

BYLAWS OF THE MOUNT WASHINGTON PRESERVATION TRUST, INC.

ARTICLE I. DIRECTORS

Section 1. General Powers

The business and affairs of Mount Washington Preservation Trust, Inc. (hereinafter the "Corporation") shall be managed under the direction of its Board of Directors. In addition to the powers expressly conferred upon them by these Bylaws, the Board of Directors may exercise all the powers of the Corporation. From time to time, the Board of Directors may delegate to officers of the Corporation such powers and duties as it may see fit in addition to those specifically provided in these Bylaws. The Directors serving as such from time to time shall be the members of the Corporation.

Section 2. Number and Tenure

The Board of Directors shall be elected by the Directors holding office from time to time in accordance with the nominations of the Board Stewardship Committee defined in ARTICLE III, Section 2 below. Each Director shall serve from January 1 through December 31 of his/her elective term and shall hold office for a term of two (2) years or until a successor shall have been elected and qualify. Each Director shall have the option to renew their term three times without having to be re-elected with support of the board.

The most recently available past President of the Corporation (aka "Immediate, past president") will be an officer who serves as an advisor to the current Director for a two-year term. One or more of the Directors may be honorary Directors who have no voting rights. The number of directors shall be not lower than 11 nor exceed 21. The Board of Directors shall keep minutes of its meetings and a full account of its transactions.

Section 3. Regular Meetings

A regular annual meeting of the Board of Directors shall be held between October 1 and December 31 in each year, on a day, and at a time and place to be determined by the President or the Directors. At the annual meeting, elections shall be held to fill the positions of officers and directors whose terms are expiring (and for whom position renewals are not being executed) as of December 31, and a budget shall be adopted for the fiscal year beginning on January 1. Other regular meetings shall be held on such dates and at such times as may be designated from time to time by the President or by the Directors. There will be at least four (4) regular meetings a year, one of which will be the Annual Meeting.

Section 4. Special Meetings

Special meetings of the Board of Directors may be called by the President or by any two (2) Directors.

Section 5. Place of Meetings

The Board of Directors may hold its regular and special meetings (including virtually) at such a place as it may desire from time to time to be determined.

Section 6. Notice

Notice of the place, day and hour of every regular and special meeting shall be given to each Director, by

notice in writing, by telephone, or sent electronically not later than the third day before the day set for the meeting and addressed to the Director's last known post office address, phone number or email address, according to the records of the Corporation.

No notice of the time or place of any meeting need be given to any Director, 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 7. Quorum

A majority of the Board of Directors shall constitute a quorum for the transaction of business at every meeting; but if at any meeting there be less than a quorum present, a majority of those present may adjourn the meeting from time to time, but not for a period in excess of 30 days, without notice other than by announcement at the meeting, until a quorum shall attend. At any such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally called. Except as otherwise provided in the Charter or these Bylaws, the action of a majority of the Directors present at a meeting at which a quorum is present shall be the action of the Board of Directors.

Section 8. Vacancies

Any vacancy occurring in the Board of Directors or created by an increase in the number of Directors may be filled by a majority vote of the remaining Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of the predecessor in office.

Section 9. Removal

At any meeting of the Directors called for the purpose any Director may, by vote of majority of the other Directors then serving, be removed from office, with or without cause, and another may be elected in the place of the person so removed to serve for the remainder of the term.

Section 10. Compensation

Directors shall receive no compensation for their services as such but may, by resolution of the Board of Directors, be allowed reimbursement for their expenses actually and reasonably incurred on behalf of the Corporation.

Section 11. Informal Action by Directors

When acting as a representative of the Corporation, Directors can only take informal action in ways that support the Corporation's mission and/or with approval of the Board. If the action will commit the Board's time and/or finances, a quorum of officers must be gathered in person or virtually to review and approve the action. If the action will not commit the Board's time and/or finances, then review and approval can be provided by the President or a quorum of the Board via email. In either case, the action taken shall be filed with the minutes of the following Board meeting.

Section 12. Telephone and Virtual Conference

Members of the Board of Directors or any committee thereof may participate in a meeting of the Board or such committee by means of a conference, telephone, video conference, or similar communications equipment

by means of which all persons participating in the meetings can hear each other at the same time and participation by such means shall constitute presence in person at the meeting.

Section 13. Email Conference

In between Board meetings, where time may be a factor for decisions, members of the Board of Directors, or any committee thereof, may participate in a meeting of the Board or such Committee by means of an email exchange where all participants may cast a vote pertaining to the topic at hand. All Board or committee members shall receive a summary email of the specific votes cast and the action taken, and such action shall be reported on and entered into the minutes of the succeeding Board meeting.

Section 14. Additional Restrictions on Self-Dealing

In addition to the restrictions set forth in Section 2-419 of the Maryland General Corporation Law and in Article Eleven, clause (a) of the Corporation's Articles of Incorporation, no Director shall vote on, or actively participate in any deliberations of the Board, on any matters specifically relating to a particular lot or parcel of real property in which such Director or any related person to such Director has a fee, mortgage or leasehold interest. For purposes of this Section 13, the "related persons" to a Director shall include the members of their immediate family, and entities owned (in whole or material part) or controlled by them.

