

Friends of the Perry Hall Mansion

By-Laws

ARTICLE I: Name, Purpose, and Affiliation

SECTION 1. The name of this organization shall be the Friends of the Perry Hall Mansion (hereafter referred to as “the organization”).

SECTION 2. The purpose of this organization shall be to manage and maintain, in conjunction with the Baltimore County Department of Recreation and Parks, the home of Harry and Prudence Gough which is commonly called the Perry Hall, or the Perry Hall Mansion, a house museum restored using currently available and acceptable documented sources. The property shall reflect the history and culture of the Maryland area; showcase the unique contribution of this house and its residents to the history of Maryland and the United States; serve as a repository for artifacts relating to local history; and be available for public tours, educational efforts, and other limited uses as defined herein.

SECTION 3. This organization is affiliated with Perry Hall Recreation and Parks Council and operates in collaboration with Baltimore County Recreation and Parks.

Article II: Organization Structure

The organization shall be comprised of an executive board of directors and a general membership.

Article III: Organization Membership Terms

SECTION 1. The organization’s membership, activities, and events are open to all individuals; the organization’s policy on non-discrimination shall be consistent with that of the State of Maryland.

SECTION 2. Membership levels in the organization include individual, household (members at one address), organization/ business, patron, and others as determined by the executive board.

SECTION 3. Membership in the organization is predicated by a payment of the annual dues.

SECTION 4. Membership Dues are a predetermined amount set by the Executive Board; changes to membership dues must be voted on by the Executive Board.

SECTION 5. Membership dues are per annum. First- time membership dues are accepted and payable at anytime during the year. Membership expires at the end of the month in which dues were paid the previous year. A membership renewal notice will be sent via email or mail.

SECTION 6. Members considered in good standing with the organization are current with dues and have not received any official order by the Executive Board that would limit or prohibit their partaking of full membership in the organization.

SECTION 7. The Voting Membership of the organization shall consist of members in good standing aged 14 years and older, organizations, and businesses. Each person, organization, or business shall be entitled to one vote per membership in all matters voted upon by the organization. For household memberships, each member of the household ages 14 and older shall be entitled to one vote. Each organization or business holding a membership shall designate one individual to vote for the organization or business.

SECTION 8. New members shall hold non-voting status for one week following receipt of their forms and dues payment – to account for processing. At each Executive Board meeting and general meeting of the organization, the Membership Director shall announce or provide a listing of the enrollment of new members.

SECTION 9. Sponsorship memberships through sponsorships opportunities and as benefits from sponsorships are subject to occasion; membership through a gift in kind agreement by a sponsoring agent or entity is as approved by the Executive Board.

SECTION 10. Gift, Donation, and Honorary Memberships may be offered or granted by approval of the Executive Board, as deemed appropriate.

SECTION 11. Ex officio members of the organization shall include County Councilmember(s), state legislators: senators and delegates representing the Perry Hall districts; the President of the Perry Hall Recreation and Parks Council or duly authorized representative; the Chairman of the Baltimore County Board of Recreation and Parks or duly authorized representative.

SECTION 12. Disciplinary Action For any violation of the by-laws, or for conduct improper or prejudicial to the welfare of the organization, any member may be expelled from membership or removed from the organization by a two-thirds majority vote at any meeting duly called for that purpose.

ARTICLE IV: The Executive Board of Directors

SECTION 1. The executive board of directors shall be comprised of officers and at-large directors.

SECTION 2. The officers shall include a President, a Vice President, a Secretary, a Financial Director, a Membership Director, a Communications Director, and a Creative Director. Each must be a member in good standing.

SECTION 3. The at-large directors shall consist of a minimum of two with a maximum of thirteen at-large directors. At-large directors shall include the four appointed community organization liaisons as indicated in III: 4, up to four elected at-large board members, two youth representatives to the board, and up to four board of director appointed at-large members, not exceeding thirteen at-large directors, and giving priority to the four appointed community organization liaisons. At-large directors may have specific directives, or may serve as a committee chair. Each must be a member in good standing.

