



# **ByLaws**

## **of the Maryland Bar Foundation, Inc.**

**Amended and Restated April 13, 2023**

THE BYLAWS OF MARYLAND BAR  
FOUNDATION, INC.

ARTICLE 1  
NAME AND PURPOSES

The name and purposes of the Corporation are set forth in the Articles of Incorporation. In these Bylaws, the Corporation is also referred to as the "Foundation."

ARTICLE 2  
MEMBERS

The members of the Foundation shall be the persons who from time to time are members ("Governors") of the Board of Governors ("BOG") of the Maryland State Bar Association, Inc. ("MSBA"), and who in such capacity have the ultimate governing authority of the Foundation (and its Fellows who are described in Article 7, below), including the right to approve, amend and repeal these Bylaws.

ARTICLE 3  
PRINCIPAL OFFICE

The principal office of the Foundation shall be a street address designated by the Foundation's Board of Directors.

ARTICLE 4  
BOARD OF DIRECTORS

4. 1. *Powers & Duties*

The business and affairs of the Foundation shall be managed by its Board of Directors (hereinafter the "Board"), subject to the authority of the BOG.

4. 2. *Composition and Qualifications*

The Board shall be comprised of at least eleven (11), and not more than twenty-one (21), directors ("Directors"), (hereinafter a "Director", "Board member", or "member of the Board"), and shall include the Officers of the Foundation as outlined in Article 5.1; the President, President-Elect and Immediate Past-President of the MSBA or their respective appointees; and the Chair of the Foundation's Fellows Committee.

4.2.1 Directors, other than members of the judiciary, may not be restricted in their ability to raise funds on behalf of the Foundation, and will be expected to engage in

certain fundraising activities for the Foundation throughout their tenure.

4.2.2. Directors must be members of the MSBA, and any Director ceasing to be a member of the MSBA shall also cease to be a member of the Board.

4.2.3 The Foundation shall strive to retain a Board that is reflective of the full breadth of diversity in the practice and community, including race, gender, economic status, age, subject matter expertise, interest area, as well as the demographic and geographic diversity of the Maryland legal community.

#### 4.3 *Term Limits*

All Board members shall serve two-year terms. For continuity, Board terms shall be staggered as equally as possible into two Classes, with Class I Directors being elected in odd-numbered years and Class II Directors being elected in even-numbered years. Board members may serve up to two consecutive two-year terms. This term limitation shall not include terms resulting from interim appointments pursuant to Section 4.7. A Director's term of service shall be extended if the Director is elected to serve as an Officer pursuant to Article 5, below; but no Board member may serve for more than eight (8) consecutive years in any office or role as a voting member of the Board. After serving the maximum time allowed, a Board member may again be eligible to serve as a Director after stepping down as a Director for at least two years.

#### 4.4 *Election*

Each year Directors shall be elected in accordance with the classes outlined in Article 4.3.

4.4.1 Not later than April 30 of each year, the Foundation Nominating Committee, as defined in Article 8.1.2., below, shall submit nominations for Directors to the Board. The Board shall then elect the class of Directors from the list of submitted nominations.

4.4.2 The names of Directors elected by the Board shall be presented to the BOG prior to the MSBA's annual meeting or as soon thereafter as practicable, for ratification of the election. If, for any reason, a Director is not ratified by the BOG, the President of the Foundation shall follow the vacancy procedures outlined in Article 5.7., below.

4.4.3 Prospective Directors need not be Fellows at the time of nomination, but must agree to become a Fellow of the Foundation, as defined in Article 7., below. Not later than three (3) months after beginning their first term as Director, each new Director shall pay the Initial Financial Contribution required of Fellows pursuant to Section 7.3., below. Failure to become a Fellow of the Foundation timely will result

in the removal of the Director from the Board.

#### *4.5 Meetings*

4.5.1. Annual Meeting of the Members: An Annual Meeting of the BOG, acting in its capacity as members of the Board of the Foundation, shall be held each year for the purpose of ratifying the election of Directors and for the transaction of such other business as may come before the BOG. Such Annual Meetings of the members may be held contemporaneously with the Annual Meeting of the MSBA.

