

Bylaws of the Maryland Society of Washington, DC

As Adopted on March 11, 1982, and Revised on June 1, 2006.

Article One – Meetings

- 1.1 Annual Meeting. The annual meeting of the members of the Maryland Society of Washington, DC (the “Society”) shall be held in the Washington, DC area, at a place and time to be designated by the Board of Directors, no later than July 1st of each year. The business of the meeting shall include the election of Directors, a report by the President on the Society’s activities during the preceding year and the general affairs of the Society, a report by the Treasurer on the financial status of the Society, and such other matters as may properly come before the meeting.
- 1.2 Special Meetings. A special meeting of the members of the Society, to be held in the Washington, DC area, for any purpose, may be called by the President, the Secretary, the Board of Directors, or upon written request of 25 members of the Society. The place and time of the meeting shall be designated by the President, Secretary, Board of Directors, or members calling the meeting.
- 1.3 Notice of Meetings. Written notice stating the place, day, and hour of a meeting, and in the case of a special meeting, the purpose for which the meeting is called, shall be sent to all members of the Society by either electronic or U.S. mail at their last known address no less than seven days (7) before the date of the meeting.
- 1.4 Quorum and Voting. Members present in person having one-tenth of the votes entitled to be cast shall constitute a quorum at a meeting of members of the Society. The affirmative vote for a majority of the votes entitled to be cast by members present at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the members, unless a greater proportion is required by these Bylaws, the Articles of Incorporation or by law.

Article Two – Dues

- 2.1 Annual Dues. The annual dues for each class of membership in the Society shall be fixed by the Board of Directors prior to the beginning of each fiscal year.
- 2.2 Corporate Donations. Corporate membership is to be encouraged. Such membership shall be accompanied by an annual donation to the Society in an amount to be determined by the Board of Directors, which, in its view, is reasonably commensurate with the size and prestige of the particular corporation or organization seeking corporate membership.

Article Three – Board of Directors

- 3.1 Number and Qualification. The Board of Directors shall consist of no less than three (3) and no more than nine (9) members. All Directors shall be elected from among the members of the Society. The officers must be a member in good standing of the Society with dues paid for each year they are in office and a resident of the State of Maryland.

- 3.2 Term of Office. Each Director shall hold office for a term of three (3) years and until the successor is elected and qualified. The officers must be a member in good standing of the Society with dues paid for each year they are in office.
- 3.3 Nominations. Nominations for election to the Board of Directors shall be made by a Nominating Committee which shall be appointed by the President. The Committee shall prepare a list of nominees of not less than the number of vacancies described in paragraph 3.4 for submission to the members of the Society.
- 3.4 Election. At the annual meeting of the members of the Society, members shall be elected to the Board of Directors to succeed the Directors whose terms have expired. Additional Directors shall be elected to fill additional vacancies on the Board if such vacancies have not already been filled by the Board pursuant to paragraph 3.5 of these Bylaws. Election of officers shall be by secret ballot unless there is no contest for the office, in which case a motion to elect an officer by acclamation shall be in order.
- 3.5 Vacancies. Vacancies on the Board of Directors, whether caused by resignation, death or otherwise, may be filled by action of the remaining Directors. A Director elected to fill a vacancy shall hold office for the unexpired term of this predecessor in office and until the successor is elected and qualified. If the Board does not fill a vacancy in this matter, then the vacancy shall be filled at the next annual meeting of the members of the Society as described in paragraph 3.4
- 3.6 Meetings. The Board of Directors shall meet in the Washington, DC area at least once every three months at a time and place to be designated by the President. The first meeting of the newly elected Board shall be held within one month after the annual meeting of the members of the Society. Additional meetings of the Board may be held at a time and place to be designated by the President. All meetings of the Board of Directors shall be open to members of the Society who which to attend.
- 3.7 Notice of Meetings. Written or verbal notice stating the place, day and hour of the meeting shall be given to all Directors no less than five (5) days before the date of the meeting.
- 3.8 Quorum and Voting. A quorum shall consist of one-third (or other number) of the number of Directors fixed by paragraph 3.1 of these Bylaws. Proxies shall not count in the determination of a quorum. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board, unless a greater number is required by these Bylaws, the Articles of Incorporation or by law.
- 3.9 Proxies. No member shall be entitled to vote by proxy in any authorized meeting or election among the members of the Society.
- 3.10 Duties. In addition to the duties described in the Articles of Incorporation and elsewhere in these Bylaws, the Board shall perform the following duties:
- a. Authorize all disbursements except disbursements for routine administrative expenses pursuant to paragraph 4.6;
 - b. Approve of all official social and program activities of the Society.
- 3.11 Member Emeritus. The Board of Directors may confer the title of "Member Emeritus" upon a member of the Society who has served on the Board for not less than nine years. A Member Emeritus does not actually hold office any may not vote at Board meetings; however, the Board may call upon a Member Emeritus for counsel and assistance in matters coming before the

