BYLAWS

of the

MARYLAND SENIOR CITIZENS HALL OF FAME, INC.

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BYLAWS
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MARYLAND SENIOR CITIZENS HALL OF FAME, INC.

The Bylaws, contained herein, were adopted by the Board of Directors on September 16, 2015, and supersede all documents of similar nature previous to this date.

ARTICLE 1 - CORPORATION

Section 1 Name

The name of the corporation is the Maryland Senior Citizens Hall of Fame, Inc. (MSCHF), hereinafter called the Corporation.

Section 2 Incorporation

The Corporation shall be incorporated under the laws of the State of Maryland as a non-stock, nonprofit, tax-exempt Corporation under Section 501 (c) (3) of the Internal Revenue code of 1954.

Section 3 Principal Office

The principal office of the Corporation shall be located in Maryland as determined by the Board of Directors. Other subsidiary quarters and services may be established in Maryland as the Board of Directors shall from time to time determine.

ARTICLE II – PURPOSES

The purposes for which the Corporation is formed are:

Section 1 Recognition of Senior Citizen Volunteers

To recognize and acknowledge the volunteer civic and humanitarian accomplishments and achievements of individual Maryland senior citizens, regardless of race, creed, color, sex, national origin, disability, religion or other legally protected class.

Section 2 Honoring Senior Citizen Volunteers

To honor each year a maximum of fifty (50) Maryland senior citizens who are sixty-five (65) years of age or older and who have made outstanding volunteer contributions affecting the lives of people in the State of Maryland.

Section 3 Perpetuation of Names

To maintain the highest ideals and traditions in perpetuating the names of those honored in the Maryland Senior Citizens Hall of Fame, Inc., in the State of Maryland, the names of the honorees shall be inscribed in the annual *Blue Book* which shall be maintained in an appropriate location as determined by the Board of Directors.

Section 4 Advocacy and Promotion

To advocate and promote the well being, cultural, civic, educational, social, charitable, economic welfare and interest for Maryland senior citizens.

ARTICLE III – RECOGNITION AND ACKNOWLEDGMENT OF VOLUNTEERS

Section 1 Criteria

Induction into the Hall of Fame and awards shall be based on the following criteria:

a. Age

All eligible nominees shall be sixty-five (65) years of age or older.

b. Qualifying Area of Volunteerism

A nominee must also qualify in any one or combination of the following areas:

1) Gives voluntary service of an educational, and/or community, and/or humanitarian nature.

2) Makes outstanding and exceptional contributions as a volunteer in efforts to improve the lives of people, regardless of race, creed, color, sex, national origin, disability, religion or other legally protected class.

3) Advocates as a volunteer on behalf of Maryland senior citizens.

4) Demonstrates outstanding leadership.

Section 2 Selection Process

a. The President will form a Selection Committee and appoint a chairperson annually.

1) The Selection Committee shall consist of the Chairperson and four (4) to seven (7) members.

2) Selection Committee members may be Board members and non-Board members. No more than two (2) non-Board members may serve at one time.

3) No member of the Selection Committee shall be eligible for an award during tenure on the Committee.

b. Announcement of the formation of a new class of inductees and inviting nominations shall occur during January and February of each year.

c. The Selection Committee shall review and evaluate all nominations making recommendation for induction and Geri awards to the Board of Directors.

Section 3 Types of Recognition and Acknowledgment

a. Induction into the Hall of Fame

1) A maximum of fifty (50) nominees shall be recommended by the Selection Committee to the Board of Directors for induction into the Hall of Fame each year.

2) Members of the Board of Directors of MSCHF who are qualified shall be eligible nominees.

3) A person who has not been inducted may be renominated if additional information documenting reconsideration is provided.

4) A person may be inducted only once.

b. GERI Awards

1) The Selection Committee shall recommend a maximum of five (5) from the list of inductees to receive the GERI award for making outstanding and exceptional volunteer contributions and for extraordinary humanitarian community service.

2) A person who has been inducted but was not a recipient of a GERI may be nominated in a subsequent year for a Special GERI if additional information documenting reconsideration is provided.

3) One (1) or more GERIs may be given posthumously each year.