SECTION 4. Four of the at-large members of the Executive Board, referred to as representative directors, shall be appointed community organization liaisons, which include one representative each from the Perry Hall Improvement Association, the Perry Hall-White Marsh Business Association, the Woman's Club of Perry Hall, and the Citizens to Preserve the Community of Perry Hall Manor. These members shall not stand for election.

SECTION 5. The Executive Board shall be the administrative governing body for the organization. The Executive Board shall have the authority to make expenditures for the organization and shall have the power to act for the organization between meetings on any matter requiring attention of the organization, the Executive Board shall report all acts to the organization at the general meetings.

ARTICLE V: Nominations, Elections, Vacancies, Appointments

SECTION 1. Each elected position will be held for two consecutive years.

SECTION 2. The President shall appoint a Nominations Committee of up to three members, all of whom have been approved by the Executive Board. The Nominations Committee shall select the slate, positions as determined by ARTICLE IV, which shall be submitted to the membership in writing, via email, mail, website, or printed material offered at a general meeting prior to the general meeting in which elections are held.

SECTION 3. At the election meeting, nominations shall be permitted from the floor for any office. Proxies shall not be permitted and only members present at the election meeting shall be allowed to vote.

SECTION 4. Representative appointments to the board will be requested 60 days prior to the annual meeting (new board members are announced at the meeting in which elections are held (appointed members may also be listed on the ballot or other documents present during the election meeting), the President shall request the names of one representative each as selected by the governing boards of the Perry Hall Improvement Association, the Perry Hall-White Marsh Business Association, the Woman's Club of Perry Hall, and the Citizens to Preserve the Community of Perry Hall Manor, in accordance with their respective by-laws. In the event any of the four representative organizations have not submitted their names within 30 days, it shall be assumed that that organization will go without representation for that year.

SECTION 5. Youth representatives to the board may be appointed to the position by the Executive Board through recommendations from a local school, club, class, church group, scout troupe, or similar group. Request for appointments to the board will be made 60 days prior to the annual meeting (new board members are announced at the meeting in which elections are held (appointed members may also be listed on the ballot or other documents present during the election meeting).

SECTION 6. The President shall have the authority to make interim appointments to any vacant office, subject to approval by majority vote of the Executive Board, with the exception of the four organizational representatives to the Executive Board. In the event of a vacancy in one or more of the positions held by an organizational representative, the President shall appoint an individual selected by the governing body of that organization, in accordance with its respective by-laws.

ARTICLE VI: Responsibilities of Members of the Executive Board

SECTION 1. The President is responsible for calling and conducting all meetings; signing and executing all documents and contracts as authorized by the Board of Directors and the general membership; reporting on the Perry Hall Mansion to the Perry Hall Recreation and Parks Council, attending Council meetings, and other meetings as necessary (or sending an authorized representative); appointing committees, with the approval of the Board of Directors; submitting a strategic plan, in collaboration with the board of directors, including a budget and proposed activities to the Perry Hall Recreation Council and membership for the ensuing year.

The President may call special meetings as determined by the Executive Board and perform other such duties as may pertain to the office. The President shall not be entitled to vote except in the election of members of the Executive Board and other balloting, or when the members are equally divided on other questions, when he/she shall give the deciding vote, except cases of appeal from his or her decision.

SECTION 2. The Vice President is responsible for assuming the duties of the President in his or her absence; and performing other responsibilities as assigned by the President.

The Vice President shall act as President pro-tem in the absence of the President. In the event of a vacancy in the office of President, the Vice President shall assume the duties of President until the next general meeting, at which time a new election will be held.

SECTION 3. The Secretary is responsible for recording minutes of all meetings; reporting these minutes and any other newsworthy items to the general membership; maintaining an inventory of items donated or on loan to the Perry Hall Mansion; and performing other responsibilities as assigned by the President.

The Secretary shall act as President pro-tem in the absence of both the President and Vice President. In the event of a vacancy in the office of President and Vice President, the Secretary shall assume the duties of President until the next general meeting, at which time a new election will be held.