Board or the Society. A Member Emeritus shall not be counted as a member of the Board under paragraph 3.1 of these Bylaws.

- 3.12 Removal of Directors. Any member of the Board of Directors who shall fail to attend three successive Board meetings without having been excused by the President or the Secretary shall be notified that the office will be declared vacant upon failure to attend the next meeting of the Board. If such member fails to attend the next meeting of the Board, the office shall be deemed to be vacant.

Article Four – Officers

- 4.1 Number, Election and Qualifications. The officers of the Society shall be a President, one (1) or more Vice Presidents, a Secretary, a Treasurer and such other officers as may be designated by the Board of Directors. The officers shall be elected at the annual meeting of the members of the Society. The officers must be a member in good standing of the Society with dues paid for each year they are in office and a resident of the State of Maryland.
- 4.2 Term. Each Director shall hold office for a term of three (3) years and until the successor is elected and qualified.
- 4.3 President. The President shall be the Chief Executive Officer of the Society and shall preside at all meetings of the Society and the Board of Directors. This person shall be the general manager and director of the Society, subject to the control of the Board of Directors, and shall exercise the usual executive powers pertaining to the office of President. This person shall appoint all standing and special committees and shall be an ex-officio member of all committees.
- 4.4 Vice President(s). The Vice President(s) shall perform such duties and functions as may be determined from time to time by the President or the Board of Directors. Generally, Vice Presidents shall be assigned responsibilities for particular areas of the Society's business activities, such as Membership, Programs, Communications, etc.
- 4.5 Secretary. The Secretary shall keep the minutes of all meetings of the Society and the Board of Directors. This person shall keep all records of the Society, issue all notices, be responsible for all official correspondences and keep copies of same. This person shall perform all duties incident to the Office of the Secretary and such other duties as may be determined from time to time by the President or the Board of Directors. The Vice President of Communications shall provide such assistance to the Secretary as may be deemed necessary.
- 4.6 Treasurer. The Treasurer shall have the care and custody of, and be responsible for, all funds of the Society.
- This person shall have responsibility for depositing the funds and other valuables of the Society in the name of the Society in a bank designated by the Board of Directors.
 - The Treasurer shall disburse the funds of the Society on drafts signed by himself (and counter-signed by the President or one other officer designated by the Board of Directors, if necessary) after authorization of the disbursement by the Board of Directors. Notwithstanding the foregoing sentence, the Board of Directors may authorize the Treasurer to make disbursements for routine administrative expenses such as postage, website expenses, dues, etc. without prior approval of each such disbursement by the Board and without the countersignature of the President or another Director on the draft.

- This person shall submit an annual financial report accounting for all receipts and disbursements at the Annual Meeting of the Society, and shall keep in a permanent form all financial records of the Society.
- The Treasurer shall furnish the Board of Directors with such information as it may from time to time request with respect to the funds of the Society, its financial status and the state of its accounts.
- This person shall prepare a yearly tax accounting for the Society and shall submit copies to the National Conference of State Societies (“NCSS”) CPA that handles all the submissions for the Societies under the umbrella of the NCSS to the IRS, by June 1 of that year.
- The Treasurer shall perform all of the duties incident to the office of Treasurer and such other duties as may be determined from time to time by the President or the Board of Directors.

