

**BY-LAWS
OF
ANNE ARUNDEL CONNECTING TOGETHER, INC.**

**ARTICLE I
Name and Offices**

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

SECTION 1.2. The principal office of ACT shall be United Church of Christ Annapolis, 8 Carvel Circle, Edgewater, MD 21037, in Anne Arundel County. Without requiring an amendment to these bylaws, the Steering Committee may change the principal office from one location to another within Anne Arundel County, and may also appoint an office or offices in other places.

**ARTICLE II
Non-Profit Objectives and Purposes**

ACT is a not-for-profit corporation 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 and purposes are to research issues affecting the residents of Anne Arundel County, formulate and carry out responses to immediate and long-term problems -- such as affordable housing, the lessening of racial and neighborhood tensions, transportation, education, jobs, security, healthcare and the needs of the poor, and identify and train community leaders. ACT will accomplish its objectives and purposes through disciplined and organized action which is non-violent and non-partisan, and always consistent with the laws and rules applicable to a not-for-profit and tax-exempt organization, including Section 501(c)(3) of the Code.

**ARTICLE III
Membership**

SECTION 3.1. The members of ACT shall be solely institutions – churches, parishes, congregations, synagogues, mosques, religious orders, unions, civic or local associations and groups, and other responsible groups approved for membership in Anne Arundel County ("Member Organizations").

SECTION 3.2. Any organization committed to the goals and objectives of ACT may request to become a member of ACT by applying to the Steering Committee.

SECTION 3.3. An organization shall retain its status as a Member Organization unless it fails to pay its annual committed contribution or its membership is revoked by a three-quarters vote of the Steering Committee for activities contrary to the tenets and purposes of ACT.

ARTICLE IV
Delegates Assembly

SECTION 4.1. There shall be a Delegates Assembly composed of the delegates from each Member Organization. Each Member Organization may bring as many delegates as it wishes to a Delegates Assembly.

SECTION 4.2. The Delegates Assembly shall meet at least once a year to advance and promote the interests and issues of ACT, to seek broad public support for issues of special concern, and to make major decisions that require broad backing. Meetings may be held at such time and place, within Anne Arundel County, as the Steering Committee may fix.

SECTION 4.3. Written notice of any meeting of the Delegates Assembly, stating the place, date and time thereof and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be given to each Member Organization not less than ten (10) days prior to the meeting.

SECTION 4.4. An item of business may be placed on a Delegates Assembly agenda by either (i) an affirmative vote of two-thirds of the member organizations present at the meeting, or (ii) an affirmative vote of the majority of the Steering Committee members present at a meeting. Each member organization gets a vote, and each delegate votes within his or her organization.

SECTION 4.5. A minimum of 150 delegates from one-half of the total number of Member Organizations shall constitute a quorum for the transaction of business, and the affirmative vote of a majority of the member organizations present shall be required for any action of the Delegates Assembly. Each delegate shall be entitled to one vote within his or her organization at the assembly.

SECTION 4.6. One or more Co-Chairpersons on the Executive Leadership Team shall preside at meetings of the Delegates Assembly.

ARTICLE V
Steering Committee

SECTION 5.1. There shall be a Steering Committee composed of at least one and up to five representatives from each Member Organization who should be leaders or have leadership potential. The number and identity of representatives from each Member Organization appointed to serve as members of the Steering Committee shall be determined by each Member Organization.

SECTION 5.2. The Steering Committee represents the membership and serves as the decision-making body of a membership organization and may exercise all powers of ACT and perform all lawful acts required to be exercised.

SECTION 5.3. The Steering Committee may hold meetings, both regular and special, either within or without Anne Arundel County, upon 5 days' telephonic, electronic, or written notice. If a quorum is not present at any meeting of the Steering Committee, the representatives present may adjourn the meeting, from time to time, without notice other than announcement at the meeting, until the quorum shall be present. The Annual Meeting of the Steering Committee shall be held during the 4th quarter of each fiscal year for the purpose of electing Strategy Team members and preparing for the incoming fiscal year.

SECTION 5.4. One-half of the total number of Member Organizations represented by at least one representative present at a meeting of the Steering Committee shall constitute a quorum for the transaction of business, and the affirmative vote of a majority of the organizations present shall be required for any action of the Steering Committee. Each organization present shall be entitled to one vote.

SECTION 5.5. Representatives shall be chosen by the Executive Leadership Team and the lead ACT organizer on a rotating basis to preside at meetings of the Steering Committee.

