

## BY-LAWS ANNE ARUNDEL CONNECTING TOGETHER, INC.

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### 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 the United Church of Christ Annapolis, 8 Carvel Circle, Edgewater, MD 21037, in Anne Arundel County. Without requiring an amendment to these bylaws, the Executive Leadership Team 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

#### ~~Mission and Purpose~~ **Commitment to Inclusion, Diversity, Equity and Anti-racism**

SECTION 2.1. ACT is a not-for-profit corporation, established in the State of Maryland, and organized, on a multi-racial, interfaith, cross-economic class, non-partisan, and independent basis. Its mission is 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.

SECTION 2.2 ACT is committed to inclusion, diversity, equity and anti-racism and to creating a multi-racial, multi-ethnic, inter-faith, cross-economic class organization that empowers all people, fully represents the diversity of Anne Arundel County, and works to create justice, equity and opportunity for all county residents. ACT shall build relationships among members and with community members in a manner that demonstrates that ACT and its members value inclusion, diversity, equity, and anti-racism. ACT will train and build leaders within its organization and the community in a manner that promotes inclusion, diversity, equity and anti-racism.

SECTION 2.3. ACT's ~~core objectives and purposes~~ are to research issues affecting residents of Anne Arundel County, and to formulate and implement responses to immediate and long-term problems – ~~addressing existing~~ as affordable housing, racial and neighborhood tensions, transportation, education, jobs, security, healthcare, the needs of the poor, systemic problems such as a lack of affordable housing, racism, transportation, inadequate education, jobs without a thriving wage, and poverty. ACT shall accomplish this mission 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.

SECTION 2.4. ACT shall achieve its commitment to inclusion, diversity, equity, and anti-racism by:

- Developing policies and procedures that prevent and address instances of bias and microaggressions and cultivate a culture of reconciliation and learning.

- Ensuring that the ACT Strategy Team and staff includes and prioritizes people of color, women and those historically marginalized in its organization leadership and operations.
- Producing a public Inclusion, Diversity, Equity and Anti-racism statement within its strategic plan.
- Incorporating a dedicated Inclusion, Diversity, Equity and Anti-racism component within its annual program budget.
- Partnering with organizations that provide education and training on inclusion, diversity, equity, and anti-racism with availability to all ACT leaders as a priority and institutional members when possible.

### ARTICLE III

#### Member Organizations

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

SECTION 3.2. Any organization committed to ACT's mission, goals and objectives may request to become a member by applying to the Board of Directors for approval. The Board of Directors shall approve a candidate Member Organization's application by a majority vote at a meeting where a quorum of the members is present. **ACT members shall pay annual dues for each calendar year (January 1 through December 31), as established by the Board of Directors, and approved by the current paid members with the approval of the budget.**

SECTION 3.3. Subject to the specific conditions and criteria defined in Section 3.2, an organization shall retain its status as a Member Organization unless it fails to pay its annual dues under the 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 IV

#### County-Wide Action Team

SECTION 4.1. There shall be a County-Wide Action Team composed of at least one representative from each Member Organization who shall be the leader or have leadership potential. **Member Organizations shall prioritize people of color, women and those who have been historically marginalized when selecting representatives for the County-Wide Action Team.** The representative of each Member Organization shall have the right to a formal vote upon matters coming before the County-Wide Action Team. Although all representatives present may participate fully in all 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 4.2. The role of the County-Wide Action Team shall consist of voting and implementing the ACT agenda. 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 4.3 The County-Wide Action Team shall hold an Annual Meeting for the purposes of electing ACT's board members and officers and approving/adopting the agenda and budget. **The Annual Meeting shall occur within the last quarter of each calendar year.** Additional meetings may

be called by the ACT Lead Organizer or Executive Leadership upon five-days telephonic, electronic, or written notice.

SECTION 4.4. 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 4.5. County-Wide Action Team leaders shall attend leadership training selected and recommended by the Board of Directors and staff organizers.

