inability to act, a Vice President designated by the Board shall perform the duties of the President, and when so acting, shall have all the power of and be subject to all the restrictions upon the President.

Section 5.4. Secretary.

The Secretary of the Society shall be custodian of the records of the Society. The Secretary may attest the documents of the Society; and in general shall perform all duties incident to the office of the Secretary of the Society. The Secretary of the Society shall also serve as Secretary to the Board of Trustees and shall be responsible for recording, distributing and safekeeping of the minutes of all Board and Executive Committee meetings; filing and security of all other records of Board activity; arranging the schedule and meetings of the Board; preparing the agenda for the meetings under the direction of the Chair; administering the affairs of the Board pertaining to Committee membership; providing that any supplementary material pertaining to the agenda items to be discussed at the meetings of the Board be distributed one week in advance; maintaining an accurate record of the terms of each Trustee and the attendance of all Trustees at the Board and Executive Committee meetings; and keeping accurate records of all changes made in the Articles of Incorporation and Bylaws of the Society.

Section 5.5. Chief Financial Officer.

The Chief Financial Officer shall have charge of and be responsible for all funds, securities, receipts and disbursements of the Society, and shall deposit or cause to be deposited, in the name of the Society, all moneys or other valuable effects in such banks, trust companies or other depositories as shall from time to time be selected by the Board of Trustees. The Treasurer shall render to the Board, whenever requested, an account of the financial condition of the Society; and, in general, shall perform all duties incident to the office of a Chief Financial Officer and Treasurer of a corporation, and such other duties as may be assigned to him or her by the Board of Trustees.

Section 5.6. Assistant Officers.

The Board may from time to time elect one or more Assistant Secretaries and Treasurers who shall have such powers and duties as are delegated to them by the officers that they are elected to assist or are prescribed by the Board or these Bylaws. An Assistant Secretary shall always have the power to authenticate and attest records and documents of the Society.

ARTICLE VI. TRUSTEE EMERITUS

Section 6.1. Appointment.

The Board of Trustees, upon recommendation of the Executive Committee, may confer *emerita* or *emeritus* status upon a former Trustee who has served with distinction through accomplishments and length of service and who has shown evidence of advancing the mission of Society. Such recognition shall be deemed to be an honor of the highest order and shall not be conferred as a matter of due course, but rather reserved for those whose service is most exemplary. Ordinarily, *emeritus* or *emerita* status will be conferred only upon persons who have nine (9) years or more of service on the Board and his or her term as Trustee has ended.

Section 6.2. Privileges.

The following non-monetary rights and privileges may be extended to *emeritus* or *emerita* Trustees:

- (a) A Board of Trustees resolution conferring the title “Trustee Emeritus”, “Trustee Emerita”, “President Emeritus” or “President Emerita”;
- (b) Use of the *emeritus* or *emerita* title;
- (c) Library privileges including access to electronic databases;
- (d) Invitations to Society functions;
- (e) Inclusion on the mailing list for general Society publications;

- (f) Attend meetings of the Board of Trustees, but without voting privileges.

Section 6.3. Duties.

While a Trustee *emeritus* or *emerita* has no specific duties or obligations, from time to time he or she may be called on by the Board of Trustees or the President to perform ceremonial duties, represent the Society in an unofficial capacity, or contribute expertise to special initiatives.

Section 6.4. Removal.

The Board of Trustees reserves the right to revoke the title of *emeritus* or *emerita* and the privileges associated with the title when deemed warranted.

ARTICLE VII. COMMITTEES

Section 7.1. General.

Standing Committees shall be as follows: Executive Committee, Finance Committee, Audit Committee, Buildings and Grounds Committee, Advancement Committee, Governance Committee, Museum Committee, Library Committee, Publications Committee, and Education Committee. With the exception of the Executive Committee, the Chair and Vice-Chair and the members of each committee shall be appointed by the Chair of the Board of Trustees. Committees, except for the Executive Committee, may be made up of Trustees and others. The Chair of the Board and President are *ex officio* members of all committees except the Audit Committee. The President shall not have voting privileges. The Chair of each committee shall be a voting Trustee.

Section 7.2. Executive Committee.

- (a) General. The Board of Trustees may provide for an Executive Committee comprised of the Chair and First Vice-Chair and each other Vice-Chair and officer of the Board. The President of the Society shall serve as an *ex officio* member without voting

rights. The Members of the Executive Committee will serve at the pleasure of the Board of Trustees for the transaction of such business of the Society as may be deemed necessary between meetings of the Board. In addition, the Executive Committee will provide a forum for the interaction of committee chairs. The Chair of the Board will be Chair of the Executive Committee, and the Secretary of the Board will be Secretary of the Executive Committee. All business transacted by the Executive Committee shall be subject to ratification by the Board of Trustees at its next meeting.

(b) Limitation of Powers. The Executive Committee shall not have the power to act for the Board of Trustees in the following matters:

(i) Selection and termination of the President or other executive officers.