ARTICLE VI

Strategy Team (Board of Directors)

SECTION 6.1. There shall be a Strategy Team composed of the four (4) Officers identified in Article VII, and no less than eight (8) additional members elected by a majority vote of the Steering Committee. The Strategy Team shall serve as the Board of Directors. Members of the Strategy Team shall be members elected from the Steering Committee who meet the following criteria:

- a. Must be leaders in their Member Organizations (have a following), deliver that following on a consistent basis, and help raise organizational money;
- b. Must have participated in 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 have participated in advanced leadership training, including local and regional ACT training and national I.A.F. training within one year of joining the Strategy Team;
- e. Must be willing to commit 8 to 10 hours a week when necessary;

f. Must not be absent more than three consecutive times from the Strategy Team meetings without notification or cause; and

g. Shall not be elected public officials or run for elected office while serving as Strategy Team members.

SECTION 6.2. The Strategy Team shall manage the business and affairs of the organization, to include performing the planning functions for the Steering Committee and shall recommend agenda items for Steering Committee consideration concerning all matters essential to the goals and work of ACT.

SECTION 6.3. Members of the Strategy Team shall be elected by a majority vote of the Steering Committee. A member of the Strategy Team may be removed for good cause by action of a majority of the Strategy Team or by the Steering Committee. 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 6.1. If a Strategy Team member resigns, a person from any member organization who meets the criteria specified in SECTION 6.1 may be elected by the Steering Committee to complete the term of the person resigning. After serving the balance of time for the person resigning, the elected member is then eligible to serve for two full terms.

SECTION 6.4. The Strategy Team may hold meetings, either within or without Anne Arundel County, as may be determined either by action of the Strategy Team, 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 Strategy Team. At the discretion of both co-chairs, emergency voting may be conducted electronically.

SECTION 6.5. The Strategy Team may fix its own rules of procedure. The Strategy Team shall keep regular minutes of its meetings and deliver such minutes to the Steering Committee.

SECTION 6.6. The Strategy Team shall establish the following teams or committees: (i) an Ad Hoc Planning Team to prepare meeting agendas; (ii) a standing Finance Committee, including the Treasurer, to oversee the bookkeeping, accounting, annual committed contribution, and grant outreach of ACT, and to arrange for an independent review or audit of ACT as required by state and federal regulations; and (iii) an Ad Hoc Personnel Team to consider personnel matters with the lead I.A.F. organizer.

SECTION 6.7. One-half of the members of the Strategy 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 Strategy Team. Each member shall be entitled to one vote in person.

SECTION 6.8. Terms shall be two-years, with no more than two consecutive terms, and one will need to be off for one year before one may serve again on the Strategy Team. Terms shall be staggered.

ARTICLE VII

Officers and Executive Leadership Team

SECTION 7.1. There shall be four (4) Officers; namely, two Co-chairs, Secretary, and Treasurer. Additional officers may be named as proposed by the Strategy Team and approved by the Steering Committee. The Executive Leadership Team shall be comprised of the Officers and other members as determined by the Strategy Team. All Officers shall be elected annually by the Steering Committee at its Annual Meeting.

SECTION 7.2. The Co-Chairpersons shall be nominated by the Steering Committee and elected, by a majority vote, by the Steering Committee. The Strategy Team shall conduct a search for and recommend to the Steering Committee potential Co-Chairpersons. Members of the Steering Committee may also make nominations from the floor at the Steering Committee meeting. A nomination from the floor must be approved by a two-thirds vote before that person shall be considered a formal candidate for balloting purposes. A Treasurer and Secretary shall be nominated by the Strategy Team.

SECTION 7.3. The Co-Chairpersons shall be the chief executive officers of ACT and, subject to the direction of the Strategy Team as approved by the Steering Committee, 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 president of non-profit corporations in the State of Maryland and shall see that all orders and resolutions of the Steering Committee are carried into effect. In addition to and not in limitation of the foregoing, the Co-Chairpersons, in collaboration with the Strategy Team, 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.

SECTION 7.4. The Treasurer shall have custody of the funds of ACT and other valuable effects, including securities, and shall keep full and accurate accounts of all receipts and disbursements in books belonging to ACT and shall 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 Steering Committee. The Treasurer shall disburse the funds of ACT as approved by the Steering Committee by taking proper vouchers for such disbursements, and shall render to the Steering Committee and the Strategy Team, 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. The Treasurer shall also serve as chairperson of the Finance Committee.

SECTION 7.5. The Secretary shall be responsible for keeping all the records of the organization (including committee reports) on file and keeping an up-to-date list of all the members, notifying members of their election to office or appointment to committees, and furnishing them with the proper documents, signing all the minutes and other certified acts of the organization, unless the bylaws specify differently, maintaining the official documents of the organization, including the bylaws, rules of order, standing rules, correspondence, and minutes. The Secretary keeps the bylaws and other governing documents up-to-date with any changes made through the amendment process, mailing or emailing members a notice for each forthcoming meeting, taking minutes at all business and board meetings, handling the correspondence, and bringing to each meeting the minutes book, bylaws, rules, membership list, a list of committees and their membership, the agenda, records, ballots, and any other necessary supplies.

