

HISTORIC TAKOMA, INC.
A Non-Profit Corporation

BY-LAWS

Article I. Name and Location

Section 1. The name of this Corporation shall be Historic Takoma, Inc.

Section 2. The principal office of the Corporation shall be located in Takoma Park, Maryland.

Article II. Board of Directors

Section 1. The Corporation shall be governed by a Board of not fewer than nine (9), and no more than twelve (12) Directors including (4) Executive Officers. Only Corporation members in good standing shall be eligible for election as Officers or to the Board of Directors.

Section 2. During the last quarter of each fiscal year of the Corporation, the Board of Directors shall elect Directors to replace those whose terms will expire at the end of the fiscal year. This election shall take place during a regular meeting of the Directors, called in accordance with the provisions of these bylaws. Those nominated to the board will be selected through an interview process designated by the Board. If there are vacancies after the annual meeting, these may be filled by the board after an interview process.

Section 3. The term of office for each Director shall be three (3) years. The term of office for Officers shall be one (1) year. In order to achieve a balance of terms of service or for other reasons, a Director may be elected to a term of less than three (3) years as approved by the Board of Directors. Terms of Directors and Officers shall commence at the close of the annual meeting.

Each Director and Officer shall hold office for the term for which he or she is elected, and until his or her successor shall have been elected and qualified, or until his or her death, resignation, or removal. Directors and Officers in office may be re-elected for one or more additional terms.

Section 4. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the then members of the Board of Directors, at any regular or special meeting. A Director or Officer elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. Any Director or Officer may resign by submitting written notice of resignation to the President. Any Director or Officer may be removed from office at any time, with or without cause, by the affirmative vote of the majority of the Directors and Officers in office.

Section 5. All Directors and Officers must be Corporation members in good standing by coming to a majority of board meetings, and participating actively on at least one committee, and

must pay membership dues as prescribed by the Board of Directors. Any Director or Officer who is in default of membership dues must meet their financial obligation no later than the next Board meeting from the date the default occurs in order to remain on the Board of Directors.

Section 6. All Directors and Officers must attend Board meetings on a regular basis. Any Director or Officer who does not attend a majority of meetings may removed from office by the Board of Directors.

Section 7. In case of the excused absence or disability of any Officer or Director, the Board of Directors may delegate the powers or duties of such Officer or Director to another Officer or Director for the period of such excused absence or disability. A Director or Officer may not delegate his or her duties and responsibilities to the Corporation. A Director or Officer may not vote by proxy.

Section 8. Each Director and Officer shall participate in the decisions of the Board, shall be informed as to the information relevant to such decisions, and shall exercise independent judgment in good faith and in the best interests of the Corporation, and with the care of an ordinarily prudent person under similar circumstances. Directors and officers shall keep the Executive Officers, at minimum the President, informed about any actions undertaken on behalf of the Corporation, and such actions must be in accordance with the wishes or direction of the Board of Directors.

Section 9. Each Director and Officer shall exercise his or her powers in the interest of the Corporation and not in his or her own interest or in the interest of another entity or person. When a Director or Officer has an interest in a transaction being considered by the Board of Directors, the Director or Officer shall disclose such conflict before the Board of Directors takes action on the matter. Any Director or Officer having a duality of interest shall not vote or use his or her personal influence in the matter. Upon disclosure by the Director or Officer, the Board shall conduct a disinterested review of the matter and decide upon an appropriate remedy. In the event that the Board of Directors has acted upon a proposal in ignorance of an undisclosed interest, the Board shall reexamine promptly the issue, with a record of such scrutiny, and take appropriate corrective action.

Section 10. No Director or Officer, other than the President, shall disclose information about the Board's deliberations or the Corporation's activities to any party outside of the Board of Directors, unless such deliberations or activities are already known by the public or are of public record.

Section 11. Within the bounds of reason, each Director and Officer shall have unrestricted access to the President and other Officers concerning matters before the Board. Each Director and Officer may inspect, for reasonable purposes and at reasonable intervals, the Corporation's books and records and to be provided with requested data derived therefrom.

