

Historic Perry Hall Mansion, Inc.

3930 Perry Hall Road in Perry Hall, Maryland 21128

www.perryhallmansion.org

BY-LAWS

ARTICLE I: NAME, PURPOSE, AND STRUCTURE

SECTION 1. NAME

- I: 1 – A: The name of this organization is the Historic Perry Hall Mansion, Inc. (hereafter referred to as “the organization”). Articles of Incorporation were accepted by the State of Maryland June 21, 2012.
- I: 1 – B: This organization formerly operated as the Friends of the Perry Hall Mansion, as an association affiliated with Perry Hall Recreation and Parks Council in collaboration with Baltimore County Recreation and Parks.

SECTION 2. PURPOSE

- I: 2 – A: The purpose of this organization shall be to maintain, manage, and promote the Perry Hall Mansion, a historic property in Perry Hall, Maryland. The property shall be used as an educational resource reflecting the area’s history and culture, showcasing the contributions of the house and its residents to Maryland and United States history. It shall serve as a repository for artifacts relating to local history. It shall be available for public use including tours and events and other limited uses.

Note: Concise purpose is, as written on Articles of Incorporation, to: Maintain, manage, and promote the historic Perry Hall Mansion, to be available for public and educational use.

- I: 2 – B: The Historic Perry Hall Mansion, Inc. is organized exclusively for charitable and educational purposes, more specifically for the advancement of education, maintaining public buildings, monuments, or works, and lessening the burdens of government; as described in and with accordance to the tax exempt purposes set forth in Internal Revenue Code Section 501(c)(3).
- I: 2 – C: The Historic Perry Hall Mansion, Inc. was organized to procure a two year building/ property lease, of the Perry Hall Mansion located at 3930 Perry Hall Road in Perry Hall, Maryland, from Baltimore County, with intended prospective ownership of the building and property.

SECTION 3. ORGANIZATIONAL STRUCTURE

- I: 3 – A: The organization shall be comprised of a governing Board of Directors and a general membership with committees to be formed by the Board of Directors as necessary.
- I: 3 – B: The organization’s year shall begin January 1 and end December 31. This shall reflect the organization’s fiscal year and the start and end of term for elected Board of director’s positions and appointed committee chairs.

ARTICLE II: MEMBERSHIP AND MEMBERSHIP MEETINGS

SECTION 1. MEMBERSHIP ELEGIBILITY

- II: 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 DUES

- II: 2 – A: Membership in the organization is predicated by a payment of the annual dues.
- II: 2 – B: Membership dues are a predetermined amount set by the Board of Directors; changes to

membership dues must be voted on by the Board of Directors.

- II: 2 – C: Membership levels include: individual, household (two voting members at one address), organization/ business, and patron. Memberships are renewed annually with the exception of patron memberships, which are a onetime dues payment for an individual life time membership, patron memberships are non transferable. Additional levels may be added or altered as determined and voted on by the Board of Directors.
- II: 2 – D: Membership dues are per annum. First- time membership dues are accepted and payable at anytime during the year. Membership expires one calendar year from which dues were paid. A membership renewal notice will be sent via email or mail.
- II: 2 – E: Gift, Donation, and Honorary Memberships may be offered or granted by the Board of Directors. This may include, but is not limited to, sponsorship through a donation or gift in kind by a sponsoring agent or entity. This membership is subject to occasion and event and must be approved and recorded by the Board of Directors. These granted memberships fall within one of the membership categories and are offered as waived annual dues.
- II: 2 – F: Ex officio membership in the organization shall include the Baltimore County Councilmember and State Legislators: Senator and Delegates who represent the Perry Hall Mansion’s physical district, as such only individual membership dues are waived for each representative.
- II: 2 – G: To promote community relationships, an organization membership is granted to the founding representative community organizations, including 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. This allows one representative vote from each organization in membership meetings and waived organization membership dues.

SECTION 3: MEMBERSHIP BENIFITS

- II: 3 – A: Membership in the organization, allows for voting on organizational affairs at general membership meetings, eligibility for participation on committees, as committee chair, and on the Board of Directors, and direct access to the organization’s communications including mail, email, and other correspondences.
- II: 3 – B: Membership offers reduced membership pricing to events as applicable and access to and participation in member exclusive programs and events.
- II: 3 – C: Membership may offer access to facility use/ rental; this opportunity is predicated upon application to and approval from the Board of Directors, the facility’s availability, and by written agreement according to contractual terms and policies. The Board of Directors has the right to limit the type and occurrence of activities at the Mansion or on the grounds.

