

BYLAWS OF
ANNE ARUNDEL CONNECTING TOGETHER, INC.
Amended and Adopted on November 17, 2022

ARTICLE I
Name. Objectives. Purposes

SECTION 1.1. The name of the organization is Anne Arundel Connecting Together, Inc. (hereafter referred to as ACT or Corporation).

SECTION 1.2. ACT's primary goal is to develop leadership in its Member Organizations who will organize money and people to create justice, equity and opportunity for county residents.

SECTION 1.3. ACT is a not-for-profit corporation established in the State of Maryland and organized on a multi-racial, multi-faith, multi-economic class, non-partisan and independent basis, exclusively to accomplish religious, charitable, and educational purposes as specified in Section 501(c)(3) of the Internal Revenue Code (the "Code"), including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code. Its objectives are to: research issues affecting the residents of Anne Arundel County; formulate and implement responses to immediate and long-term problems such as affordable housing, racial and neighborhood tensions, transportation, education, jobs, security, and the needs of the poor; and to identify and train community leaders. ACT will accomplish its objectives through disciplined and organized action that is non-violent, non-partisan and consistent with the laws and rules applicable to a not-for-profit and tax-exempt organization.

ARTICLE II
Member Organizations

SECTION 2.1. The members of ACT shall be institutions such as churches, parishes, congregations, synagogues, mosques, religious orders, schools, civic or local associations and other responsible groups approved for membership and located in Anne Arundel County, Maryland. ("Member Organizations").

SECTION 2.2. Any organization committed to the goals and objectives of ACT may request to become a member of ACT by applying to the Board of Directors for approval. The Board of Directors will approve Member Organizations by a majority vote at a meeting where a quorum of the members is present.

SECTION 2.3. Subject to the specific conditions and criteria in Section 2.2 above, an organization shall retain its status as a Member Organization unless it fails to pay the dues under guidelines established by the Board of Directors, or its membership is revoked by a three-quarters vote of the Board of Directors for activities contrary to the tenets and purposes of ACT.

ARTICLE III
County-Wide Action Team

SECTION 3.1. There shall be a County-Wide Action Team composed of at least one

representative from each Member Organization who should be a leader or have leadership potential. One representative from each Member Organization shall have the right to a formal vote upon matters coming before meetings of the County-Wide Action Team although all representatives present may participate fully in meetings. The identity of the person with the authority to vote as a representative from each Member Organization and appointed to serve as a member of the County-Wide Action Team shall be determined by each Member Organization.

SECTION 3.2. The role of County-Wide Action Team leaders consists of voting and implementing the agenda of ACT. County-Wide Action Team Members may be removed by a majority vote of the Executive Leadership Team. If the removed County-Wide Action Team Member was the Member Organization's voting member, the Member Organization will appoint a different voting member.

SECTION 3.3. The County-Wide Action Team shall hold an annual meeting and may hold additional meetings each year upon five days telephonic, electronic, or written notice. ACT's Lead Organizer, or any member of the Executive Leadership Team, may call County-Wide Action Team meetings.

SECTION 3.4. One-third of the total number of Member Organizations represented by at least one representative present at a meeting of the County-Wide Action Team shall constitute a quorum. The affirmative vote of a majority of the Member Organizations present shall be required for any action of the County-Wide Action Team. Each Member Organization present shall be entitled to one vote.

SECTION 3.5. County-Wide Action Team leaders should attend leadership training seminars selected and recommended by the Board of Directors and staff organizers.

ARTICLE IV **Board of Directors (Strategy Team)**

SECTION 4.1. There shall be a Board of Directors composed of a minimum of six and a maximum of fifteen key leaders from Member Organizations. The Board of Directors shall be known in the organization as the Strategy Team. Members of the Board of Directors shall meet the following criteria:

- a. Must be leaders in their Member Organizations and engage individuals in these organizations to be a part of campaigns and actions to build power and influence;
- b. Must have participated or be participating in a significant way in at least one ACT issue campaign;
- c. Must be committed to seeking out, training, and developing the skills of others as new leaders;
- d. Must agree to participate in leadership training, including local ACT training, and regional and/or national training within one year of joining the Board of Directors;
- e. Must be willing to commit significant time and energy on organizational priorities when necessary;
- f. Must not be absent more than three consecutive times from the Board of Directors meetings without notification or cause;
- g. Shall not be elected public officials or run for elected office while serving as Board of Directors members; and

h. Shall not have a conflict of interest that would prevent support or personal action on the approved agenda.