Article III. Executive Officers

Section 1. The Executive Officers of the Corporation shall consist at a minimum of a President, a Vice President, a Secretary, and a Treasurer, and such other Officers as the Board of Directors from time to time considers necessary for the proper conduct of the business of the Corporation. The Executive Officers shall be members of the Board of Directors, and all provisions of these by-laws that pertain to the Board of Directors shall apply to the Executive Officers unless specified otherwise in these by-laws. The Executive Officers, acting as an Executive Committee, are empowered to act on behalf of the Corporation between meetings of the Board of Directors and the membership.

Section 2. The President shall be the Chief Executive Officer of the Corporation to put into effect the decisions of the Board of Directors. He or she: (1) shall preside at all meetings of the Board of Directors and membership as is possible; (2) shall have general supervision over the business and affairs of the Corporation and over the other Officers and Directors; (3) shall execute all instruments requiring the signature of the President; (4) shall have the authority to deposit and disburse funds of the Corporation; (5) shall serve as the Corporation's spokesperson but may delegate this authority on specific occasions; (6) shall oversee to the best of his or her ability Board compliance with these by-laws, Articles of Incorporation, and all Board resolutions or adopted policies; (7) shall be in agreement with the mission of the Corporation, and, (8) shall perform all such other duties as are incidental to his or her office.

Section 3. The Vice President shall advise and assist the President and shall perform such other duties as shall from time to time be imposed by the Board of Directors. In the absence of the President, the Vice President will preside over meetings of the Board of Directors and the membership. In the event of the long-term absence, resignation or disability of the President, the Vice President shall become the Acting President until the office of President can be filled by a vote of the Directors. The Acting President shall perform the duties and exercise the powers of the President. In the event that the President cannot return to office because of resignation, death, or severe disability, the Directors shall act expeditiously to permanently fill the office of the President. The Directors may fill the position of President with any member in good standing of the Corporation who is dedicated to the mission of the Corporation and who has been a member for the previous three years.

Section 4. The Secretary shall give, or cause to be given, notice of all meetings of members and the Board of Directors and all other notices required by law or by these by-laws. In the case of his or her absence or refusal or neglect to do so, any such notice may be given by any person directed by the President, or by the Directors upon whose written request the meeting is called as provided in these by-laws. The Secretary shall record all the proceedings of the meetings of the members and of the Board of Directors, and shall perform such other duties as may be assigned to him or her by the Board of Directors or the President. He or she shall have custody of the seal of the Corporation and shall affix the same to all instruments requiring it,

when authorized by the Board of Directors or the President. In general, the Secretary shall perform all the duties generally incidental to the office of Secretary, subject to the control of the Board of Directors and the President.

Section 5. The Treasurer shall have custody of all the funds and securities of the Corporation, and he or she shall keep full and accurate account of receipts and disbursements in books belonging to the Corporation. He or she shall deposit all moneys and other valuables in the name and to the credit of the Corporation in such depository or depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements. He or she shall present a report of the financial standing of the Corporation at each regular Board Meeting and render to the President and the Board of Directors whenever either of them so requests, an account of all his or her transactions as Treasurer and of the financial condition of the Corporation. The Treasurer shall perform all the duties generally incidental to the office of Treasurer subject to the control of the Board of Directors and the President.

Article IV. Meetings of the Board of Directors

Section 1. Meetings of the Board of Directors, regular or special, may be held within or without the State of Maryland upon not less than five (5) calendar days' notice to each Director and Officer, either personally or by postal delivery, telephone, telegram, or electronic mail, subject to waiver of notice as provided by law. The business to be transacted at, or the purpose of, any regular or special meeting of the Board of Directors shall be specified in the notice or waiver of notice of such meeting. Regular meetings shall be held once each month or as often as established by resolution of the Board of Directors, but not less often than once each calendar year. Special meetings of the Board of Directors may be called by the President or by the written request of a majority of the Directors and Officers in office.