4.5.2 Annual Meeting of the Foundation Board: The annual meeting of the Board shall take place, to the extent possible, in conjunction with the Annual Meeting of the MSBA.

4.5.3 Regular Meetings of the Foundation Board: Unless otherwise directed by the Board, regular meetings of the Board shall be held quarterly during each fiscal year at dates, times and places set by the Board at the beginning of each fiscal year (“Regular Meetings”), one of which may be the annual meeting of the Foundation.

4.5.4 Special Meetings of the Foundation Board: Special meetings of the Board may be held at any time at the call of the President or any seven (7) members of the Board (“Special Meetings”), provided there is at least two (2) days written notice.

4.5.5 Notice of Meetings: Notice of Regular Meetings of the Board including the annual meeting shall be in writing and delivered to all Board members at least 10, and not more than 30, days before the day of the meeting. Notice of Special Meetings shall state that it is a Special Meeting being called and such notice may be given in writing at least 48 hours prior to the meeting date and time. Written notice of meetings may be delivered by electronic transmission. Failure of any member of the Board to respond to notice shall not invalidate the meeting or any action taken at the meeting.

4.5.6 Quorum: The presence of a majority of the Board shall constitute a quorum for the transaction of business at any meeting of the Board. Unless otherwise stated herein, any action at a meeting of the Board shall require a majority vote of those present and voting.

4.5.7 Executive Session: At any meeting of the Board where a quorum is present, the Board may enter into executive session in which only Directors and other persons invited by the Board may be present. The decision to enter into executive session shall be recorded in the minutes of the executive session, and actions taken will be recorded in those minutes . Executive session minutes shall be kept separately

and confidentially, and will not include any discussion, but rather only actions taken.

4.5.8 Telephone and Electronic Participation: Directors may participate in Board meetings and vote on matters discussed therein by means of a telephone or video conference, or similar communication mode, by means of which all Directors participating in such meeting can hear each other at the same time. Participation by such means shall qualify as “in person” presence of the Directors at the meeting.

#### 4.6 *Action Without Meeting*

Action required or permitted to be taken by the Board at any meeting may be taken without a meeting if (1) notice of such action is provided in advance of the meeting to all Board members, and (2) a written consent describing the action to be taken is signed by all of the members of the Board, before or after the action so taken, and is filed with the Foundation records or the minutes of the proceedings of the Board. Action so taken is effective when the last member of the Board signs such consent, unless the consent specifies a different effective date for the action. Such consent has the same effect as that action being taken in a meeting, and will be described as such in minutes or other Foundation documents. The consent of a Board member to action taken without a meeting may be in electronic form and delivered by electronic means.

#### 4.7 *Vacancies*

Should a Director resign, be unable to continue to serve, or be removed before the conclusion of their term, any such vacancy on the Board may be filled by the President of the Board with confirmation by the remaining Board members of the Foundation and ratified in due course by the MSBA BOG.

#### 4.8 *Removal*

Any Director may be removed from the Board, with or without cause, by a vote of the remaining Board members. A vote for removal may occur at any Regular or Special Meeting of the Board convened in compliance with these Bylaws, provided that written notice of the Board’s intention to consider removal of such Director has been included in the notice of meeting. No Director shall be removed without having the opportunity to be heard at such meeting, with due process to be provided..

#### 4.9 *Resignation*

A Director may resign by submitting a written resignation to the President, or to the other Directors if the resigning Director is the President. Failure of any Director to participate in the activities of the Board as evidenced by the failure to attend at least one-half (½) of the meetings of the Board in any twelve (12) month period, will be considered to be an automatic resignation.

## ARTICLE 5 OFFICERS

### 5.1. *Officers*

The officers of the Foundation shall be a President, Vice-President, Secretary and Treasurer (collectively "Officers").

### 5.2 *Duties of Officers*

5.2.1 President: The President shall serve as the Chair of the Board, and shall have the power, duties, and responsibilities usually vested in such office\ and as may be assigned by these Bylaws and the Board.