4) An individual may be the recipient of the GERI only once.

c. Special Awards

1) Criteria

(a) A Special Award may be given in any one year to an individual, an association or an organization in recognition of exceptional service.

(b) This award shall be independent of the regular program limit of no more than fifty (50) inductees each year.

(c) The award recipient shall require Board approval.

2) Number of Awards

(a) The award may be made only once to an individual, an association or an organization.

(b) The nature of the recognition shall be determined by the Board of Directors.

3) Process

(a) Suggestions for Special Awards may be presented to the Board by any member of the Board at any time.

(b) The award may be made at the Annual Awards Luncheon or at such other time and place as determined by the Board.

ARTICLE IV – MEMBERSHIP

Membership in the Hall of Fame shall be divided into the following classes:

a. Life	All MSCHF inductees shall be Life Members.
b. Contributing	Any person who contributes to the support of the MSCHF.
c. Organizational	Any agency, group or corporation which contributes to the support of MSCHF.

ARTICLE V – MEETINGS

Section 1 Regular Meetings of the Board of Directors

a. There shall be at least five (5) regular meetings of the Board of Directors each year.

b. All meetings of the Board of Directors shall be held at such dates, times, and places as agreed upon by the Board.

Section 2 Annual Induction Meeting

The Annual Induction Meeting shall occur in October and will use a luncheon format.

Section 3 Annual Business Meeting

a. The Annual Business Meeting of the Corporation shall occur in February of each year coordinated with a February meeting of the Board of Directors.

b. The Annual Business Meeting may include minutes of the previous Annual Meeting, a fiscal year Treasurer's report, an annual President's report, election of officers and Directors, budget approval, and any other business as necessary.

Section 4 Special Meetings

Special meetings of the Board may be called at any time by:

a. The President.

b. The President or the Secretary at the written request of a majority of the Board of Directors.

Section 5 Proxy Voting

Proxy voting shall be prohibited in all business matters.

ARTICLE VI – BOARD OF DIRECTORS

Section 1 Authority and Responsibility

Except as otherwise provided in these Bylaws, the direction of the affairs and funds of the Corporation shall be vested in the Board of Directors.

Section 2 Number of Directors

The Board of Directors shall consist of the President, the Past President, the Secretary, the Treasurer, Standing Committee Chairpersons, and up to ten (10) Directors-at-large but not less than three (3).

Section 3 Quorum

a. A quorum of the Board of Directors shall consist of at least one (1) Officer and five (5) other members of the Board.

b. Except as otherwise provided herein, a vote of the majority of the Board of Directors present shall constitute the act of the Board.

Section 4 Removal from Office

a. The Board shall have the power to remove from office for just cause, as may be necessary, any Officer or Board member and make alternative replacements for the effective and efficient conduct of the Corporation.

b. Removal shall require approval of the Board of Directors.

Section 5 Vacancies

a. A vacancy on the Board of Directors shall arise upon death, resignation, declination to serve as a Director or upon the unexcused absence of a Director from three (3) consecutive meetings.

b. Removal shall require approval of the Board of Directors.

c. Vacancies on the Board of Directors, for any reason, shall be filled by majority vote of the remaining Directors to complete any expired term.

Section 6 The Past President

The Past President shall be a voting member of the Board of Directors.

ARTICLE VII – OFFICERS

Section 1 Officer Positions

The Officers to be elected shall be a President, a Secretary, a Treasurer, and up to ten (10) Directors.

Section 2 Elections

a. The President shall appoint the Nominating Committee.

b. The Nominating Committee shall prepare a slate to be presented to the Board of Directors at the Annual Business Meeting.

c. Acceptance of the slate by the Board of Directors shall constitute an election.

Section 3 Term of Office

a. Officers shall hold office for the term of one (1) year or until their successors are duly elected.

b. All new officers shall assume their duties upon election at the Annual Business Meeting.

Section 4 Duties and Powers of the Officers

a. The President:

1) Shall have the authority to interpret the Bylaws to the Officers and members between meetings of the Board of Directors.

2) Shall call and conduct regular and special meetings for the Board of Directors in accordance with the Bylaws.