Section 2. One-half plus one of the number of Directors and Officers shall constitute a quorum for the transaction of business. The act of the majority of the Directors and Officers present at a meeting at which such a quorum is present shall be the act of the Board of Directors. If a quorum shall not be present at any meeting of the Board of Directors, the Directors and Officers present may adjourn the meeting, without notice other than announcement at the meeting, until a quorum shall be present. Voting is permitted by email when a vote is held outside of a regular meeting, with the same requirements for a quorum and a majority vote.

Section 3. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without obtaining the concurrence, oral or written, of the Directors and Officers not present.

Article V. Members

Section 1. Any individual, household, or organization interested in supporting the mission of the Corporation may become a member of the Corporation by filing an application in such form as the Board of Directors shall prescribe, and subject to the payment of such dues as the Board of Directors shall establish from time to time.

Section 2. Each member (including each person over 18 years of age in a household) shall be entitled to one vote pertaining to matters of the Corporation which may require the consensus of the membership. Such vote may be in person, by mail, or as otherwise specified by the Board of Directors. All questions shall be decided by a majority vote. Absentee voting shall be allowed only in the cases of substantive issues where notice was given by the Board of Directors at least seven (7) calendar days prior to the meeting.

Section 3. The Board of Directors may suspend membership rights of any member who is in default of his or her financial obligations to the Corporation.

Article VI. Meetings of Members

Section 1. Meetings of the members shall be held at such place or places as may from time to time be fixed by the Board of Directors.

Section 2. An annual meeting of the members shall be held in the fall of each year, or at such other time as prescribed by the Board of Directors, on the date fixed by the President. The annual meeting shall be held for the purpose of reporting on the year's activities and for the transaction of such other corporate business as may come before the members.

Section 3. Special meetings of the members may be called by the President, by no less than two-thirds of the Board of Directors, or by no less than fifty-one (51) percent of the members of the Corporation upon written application to the President.

Section 4. Notice of each meeting of the members, stating the place, day, and hour of the meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered by postal delivery, in person, telephone, telegram, or electronic mail, to the members at least seven (7) but not more than thirty (30) calendar days before the date of the meeting, at the direction of the President subject to waiver of notice provided by law.

Section 5. Special meetings of members shall be presided over by the President, or in his or her absence the Vice President, or if none of the Corporation's Officers is present, by a chairperson to be elected at the meeting. The Secretary, or in his or her absence, a person appointed by the presiding Officer, shall act as Secretary.

Article VII. Reports

Section 1. At least three times a year (e.g., fall/winter, spring, summer) the Corporation shall publish and distribute to the entire membership a report, either on-line or in print, that summarizes the Corporation's activities, and that identifies the current members of the Board of Directors.

Section 2. An Annual Report shall be sent to all members in the year following the annual meeting referenced elsewhere in these by-laws. Such report shall include, but may not be limited to: (1) a summary of the annual meeting, including the results of the elections to the Board of Directors for the current calendar year; (2) a summary of the activities for the previous calendar year; (3) a financial statement for the preceding calendar year which shall detail the Corporation income and expenses, and assets and liabilities;

Article VIII. Committees

Section 1. The Board of Directors may designate or appoint such committees as it may deem necessary to promote and carry on the work of the Corporation. Committee members for those committees that may testify on behalf of Historic Takoma, Inc. before governmental agencies or interface with other organizations should be interviewed by Board-designated representatives, which includes the Committee Chairs, and approved by the Board. Each committee shall have such mission, powers, duties, and term of existence as shall be prescribed by the Board of Directors, and committees shall be chaired by members of the Board of Directors. The work of committees is subject to the review and approval of the Board of Directors. Committees may include but shall not be limited to: executive committee; membership committee; events committee; finance committee; and archive management committee. All committee members must be members in good standing and must not be in default of their membership dues. The President is an *ex officio* member of all committees and must be kept aware of committee activities.