ARTICLE II. OFFICERS

Section 1. In General

The officers of the Corporation shall consist of a President, a Vice-President, a Secretary, and a Treasurer. Each officer shall serve from January 1 through December 31 of his/her elected term and each term of office shall be two years. Any two offices, except those of President and Vice President, may be held by the same person, but no officer shall execute, acknowledge or verify any instrument in more than one capacity, when such instrument is required to be executed, acknowledged or verified by any two (2) or more officers. The Board of Directors may from time to time appoint such other agents and employees with such powers and duties as the Board may deem proper.

Section 2. President

The President shall be the Chief Executive Officer of the Corporation. The President shall, when present, preside at all meetings of the Directors; shall have general management and direction of the activities of the Corporation and all powers ordinarily exercised by the president of a corporation; shall have authority to employ an administrator or other persons, in positions and at salaries established by resolution of the Board of Directors, to assist in the general management and direction of the activities of the Corporation; and shall have authority to sign and execute, in the name of the Corporation, all deeds, mortgages, bonds, contracts or other instruments to be executed on the Corporation's behalf.

Section 3. Vice-President

In the absence of the President or in the event of their inability to act, the Vice-President shall perform the duties of the President, and when so acting, shall have and may exercise all the powers of the President. The Vice-President shall perform such other duties as from time to time may be assigned by the President or by

the Board of Directors.

Section 4. Secretary

The Secretary shall keep minutes of the meetings of the Board of Directors, see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law, and in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 5. Treasurer

If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of duties in such sum and with such surety or sureties as the Board of Directors shall determine, the cost of which shall be borne by the Corporation. The Treasurer shall have charge and custody of all funds and securities of the Corporation, receive and give receipts for monies due to the Corporation, and deposit all such monies in the name of the Corporation in such banks or other depositories as shall from time to time be selected by the Board of Directors, and in general, shall perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 6. Compensation

No officers shall receive any compensation for their services as such but may, by resolution of the Board of Directors, be allowed reimbursement for their expense, actually and reasonably incurred on behalf of the Corporation.

Section 7. Removal

The Board of Directors shall have the power to set the term of any officer and at any regular or special meeting to remove any officer with or without cause.

Section 8. Vacancies

The Board of Directors at any regular or special meeting shall have the power to fill a vacancy occurring in any officer position.

ARTICLE III. COMMITTEES

Section 1. Standing Committees of the Board

NUMBER: There shall be six (6) Standing Committees of the Board, each chaired by a member of the Board, and who shall report to the Board on the deliberations of the committee. The Standing Committees shall be: Board Stewardship; Education; Finance; Resource Development; Easements; and Garden.

COMMITTEE MEMBERSHIP: Each committee shall have both Board members and appropriate community members who can provide expertise, resources and carry out the functions of the committee. Each committee is responsible for submitting an annual budget for their activities to the President and Treasurer for inclusion in the annual budget. Ideally, each committee shall consist of a

chair and at least two (2) other individuals.

1. **Board Stewardship:** This committee shall be chaired by a Board member and The committee shall be responsible for:
 - a. identifying, cultivating, recruiting, nominating, orienting and training Board and committee members.
 - b. preparing, in conjunction with the President, a slate of nominees for election of officers, committee chairs, and Directors at the Corporation's Annual Meeting.
 - c. recommending candidates to fill any vacancies upon the request of the Board.
 - d. developing job descriptions and expectations for Board members, to be approved by the Board.
 - e. tracking and managing the board member roster, including status and standing of their term.
 - f. recommending for Board approval changes to Board structure and policies as necessary, including to the by-Laws.

The Board of Directors shall assist the Board Stewardship Committee in recruiting new volunteers to serve as officers, committee chairs, and Directors.

2. **Finance:** This committee shall be chaired by the Treasurer of the Board, who shall be a financial professional (or with demonstrable years of experience), and be responsible for:
 - a. the formulation of, and adherence to, the budget of The Corporation in conjunction with the President.
 - b. generating financial reports as requested by the Board of Directors.
 - c. overseeing any Financial Audits of The Corporation.
3. **Easements:** This committee shall be chaired by a Board member who is ideally an attorney, real estate professional, or other professional familiar with (or with demonstrable years of experience) land easement law. The committee shall be responsible for:
 - a. tracking and periodically reviewing the conservation land easements held by the Corporation.
 - b. conducting an annual inspection of the easements.
 - c. organizing easement documentation online in a centralized location.
 - d. proposing updates to official easement policy as needed.
4. **Garden:** This committee shall be chaired by a Board member and be responsible for:
 - a. maintenance of the Arboretum and other public gardens under the stewardship of the Corporation.
 - b. development and maintenance of structures, tools, machines and other equipment owned by the Corporation.
5. **Resource Development:** This committee shall be chaired by a Board member and be responsible for:
 - a. developing a fund-raising plan to secure sufficient financial support for the Corporation's operations, including a diversified approach (e.g., direct revenue, fee-for-service, and solicitation and management of public funding).
 - b. developing communications and marketing campaigns.
 - c. sending fundraising letters and email correspondence related to fundraising.
 - d. sending acknowledgements to donors and organizations who provide financial support to the Corporation.

