

**THE UNIVERSITY OF MARYLAND EASTERN SHORE
NATIONAL ALUMNI ASSOCIATION
SOUTHERN MARYLAND ALUMNI CHAPTER, INC.**



**UNIVERSITY OF MARYLAND EASTERN SHORE
NATIONAL ALUMNI ASSOCIATION**

BYLAWS

Revised: July 30, 2022

**University of Maryland Eastern Shore, National Alumni Association
Southern Maryland Alumni Chapter, Inc.**

Bylaws

Article I: Organization

- 1.1. Name. The name of this nonstock corporation will be “University of Maryland Eastern Shore, National Alumni Association, Southern Maryland Alumni Chapter, Inc.” (“UMES SMAC”), as set forth in the Articles of Incorporation filed with the State of Maryland.
- 1.2. Principal Office. The principal office of UMES SMAC will be designated by the Executive Board of UMES SMAC.
- 1.3. Purposes. The purposes of UMES SMAC are set forth in the Articles of Incorporation.
- 1.4. Subordinate Unit. UMES SMAC is a constituent and subordinate unit of the University of Maryland Eastern Shore National Alumni Association (“UMES NAA”), subject to the general authority and jurisdiction of the UMES NAA and their executive board.

Article II: Membership

- 2.1. Members. UMES SMAC will have one or more classes of members as determined by the Executive Board of Directors of UMES SMAC (the “Executive Board”). The Executive Board will have the right to deny or terminate the membership of any individual or to deny access to or participation in the programs or services of UMES SMAC, if such individual fails to meet the qualifications for membership, or engages in activities that are contrary to the interests of UMES SMAC. “Financial” is defined as a paid member in the UMES SMAC.
- 2.2. Qualifications. The Members of UMES SMAC will be individuals who are graduates, non-graduate students, and friends of Princess Anne College, Maryland State College, and the University of Maryland Eastern Shore.
- 2.3. Categories of Membership.
 - 2.3.1. Regular Member. Any graduate of Princess Anne College, Maryland State College, or the University of Maryland Eastern Shore that is financial with UMES SMAC. No individual membership at the local chapter level is sanctioned without membership at the national level. Such members will be afforded full voting rights and the right to hold office.
 - 2.3.2. Life Member. Any Regular Member who has paid the life membership fee in full within the timeline established by the UMES NAA. Life Members are still expected to pay local dues yearly.

- 2.3.3. Associate Member. Any non-graduate student of Princess Anne College, Maryland State College, or the University of Maryland Eastern Shore. A financial Associate Member has the right to vote but cannot hold office.
- 2.3.4. Honorary Member. Any person that is not an alumnus or non-graduate student of Princess Anne College, Maryland State College, or the University of Maryland Eastern Shore may be designated by the Executive Board as an Honorary Member. An Honorary Member must be sponsored by a financial member of UMES SMAC and must make contributions to UMES SMAC. An Honorary Member has the right to participate in UMES SMAC events but does not have the right to vote or hold office.
- 2.4. Membership Year. July 1 to June 30.
- 2.5. Membership Fees. Membership fees are \$30.00 and are due no later than July 1 of the membership year. UMES NAA dues of \$30.00 are to be paid at the time that local dues are paid. Membership fees may be revised by the Executive Board at any time.
- 2.6. Rights of Members. The only rights that Members will have are:
- 2.6.1. the right to participate in the general activities and programs of UMES SMAC;
 - 2.6.2. elect and remove Officers of the Executive Board;
 - 2.6.3. adopt, amend, and repeal the Bylaws of UMES SMAC; and
 - 2.6.4. any other business matter the Executive Board decides to put forth to the Members.
- 2.7. Annual Meeting of the Members. The Annual Meeting of the Members will be held in June each year at a place, date, and time as determined by the Executive Board. The primary purposes of this Annual Meeting are to:
- 2.7.1. elect Officers to the Board;
 - 2.7.2. conduct necessary business; and
 - 2.7.3. transact any other business as might come before UMES SMAC.
- 2.8. Regular Meetings of the Members. UMES SMAC will convene on the 4th Saturday of the month at 10:00 a.m. except for July and August of the Membership Year. These meetings are subject to change in the event of an emergency or UMES SMAC scheduling conflict. All meetings are expected to be held in person unless otherwise necessary due to emergencies that require conference or video calls. In that case, the meetings must conform to the Remote Participation requirements of Maryland Law. The location of the meetings are to be determined by the President.
- 2.9. Special Meetings of the Members. A Special Meeting of the Members may be called by the President, by majority vote of the Executive Board, or upon a written petition signed by at least 25% of the voting Members. No business will be transacted at a Special Meeting except as stated in the notice.