5.2.2 Vice-President: The Vice-President shall have the power, duties, and responsibilities usually vested in such office. In the event of the President's absence, resignation, removal, disability or death, the Vice-President shall serve as the Chair of the Board, and shall have the power, duties, and responsibilities usually vested in the office as President and as may be assigned by these Bylaws and the Board.

5.2.3. Secretary: The Secretary shall have the power, duties, and responsibilities usually vested in such office, and as may be assigned by these Bylaws and the Board. The Secretary shall keep accurate records and minutes of all meetings of the Foundation; make available minutes of the previous meeting and distribute them in advance of each meeting; cause to be delivered all notices of meetings to those persons entitled to vote at such meetings; and maintain the minutes and a current listing, with contact information, of the Directors at the office of the Foundation.

5.2.4 Treasurer: The Treasurer shall have the power, duties, and responsibilities usually vested in such office, and as may be assigned by these Bylaws and the Board. The Treasurer shall ensure there is timely and adequate management of financial resources and reporting to enable the Board to monitor the Foundation's financial resources. the Treasurer shall review monthly or quarterly financial statements and present them to the Board as appropriate. The Treasurer shall advise the Board of any significant financial matters that require action by the Board. If required or requested, the Treasurer shall ensure that the Board engages a qualified auditor for an examination of the Foundation's financial statements to be conducted at least annually.

### 5.3 *Term Limits*

An Officer shall serve a one-year term or until such time as their successor has been duly elected and qualified. An Officer may serve up to two (2) consecutive one-year terms in the same elected office, and may not serve for more than six (6)

years in any office or role on the Board. If the President is elected and serves in such capacity, after their eighth (8<sup>th</sup>) year on the Board following their term as President, they/they may be allowed to remain on the Board as a Director for one additional year in order to preserve institutional knowledge by their as “Immediate Past President”. In that event, the Immediate Past President shall be a non-voting member of the Board during their ninth (9<sup>th</sup>) year of service, and shall not be counted toward the cap on the maximum number of Board members set forth in Section 4.2. After serving such ninth (9<sup>th</sup>) year, the Immediate Past President must step down as a Director for at least two years before seeking re-appointment to, or otherwise serving on, the Board.

#### 5.4 *Qualification*

Officers shall not be required to be selected from the existing Board, but may be elected to an office provided that the prospective Officer is or agrees to become a Fellow of the Foundation, as defined in Article 7.1. Not later than three (3) months after beginning their first term as Officer, such new Officer shall pay the “Initial Financial Contribution” required of Fellows pursuant to Section 7.3.

#### 5.5 *Election*

The Officers of the Foundation shall be elected annually by the Board at the Foundation’s Annual Meeting based on a list of nominations received from the Nominating Committee, as defined in Article 7.2 . Once elected, the list of elected officers shall be provided to the MSBA BOG for ratification in conjunction with the MSBA’s annual meeting or as soon thereafter as practicable.

#### 5.6 *Removal*

Any Officer of the Foundation may be removed by a two-thirds (2/3) vote of the Board of the Foundation at any Regular Meeting or Special Meeting provided that proper notice for such action has been given.

#### 5.7 *Vacancies*

Mid-term Officer vacancies may be filled by the President of the Board with confirmation by the Board of the Foundation and ratified by the MSBA BOG.

### ARTICLE 6

#### OPERATIONS AND EXECUTIVE DIRECTOR

##### 6.1 *Operational Agent*

The MSBA serves as the Operational Agent of the Foundation, and supplies the Foundation with an Executive Director and other staff as needed to carry out the Mission and Purposes of the Foundation.