SECTION 4: MEMBER STANDING

- II: 4 – A: Members considered in good standing with the organization are current with dues and have not been subject to disciplinary action by the Board of Directors that would limit or prohibit their partaking of full membership in the organization.
- II: 4 – B: Disciplinary Action: Member(s) may propose a written request for disciplinary action stating an individual’s violation of the by-laws or conduct improper or prejudicial to the welfare of the organization. The request will be reviewed by the Board of Directors and further be determined if the violation or conduct requires reprimand or a formal disciplinary vote. Any member may be expelled from membership or removed from the organization by a two-thirds majority vote at a meeting duly called for that purpose.

SECTION 5: GENERAL MEMBERSHIP MEETINGS

- II: 5 – A: The general meetings of the organization shall be held at a time, day, and place as agreed upon and voted by the Board of Directors place and shall be communicated to the general membership by website, email, mail, and/ or publication, at least two weeks, to the day, prior to the meeting. General meetings shall occur at least twice in a year, and may be combined with the annual meeting or other special meeting.
- II: 5 – B: General meetings shall include information regarding the actions of the Board of Directors and committees, business and operational matters of the organization, and general membership voting as needed. General meetings may also include a speaker, displays, presentations, and other opportunities as approved by the Board of Directors. General Meetings will begin with the organization business.
- II: 5 – C: 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. If a change in location is required, notice will be posted at the location of the prior scheduled meeting place.
- II: 5 – D: At each general meeting and at the annual meeting of the organization, the Membership Director shall announce or provide a listing of the enrollment of new members.
- II: 5 – E: Special meetings may include but are not limited to: pressing membership information and voting required between general meetings, 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 Board of Directors with the general membership being informed by website, email, mail, and/ or publication.
- II: 5 – F: The annual meeting may be a special meeting or a general meeting, directed by the current Board of Directors, the election chair announces the results of the board election, the current Board of Directors gives the year's review to that point and the plan for the remainder of the current year, awards and recognition are presented at this meeting. The time, day, and place shall be communicated to the general membership by website, email, mail, and/ or publication. This meeting is to be held in the last third of the year, September through December, after the elections are held.
- II: 5 – G: The Board of Directors has the right to excuse or refuse anyone, from a Historic Perry Hall Mansion meeting or event, whose conduct is improper or prejudicial to the welfare of the organization, threatening or harmful to fellow members.
- II: 5 – H: Robert's Rules of Order, revised, shall govern the conduct of all such meetings, with these by-laws taking precedence.

SECTION 6: MEMBER VOTING

- II: 6 – A: The voting membership of the organization shall consist of members in good standing aged 14 years and older, organizations and businesses. Each individual, organization, or business shall be entitled to one vote per membership in all matters voted upon by the organization's membership. A household membership may represent up to two individual voting members at one address, each individual will vote independently. Each organization or business holding a membership shall designate one individual as a representative to vote for the organization or business.
- II: 6 – B: A member must be in attendance to vote. An individual cannot vote on behalf of another individual.
- II: 6 – C: New members shall hold non-voting status for up to two weeks following receipt of their forms and dues payment to account for processing.
- II: 6 – D: In order to call for a vote at the general meeting a quorum of at least 15 members is required.
- II: 6 – E: During the business or operational portion of a meeting of the organization, the Board may limit

discussion and participation in voting procedures to the voting members only.

- II: 6 – F: On any vote before the organization, the Board has the right to verify proof of membership through organization listing, attendance roster, membership card, or other suitable identification by those voting.
- II: 6 – G: The Board has the right to postpone any vote, except for the elections vote, until the next general meeting if they determine that the issue merits special attention by further Board review or 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 Board.
- II: 6 – H: No expenditure of \$100.00 or more shall be considered by membership vote at a general meeting unless that expenditure has been reviewed and approved by Executive Board prior to the meeting.
- II: 6 – I: Election voting: Election procedures are stated in Article IV Section 3.

ARTICLE III: BOARD OF DIRECTORS

SECTION 1. BOARD ROLE, SIZE, COMPENSATION

- III: 1 – A: The Board of Directors shall be the administrative governing body for the organization. As a whole entity, it is responsible for overall policy and direction of the council and delegates responsibility for day-to-day operations to the council Directors and committees.
- III: 1 – B: The Board of Directors (hereafter referred to as “the Board”) shall have up to eleven and no fewer than seven members and be comprised of an odd number of Directors, each with equal position and standing on the Board.
- III: 1 – C: Each director must be a member in good standing.
- III: 1 – D: The Board shall have the authority to make decisions and expenditures for the organization and shall have the power to act for the organization on matters requiring attention of the organization, the Board shall report acts to the organization at general membership meetings and/ or through letters, newsletters, or email correspondence.
- III: 1 – E: The Board is responsible for submitting, renewing and maintaining through fees, tax forms and other necessary documents to maintain organization, corporation, charitable and tax exempt status according to the State of Maryland and the Federal Government including the Internal Revenue Service.
- III: 1 – F: The Board receives no compensation other than reasonable expenses and reimbursements as approved by the Board.
- III: 1 – G: The Board shall be composed of an Administrative Director, Communications Director, Education Director, Events Director, Financial Director, Grounds Maintenance Director, Membership Director, Physical Facilities Director, Store Director and other titles as determined or altered through the Board’s vote, with duties listed under Article III Section 6.