## ARTICLE V

### Board of Directors (Strategy Team)

SECTION 5.1. There shall be a Board of Directors composed of a minimum of six and maximum of fifteen key leaders from the respective Member Organizations. **Membership on the Board of Directors shall prioritize people of color, women and those who have been historically marginalized.** The Board of Directors shall also be known in the organization as the Strategy Team and its members shall adhere to the following criteria.

- a. Be a recognized leader within their Member Organizations and possessing the ability to engage individuals in these organizations to be a part of campaigns and actions to build power and influence.
- b. Have demonstrated participation or being actively participating in a significant way in at least one ACT issue campaign.
- c. Be committed to seeking out, training, and developing the skills of others as new leaders.
- d. 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. Be willing to commit significant time and energy on organizational priorities when necessary.
- f. Not be absent from more than three consecutive Board of Directors meetings without notification or cause.
- g. Not be an elected public official or actively engaged in the pursuit of an elected office while serving as Board of Directors members; and
- h. Not have a conflict of interest with another entity involved with ACT that would require financial support or personal action on the approved agenda.

SECTION 5.2. Candidates for membership of the Board of Directors shall be nominated by a current member of the Board of Directors and elected by a majority of the voting members of the County-Wide Action Team. **Nominations to the Board of Directors sha prioritize people of color, women and those who have been historically marginalized.** An elected member of the Board of Directors 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 5.1.

SECTION 5.3. The Board of Directors shall hold meetings as determined either by action of the Board of Directors, or by call of a Co-Chair of the Executive Leadership Team. Five days telephonic, electronic, or written notice of a meeting shall be given to members of the Board of Directors by either the co-chair or Lead Organizer.

SECTION 5.4. The Board of Directors may determine its own rules of procedure and keep and make public the regular minutes of its meetings.

SECTION 5.5. The Board of Directors shall perform the planning functions for the County-Wide Action Team and recommend agenda items for the County-Wide Action Team's consideration concerning all matters essential to the goals and work of ACT, with the support of the Lead Organizer.

SECTION 5.6. 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 5.7. 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 5.8. Vacancies on the Board of Directors shall exist based upon the death, resignation, or removal of a member. Vacancies, or additions to, the Board of Directors may be filled by approval of the Board of Directors of a recommended replacement adhering to the defined criteria. The 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 5.9 **The Board of Directors may secure and appoint a Lead Organizer** whose duties shall be established by resolution of the Board of Directors and managed by the Executive Leadership Team.

## ARTICLE VI

### Executive Leadership Team

SECTION 6.1. There shall be an Executive Leadership Team comprised of at least four Officers (one of whom shall be designated Chair at the time of their election), the second as co-chair, the Secretary, and the Treasurer, the Lead Organizer, and other Officers as deemed necessary by the Executive Leadership Team. **Inclusion on the Executive Leadership Team shall prioritize people of color, women and those who have been historically marginalized.** Individuals may serve as multiple Officers as needed. The Lead Organizer is a non-voting member of the Executive Leadership Team.

SECTION 6.2. The Executive Leadership Team shall be nominated from members of the Board of Directors and elected by a majority vote of the Board of Directors. **Nominations to the Executive Leadership Team shall prioritize people of color, women and those who have been historically marginalized** 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 actions on personnel and financial matters that do not substantially implicate or impact ACT's agenda.

SECTION 6.3. 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. The Lead Organizer does not have a vote.

SECTION 6.4. Members of the Executive Leadership Team shall 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 6.5. 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 6.6. Officers of the Executive Leadership Team and the Lead Organizer are subject to the direction of the Board of Directors, who shall have the general charge of the business affairs, ACT property and general supervision over its other officers and agents. In general, they shall perform all duties and responsibilities incident to the Office of the Co-chairs and shall see that all orders and resolutions of the Board of Directors and the County-Wide Action Team are fulfilled and effectively conducted. In addition to, and not limited to 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 ACT's official spokespersons for ACT.

SECTION 6.7. Any 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 shall be filled with an election occurring 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 their 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 6.8. The Executive Leadership Team may fix its own rules of operational procedures.

SECTION 6.9. The Secretary shall attend all meetings of the County-Wide Action Team, record all votes and the proceedings of such meetings, and perform duties for the Board of Directors, the Executive Leadership Team, or other teams or committees, as 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 their 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 their signature.