SECTION 4.2. Candidates for membership of the Board of Directors shall be nominated by a member of the Board of Directors and elected by a majority vote of the voting members of the County-Wide Action Team. A member of the Board of Directors so elected shall serve for a term that expires at the third annual meeting of the County-Wide Action Team after the Board of Directors member's election, and until their successors are elected and qualified. A member of the Board of Directors may be removed for good cause by action of a majority vote of the Board of Directors. Good cause shall include but not be limited to a person's failure to continue to meet one or more of the criteria of Section 4.1.

SECTION 4.3. The Board of Directors may hold meetings as determined either by action of the Board of Directors, or by call of a Co-Chairperson on the Executive Leadership Team. Five days telephonic, electronic, or written notice of a meeting shall be given to members of the Board of Directors.

SECTION 4.4. The Board of Directors may determine its own rules of procedure. The Board of Directors shall keep regular minutes of its meetings and make public the minutes upon request.

SECTION 4.5. The Board of Directors shall perform the planning functions for the County-Wide Action Team, and shall recommend agenda items for County-Wide Action Team consideration concerning all matters essential to the goals and work of ACT.

SECTION 4.6. One-third of the members of the Board of Directors shall constitute a quorum for the transaction of business, and the affirmative vote of a majority of the members present shall be required for any action of the Board of Directors. Each member in attendance shall be entitled to one vote.

SECTION 4.7. Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting, if a majority of the members of the Board of Directors consent in writing (electronic or paper copy), and the writing or writings are filed with the minutes of proceedings of the Board of Directors.

SECTION 4.8. Vacancies on the Board of Directors shall exist on the death, resignation, or removal of a member. Vacancies on, or additions to, the Board of Directors may be filled by approval of the Board of Directors. A person elected to fill a vacancy on the Board of Directors shall hold office until their resignation, removal from office, or after serving the remainder of the unexpired term.

SECTION 4.9. The Board may appoint a Lead Organizer whose duties shall be established by resolution of the Board.

ARTICLE V

Executive Leadership Team (Officers)

SECTION 5.1. There shall be an Executive Leadership Team comprised of at least four Officers consisting of two Co-Chairpersons (one of whom will be designated President at the time of their election), the Secretary, and the Treasurer, and other Officers as deemed necessary by the Co-Chairs. Individuals may serve as multiple Officers as needed.

SECTION 5.2. The Executive Leadership Team shall be members of the Board of Directors who are nominated and elected by a majority vote of the Board of Directors. The Executive Leadership Team shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the Board of Directors. The Executive Leadership Team may, but shall not be required to, seek the approval of the Board of Directors for personnel and financial actions that do not substantially implicate the community service agenda of ACT.

SECTION 5.3. Three members of the Executive Leadership Team shall constitute a quorum for the transaction of business, and the affirmative vote of a majority of the members present shall be required for any action of the Executive Leadership Team. Each member shall be entitled to one vote in person.

SECTION 5.4. Members of the Executive Leadership Team may participate in any meeting of the Executive Leadership Team by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this subsection shall constitute presence in person at such meeting.

SECTION 5.5. The business and affairs of ACT shall be managed by the Executive Leadership Team, which may exercise all powers of ACT and perform all lawful acts that are not prohibited by law, the Articles of Incorporation, or these Bylaws.

SECTION 5.6. The four Officers shall be the Chief Executive Officers of ACT and, subject to the direction of the Board of Directors, shall have general charge of the business, affairs, and property of ACT and general supervision over its other officers and agents. In general, they shall perform all duties incident to the Office of the President and shall see that all orders and resolutions of the Board of Directors and the County-Wide Action Team are carried into effect. In addition to and not in limitation of the foregoing, the four Officers shall be empowered to authorize any change of the principal office or registered agent (or both) of ACT in Anne Arundel County, and to serve as official spokespersons for ACT.

The signatures of at least two members of the Executive Leadership Team (including at least one Co-Chairperson) shall be required for all checks in excess of \$1,000 and for all contracts.