The Executive Committee shall, however, perform a formal review and evaluation of the President at least one time before the Annual Meeting of the Board of Trustees which will be presented to the Board;

(ii) Selection of the Trustees and Officers of the Board of Trustees;

(iii) Changes in the institutional Mission and purposes;

(iv) Amendments of the Articles of Incorporation or Bylaws;

(v) Merging or affiliating (which changes governance or identity of the Society) with another institution;

(vi) Adoption of the annual budget; and

(vii) Other powers reserved, from time to time, by the Board of Trustees.

Section 7.3. Advancement Committee.

The Advancement Committee is responsible for directing the Board of Trustees' support and oversight of the Society's institutional strategy and objectives for fundraising, marketing,

public relations and communications. This includes identifying and soliciting resources to carry out the mission, cultivating and soliciting funds, implementing best practices for donor cultivation, stewardship and retention. The committee also advises staff on vehicles and messaging for all communications channels appropriate to the organization's constituencies.

Section 7.4. Audit Committee.

The Audit Committee assists the Finance Committee of the Board of Trustees in fulfilling its oversight responsibility with respect to the financial reporting process, the system of internal controls, the audit process the Society's process for monitoring compliance with laws and regulations. The Audit Committee shall appoint and manage the outside independent auditor.

Section 7.5. Buildings and Grounds Committee.

The mission of the Buildings and Grounds Committee is to provide oversight of the buildings and grounds within the context of the strategic plan. The committee advises the Board of Trustees and senior management on major projects, including deferred maintenance, security and campus development.

Section 7.6. Compensation Committee.

The Compensation Committee may be a subcommittee of the Executive Committee. The Chair and Vice Chair of the Board of Trustees shall be *ex officio* voting members and the Chair on an annual basis will appoint three (3) other Board members. The Committee will have the following charges:

- (a) Review and determine an appropriate compensation package and term of contract for the President, taking into consideration the evaluation of the President completed by the Executive Committee of the Board of Trustees. This determination will be taken as a recommendation to the Executive Committee and the full Board of Trustees.

Recommendations on compensation will be handled at the first regular meeting of the Board of Trustees after September 1.

(b) Review the President's recommendations on compensation for senior-level administrators.

Section 7.7. Education Committee.

The Education Committee provides direction for the wide array of the Society's programming for school, youth, family, and adult audiences. The committee oversees and advises education and public programs staff on the development and implementation of programs that engage diverse groups in dialogue about the American experience through the lens of Maryland's rich history, using the Society's nationally significant library and museum collections.

Section 7.8. Finance Committee.

The Finance Committee shall oversee the financial management of the Society; recommend the annual budget, including levels of compensation; monitor the yearly audit in conjunction with the outside auditors; set goals for return on endowment and periodically evaluate these goals in relation to the Society's operating budget; monitor the activity of the professional investment firms who manage the Society's endowment and to evaluate the performance of the firms, and monitor and recommend insurance coverages for the purpose of risk management. The Treasurer of the Board of Trustees shall be the chair of the Finance Committee.

Section 7.9. Governance Committee.

The Governance Committee serves to proactively recruit, orient, retain, and develop trustees and officers who are dedicated to, and capable of, promoting all aspects of the broad mission of the Society. The committee shall also be responsible for assessing Board

performance and qualifications, reviewing potential conflicts of interest by Trustees, and recommending changes to the organization's charter, bylaws, and Board structure. The Governance Committee, with the approval of this Board of Trustees, shall appoint a Nominating Subcommittee to recommend to the Board the election of new Trustees or renewal of existing Trustees as well as officers of the Board. Recommendations shall be delivered to the Board of Trustees no later than thirty (30) days prior to the Annual Meeting. No Trustee eligible for election may serve on the Nominating Subcommittee.

Section 7.10. Investment Committee.

The Investment Committee, which may be a subcommittee of the Finance Committee, shall monitor the activities of the professional investments firms who manage the Society's endowment, evaluate the performance of the firms, and make recommendations to the Board of Trustees on investment policies, managers and advisors.

Section 7.11. Library Committee.

The Library Committee supports the Society's mission to collect and preserve material from the state's past. Committee members provide content expertise, administrative or technological knowledge, and financial funding to aid in this effort.

Section 7.12. Museum Committee.

The Museum Committee shall serve as the authority for collecting and preserving, as well as the carefully planned de-accessioning of artifacts and works of art that illuminate the telling of stories comprising the diverse voices of Maryland's history, and showing how the past influences the present.

Section 7.13. Publications Committee.

The Publications Committee ensures that the publishing program of the Society is a

significant voice for our state's history, by assisting in the acquisition and evaluation of content that can be widely distributed to readers in print and, as warranted, electronic format.

Section 7.14. Quorum.

A majority of committee membership shall constitute a quorum for the transaction of any business. The affirmative vote of both a majority of the Trustees and Committee members present at the meeting at which a quorum is present shall be required for any action of the committee.

Section 7.15. Telephone Conference.

Members of the committees may participate in meetings of the committees by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at the meeting.

Section 7.16. Minutes.

Minutes shall be kept of each committee meeting, and copies shall be filed with the Secretary of the Board of Trustees and available to each member of the Board of Trustees.