3) Shall, with the approval of the Board of Directors, appoint the chairpersons of all Committees.

4) Shall, with the approval of the Board of Directors, sign and make all contracts and agreements in the name of the Corporation.

5) Shall enforce the Bylaws and supervise and coordinate all activities which have been approved or authorized by the Board of Directors.

6) Shall be an ex officio member of all Committees except the Nominating Committee.

7) Shall report to the Board of Directors on all activities that take place between meetings.

8) Shall appoint a Parliamentarian.

b. The Past President:

Shall assume the office of the President and shall have all the powers and be subject to all the responsibilities hereby given to or imposed upon the President in the absence or inability of the President to render and perform the duties or exercise the power as determined by the Board of Directors in the Bylaws. The Past President shall serve until a new President is elected in a special election conducted by the Board of Directors. In the event that the Past President is not available or is unable to assume the office of the President, the senior member of the Board of Directors shall serve as interim President and shall serve until the Board of Directors conducts a special election.

c. The Secretary:

1) Shall keep the minutes of the Board of Directors and Committees and appropriate records.

2) Shall also be the custodian of the records of the Corporation.

3) Shall mail a copy of the minutes of all Board meetings to each Director within fourteen (14) days following the meeting.

d. The Treasurer:

1) Shall be responsible for all the funds and securities of the Corporation deposited in such bank or banks as the Board of Directors may approve.

2) Shall sign, make and endorse in the name of MSCHF all checks, drafts, warrants and orders for the payment of money. The President shall also be authorized to sign checks.

3) Shall issue a statement of the financial condition of MSCHF at each meeting of the Board of Directors and at such other times as shall be required by the Board of Directors. This statement shall include:

(a) The beginning balance.

(b) The itemized income and expenditures for the month.

(c) The closing balance.

4) Shall develop a new fiscal year budget for consideration at the Annual Business Meeting.

5) Shall make available all pertinent records for an annual Financial Review at the conclusion of each fiscal year or upon his/her resignation from the Office of Treasurer.

Section 5 Expiration of Terms

At the expiration of the term of office, by termination or otherwise, all Officers shall turn over to their respective successors all monies of the Corporation, property of the Corporation, paper records and books of the Corporation which may be in their possession.

ARTICLE VIII – EXECUTIVE COMMITTEE

Section 1 Composition

The President, Secretary, Treasurer, and Past President shall constitute the Executive Committee.

Section 2 Duties

The Executive Committee shall conduct the business of the Corporation between meetings of the Board of Directors.

ARTICLE IX – HONORARY BOARD

Section 1 Advisory Function

There shall be established an Honorary Board consisting of distinguished citizens of Maryland who support the mission and purposes of MSCHF and who agree to serve in an advisory capacity.

Section 2 Membership

The Board of Directors shall determine the size of the Honorary Board and shall elect its members.

Section 3 Services to MSCHF

Members of the Honorary Board may, from time to time, be requested by the President or the Board of Directors to perform various tasks on behalf of the Corporation.

ARTICLE X – COMMITTEES

Section 1 Standing Committees

The President, with the approval of the Board of Directors, shall appoint a chairperson for each of the following:

a. Induction Luncheon
b. Blue Book
c. Communication
d. Selection
e. Website

Section 2 Special Committees

The President, with the approval of the Board of Directors, shall form and appoint chairpersons for all special and ad hoc committees, especially the Nominating and Financial Review Committees annually and the Bylaws Review Committee when needed.

Section 3 Composition of the Committees

a. Standing Committee chairpersons shall be members of the Board of Directors.

b. Chairpersons shall select committee members from the MSCHF membership in consultation with the President.

c. Members of MSCHF who are not on the Board of Directors may serve on any committee, standing or ad hoc, subject to any limitation set forth in the Bylaws.

Section 4 Term of Office

a. The term of office for all Standing Committees shall be one (1) year.

b. Committee chairpersons and members may be reappointed.

ARTICLE XI – FINANCE

Section 1 Corporation Purposes

All revenue, income and money received by the Corporation shall be used to advance the purposes of the Corporation.