4.7 Cherry Blossom Princess Selection Committee. The members of this committee are Past Maryland Cherry Blossom Princesses (those being a member as of May 1981); the new Yearly princess and one young lady of the approximate age of the Princesses but ineligible to be a princess (e.g. married, divorced, with child). The President will appoint the non-princess member to serve for one year. This appointment must be made by June 1 of each year.

- All members of this committee must be a member in good standing of the Society with dues paid for the year.
- Chairmanship will change each year and the new Yearly princess will serve as chairman once and that being when they are princess.
- All Princess Paperwork submitted by applicants (found on the NCSS website: www.statesocieties.org) will be sent to the Chairman by October 1. This committee will work independently of the board and upon completion of the selection by November 1, the Chairman will notify:
 - a. President of the Society
 - b. The successful applicant
 - c. The unsuccessful applicants
 - d. Send all necessary paperwork and funds to NCSS

All notifications will be by either electronic mail or U.S. mail and if original photographs were mailed, should be returned to the unsuccessful applicants.
- The only restrictions given to the Committee by the Board are:
 - a. An applicant must be a member of the Society to be considered (and can join at the time of submitting her application)
 - b. The applicants must follow the guidelines set forth by the NCSS in their Princess Paperwork.
- The Committee is established by Articles of Incorporation of the Maryland Society of Washington, DC, Article 4.2.

4.8 Removal of Officers. An Officer may be removed from office by the affirmative vote of two-thirds of the members of the Board of Directors when, in their judgment, the best interests of the Society would be served thereby.

Article Five – Audits

5.1 Audit Committee. Whenever the office of Treasurer of the Society changes hands, or at such times as the Board in its discretion may designate, the President shall appoint an Audit Committee consisting of three members of the Society who are not member of the Board of Directors. The Audit Committee shall audit the books and accounts of the Society and report its findings and conclusions to the Board of Directors.

Article Six – Fiscal Year

6.1 The fiscal year of the Society shall be from the first day of June through the 31st day of the following May of each year.

Article Seven – Mailing List

7.1 As a matter of policy, the Society will not make its mailing list or directory of members available to any other person or organization; provided, however, that with proper respect for the privacy of members of the Society, the Board of Directors may approve such outside use of the mailing list for purposes of a legitimate nature intended to promote and enhance the purpose of the Society.

Article Eight – Memorials

8.1 The President of the Society, along with knowledge of the Treasurer, may on behalf of, but without the prior approval of the Board of Directors, authorize and/or make a disbursement of the funds of the Society as a memorial upon the death of a present or former Director.

Article Nine – Cancellation of Membership

9.1 The membership of any member, regardless of class of membership as described in the Articles of Incorporation, may be cancelled by the affirmative vote of two-thirds of the members of the Board of Directors when in their judgment; the best interest of the Society would be served thereby.

Article Ten – Bylaw Amendments

10.1 Amendments. These Bylaws may be amended as herein provided (and after approval by the Board of Directors of any amendments) at a Special Meeting, as outlined in Article 1.2. Written notice stating language changes of the amendment or amendments must be sent, by either electronic mail or U.S. mail, to all Society members at least ten calendar (10) days prior to the Special Meeting at which the adoption of the amendment or amendments shall be considered.

10.2 Severance. If any part of these Bylaws shall become obsolete or null and void by reason of changes in Federal or State law or regulations, the remaining Bylaws shall remain in force until they are amended by the Board of Directors and voted on by the members of the Society to conform with changes in the law.

10.3 Effective Date. The revision to the Bylaws shall be effective immediately upon its approval by a quorum of the Members of the Society present in person at the Special Meeting having one-tenth of the votes entitled to be cast and voting for which proper written notice has been given.