Section 7.17. Informal Action By Members of Committees.

Any action of the committee may be taken without a meeting if and when consent in writing or verifiable electronic communication setting forth the action taken is signed or sent by all of the members of the committee and filed with the minutes of the committee.

Section 7.18. Special Committees, Councils or Task Forces.

The Board of Trustees may, by resolution, provide for such special committees, councils, or task forces, or affiliations with other organizations, as it deems advisable and may discontinue the same at its pleasure. Each committee, council, task force, or affiliation shall have such powers and shall perform such duties as may be assigned to it by the Board of Trustees and shall be appointed,

and vacancies filled, in the manner determined by the Board of Trustees. In the absence of other direction, the Chair of the Board shall appoint all special committees, councils, task forces, or affiliations.

ARTICLE VIII. CONFLICT OF INTEREST

A Trustee and members of a standing committee (collectively, “Fiduciary”) shall be considered to have a conflict of interest if:

(a) such Fiduciary has existing or potential financial or other interests which impair or might reasonably appear to impair his or her independent, unbiased judgment in the discharge of his or her responsibilities to the Society; or

(b) such Fiduciary is aware that a member of his or her family, or any organization in which such Fiduciary (or member of his or her family) is an officer, director, employee, member, partner, trustee or controlling stockholder, has such existing or potential financial or other interests. For the purpose of this provision, a family member is defined as a spouse, parents, siblings, children and other relative if the latter resides in the same household as the Fiduciary. All Fiduciaries shall disclose to the Board any possible conflict of interest at the earliest practical time. Furthermore the Fiduciary shall absent himself or herself from discussions of, and abstain from voting on, such matters under consideration by the Board or its committees, which present a conflict of interest or possible conflict of interest. The minutes of such meeting shall reflect that a disclosure was made and that the Fiduciary having a conflict of interest or possible conflict of interest abstained from voting. Any Fiduciary who is uncertain whether a conflict of interest may exist in any matter may request the Board or committee to resolve the question in his or her absence by majority

vote. Each Fiduciary shall complete and sign a disclosure form provided by the Secretary annually.

ARTICLE IX. INDEMNIFICATION

Section 9.1. Indemnification.

To the maximum extent permitted by the Maryland General Corporation Law as from time to time amended, the Society shall indemnify its currently acting and its former Trustees, officers, agents and employees, subject, to the extent permitted by law, to the following limitations:

(a) The amount of the indemnity and obligation to advance funds would be limited to an amount equal to the cash and cash equivalent funds of the Society on the date that any lawsuit naming such individual was filed or the Society was otherwise notified of the claim, net of any other outstanding liabilities or obligations of the Society already incurred which would normally require payment from such funds and excluding any such funds which had been donated subject to any limitations on use which would prevent use of such funds for such purpose. Funds available would include cash, sums in bank accounts and money market accounts, stocks and bonds and other similar liquid investments not donated for a specific use or with a restriction on use, but would not include any interest, any furniture, equipment or other real or personal property.

(b) Any contributions received or revenue realized by the Society after the date the lawsuit was filed or notice of the claim was otherwise received would not be subject to the obligation of the Society to provide indemnification or to advance funds.

(c) If the Society was also a party to the litigation and had counsel willing also to represent the indemnified party, the Society would not be required to pay the costs of

separate counsel for the individual. In addition, the Society would also have the right, if it so desired, to select or approve the counsel to be used to represent the individual.

ARTICLE X. SEAL

Section 10.1. Corporate Seal.

The corporate seal shall be the seal heretofore used by the Society, having thereon the words "Maryland Historical Society" an impression of which seal appears on the margin hereof.

ARTICLE XI. FISCAL YEAR

Section 11.1. Fiscal Year.

The fiscal year of the Society shall begin on July 1 and end on June 30 of the following year unless otherwise provided by the Board of Trustees.

ARTICLE XII. CHECKS, DRAFTS, ETC.

Section 12.1. Checks, Drafts, Etc.

All checks, drafts and orders for the payment of money, notes and other evidence of indebtedness issued in the name of the Society, may be signed by any officer or officers designated by the Board of Trustees; and, if none are specially designated for any particular instrument or instruments, then by the President of the Society and Secretary of the Board or by the President of the Society and Treasurer of the Society.

ARTICLE XIII. NON-DISCRIMINATION POLICY

Section 13.1. Non-Discrimination Policy.

The Society does not discriminate in its programs, activities or employment on the basis of race, color, age, sex, sexual orientation, religion, national and ethnic origin, or handicap.

ARTICLE XIV. AMENDMENT OF BYLAWS

Section 14.1. Amendment of Bylaws.

These Bylaws may be amended, suspended, or repealed, in whole or in part, consistent with law and the Certificate of Incorporation, at any time by a two-thirds vote of all the Trustees at any duly called regular or special meetings of the Board provided that the purpose of the meetings and a summary of the proposed changes are included with the notice of each meeting and mailed or delivered to all Trustees at least fifteen (15) days prior to the meeting.

These AMENDED AND RESTATED BYLAWS are approved and adopted this ____ day of _____, 2017.