SECTION 5.7. The Secretary shall attend all meetings of the County-Wide Action Team, shall record all votes and the proceedings of such meetings, and shall perform like duties for the Board of Directors, the Executive Leadership Team, or other teams or committees, if requested. The Secretary may appoint one or more Assistant Secretaries or staff to assist in these functions. The Secretary shall give, or cause to be given, notice of all meetings of the County-Wide Action Team and special meetings of the County-Wide Action Team, and shall perform such other duties as may from time to time be prescribed by the Board of Directors; shall have custody of the seal of ACT; shall have authority to affix the same to any instrument requiring it, and when so affixed, the seal may be attested by his or her signature. The Board of Directors may give general authority to any other officer to affix the seal of ACT and to attest the affixing thereof by his or her signature.

SECTION 5.8. The Treasurer shall have custody and supervision of the funds of ACT and other valuable effects, including securities, and of its financial records and books of account. The Treasurer shall keep, or oversee an appointed agent to keep, full and accurate accounts of all receipts and disbursements in books belonging to ACT. The Treasurer shall deposit, or oversee an appointed agent to deposit, all moneys and other valuable effects in the name and to the credit of ACT in such depositories as

may from time to time be designated by the Executive Leadership Team or the Board of Directors. The Treasurer shall disburse or oversee an appointed agent to disburse the funds of ACT as may be ordered by the Executive Leadership Team or the Board of Directors by taking proper vouchers for such disbursements, and shall render to the County-Wide Action Team and the Board of Directors, at their regular meetings, or whenever they may require it, an account of all his or her transactions as Treasurer and of the financial condition of ACT.

SECTION 5.9. A member of the Executive Leadership Team may be removed for any reason by a two-thirds vote of the Board of Directors, or the County-Wide Action Team at which a quorum of at least two-thirds of the Member Organizations is represented. Any vacancy occurring in the Executive Leadership Team for any cause may be filled by election by the Board of Directors. Each Executive Leadership Team member so chosen shall hold office until the expiration of the term, or resignation or death of his or her predecessor. The term of each Executive Leadership Team member shall be for three years, renewable upon approval by the Board of Directors. Officers shall be limited to two consecutive terms and may serve as an Officer again after one year between terms.

SECTION 5.10. The Executive Leadership Team may fix its own rules of procedure.

ARTICLE VI **Ad Hoc Issues Teams**

SECTION 6.1. Ad Hoc Issues Teams, made up of key leaders and other individuals from Member Organizations, may be formed from time to time by any of the above standing bodies of ACT or by action of a group of such key leaders and individuals, subject to confirmation by the Board of Directors.

SECTION 6.2. The purposes of Ad Hoc Issues Teams, among others, are to conduct initial research on issues of concern, design strategies to address such issues, monitor progress in resolving such issues, and make regular reports to the Board of Directors and the County-Wide Action Team.

SECTION 6.3. The Ad Hoc Issues Teams shall operate at all times in close consultation and cooperation with the County-Wide Action Team, the Board of Directors, and the Executive Leadership Team.

SECTION 6.4. The Ad Hoc Issues Teams shall be temporary and shall cease to exist when the task or campaign has been completed, if not enough leaders of ACT volunteer to participate, or if they act arbitrarily or against the tenets and policies of ACT as determined by the Board of Directors.

ARTICLE VII **Dues and Finances**

SECTION 7.1. It is the obligation of each Member Organization to pay the dues established by ACT. Dues and payment schedules shall be approved by the Board of Directors.

SECTION 7.2. ACT shall not accept funds for its operating budget from any government agency.

SECTION 7.3. The fiscal year for ACT shall be the calendar year.

SECTION 7.4. One or more members of the Executive Leadership Team shall have the authority to effect loans, advances or other forms of credit for ACT from any bank or other financial institution; to grant as security for such loans, advances or credit the assets of ACT; and to execute and deliver such notes or other written obligations of ACT on such terms and conditions as such designees deem proper. No such loan, advance or other form of credit may be effected, however, until the Board of Directors shall authorize incurrence of the obligation on behalf of ACT.

SECTION 7.5. The Executive Leadership Team shall be responsible for arranging an independent audit of the accounts of ACT by a certified public accountant ratified by and reporting to the Executive Leadership Team, and the Board of Directors. The audit shall be every other year unless required more frequently by state regulations. The results of such audit shall be presented to the County-Wide Action Team by May 1 of the following year.

