

Historic Jonestown, Inc.

A Not-for-Profit, Non-Stock Corporation

By-Laws

Article I. Identification and purpose.

1.1 The name of the corporation shall be Historic Jonestown, Inc. as provided in the Articles of Incorporation.

1.2 The purpose of the corporation is to advance the welfare of the Historic Jonestown community as a place to live, work, visit and play; to strengthen and promote the neighborhood's unique cultural and heritage resources; to encourage interaction and collaboration among our members, and to attract resources to the area that benefit residents, businesses, social, religious and cultural institutions.

Article II. Members of the Corporation.

2.1 Eligibility for Membership. Membership in the Corporation shall be open to any person who lives, works, rents or owns property in Historic Jonestown and subscribes to the purpose of the organization.

2.5 Duties and Meetings of the Members. For all the purposes of the corporation, the Members of the corporation shall 1) come to the annual meeting and 2) vote on board of directors. The members shall meet not less often than annually, and on the written call of the President of the Corporation or of any three Members. Meetings of the Members shall be conducted in person.

Article III. Board of Directors.

3.1 Governing Board. The duties of the Board include but are not limited to the approval of the mission, strategic plan, and broad objectives of the Corporation.

3.2 Number and Election of Directors. The number of Directors shall be 1) not less than ten nor more than twenty-five and 2) elected by majority vote of the Members of the Board. Directors may be removed by majority vote of the Directors of the Board if absent from three consecutive meetings of the Board of Directors. Directors shall serve for a term of three years and until their successors are elected and qualified. Initial Directors shall divide themselves by lot so that one-third of the terms expire each year. A Director may serve up to 3 consecutive terms of three years, plus an additional term as an officer, for a total of twelve years. Directors shall serve without compensation.

3.3 Business of the Corporation. Any action which the Board may lawfully take under these By-Laws and applicable law shall be determined by majority vote at a meeting of the Board. Meetings of the Board shall be held 1) no less often than quarterly and 2) on call of the President or any three other Directors. Notice of a meeting of the Board shall be mailed to the Directors by the Secretary no less than five days in advance of the meeting. A quorum of the Board shall consist of no fewer than half of the Directors. The Directors shall by resolution designate one of their meetings as the Annual Meeting, open to all members, and the notice for that meeting shall so indicate. Directors may participate in a meeting of the Board in person, by proxy designated in writing, or by conference call.

Article IV. Parliamentary Authority.

Except as otherwise provided by the Articles of Incorporation, these By-Laws, or applicable laws of the United States or the State of Maryland, *Robert's Rules of Order Newly Revised* shall govern the meetings, procedure, and business of the corporation, its committees and its officers.

Article V. Officers.

5.1 The Officers of the Corporation shall consist of a President, a Vice-President, a Secretary, and a Treasurer.

5.3 The President. The President shall preside at meetings of the Board of Directors, shall be the chief executive officer of the corporation, and shall have such other duties as law, custom, and the parliamentary authority or a resolution of the Board of Directors shall provide.

5.4 The Vice-President shall preside at meetings of the Board of Directors in the absence or incapacity of the President, and shall have such other duties as law, custom, the parliamentary authority or a resolution of the Board of Directors shall provide.

5.5 The Secretary shall have custody of the seal and the papers of the corporation, and shall have such other duties as law, custom, the parliamentary authority or a resolution of the Board of Directors shall provide.

5.6 The Treasurer shall have custody of the assets, books, and accounts of the corporation, and shall have such other duties as law, custom, and the parliamentary authority or a resolution of the Board of Directors shall provide.

5.7 Election of Officers. All Officers shall be elected by the Board of Directors by majority vote and may be removed for cause by the Board of Directors by a two-thirds vote. All Officers shall be elected for a term of one year and until their successors are qualified. Officers may be elected for the duration of their board service without limit as to number of terms. No person shall simultaneously hold more than one office.

5.8 Other officers. The Board may create such other officers as it sees fit and may at its discretion vest in them the powers of the corporation.

Article VI. Committees.

6.1. Creation of Committees. The Board of Directors may create at its discretion such committees, and vest in them such of its authority, as it sees fit.

6.2. Executive Committee. The Executive Committee of the Corporation shall consist of the Officers of the Corporation and such other Directors and Committee Chairs as determined necessary by the Officers. Between board meetings, the Executive Committee may act on behalf of the Board of Directors in the interests of the Corporation.

Article VII. Amendments.

These By-Laws may be amended by vote of a majority of the Board of Directors Members of the Corporation, provided that the proposed amendment is submitted to all Members of the Corporation together with not fewer than five days written notice of the meeting.

Article VIII. Indemnification.

The corporation shall indemnify Members, Directors, Officers, employees and agents of the corporation to the fullest extent required and permitted by the General Laws of Maryland.

Article IX. Prohibited Acts.

Nothing in these By-Laws is intended to permit, and nothing shall be construed to permit, any action or inaction prohibited by the applicable laws of the United States or of the State of Maryland or any jurisdiction thereof. Specifically, nothing is authorized hereby which is prohibited to corporations exempt under Sections 501(c)(3) or 170(c)(2) of the United States Internal Revenue Code, or regulations adopted thereunder, as now or hereafter in force.