##### 6.2 *Powers & Duties*

The MSBA Executive Director or their designee shall serve as the Executive

Director of the Foundation, and shall carry out the day-to-day operations of the Foundation, including but not limited to:

6.2.1 Working with the President of the Foundation to execute the vision and direction of the Board;

6.2.2 Retaining and supervising any staff assigned to the work of the Foundation;

6.2.3 Implementing or authorizing the execution of any contracts on behalf of the Foundation at the direction of, or consistent with the action taken by the Board, as well as all governing operational policies or procedures of the Foundation;

6.2.4 Supporting the Board by preparing and issuing notices of all meetings of the Board, and preparing agendas and reports for said meetings;

6.2.5 Retaining, managing, and supervising staff and independent professionals responsible for accounting, financials, record keeping and annual or other required audits; and

6.2.6 Performing all other duties assigned by the Board and/or necessary to carry out the mission and purposes of the Foundation.

6.3 Except when the Board is meeting in executive session, the Operational Agent shall attend and participate in meetings of the Board and of committees as staff to the Board and the committees of the Foundation, but the Operational Agent shall not be entitled to vote.

#### 6.4 *Compensation*

Compensation to the MSBA for its service as the Operational Agent of the Foundation shall be approved by the Board. The specific services and compensation shall be reflected in a written agreement between the Foundation and the Operational Agent.

## ARTICLE 7

### THE FELLOWS OF THE FOUNDATION

#### 7.1 *Membership in the Fellows*

7.1.1 Becoming a Fellow of the Foundation is a professional honor and distinction, and a recognition of the individual's dedication and contribution to maintaining the honor and integrity of the legal profession, the improvement and facilitation of administration of justice, or leadership in the legal profession



community. The term “Fellow” or “Fellows” of the Foundation, as utilized throughout these Bylaws, shall be defined as those attorneys nominated from time to time to become Fellows and who have accepted said nomination by making a contribution to the Foundation. The Foundation shall strive to have Fellows who are reflective of the full breadth of diversity in the practice and community, including race, gender, economic status, age, subject matter expertise, interest area, as well as the demographic and geographic diversity of the Maryland legal community. Membership (except Honorary Fellows as set forth in Section 7.5) shall be limited to the members of the Bar of Maryland who have been members of the MSBA for not less than five consecutive years and such other persons who, in the opinion of the Directors of the Foundation, have particularly distinguished themselves in matters of the law and in the administration of justice.

7.1.2 There shall be three (3) classes of membership in the Fellows: (1) Fellows (selected pursuant to Section 7.2); (2) Life Fellows (as defined in Section 7.4); and (3) Honorary Fellows (as defined in Section 7.5).

## 7.2 *Nomination and Selection of the Fellows*

Fellows shall be selected from those members of the MSBA whose professional, public and private careers have demonstrated their outstanding dedication to the welfare of the legal profession and to their community and the maintenance of the major objectives of the MSBA as set forth in its charter and Bylaws.

7.2.1 During the annual nomination period established by the Fellows Committee, any Director or Fellow may nominate prospective Fellows for consideration.

7.2.2 Upon closure of the nomination period, the Fellows Committee, with the assistance of MSBA staff, shall review the list of nominees to confirm eligibility of all nominees. Thereafter, the Fellows Committee, shall propose a slate of nominees to the Board for consideration and approval, subject to the cap on the total number of Fellows set forth in Section 7.2.5.

7.2.3 The Board shall review and approve the proposed slate at its next Regular Meeting, at a Special Meeting called for that purpose, or by action without a meeting pursuant to Section 4.6.

7.2.4 Thereafter, the proposed slate of Fellows may be elected as Fellows by the affirmative vote of a majority of the current Fellows voting in person or by electronic means.

7.2.5 The total number of Fellows shall not exceed the cap of two and one-half percent (2.5%) of the membership of the MSBA, exclusive of Life Fellows and Honorary Fellows.

### 7.3 *Fellows' Financial Contribution to Foundation*

Upon acceptance of their nomination, each Fellow shall make an initial financial contribution (the "Initial Contribution") to the Foundation toward its maintenance and operation, in such amount and pursuant to such payment terms as the Board shall determine by action taken pursuant to Section 4.4.3 prior to the expiration of the Fellows nomination period each year. Such contributions shall be available for use at the discretion of the Foundation. Death or resignation of a Fellow shall abate any liability for further contribution.