SECTION 2. BOARD MEETINGS: PRECEDURES AND VOTING

- III: 2 – A: The board shall meet at least monthly, at an agreed upon time and place.
- III: 2 – B: Board meeting notice: An official board meeting requires that each board member have written notice at least two weeks in advance. This notice may be through mail, email, listed on the organization’s web site, or other publication.
- III: 2 – C: Robert’s Rules of Order, Revised, shall govern the conduct of all such meetings, with these by-laws taking precedence.

- III: 6 – D: Board meetings are closed meetings meaning they are limited to board members and board invited guests only. Exception: On rare occasion, membership is invited to attend a Board meeting when the Board meeting has been stated on website, email, or other form of publication that it is an open Board meeting in which members may be in attendance; the Board of Directors hold the right to limit participation in board meetings to Directors only. The general membership does not vote at board meetings.
- III: 2 – E: As each board member has equal position and standing on the Board, the board meeting will be called to order and directed by each Board member on a monthly rotation.
- III: 2 – F: In a board meeting a quorum of Directors must be in attendance before business can be transacted including motions made or votes called, in the absence of a quorum, the board meeting may include informational reports and discussion. A Quorum is two thirds of the full Board. Board of 7 = Quorum 5, B of 9 = Q 6, B of 11 = Q 7. Only Directors may vote at a Board meeting.
- III: 2 – G: At each Board meeting, minutes shall be recorded by the Administrative Director. As a first item of business after a meeting is called to order the minutes from the prior board meeting shall be approved and documented as such, the approved minutes are then to be made public to the membership through the organization’s website by the Communications Director.
- III: 2 – H: At each Board meeting, the Membership Director shall announce or provide a listing of the membership including new members.
- III: 2 – I: At each Board meeting, the Financial Director shall provide the financial documents including a revenue and expense statement.
- III: 2 – J: Director Reporting: Directors formally report to the Board about the on goings of their responsibilities and committees they oversee. These reports are given monthly in Board meetings, directors who cannot be in attendance at a Board meeting must forward a formal, written report to the conducting director, if emailed, the Board must be copied to the email. The conducting Director will review the report in the Board meeting.
- III: 2 – K: Non Director Reporting: on occasion and as requested, a committee chair may present directly to the Board at Board meetings and/ or present to the membership at general membership meetings of the organization. Committee chairs do not vote at board meetings.
- III: 2 – L: The Board shall vote on matters pertaining to the finances and expenditures for the organization and the facility (the facility includes the Perry Hall Mansion, out buildings, and grounds)
- III: 2 – M: The Board shall review and approve of promotions, publications, and events by, for, or on behalf of the organization.
- III: 2 – N: The Board shall, by at least a majority vote, approve all events and facility use at the Perry Hall Mansion, prior to any event or use. The Board of Directors has the right to limit the type and occurrence of activities at the Mansion or on the grounds.
- III: 2 – O: Any Director, whose position, motive, affiliation, or other explanation, represents a conflict of interest on a voting matter, shall remove themselves from the vote on a particular item. This shall be made known to the Board prior to the vote and shall be duly noted in the minutes as *a refrain from voting due to potential conflict of interest*.
- III: 2 – P: The Board shall review and approve, by at least a majority vote, all contracts by, for, or on behalf of the organization. Signing prior approved contracts and agreement documents shall be done with at least two Director signatures, unless a waiver has been approved to allow for proceeding with a single signer. Waiver approvals must be noted, along with the contract approval vote.
- III: 2 – Q: At the first meeting of the new fiscal year, in January, the elected Board shall, by at least a majority vote, approve the proposed annual strategic plan and proposed annual budget. See Section III:

5 – J for strategic plan and budget proposal procedures.

III: 2 – R: Any Director on the Board may call for a discussion and/ or vote in the interim of scheduled Board meetings, whereby an expedited vote may be necessary through a specially called Board meeting, phone or video conference, or through email correspondence. Continual organizational awareness, communication, discussion, and response in the interim of board meetings is essential. Any vote must be recorded and included as an addendum to the prior Board meetings' minutes. This vote as, other votes, must have at least a quorum participation.