ARTICLE VIII

Reimbursement, Liability, Indemnification

SECTION 8.1. Except for reimbursement of reasonable and legitimate expenses incurred on behalf of ACT, no Officer of ACT shall receive any compensation or salary from ACT.

SECTION 8.2. The Member Organizations, members of the County-Wide Action Team, Board of Directors, and Executive Leadership Team shall not be personally liable for the debts, liabilities, or other obligations of ACT.

SECTION 8.3. Persons serving in positions on the Board of Directors or the Executive Leadership Team (equivalent to those of director or officer) will be indemnified by ACT to the fullest extent permissible under the laws of the State of Maryland with respect to any threatened, pending or completed action, suit or proceeding arising out of the fact that they are or were Officers of ACT if they acted in good faith and in a manner that they reasonably believed to be in or not opposed to the interests of ACT and, with respect to any criminal action or proceeding, had no reason to believe their conduct was unlawful. The foregoing shall not apply to matters to the extent such persons shall be adjudged to be liable for negligence or misconduct in the performance of their duties. If an Officer is successful on the merits in the defense of any such action, suit or proceeding, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including reasonable attorneys' fees) actually and reasonably incurred by him or her in connection therewith. Any indemnification not required by the preceding sentence shall be made by ACT solely upon a determination that indemnification is proper in the circumstances because he or she has met the applicable standard of conduct (i) by action of the Board of Directors members who were not parties to such action, suit or proceeding, or (ii) if such quorum is not attainable or, even if attainable, a quorum of disinterested members of the Board of Directors so directs, by independent legal counsel in a written opinion, or (iii) by the County-Wide Action Team.

SECTION 8.4. Except as may be otherwise provided under provisions of law, the Board of Directors will adopt a resolution to purchase and maintain insurance on behalf of any agent of ACT (including, but not limited to, an Officer, or employee of ACT) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not ACT would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or other applicable provisions of law.

SECTION 8.5. All Officers and members of any ACT team shall serve without remuneration, and no team member shall directly or indirectly receive any profit from his or her position, provided that an Officer or team member may be reimbursed for reasonable expenses incurred in the performance of his or her duties.

ARTICLE IX
Affiliated Transactions. Interested Officers

No contract or transaction between ACT and one or more of its officers, or between ACT and any other corporation, partnership, association, or other organization in which one or more of its officers are directors or officers, or have a financial interest, shall be void or voidable solely for such reason, or solely because the officer is present at or participates in the meetings of the Board of Directors that authorizes the contract or transaction, if:

(a) The material facts as to his or her relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors, and the Board of Directors in good faith authorizes the contract or transaction by an affirmative vote of a majority of the disinterested members of the Board of Directors, even though the disinterested members be less than a quorum; or

(b) The contract or transaction is fair as to ACT as of the time it is authorized, approved, or ratified by the Board of Directors.

ARTICLE X
Amendments and Dissolution

SECTION 10.1. Amendments to these Bylaws shall be made by a resolution adopted by two-thirds of the Members of the County-Wide Action Team voting at a meeting at which a quorum is present.

SECTION 10.2. Notice of proposed amendment to these Bylaws shall be given at least 30 days in advance of the County-Wide Action Team meeting called to consider the proposed amendment.

SECTION 10.3. The Corporation may be dissolved at any time by recommendation of the Executive Leadership Team and approved in writing by more than two-thirds of the voting members of the County-Wide Action Team. In the event of the dissolution of the Corporation, whether voluntary or involuntary or by operation of law, none of the assets of the Corporation shall be distributed to any member, but after payment of all lawful debts of the Corporation, distribution of its property and assets shall be decided by the Board of Directors.

I, Stephen Tillett Co-Chair of ACT (Anne Arundel Connecting Together, Inc., a Maryland non-profit corporation), and I, Karen Johnson Co-Chair of ACT, and I, Peggy Johnson, Secretary of ACT, do hereby certify that the foregoing is a true and correct copy of the Anne Arundel Connecting Together, Inc.'s bylaws as adopted by the County-Wide Action Team of the corporation on November 17th, 2022.

Signed: _____

Co-Chair

Secretary

Co-Chair