6. **Education:** This committee will be chaired by a Board member. The functions of the committee will be determined by the committee and focused within the following framework:
- a. Support of and assistance with other committee endeavors and projects in ways those committees and the educational committee deem related to education.
 - b. Establish communication systems directed toward the community, such as but not limited to, a webpage on the MWPT website regarding educational activities.
 - c. Establish and maintain partnerships with other environmentally aware community leaders, groups, and other organizations, including local schools, neighborhood associations, and garden clubs.
 - d. Create, develop and host a variety of environmental activities at the arboretum such as the community food garden, arboretum care, and the apiary.

Section 2. Ad hoc Committees

The Board of Directors may by resolution constitute and appoint other committees to perform such other duties and functions as the Board may deem appropriate. Any such committee shall be chaired by a Director, but the other members of the committee need not be Directors of the Corporation.

Section 3. Term of Office

Each member of every committee shall continue in office as long as they are willing unless otherwise determined by the Board of Directors.

Section 4. Chairman

One member of each committee shall be appointed chairman, either directly by the Board of Directors or in such other manner as the Board of Directors may prescribe.

Section 5. Quorum

Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 6. Standard Operating Procedures

The Board of Directors shall generate and maintain a set of standard operating procedures for all activities of the Corporation that is stored in a centralized location and highly accessible. All Board members, committees, and volunteers assisting with operations of the Corporation must abide by these procedures. Changes to these procedures must be approved by a majority of the Board.

Beyond that, each committee may adopt rules for its own governance, as long as they are consistent with the standard operating procedures, Articles of Incorporation, these Bylaws, any rules adopted by the Board of Directors, or any applicable law of the State of Maryland or Federal government. Each committee should submit committee reports to the board in advance of board meetings.

ARTICLE IV: CONTRACTS, CHECKS, DEPOSITS, GIFTS AND RECORDS

Section 1. Contracts

The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Budget Expenditures

Directors may not commit (i.e., in writing, verbally, or through a financial transaction) the funds of the Corporation unless the funds are: (1) accounted for in the annual approved budget, and (2) approved by a majority of the board. Certain financial transactions may require only the approval of the President as specified in the standard operating procedures.

In addition, all expenditure of funds related to grants held by and/or awarded to the Corporation must be approved by the Corporation's designated Grants Director before said funds are committed to ensure that the spending will be fully reimbursable and in compliance with grant agreements.

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks or other depositories as the Board of Directors may select. Further details may be specified in the standard operating procedures.

Section 3. Gifts

The Board of Directors may accept, on behalf of the Corporation, any contribution, gift, bequest or devise, at *its discretion*, for the general purposes or for any special purpose of the Corporation.

Section 4: Records and Institutional Knowledge for Perpetuity

All records, policies, procedures, or any other information related to the operations of the Corporation shall be stored online and be accessible to the Board of Directors and committee members as deemed appropriate by the Board of Directors. Whereas, existing physical documents shall be stored in an archival location, whenever appropriate (e.g., University of Baltimore archives), but every effort shall be made to create and store the Corporation's institutional knowledge in a secure digital location in perpetuity. By-laws shall be made public on the Corporation's website.

ARTICLE V. SUNDRY PROVISIONS

Section 1. Fiscal Year

The fiscal year of the Corporation shall be the calendar year unless some other fiscal year be specified by resolution of the Board of Directors.

Section 2. Seal

In lieu of affixing a corporate seal to any document, it shall be sufficient to meet the requirements of any law, rule or regulation relating to a corporate seal to affix the word "(SEAL)" adjacent to the signature of the

authorized officer of the Corporation.

Section 3. Exculpation

To the maximum extent that limitations on the liability of directors and officers are permitted by the Maryland General Corporation Law, as from time to time amended, no director or officer of the Corporation shall have any liability to the Corporation or its members for money damages. This limitation on liability applies to events occurring at the time a person serves as a director or officer of the Corporation, whether or not such person is a director or officer at the time of any proceeding in which liability is asserted. No amendment or repeal of this section, or the adoption of any provision of the Corporation's charter documents inconsistent with this section, shall apply to or affect in any respect the liability of any director or officer of the Corporation with respect to any alleged act or omission which occurred prior to such amendment, repeal or adoption.

Section 4. Indemnification

To the maximum extent permitted by the Maryland General Corporation Law, as from time to time amended, the Corporation shall indemnify its currently acting and its former directors, officers, agents and employees against any and all liabilities and expenses incurred in connection with their services in such capacities.

Section 5. Amendments to Bylaws

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the majority of the entire Board of Directors at any regular meeting or at any special meeting called for that purpose.

Adopted by the Board of Directors on March 2, 2022