SECTION 3. BOARD TERMS

III: 3 – A: All Directors serve as elected volunteer positions. All Directors shall serve one year terms, however are eligible for re-election.

III: 3 – B: Director terms are from January 1 to December 31.

III: 3 – C: Any director on the Board failing to attend or submit reports to three consecutive Board and/ or general meetings without valid cause shall be removed from office, by vote of the Board of Directors followed by a signed letter of termination.

III: 3 – D: Directors who need to voluntarily step down from position, prior to term end, shall do so with written resignation notice presented to the board, with prior verbal notice as available. Upon receipt of the written notice the Director shall have no voting capacities on the board and be removed from all signing, documentation, and representational capabilities on behalf of the organization.

SECTION 4. BOARD ELECTIONS

III: 4 – A: An elections chair will be appointed by unanimous vote of the Board at least two months prior to the annual meeting. The election chair, or any election committee members, must be a member in good standing and cannot be a member of the Board or anyone seeking for nomination or appointment to the Board in that year's election. There are no ex-officio members of an election committee.

III: 4 – B: Nominations for Board positions will be requested at least two months prior to the annual meeting, with a pre-disclosed deadline. These nominations will be collected by mail and/ or proposed by the elections chair. Each nominated candidate will be contacted, must accept the nomination to proceed, be a member in good standing, and submit a form including intent and appropriate biographical data. This information will be available to the membership in writing, via email, mail, website, and/ or printed material offered at a general meeting prior to the elections.

III: 4 – C: Multiple candidates may vie for each director position, however multiple candidates per position is not necessary for the election.

III: 4 – D: Elections will be organized and executed by the election chair. These will be held by mail or through an electronic voting system due at least two weeks prior to the annual meeting where when the results shall be formally announced.

III: 4 – E: The organization's membership is the voting body for the Board's election; only members in good standing can vote. Each member or organization/ business representative may only vote once for each item of business and Board position.

III: 4 – F: The election or the results of the election, of the new Directors or current Directors to a second term, will occur as the first item of business at the annual meeting of the organization. The election chair will announce the results at the annual meeting. Voting results will be available for membership review at the annual meeting and the results, recorded in written form, will be filed along with the organizations records and documents.

III: 4 – G: Directors appointed to fill mid-term Board vacancies will be selected and elected by a majority vote of the current Board. This term will extend only to the next Board election period, where when the

position will follow the typical election process.

SECTION 5. BOARD OF DIRECTOR RESPONSIBILITIES

- III: 5 – A: All Directors serve with equal position and standing on the Board. Each director must report monthly to the Board the actions and proposed actions which they oversee. See Article III, Section 6
- III: 5 – B: All Directors have a duty to exercise their fiduciary responsibility to the organization. This includes ensuring they have taken reasonable steps to be prepared and be well informed about the issues coming before the board, that they act at all times with the best interests of the organization and the facility, setting aside any motivations of personal gain, and revealing and recusing themselves from any board actions in which they may have a personal interest.
- III: 5 – C: Directors have a responsibility to uphold and execute the organization’s strategic plan and budget and to be supportive of the organization as a whole. Deviations or amendments to the chapter plan and budget should be discussed and agreed upon by the entire chapter board.
- III: 5 – D: Issues may come before the board about which board members may passionately disagree and debate. This exchange of differing perspectives is one of the most valuable benefits that a board provides any organization because it leads to well-informed and well-reasoned decisions. However, once these issues have been voted upon and a course of action determined, board members have an obligation to publicly support the decision of the board as a unified body and not to speak out in a way that demeans the board’s position or is critical of individual board members’ opinions.
- III: 5 – E: Board members have a responsibility to promptly and directly address issues of internal conflict within the board and chapter. Invariably, these problems only grow when left unchecked.
- III: 5 – F: Directors work together as a whole to meet the purposes of the organization and thereby may collaborate with other Directors on special projects.
- III: 5 – G: Directors have the responsibility to vote and execute actions on matters pertaining to the organization and facility. See Article III, Section 2
- III: 5 – H: Directors each have specific responsibilities to which they oversee, but are not limited to the responsibilities listed; additional responsibilities may be determined by the Board and be specific to proposed activities. See Article III, Section 6
- III: 5 – I: Directors may be an ex-officio member of a committee which they oversee, serve as a committee chair under their own jurisdiction, serve as a chair, co-chair, or committee member under another Director’s jurisdiction. These positions would be in addition to but cannot take precedence to specific director responsibilities.
- III: 5 – J: Prior to the first meeting of the new fiscal year, the newly elected board shall develop and propose an annual strategic plan and budget. Approval vote requirements are stated in Section III: 2 – Q. The board is responsible to operate according to these plans, review them often, and as these are fluid plans adjust as necessary. Upon approval vote, the communications director is to post the plans on the website for membership view within two weeks of the approval vote.
- III: 5 – K: The last month of the fiscal year, December, the board shall submit an annual report giving an account of the year’s review, including the financial state of the organization. With collaboration of all Directors and upon Board approval, the communications director publishes and posts this an annual report for membership view.