SECTION 6.10. 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 maintain 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 monies, 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 their transactions as Treasurer and of the financial condition of ACT.

SECTION 6.11. The Lead Organizer is authorized to sign all necessary checks on behalf of the Organization. Signatures of at least two members of the Executive Leadership Team (including at least one Co-Chair) shall be required for all checks in excess of \$1,500.00 and for all contracts.

## **ARTICLE VII**

### **Ad Hoc Issues Teams**

SECTION 7.1. Ad Hoc Issues Teams are comprised of key leaders and other individuals from Member Organizations. **Membership on the Ad Hoc Issues Team shall prioritize people of color, women and those who have been historically marginalized.** Ad Hoc Issues Teams 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 and/or the Executive Leadership Team.

SECTION 7.2. 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 7.3. Ad Hoc Issues Teams shall always operate in close consultation and cooperation with the Board of Directors and the Executive Leadership Team. The Lead Organizer serves in a support position and as staff for the Ad Hoc Issues Team.

SECTION 7.4. Ad Hoc Issues Teams shall be temporary and 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 Executive Leadership Team or without consultation and cooperation with the County-wide Action Team, the Board of Directors and the Executive Leadership Team.

## **ARTICLE VIII**

### **Financial Management and Sustainability**

SECTION 8.1. It is the obligation of each Member Organization to pay the contributions annually established by ACT leadership. The annual contributions and payment schedules shall be approved by the Board of Directors and communicated to each Member Organization **by the Lead Organizer at the end of the calendar year, upon approval of the next year's budget.**

SECTION 8.2. ACT shall not accept funds for its operating budget from any government agency.

SECTION 8.3. The fiscal year for ACT shall be the calendar year.

SECTION 8.4. One or more members of the Executive Leadership Team shall be authorized by the Board of Directors to affect 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 affected, however, until the Board of Directors and the Executive Leadership Team shall authorize the incurrence of the obligation on behalf of ACT.

SECTION 8.5. The Executive Leadership Team shall direct the Treasurer to arrange for either an independent review or audit of ACT's accounts by a certified public accountant, as determined by

the Internal Revenue Service and State of Maryland reporting requirements. The results of either the review or audit shall be presented to the Executive Leadership Team and the Board of Directors by July of the current calendar year.

## **ARTICLE IX**

### **Reimbursement, Liability, Indemnification**

SECTION 9.1. 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 9.2. Whenever a member of the Executive Leadership Team or Board of Directors 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/**recuse themselves** from discussions, lobbying and voting on the matter. The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and/or rationale for approval.

SECTION 9.3 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 incurred of ACT.

SECTION 9.4. 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 that 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, they 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 9.5. Except as may be otherwise provided under provisions of law, the Board of Directors shall 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 9.6. All Officers and members of any ACT team shall serve without remuneration, and no team member shall directly or indirectly receive any profit from their position, provided that an Officer or team member may be reimbursed for reasonable expenses incurred in the performance of their duties.

## **ARTICLE X**

### **Conflict of Interest**

SECTION 10.1. 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 10.2. Whenever a member of the Strategy Team and the County-Wide Action Team 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 XI**

### **Affiliated Transactions, Interested Officers**

SECTION 11.1. 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 their 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 XII**

### **Amendments and Dissolution**

SECTION 12.1. 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 12.2. 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 12.3. 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, \_\_\_\_\_ Co-Chair of ACT (Anne Arundel Connecting Together, Inc., a Maryland non-profit corporation), and*

*I, \_\_\_\_\_ Co-Chair of ACT, and*

*I, \_\_\_\_\_ Secretary of ACT,*



*do hereby certify that the foregoing is a true and correct copy of the Anne Arundel Connecting Together, Inc.'s Amended Bylaws as adopted by the County-Wide Action Team of the corporation on January 12, 2023.*

*Signatures*

*Co-Chair* \_\_\_\_\_

*Co-Chair* \_\_\_\_\_

*Secretary* \_\_\_\_\_

*Date* \_\_\_\_\_

*Witnessed* \_\_\_\_\_