SECTION 7.6. A member of the Executive Leadership Team may be removed for any reason by a two-thirds vote of the members attending a meeting of the Steering Committee. Any vacancy occurring in the Executive Leadership Team for any cause may be filled by nomination of the Strategy Team and election by the Steering Committee. Each Executive Leadership Team member so chosen shall hold office until the expiration of the term of his predecessor in office.

SECTION 7.7. The Executive Leadership Team may fix its own rules of procedure. The Executive Leadership Team shall keep regular minutes of its meetings and deliver such minutes to the Strategy Team and Steering Committee.

ARTICLE VIII

Ad Hoc Issues Teams

SECTION 8.1. 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 Strategy Team and Steering Committee.

SECTION 8.2. The purposes of Ad Hoc Issues Teams, among others, are to conduct initial research on issues of concern, design strategies to address such issues, and monitor progress in resolving such issues.

SECTION 8.3. The Ad Hoc Issues Teams shall operate at all times in close consultation and cooperation with the Steering Committee, the Strategy Team, and the Executive Leadership Team.

SECTION 8.4. The Ad Hoc Issues Teams shall be temporary and shall cease to exist once their issue(s) have been resolved, 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 Steering Committee or without consultation and cooperation with the Steering Committee, the Strategy Team and the Executive Leadership Team.

ARTICLE IX
Contributions and Finances

SECTION 9.1. It is the obligation of each Member Organization to financially contribute as established by ACT. Contributions and payment schedules shall be recommended by the Strategy Team and approved by action of the Steering Committee.

SECTION 9.2. ACT shall not accept funds for its operating budget from any government agency.

SECTION 9.3. The fiscal year for ACT shall be the calendar year.

SECTION 9.4. One or more members of the Executive Leadership Team as shall be designated by the Strategy Team and Steering Committee 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 Strategy Team and Steering Committee shall authorize incurrence of the obligation on behalf of ACT.

SECTION 9.5. The Finance Committee shall be responsible for arranging an annual independent review or audit as required by state and federal regulations of the accounts of the Treasurer by a bookkeeper ratified by and reporting to the Strategy Team. The results of such review or audit shall be presented to the Steering Committee by May 1 of the following year.

ARTICLE X
Indemnification

SECTION 10.1. The member organizations, delegates, and members of the Steering Committee, Strategy Team, and Executive Leadership Team shall not be personally liable for the debts, liabilities, or other obligations of ACT.

SECTION 10.2. **All directors and officers** may be indemnified by ACT to the fullest extent permissible from time to time 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 directors or 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 a director or officer is successful on the merits in the defense of any such action, suit or proceeding, or in defense of any act, 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 Strategy Team 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 Strategy Team so directs, by independent legal counsel in a written opinion, or (iii) by the Steering Committee.

SECTION 10.3. Except as may be otherwise provided under provisions of law, the Steering Committee may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of ACT (including, but not limited to, a director, officer, or employee of ACT) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agents status as such, whether or not ACT would have the power to indemnify the agent against such liability under the Articles of Incorporation, these By-laws or other applicable provisions of law.

ARTICLE XI Conflict of Interest

SECTION 11.1. Except for reimbursement of reasonable and legitimate expenses incurred on behalf of ACT, no director or officer of ACT shall receive any compensation or salary from ACT.

SECTION 11.2. Whenever a member of the Strategy Team and Steering Committee has a financial interest in any matter coming before ACT, the interested member shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested members determine that it is in the best interest of the organization to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

ARTICLE XII Amendments

SECTION 12.1. Amendments to these By-laws shall be made by a resolution adopted by two-thirds of the Members of the Steering Committee voting at a meeting at which a quorum is present.

SECTION 12.2. Notice of proposed amendment(s) to these By-laws shall be given at least thirty (30) days in advance of the Steering Committee meeting called to consider the proposed amendment.

I, Timothy S. Stern, Co-Chair, I, Karen V. Johnson, Co-Chair, and I, Karen J. Neale,

Secretary, of Anne Arundel Connecting Together, Inc., a Maryland non-profit corporation, DO HEREBY CERTIFY that the foregoing is a true and correct copy of the amended Bylaws of Anne Arundel Connecting Together, Inc. as adopted by the Membership (Steering Committee) of the corporation on May 16, 2019.

Signed: _____
Co-Chair

Secretary

Co-Chair