SECTION 6 DIRECTOR’S TITLES AND SPECIFIC RESPONSIBILITIES

Director positions with corresponding responsibilities are listed below in alphabetical order. All Directors report to the Board, as the whole Board is the governing entity.

- III: 6 – A: **Administrative Director:** The administrative director oversees the organizational aspects of the

Board of Directors and the organization; this role is similar to a sergeant at arms position. Responsibilities include, but are not limited to:

- A voting member of the Board.
- Supports the mission, policies and programs of the organization.
- Board meeting notice: An official Board meeting requires that each Board member have written notice two weeks in advance. (See Article III, Section 2 – B) This notice is to include the minutes from the last meeting for review and for approval at the approaching meeting, and a request for director reports and agenda items. This also acts as verification that at least a quorum will present at the board meeting in order to transact business.
- Preparing the Board meeting agenda, to including reports and agenda items, especially from absent Directors, with copies for each in attendance.
- Maintaining board records of the proceedings of the organization, including meeting discussions and minutes, actions, events, publicity, and so on.
- Recording the minutes of all meetings. The primary purpose of board meeting minutes is to create an official record of the events that transpire during a meeting. Minutes also demonstrate that the board is fulfilling its duty of care. Minutes are legal documents that represent the actions of the board, and they carry significant weight with courts and investigating agencies. As a result, the board should be sensitive to what is included and how board deliberations are presented. They should not be a transcript of the meeting but should be detailed enough so that those not in attendance can understand what occurred.
- Board approval of meeting minutes. As a first item of business after a meeting is called to order, the minutes from the prior board meeting shall be approved and documented as such; the approved minutes are then made public to the membership through the website by the Communications Director.
- Submitting approved minutes and any other newsworthy items to the Communications Director for further posting for view of the general membership.
- Maintaining order: During both Board and general membership meetings ensure all bylaws and traditions are respected by everyone, ensure certain parliamentary procedures are followed.
- Enforcing the governing rules: It is the Administrative Director's responsibility to enforce the rules. This means any infractions or violations of the organization's policies must be reported to the Board for further action.
- Welcoming Members and Guests: The Administrative Director provides motivation and enthusiasm to members and new guests in part by showing up to various functions early to greet everyone who comes to any event. This may include stationing at event welcome table and/ or attendance or ticket taking.
- Oversee that the strategic plan and budget are reviewed and updated by the whole incoming board, then voted on for approval annually and submitted to the Communications Director to be posted on the website.
- Orient successor Administrative Director.
- Performing other responsibilities as listed in these bylaws and as determined by the Board.

III: 6 – B: **Communications Director:** The Communications Director maintains communications with the general membership and the community, markets the organization and protects and promotes its brand. The Board must approve all such communications. Responsibilities may include but are not limited to:

- A voting member of the Board.
- Supports the mission, policies and programs of the organization.
- Maintain the organization's website and social media outlets
- Receives email and voicemail communications and directs them to the appropriate director or to the board as a whole.
- Post minutes, strategic plan, budget plan and other documents on line for member view.
- Email blasts to membership including e-newsletters, events and correspondence.

- Publications including but not limited to newsletters, press releases, and publicity.
- Oversees the organization and facility's marketing and branding, with collaboration of the board.
- Collaborate with the Membership Director to ensure communications go to the most accurate membership list. Email and mailing lists are not to be sold or shared with other organizations. As approved by the Board emails or mailings on behalf of other organizations or relevant events may be sent to the organization's membership.
- With Board collaboration and upon approval of the Board, the Communications Director publishes the annual report.
- Orient successor Communications Director
- Performing other responsibilities as listed in these bylaws and determined by the Board.

III: 6 – C: **Education Director:** The Education Director shall be responsible for providing and promoting educational events and resources. Responsibilities may include but are not limited to:

- A voting member of the Board.
- Supports the mission, policies and programs of the organization.
- Encouraging the Perry Hall community to promote its history of which the mansion is a major landmark.
- Arranging programs for all educational levels: programs and events may include speaker series, heritage or living history events, educational field trips, day camps, scouting merit badge programs, etc,
- Collaborates with Events Director on some events and for scheduled facility and grounds use.
- Historic research and compilations
- In-house museum features, as approved by the Board.
- Establishing working relationships with other historic sites and societies in the Baltimore area.
- Orient successor Education Director
- Performing other responsibilities as listed in these bylaws and determined by the Board.