Section 2 Service as Volunteers

All Officers, Directors and members of all Committees shall serve as volunteers and shall receive no salary.

Section 3 Contributions to the Corporation

Contributions to the Corporation in any amount from senior citizen organizations, senior citizen clubs, supporting groups and individuals are always welcome in order to carry out the purposes for which the Corporation was founded.

Section 4 Tax Status

a. The organization is a tax-exempt agency under the laws of the State of Maryland.

b. Approval has been issued from the Internal Revenue Service for 501 (c) (3) tax-deductible status.

Section 5 Fiscal Year

The fiscal year of the Corporation shall be January 1 to December 31.

Section 6 Budget

a. A budget shall be prepared and presented at the Annual Business Meeting of the Corporation.

b. Approval at the Annual Business Meeting shall constitute acceptance of the budget.

Section 7 Financial Review

a. The President shall appoint in November of each year or whenever the Treasurer resigns, an ad hoc Financial Review Committee comprised of a Chairperson who does not need to be a Board member and two (2) Board members.

b. The Financial Review Committee shall conduct a review of the books and records of the Treasurer at the end of the fiscal year or whenever a Treasurer resigns.

c. A written report of such a financial review shall be presented to the Board of Directors at the Annual Business Meeting or, in the event of a resignation, at the next Board of Directors meeting.

Section 8 Bonding

The Board of Directors shall authorize the bonding of Board members and Officers having access to funds and shall pay for such bonding from Corporation funds.

ARTICLE XII – NONDISCRIMINATION

It shall be the policy of MSCHF to encourage participation in the activities of the Corporation through general membership (see Article IV, Membership), service on the Board of Directors and all other involvements without regard to race, creed, color, sex, national origin, disability, religion or other legally protected class.

ARTICLE XIII – CONFLICT OF INTEREST

Section 1 Members of the Board of Directors are expected to act objectively without being or appearing to be motivated by private gain with respect to action upon a matter before the Board.

Section 2 It is the responsibility of every Board member to declare his/her interest in a matter before the Board.

ARTICLE XIV – INDEMNIFICATION

Section 1 Definition

As used in this ARTICLE, any words or words that are defined in Section 2-418 of the Corporation and Association Article of the *Annotated Code of Maryland*, as amended from time to time (the Indemnification Section) shall have the same meaning as provided in the Indemnification Section.

Section 2 Directors and Officers

The Corporation shall indemnify and advance expenses to a Director or Officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section of the *Annotated Code of Maryland*.

Section 3 Personal Liability

a. To the fullest extent permitted by Maryland statutory or decisional law, as amended or interpreted, no Director or Officer of this Corporation shall be personally liable to the Corporation or its members for money damages.

b. No amendment of the Bylaws or repeal of its provisions shall limit or eliminate the limitation of liability provided to Directors and Officers hereunder with respect to any act or omission occurring prior to such amendment or appeal.

ARTICLE XV - DISSOLUTION

Section 1 Disposal of Assets by the Board

In the event or upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organizations organized and operated exclusively for the charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organization under Section 501 (c) (3) of the Internal Code of 1954 (or the corresponding provision of any future United States Revenue Law), as the Board of Directors shall determine.

Section 2 Disposal of Assets by the Courts

Any such assets not so disposed of shall be disposed of by the appropriate state court of the city or county in which the principal office is located, exclusively for such purposes or to such organization, or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XVI – AMENDMENTS

Section 1 Vote Requirement

These Bylaws may be amended by a two-thirds (2/3) vote of the Board of Directors present. (See ARTICLE VI, Section 4. Quorum.)

Section 2 Advance Notification

Any proposal for change in the Bylaws must be submitted in writing to the Board of Directors thirty (30) days prior to any action taken.

Section 3 Effective Date

The amendments shall be made effective when adopted unless otherwise specified.

ARTICLE XVII – PARLIAMENTARY AUTHORITY

All meetings of the Board of Directors and all Committees shall be governed in accordance with *Robert's Rules of Order Newly Revised* (latest revision) except where inconsistent with these Bylaws.

Bylaws approved: August 10, 1988
Current revision: September 16, 2015