Section 2. The designation or appointment of any such committee and the delegation of authority thereto shall not operate to relieve the Board of Directors, or any individual Director or Officer, of any responsibility imposed upon them by law.

Article IX. Advisory Council

Section 1. The Board of Directors may designate an Advisory Council to advise the Board on any matter relevant to the mission of the Corporation. The Advisory Council shall have such duties, and term of existence as shall be prescribed by the Board of Directors. Nominations for, and appointments to, the Advisory Council shall be performed by the Board of Directors. The term of office for members of the Advisory Council shall be for one (1) year.

Members of the Advisory Council may be appointed at any time by the Board of Directors. Any Advisory Council member may be removed from office at any time, with or without cause, by the affirmative vote of the majority of the Directors and Officers in office.

Section 2. The designation of an Advisory Council shall not relieve the Board of Directors, or any individual Director or Officer, of any responsibility imposed upon them by these by-laws or by law. No member of the Advisory Council shall have voting authority on any matter before the Board of Directors.

Article X. Contracts, Checks, Deposits and Funds

Section 1. Except as the Board of Directors may generally, or in particular cases, authorize the execution thereof in some other manner, all checks, drafts and other instruments for the payment of money, and all instruments of transfer of securities, shall be signed in the name and on behalf of the Corporation primarily by the Treasurer and secondarily by the President. No Officer, Director, agent, or employee of the Corporation may authorize a check, draft, or other instrument payable to himself or herself. All instruments of transfer of personal property other than securities, all instruments of conveyance of real property, and all contracts and agreements shall be signed by such Officers or agents as the Board of Directors shall direct. The Board of Directors may authorize and empower one or more Officers or agents of the Corporation to execute and deliver any and all papers and documents or to do other acts or things on behalf of the Corporation, including any required actions involving governmental authorities.

Section 2. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select. Such funds shall be maintained in discrete accounts which clearly identify the Corporation as owner, and no such funds shall be co-mingled with any other funds, private or public. All payments to, and disbursements from, the Corporation must be transacted through the Corporation's checking account.

Article XI. Amendments

Section 1. These by-laws may be altered, amended, or repealed and new by-laws may be adopted by a majority of Directors and Officers in office at any regular or special meeting, provided that notice of such proposed action shall have been given to each Director at least seven (7) calendar days prior to said meeting and provided that no such action shall be taken that would in any way adversely affect the Corporation's qualification under Section 501(c)(3) of the Internal Revenue Code of April 1981 (or any successor provision). Any Director or Officer may cast his or her absentee vote by mail.

Article XII. No Personal Benefit

Section 1. No part of the property or income of the Corporation shall inure to the private benefit of any individual or group. The Corporation shall not participate, nor intervene, in any political campaign on behalf of any candidate for any public office.

Article XIII. Limitations

Section 1. The activities of the Corporation shall always be limited to those which will allow it to qualify for Federal income tax exemption as a charitable educational institution under the Internal Revenue laws of the United States.

Article XIV. Seal

Section 1. The corporate seal shall be circular in form and shall have inscribed thereon the name of the Corporation, the date of its incorporation, and the words “Non-Profit, Maryland 1979.”

Article XV. Fiscal Year

Section 1. The fiscal year of the Corporation shall begin on the first day of January and shall end on the last day of December in each year.

Article XVI. Dissolution

Section 1. In the event that circumstances force the Corporation to dissolve, the Board of Directors shall present an appropriate motion to the membership at the annual meeting or at a special meeting called for that purpose, having notified all members that such a motion is to be presented.

Section 2. In the event of the dissolution of the Corporation, all its assets remaining, after the payment of all debts and obligations of the Corporation, shall be distributed to such one or more organizations which have purposes and objectives similar to those of this Corporation and are exempt from United States income taxes under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1981, as the Board of Directors may select, and if more than one, in such shares and proportions as the Board of Directors may determine.

Adopted: November 12, 2016