III: 6 – D: **Events Director:** The Events Director shall be responsible for special and promotional events, fundraising events, and the building/ grounds use schedule. Responsibilities may include but are not limited to:

- A voting member of the Board.
- Supports the mission, policies and programs of the organization.
- Develop, organize and promote the organization and facility's annual calendar of events, in collaboration with the Communications, Educational, and Shoppe Directors.
- Develop, organize and execute special events including fundraising and promotional events
- Collaborate with the Communications, Educational, and Shoppe Directors on special events and in promoting events.
- Collaborate with Financial Director to determine fundraising needs and goals and prospective budgeting as it relates to events.
- Organize and maintain the building facility and grounds use schedule. Including scheduling membership rental/ facility use, following Board approval and in accordance to Article II: 3 – C.
- Collaborates with Physical Facilities and Grounds Maintenance Director for facility and grounds preparation and use for events.
- Orient successor Events Director.
- Performing other responsibilities as listed in these bylaws and determined by the Board.

III: 6 – E: **Financial Director:** The Financial Director shall be responsible for the safekeeping of the organization's money and for maintaining financial records. Responsibilities may include but are not limited to:

- A voting member of the Board.
- Supports the mission, policies and programs of the organization.

- Maintain the organization's banking accounts; verify signatures of signers on file.
- Maintain the organization's Maryland and Federal corporation and tax exempt status by filing the appropriate forms and with the appropriate fees.
- Deposit and account for all monies transacted.
- Handles reimbursements or advances for goods or services as approved by the Board.
- Maintains that all checks and monies are pre approved to be released and checks shall be cosigned by two members of the Board of Directors, one of which can be the Financial Director's signature.
- Submit revenue and expense reports for each board meeting and general meetings.
- With board collaboration, determine the proposed budget to accompany the strategic plan, to be approved at the first meeting of the fiscal year and over see the annual budget is followed or adjusted as needed
- Assist with fundraising and sponsorships as it pertains to finances Present financial documents to an independent party for a financial records audit prior to the annual meeting, the audit's findings shall be shared at the annual meeting.
- Submit the financial portion of the annual report.
- Orient successor Financial Director
- Performing other responsibilities as listed in these bylaws and determined by the Board.

III: 6 – F: **Grounds Maintenance Director:** The Grounds Maintenance Director shall be responsible for the grounds, exterior maintenance, and outbuildings. Responsibilities may include but are not limited to:

- A voting member of the Board.
- Supports the mission, policies and programs of the organization.
- Conduct periodic walk-through and inspections to assess the grounds for repair and maintenance issues, reporting any problems to the board and resolving in a timely fashion.
- Oversees routine exterior cleaning and maintenance schedule and system, i.e. lawns, fencing, mulching and ground cover, landscaping maintenance, parking maintenance, path and walkway maintenance, and seasonal processes: winterizing snow removal, leaf removal, tree debris, storm debris damage, grounds storm preparation, spring and fall grounds preparation.
- Oversees: landscaping, plant materials and identification, beds and gardens.
- Oversees exterior storage: organization, locations, and systems, i.e. outbuildings, storage sheds, etc.
- Collaborate with Physical Facilities Director for pest control/ extermination systems where related to exterior grounds.
- Collaborates with Events and Educational Directors for grounds preparation and use.
- Oversees grounds security systems, including fencing, gates and access.
- Perform or procure the appropriate contractor to perform basic, routine, or simple maintenance or repairs as needed, with notification to the Board. Inspect projects to ensure accurate and timely completion. Work alongside contractors as allowed and able.
- Propose larger landscaping or grounds projects (projects exceeding a basic, routine, or simple repair) for bidding, procure contractors for bidding. Larger project proposals must be submitted to the Board for approval prior to contractor bidding, projects must be bid on by at least two contractors prior to selecting contractor and contracts must be signed by two or more Board Directors. Meet with contractors as needed. Inspect projects to ensure accurate and timely completion. Work alongside contractors as allowed and able.
- Ensure appropriate permits, licenses, documents and procedures are followed and maintained for exterior projects and use.
- Orient successor Physical Facilities Director
- Performing other responsibilities as listed in these bylaws and determined by the Board.

III: 6 – G: **Membership Director:** The Membership Director shall be responsible for the organizing and maintaining the organization's membership records. Responsibilities may include but are not limited to:

- A voting member of the Board.
- Supports the mission, policies and programs of the organization.