SECTION 4. The Financial Director shall be responsible for the safekeeping of the organization's money and for maintaining adequate financial records. The Financial Director shall deposit and account for all monies transacted and handle all reimbursements or advances for goods or services as approved by the board.

In the event of and upon direction of the board the organization's finances become a separate financial entity, An

account with a federally-chartered banking company in the name of the Friends of the Perry Hall Mansion shall be established.

In the event of and upon direction of the board the organization's finances become a separate financial entity, all checks shall be cosigned by any two of the following: the President, Vice President, or Treasurer. It is preferred that the President be one of the signers.

The financial books shall be audited annually by a committee of three members that shall render findings and recommendations by the November general meeting.

The Financial Director shall act as President pro-tem in the absence of the President, Vice President, and Secretary. In the event of a vacancy in the office of President, Vice President, and Secretary, the Financial Director shall assume the duties of President until the next general meeting, at which time a new election will be held.

SECTION 5. The Membership Director is responsible for maintaining membership records: sending out renewal applications, welcome letters or membership packages to new members; may chair or oversee committees and performing other responsibilities as assigned by the President.

SECTION 6. The Communications Director maintains communications with the community and the general membership. The Board must approve all such communications. Responsibilities may include but are not limited to website, press releases, email blasts and e-newsletters, newsletters, publications, and publicity; may chair or oversee committees and performing other responsibilities as assigned by the President.

SECTION 7. The Creative Director sees to special and promotional events, the Mansion Store, and may chair or oversee committees and perform other responsibilities as assigned by the President.

SECTION 8. There shall be at-large representative directors, consisting of the four appointed community organization liaisons act as representatives and informants to the board and their respective organizations. These positions are for one year terms; new appointments will be made annually.

SECTION 9. At-large directors may be utilized in a variety of roles. At-large directors may have specific directives, and may chair or oversee committees and perform other responsibilities as assigned by the President. These responsibilities may include but are not limited to: fundraising, sponsorships, operations, security, interior design, landscaping, facility maintenance and up-keep, sustainability, community out-reach, research and development, education, programs, history, archives, procurement, etc. Each must be a member in good standing.

SECTION 10. The youth representatives to the board shall be at least 14 years of age, and may be appointed to the position by the Executive Board through recommendations from a local school, club, class, church group, scout troupe, or similar group. Responsibilities include offering youth perspective, events, involving younger members, history, projects, etc; and may chair or oversee committees and perform other responsibilities as assigned by the President. This position is a one year or school year term, new appointments made annually.

ARTICLE VII: Executive Board Voting and Procedure

SECTION 1. A quorum is required for a vote. A quorum for the Executive Board meeting shall be at least half the members, plus one.

SECTION 2. The Executive Board shall, by at least a majority vote of its members, approve all events at the Perry Hall Mansion.

SECTION 3. The Executive Board shall vote on matters pertaining to the finances and expenditures for the Mansion exceeding \$100.00.

SECTION 4. Any Officer or member of the Executive Board failing to attend any combination of six general or Executive Board meetings without valid cause shall be removed from office.

SECTION 5. Robert's Rules of Order, Revised, shall govern the conduct of all such meetings, with these by-laws shall taking precedence.

ARTICLE VIII: Committees

SECTION 1. The President and Executive Board may form standing or special committees to execute operations of the organization. These committees may include but are not limited to: fundraising, sponsorships, operations, security, interior design, landscaping, facility maintenance and up-keep, sustainability, community out-reach, research and development, education, programs, history, archives, procurement, etc. Committee objectives may include performing other responsibilities as assigned by the President and Executive Board.

SECTION 2. Committee Chairs may be appointed by the President with the approval of the Executive Board at anytime. Committee Chairs will serve one year terms, and may be re-appointed to the same position consecutively.

SECTION 3. The committee chairs shall select their respective committee members, and the President shall be an ex-officio member of all committees except the Nominations Committee. Members of the Executive Board may also serve as a committee chair, be an assigned overseer, or an ex-officio member of the committee. Each chair must be a member in good standing.

SECTION 4. Committee chairs failing to attend to committee and chair responsibilities shall be removed from office as determined by the Executive Board.