### 7.4 *Life Fellows*

Life Fellows are such Fellows as have completed their financial obligations to make the Initial Contribution as set forth in Section 7.3.

### 7.5 *Honorary Fellows*

The Board may nominate each year not more than two Honorary Fellows from among the members of the legal profession, for whom regular or life membership is deemed inappropriate because of health, age, or other exceptional circumstance. Honorary Fellows need not be members of the MSBA.

### 7.6 *Removal or Suspension of Fellows*

Fellows, Life Fellows, and Honorary Fellows, may be removed or suspended by the affirmative vote of a majority of the Board at any meeting for the following reasons:

7.6.1 Disbarment from the practice of law by the Maryland Court of Appeals shall be grounds for automatic removal from the roster of Fellows.

7.6.2 Non-payment of fees set forth in Sections 7.3 and 7.4 shall be grounds for suspension of status as a Fellow, provided an accounting and notice of fees due is mailed to Fellows and said fees are not paid within six (6) months of the date of said notice. Fellows who remain in delinquent status will be placed on a suspension list

and removed from the public list of Fellows of the Foundation. Upon payment in full, a Fellow's status will be reinstated with full benefits of membership.

7.6.3 Fellows who indicate in writing that they no longer wish to be a Fellow, or who are suspended and remain in delinquent status for more than six (6) months, will be removed from the roster of Fellows. Should a former Fellow desire to renew their status, they must be re-nominated and contribute according to the terms set forth in Section 7.3.

## ARTICLE 8 COMMITTEES

### 8.1 *Standing Committees*

The Foundation shall have the following standing committees: 1) Fellows Committee; 2) Nominating Committee; and 3) Grants Committee. Members of the committees may be, but are not required to be, members of the Board; provided, however, that members of the committees must be Fellows of the Foundation, whether a Regular Fellow or a Lifetime Fellow.

#### 8.1.1 Fellows Committee:

a. The Fellows Committee is charged with maintaining and coordinating the nomination and financial contributions of the Fellows of the Foundation. In addition, the Fellows Committee is charged with the ceremonial induction of new Fellows at the Annual Meeting of the Foundation, and recognizing and promoting Fellows of the Foundation through various awards and other recognition as the Fellows Committee may deem appropriate. Finally, the Fellows Committee is charged with leading the Board's efforts to engage with Fellows and encourage Fellows to support the Foundation beyond the financial contribution required by Section 7.3. The Fellows Committee may adopt policies and procedures that are not inconsistent with these Bylaws, subject to the approval of the Board.

b. Composition: The Fellows Committee shall consist of a Chair and Vice-Chair appointed by the President of the Board along with not more than fifteen (15) at-large Fellows of the Foundation appointed by the President of the Board in consultation with the Chair and Vice-Chair of the Fellows Committee. The Fellows Committee should reflect the full breadth of diversity in the practice and community, including race, gender, economic status, age, subject matter expertise, interest area, as well as the demographic and geographic diversity of the Maryland legal community.

c. Terms & Tenure: The Chair and Vice-Chair shall be appointed at the beginning of each fiscal year, and shall serve one or two-year terms. At-large committee members shall serve two-year terms. For continuity, the terms of the at-large committee members shall be staggered such that the President of the Board appoints not more than one-half (1/2) of the available at-large member seats at the beginning of each fiscal year. No Fellow of the Foundation shall serve more than six (6) total years on the Fellows Committee as an at-large member or an Officer.