- Plans and executes (or oversees committees and task forces responsibility for planning and executing) the membership development and retention functions of the organization including the following:
 - Membership recruitment
 - Membership retention campaign
 - Member assessments and participation surveys
 - Member benefits and benefits communications
- Maintain the membership records by compiling, organizing and updating the membership lists. Including sending and recording timely membership renewal applications to current members and welcome letters or membership packages to new members.
- Maintaining the email list and the mailing lists. Collaborate with the Communications Director to ensure communications go to the most accurate membership list. Email and mailing lists are not to be sold or shared with other organizations. As approved by the Board emails or mailings on behalf of other organizations or relevant events may be sent to the organization's membership.
- Ensures that all membership initiatives are conducted in accordance with the organization's messages and strategic direction.
- At each Board meeting and in general meetings of the organization, the Membership Director shall announce or provide a listing of the membership including new members.
- Orients successor Membership Director
- Performing other responsibilities as listed in these bylaws and determined by the Board.

III: 6 – H: **Physical Facilities Director:** The Physical Facilities Director shall be responsible for the building, interior facility systems, and building maintenance. Responsibilities may include but are not limited to:

- A voting member of the Board.
- Supports the mission, policies and programs of the organization.
- Conduct periodic walk-through and inspections to assess the building for repair and maintenance issues, reporting any problems to the board and resolving in a timely fashion.
- Oversees routine interior cleaning and maintenance schedule and system, i.e. dusting, floors, chimney cleaning/ capping, pest control/ extermination systems.
- Oversees routine exterior building cleaning and maintenance schedule and system, i.e. gutters, shutters, windows, wall repair, porch repair.
- Collaborates with Events and Educational Directors for facility preparation and use.
- Seasonal facility maintenance.
- Oversees interior storage: organization, locations, and systems.
- Oversees building security systems.
- Perform or procure appropriate contractor to perform basic, routine, or simple repairs as needed, with notification to the Board. Inspect projects to ensure accurate and timely completion. Work alongside contractors as allowed and able.
- Propose larger projects (projects exceeding a basic, routine, or simple repair) for bidding, procure contractors for bidding. Larger project proposals must be submitted to the Board for approval prior to contractor bidding, projects must be bid on by at least two contractors prior to selecting contractor and contracts must be signed by two or more Board Directors. Meet with contractors as needed. Inspect projects to ensure accurate and timely completion. Work alongside contractors as allowed and able.
- Ensure appropriate permits, licenses, occupancy and use documents and procedures are followed and maintained.
- Orient successor Physical Facilities Director
- Performing other responsibilities as listed in these bylaws and determined by the Board.

III: 6 – I: **Shoppe Director:** The Shoppe Director shall be responsible for the retail aspects of the organization and facility. Responsibilities may include but are not limited to:

- A voting member of the Board.
- Supports the mission, policies and programs of the organization.
- Propose, procure, and acquire items for retail including souvenirs, historic reproductions, promotions, craft items, seasonal etc.
- Maintain the Shoppe facility; propose Shoppe facility needs.
- Maintain an inventory of Shoppe items and sales record.
- Maintain a detailed expense and revenue spreadsheet specific to the Shoppe, in collaboration with or reporting to the Financial Director to be included for monthly expenses and revenue.
- Maintain an inventory of items donated or on loan to the Perry Hall Mansion and following up with thank you responses and donation certificates as appropriate.
- Collaborate with Communications Director to maintain and promote Shoppe online listing for mail-in orders. Process mail-in orders.
- Collaborate with Events and Educational Directors for Shoppe access, use and promotion.
- Organize and execute representation at community fairs and events to promote the organization and Shoppe through booths and tables at community fairs and events.
- Orients successor Shoppe Director
- Performing other responsibilities as listed in these bylaws and determined by the Board.

III: 6 – J: **Additional Directors:** The Board may require other titles, as determined or existing titles may be altered through the Board’s vote according to needs of the organization and the facility. A total of eleven Board positions are available, with the above nine up to two additional Directors may be included on the board or two directors subtracted. Directors appointed to fill mid-term Board vacancies will be selected and elected by a majority vote of the current Board. This term will extend only to the next Board election period, where when the position will follow the typical election process. Each new Director must also be a member in good standing.

Additional Directors may be utilized in a variety of roles. These responsibilities should be distinct from existing Director responsibilities, with minimal overlap otherwise it may be more prudent to appoint a committee chair responsibility under an existing Director title. Areas for may include but are not limited to: archives, community out-reach, curatorship, fundraising, gardening, history, interior and historic design, landscaping, living history, operations, procurement, programs, research & development, security, sponsorships, sustainability, etc. Each new director:

- Is a voting member of the Board
- Supports the mission, policies and programs of the organization.
- Orients respective successor Director(s)
- Perform other responsibilities as listed in these bylaws and determined by the Board.

III: 6 – K: **Youth Representative:** A youth representatives to the Board shall be at least 12 and up to 18 years old, and may be appointed to the position by the Board through recommendations from a parent or guardian, local school, club, class, church group, scout troupe, similar group or other recommendation.