SECTION 5. Any committee requiring funds must submit a budget and plan to the Executive Board for approval.

SECTION 6. Reports may be presented to the President or the Executive Board overseer to be shared at an Executive Board meeting, as requested presented directly to the Executive Board at board meetings and or presented to the membership at general meetings of the organization.

ARTICLE IX: Meetings

SECTION 1. The general meetings of the organization shall be held at a time, day, and place as agreed upon and voted by the Executive Board place and shall be communicated to the general membership by website, email, mail, and/ or publication in local newspapers, etc., within 15 # of days prior to the meeting.

General meetings shall include information regarding the actions of the Executive Board and committees, business and operational matters of the organization, general membership voting as needed. General meetings may also include a speaker, displays, presentations, and other opportunities as approved by the executive board.

SECTION 2. Any change in the general meeting time, day, and place and shall be communicated to the general membership by website, email, mail, and/ or publication in local newspapers when possible. If a change in location is required, notice will be posted at the location of the regularly scheduled meeting place.

SECTION 3. Special meetings may include but are not limited to: special guests, speakers, field trips, sponsored events, special events, collaborative events, educational seminars, and other activities. Special meetings of the membership may be called by vote of the Executive Board with the general membership being by website, email, mail, and/ or publication.

SECTION 4. An election meeting is a general meeting in which elections are held. This meeting must be prior to the annual meeting. The time, day, and place shall be communicated to the general membership by website, email, mail, and/ or publication along with the nominations 30 days in advance to the elections meeting. This meeting must follow membership voting procedure.

SECTION 5. The annual meeting may be a special meeting or a general meeting, bringing the year to close and giving

the year's review; this may be a meeting where awards and recognition is given. Board appointees and election results may be announced. The time, day, and place shall be communicated to the general membership by website, email, mail, and/ or publication. This meeting will be held in September through January, and after the elections are held.

SECTION 6. Executive Board meetings are open for attendance by all members, unless stated on website, email, or other form of publication that it is a closed meeting – wherein business and/ or operational meetings may require a vote of the board on non-public matters of the organization; the President or President pro-tem holds the right to limit participation to voting members only.

The Executive Board may vote in the interim of Executive Board meetings, where by an expedited vote may be necessary, as long as information, records, and results of the vote are kept and reported or made available at the next Executive Board meeting or General meeting.

The board meetings of the organization shall be held at a time, day, and place as agreed upon and voted by the Executive Board the place and shall be communicated to the general membership by website and communicated to board members by website and/ or email, within 15 # of days prior to the meeting.

SECTION 7. Robert's Rules of Order, Revised, shall govern the conduct of all such meetings, with these by-laws shall taking precedence.

ARTICLE X: Membership Voting procedure in a general meeting:

SECTION 1. In order to vote at the general meeting a quorum of at least 21 members, three of whom shall be members of the Executive Board.

SECTION 2. During the business or operational portion of a meeting of the organization, the President or President pro-tem may limit discussion and participation in voting procedures to the voting members only.

SECTION 3. On any vote before the organization, the President or President pro-tem has the right to require that proof of membership be required by membership cards, organization listing, or other suitable identification be presented by those casting ballots.

SECTION 4. The President or President pro-tem has the right to postpone any vote, except for the elections vote, until the next general meeting if he/she determines that the issue merits special attention by the entire membership, not just those assembled for the meeting in which the issue has been raised. Under those circumstances, the details of the postponed vote shall be communicated to the entire membership. The one exception to this rule shall be the election of the Executive Board.

SECTION 5. No expenditure of \$100.00 or more shall be considered by the membership at a general meeting unless that expenditure has been reviewed and approved by Executive Board.

ARTICLE IX: Amendments to the By-Laws

These by-laws may be passed upon and amended at any regular general meeting of the organization or through mail by a two-thirds vote of voting members in good standing, providing that the entire text of the proposed amendment is furnished to the members by mail, email, or through the website no less than 15 days before the final vote is called. All proposed amendments shall be submitted in writing to the executive board. The President or President pro-tem shall determine if the vote is to take place at a meeting or by mail.