#### 8.1.2 Nominating Committee:

a. The Nominating Committee is charged with the continuous recruitment of Board members and officers. As part of its work, the Nominating Committee shall adhere to the Foundation's goal of retaining a Board that is reflective of the full breadth of diversity of the Maryland legal community and include members from various geographic regions around the State and various sectors of the profession. Each April, the Nominating Committee shall deliver nominations for upcoming vacancies for Board members and Officers of the Board.

b. The Nominating Committee shall undertake the following responsibilities:

- i. Identifying and recruiting qualified individuals to be nominated to serve on the Board who reflect the full breadth of diversity in the practice and community, including race, gender, economic status, age, subject matter expertise, interest area, as well as the demographic and geographic diversity of the Maryland legal community;
- ii. Orienting new Board members to the Board; and
- iii. Performing ongoing Board development and leadership development.

c. Composition: The Nominating Committee shall be chaired by the Vice-President of the Foundation and include the Chair of the Fellows Committee and not more than nine (9) at-large members composed from Fellows of the Foundation and appointed by the President of the Foundation. The Nominating Committee should include representatives from the different practices (private, in-house, public service, etc.) and should include Fellows from various geographic regions within the State.

d. Terms: At-large members of the Nominating Committee shall serve two-year terms. For continuity, the terms of the Nominating Committee members shall be staggered such that not more than one-half (1/2) of the available at-large member seats are appointed in any given year.

### 8.1.3 Grants Committee.

a. The Grants Committee shall be charged with administration of the grant-making process for the Foundation, including reviewing grant applications and making recommendations to the Board as to grants that should be awarded.

b. Composition: The Grants Committee shall consist of a Chair and Vice-Chair appointed by the President at the beginning of each fiscal year, and not more than ten (10) at-large members composed from Fellows of the Foundation and appointed by the President of the Foundation.

c. Terms: The Chair and Vice-Chair of the Grants Committee shall serve one or two-year terms. For continuity, the terms of the Grants Committee members shall be staggered such that not more than one-half (1/2) of the available at-large member seats are appointed in any given year.

## 8.2 *Appointment of Committees*

Except as otherwise provided by these Bylaws, and consistent with any policies established by the Board, the President shall appoint the Chair and Vice-Chair of each committee and shall appoint members to fill vacancies on any committees occurring at the beginning of their term as President.

## 8.3 *Term, Tenure & Leadership Limits*

Unless otherwise provided in these Bylaws, committee members, including Chairs and Vice-Chairs, may not serve more than two consecutive terms and shall serve no more than six (6) total years on any one committee. Unless otherwise provided in these Bylaws, committee members may not serve on more than two (2) committees at any given time.

## 8.4 *Establishment of Committees*

Except for those standing committees set forth in these Bylaws, the President or the Board may create, divide, combine, or dissolve such other committees as necessary to assist in the carrying out of the Foundation's Mission and Purposes.

## ARTICLE 9

### GENERAL PROVISIONS

## 9.1 Parliamentary Authority

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Foundation in all cases to which they are applicable

and in which they are not inconsistent with these Bylaws and any special rules of order adopted by the Foundation.

## 9.2 *Amendments*

Upon recommendation by the Board or the BOG, these Bylaws may be altered, amended or repealed and new Bylaws may be adopted at the Annual Meeting or any Special Meeting of the Foundation by a two-thirds (2/3) vote of the members, as defined in Article 2, provided that at least ten (10) days written notice is given of the intention to alter, amend, repeal or adopt new bylaws at such meeting.

## 9.3 *Fiscal year*

The fiscal year of the Foundation shall be from July 1 to June 30.

## 9.4 *Notice & Waiver of Notice*

Any notice required or permitted to be given in writing by the Foundation may be delivered by hand, United States Postal Service, commercially recognized courier such as UPS or Federal Express, electronic mail, facsimile, or other electronic means used in the Foundation's ordinary course of business. A waiver provided by the person or persons entitled to such notice through any of the foregoing means, whether conveyed before or after the time stated in the notice, shall be equivalent to the giving of such notice.