Responsibilities include offering a youth perspective, participating in and/ or chairing events and projects, and involving other younger members in the organization. Youth representatives may chair or oversee youth committees and perform other responsibilities as assigned by the Board.

This position length is predetermined by the Board along with the youth and their respective parent/ guardian and may be a one year January 1 – December 31 term, a school year term beginning of September to end of May, or broken into trimester periods: January – April, May – August, September – December. The appointment may be made at anytime.

- Is a non-voting, non signing member of the Board, however attends board meetings.
- Supports the mission, policies and programs of the organization.
- May orient respective successor Youth Representative

- May perform other responsibilities as listed in these bylaws and determined by the Board.

ARTICLE IV: COMMITTEES

SECTION 1. COMMITTEE OPERATION

IV: 1 – A: The Board may form standing or special committees to execute operations of the organization. These committees are created as needed and may include, but are not limited to: elections, events, fundraising, sponsorships, operations, security, interior design, landscaping, facility maintenance, sustainability, community out-reach, research and development, education, programs, history, archives, procurement, etc.

IV: 1 – B: Each committee shall operate under and report directly to a director; except for the election chair or any other committee chair where the committee chair is to report to the entire Board.

SECTION 2. COMMITTEE CHAIRS

IV: 2 – A: Each chair must be a member in good standing.

IV: 2 – B: Committee Chairs are appointed by the director overseeing the committee purpose; except for the election chair or any other committee chair where the committee chair is to report to the entire Board. Chairs are appointed at anytime and as necessary, upon the approval of the Board.

IV: 2 – C: Committee Chairs may serve to organize a specific occasion or event or may serve up to a one year term. Chairs may be re-appointed to the same position consecutively, upon Board approval.

IV: 2 – D: The committee chairs shall be assigned, may select, and/ or recruit their respective committee members. Directors shall be informed of all participating parties.

IV: 2 – E: Committee chairs shall report on goings to their respective director, except for the election chair or any other committee chair where the committee chair is to report to the entire Board.

IV: 2 – F: Committee chairs failing to attend to committee and chair responsibilities shall be removed from the position as determined and voted on by the Board.

IV: 2 – G: Any Committee is required to submit proposals for Board approval according to Article... section ...

IV: 2 – H: Any committee requiring funds must submit a budget and plan to the Board for approval.

IV: 2 – I: Directors report to the Board, at monthly Board meetings, the ongoing of the committees they oversee. On occasion and as requested, a committee chair may present directly to the Board at Board meetings and/ or present to the membership at general membership meetings of the organization.

IV: 2 – J: Directors serve as overseers, they may also serve as a as a committee chair under their jurisdiction, as chairs or committee members under another Directors, or be an ex-officio member of a committee which they oversee.

ARTICLE VI: AMENDMENTS TO THE BY-LAWS

SECTION 1: AMENDMENT PROCESS

IV: 1: These by-laws may be amended when necessary by a two thirds majority vote by the entire Board of Directors. With the following procedure:

- (1) Proposed amendments must be submitted for Board review and discussion one meeting prior to voting on the amendments.
- (2) The vote is recorded in the Board meeting minutes.
- (3) The document is updated with the amended changes and Board approval date below.
- (4) The amended document is furnished to the members by mail, email, or through the website within 30 days of the amendment approval vote.

ARTICLE V: BY LAWS APPROVAL

SECTION 1: APPROVAL DOCUMENTATION

V: 1 – A: These Bylaws, as stated and included in this document, were approved by the Board of Directors of the Historic Perry Hall Mansion, Inc. on July, 11, 2012

Board of Directors as of July 11, 2012:

| | | |
|-----------------------|------------------------------|-------------------------|
| <i>Colleen Bowers</i> | <i>Dean Foreman</i> | <i>Dale Kief</i> |
| <i>Laura Kimball</i> | <i>Jeff Smith</i> | <i>Glenn Spamer</i> |
| <i>Sean Kief</i> | <i>Sylvia Lowers-Sackleh</i> | <i>Wayne Schaumburg</i> |

V: 1 – B: Amendments and revisions to these Bylaws, as included in this revised document, were approved by the Board of Directors of the Historic Perry Hall Mansion, Inc. on June, 12, 2013

Board of Directors as of June 12, 2013:

| | | | |
|---------------------|------------------------------|-------------------------|------------------|
| <i>Jeff Smith</i> | <i>Dale Kief</i> | <i>Laura Kimball</i> | <i>Sean Kief</i> |
| <i>Glenn Spamer</i> | <i>Sylvia Lowers-Sackleh</i> | <i>Wayne Schaumburg</i> | |