## 9.5 *Indemnification*

Any person who at any time serves or has served as a member of the Board, officer, employee, agent, or committee member of the Foundation, or in such capacity at the request of the Foundation for any other corporation, partnership, joint venture, trust, or other enterprise, shall be indemnified by the Foundation to the fullest extent permitted by law against (1) reasonable expenses, including attorney fees, actually and necessarily incurred by that person in connection with any threatened, pending, or completed action, suit, or proceeding on behalf of, or at the request of, the Foundation, seeking to hold that person liable by reason of the fact that he or she was acting in such capacity; and (2) reasonable payments made by that person in satisfaction of any judgment, money decree, fine, penalty, or settlement for which he or she may have become liable in any such action, suit, or proceeding. In no event, however, shall there be any indemnification when the Foundation itself brings any of the above proceedings upon specific authorization of the Board, or if any of the above proceedings result from the intentional tortious conduct and/or sole gross negligence of an indemnified party, unless the Board specifically determines indemnification to be appropriate.

The Board shall take all such action as may be necessary and appropriate to authorize the Foundation to pay the indemnification required by this Article, including, without limitation, to the extent needed, making a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due.

#### 9.6 *Conflict of Interest*

The Board shall adopt a conflict of interest policy that covers Board members, staff members, and volunteers with significant decision making authority with respect to the resources of the Foundation. The conflict of interest policy shall identify the types of conduct or transactions that raise conflict of interest concerns, set forth procedures for disclosure of actual or potential conflicts, and shall provide for review of individual transactions by the uninvolved Directors. Approval by the uninvolved Directors shall be by a majority vote of the uninvolved Directors in attendance and voting at a meeting of the Board . An involved party shall not be counted for purposes of determining whether a quorum is present, nor for purposes of determining what constitutes a majority vote of Directors in attendance. The policy shall also require that the minutes of the meeting shall reflect that the conflict disclosure was made, the vote taken and, where applicable, the abstention from voting and participation by the involved party.

#### 9.7 *Compensation*

The Directors of the Foundation shall serve without compensation. Directors may be reimbursed for pre-approved expenses reasonably incurred on behalf of the Foundation. Nothing in this paragraph is intended to preclude a Director from receiving compensation for their service to the Foundation in some other capacity, provided the transaction is consistent with the Foundation's conflict of interest policy and these Bylaws.

#### 9.8 *Non-Discrimination*

The Foundation shall not discriminate against any person on the basis of age, marital status, sex (including pregnancy, childbirth, and related medical conditions), race, color, national origin, citizenship status, ethnicity, sexual orientation, gender identity, disability be it physical or mental, genetic information, or political or religious opinion or affiliation in any of its policies, procedures or practices.

#### 9.9 *Corporate Records*

The Foundation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board, and all committees, and

shall keep at the principal office of the Foundation a record of the names and addresses of the Directors as well as its Articles of Incorporation, Bylaws, and Board-approved policies. The Foundation shall make available to the public its application to the IRS for tax exempt status, its IRS determination letter, and its three most recently filed IRS Form 990s. Upon written request, all books and records of the Foundation may be inspected by any Director within three (3) business days of the Foundation's receipt of a request to do so.

#### 9.10 *Dissolution*

The Foundation may be dissolved by a two-thirds (2/3) vote of the BOG, provided that notice of the proposed dissolution has been submitted to the BOG in writing with written notice of the meeting date to decide on the proposed dissolution at least thirty (30) days prior to the meeting date. In the event of dissolution, and at the direction of the BOG, the BOG shall dispose of all of the net assets of the Foundation exclusively to such organization(s) which are organized and operated exclusively for charitable or educational purposes and which shall at that time qualify as an exempt organization under section 501(c)(3) of the Internal Revenue Code. Any remaining assets not disposed of by the BOG shall be disposed of by the Circuit Court in the Maryland jurisdiction in which the principal office of the Foundation is then located, exclusively for such purposes or to such organizations.

### ARTICLE

### 10

### SEAL

As necessary, the Board shall provide a suitable seal, bearing the name of the Foundation which shall be kept at the principal office of the Foundation and in the charge of the Executive Director. The Board may authorize one or more duplicate seals and provide for its custody. If the Foundation is required to place its Corporate Seal to a document, it is sufficient to meet the requirement of any law, rule or regulation relating to a corporate seal to place the word "Seal" adjacent to the signature of the person authorized to sign the document on behalf of the Foundation.