- 2.10. Notice of Meetings.
- 2.10.1. Annual Meeting. Notice will be in writing and delivered at least 30 days, but not more than 90 days, prior to the meeting time.
- 2.10.2. Special Meetings. Notice will be in writing and delivered at least 10 days, but not more than 90 days, prior to the meeting time. Notice will state that it is a Special Meeting and include the time and place of the meeting and the purposes for the meeting.
- 2.10.3. Written notice of meetings being called may be delivered by electronic transmission.
- 2.10.4. Failure of notice to any Member will not invalidate the meeting or any action taken at the meeting.
- 2.11. Waiver of Notice. A Member may waive any notice requirement by signing a written waiver of notice and delivering it to UMES SMAC for inclusion in the minutes or filing with the corporate records. A Member's attendance at a meeting will constitute waiver of notice unless, at the beginning of the meeting, the Member objects to holding the meeting or discussing business at the meeting.
- 2.12. Quorum for Member Meetings. Quorum for the transaction of business at the Annual Meeting of the Members, General Body Meetings, and at any Special Meeting of the Members will consist of 25% of the voting financial Members of UMES SMAC, present and participating in person or by written proxy, and 3 Officers, one of which will be the President or First Vice President. Quorum for executive board meetings will consist of majority presence.
- 2.13. Voting. Members may cast their votes electronically or via paper ballot by request.
- 2.14. Proxy Voting. Members may cast their votes in person or by written proxy. Votes cast by written proxy will be cast in conformance with Maryland Law regarding proxy voting. Members represented at a meeting of Members by written proxies will be counted in determining the presence of a quorum.
- 2.15. Non-Voting Membership. The Executive Board will have the authority to establish and define non-voting categories of membership.

Article III: Executive Board of Directors

- 3.1. Role / Duties / Requirements. The management of UMES SMAC will be vested in the Executive Board of UMES SMAC. The Executive Board will have general charge of the affairs, property, and assets of UMES SMAC. It will be the duty of the Executive Board to carry out the mission and purposes of UMES SMAC. Each Officer will regularly attend Executive Board meetings, contribute financially to UMES SMAC on an annual basis, attend major functions of UMES SMAC, and serve on one or more committees. The Executive Board will be empowered to:
- 3.1.1. Determine the number of meetings of the Executive Board during the year.

- 3.1.2. Enter into contracts and other business, charitable, and other legitimate endeavors on behalf of UMES SMAC.
 - 3.1.3. Establish and approve operational, financial, and administrative procedures and policies by which UMES SMAC will operate.
 - 3.1.4. Disburse and expend funds of UMES SMAC, not to exceed any limits set forth in these Bylaws.
 - 3.1.5. Establish fees for all Membership classifications; establish methods of payment of these fees; and will review and modify, if deemed necessary, every 5 years. The Finance Committee will determine proposals for change.
 - 3.1.6. Establish and supervise the fiscal affairs of UMES SMAC, including procedures for the financial support of UMES SMAC.
 - 3.1.7. Approve the names of Members certified to serve on UMES SMAC Executive Board and appoint ad hoc or special committees, as necessary.
- 3.2. Classes. There will be only 1 class of Directors.
- 3.3. Number / Composition. The Executive Board will be composed of a minimum of 4 persons and a maximum of 13 persons. The Executive Board will be composed of persons who are Members of UMES SMAC and represent the diversity of the community being served, taking into account race, gender, economic status, age, and other factors.
- 3.4. Election / Vacancies. The Officers, who will serve as the Directors, will consist of, at a minimum, President, First Vice President, Treasurer, and Recording Secretary. Other Officer positions that can be filled are Second Vice President, Third Vice President, Corresponding Secretary, Financial Secretary, Historian, Parliamentarian, Chaplain, and Sergeant-at-Arms. A candidate for President may not be an employee of the University of Maryland Eastern Shore. The Executive Board will fill any vacancy occurring in any office and any Officer so elected will fulfill the term of their predecessor.
- 3.5. Requirements. All Executive Board members and representatives of the Executive Board must be financial at the local and national levels. The financial status of all UMES SMAC Executive Board members must be verified by the Financial Secretary and then a notice is to be sent to all financial members, by the President, advising of the verification. The notice must be sent by the President after July 1 but before the first Executive Board meeting of the new fiscal year. All Executive Board members are required to attend executive and general body meetings as scheduled. Executive board members should not miss more than one scheduled executive board meeting. In addition, executive board members shall not miss more than three scheduled general body meetings.
- 3.6. Term. Officers will serve a term of 2 years and may be eligible for re-election to a second consecutive term in the same office. Officers may be eligible to serve for an additional, consecutive term in another office. No Officer may serve for more than 6 consecutive years. The term of office will begin effective July 1 of the election year and once the candidate takes the oath of office. The term of office will expire on June 30th of the election year and at the installation of the newly elected Officer.

- 3.7. Resignation. An Officer may resign by submitting a written resignation to the President or to the other Officers if the resigning officer is the President. All resignations will be noted in the minutes of the next Executive Board meeting after the resignation. Resignation as an Officer does constitute as a resignation from the Executive Board.
- 3.8. Authority and Duties. The Officers will have the authority and responsibility delegated by the Executive Board and as follows:
- 3.8.1. President. The President will:
- 3.8.1.1. Be the chief executive of UMES SMAC and preside at all meetings.
 - 3.8.1.2. Be an ex officio member of all committees except for the Nominating and Election Committees.
 - 3.8.1.3. Represent UMES SMAC at all public affairs and activities associated with UMES SMAC as well as with UMES NAA and University of Maryland Eastern Shore, as needed.
 - 3.8.1.4. Appoint all committee members, as required.
 - 3.8.1.5. Order and authorize the disbursement of funds of UMES SMAC and serve as the signatory with the Treasurer on all checks and other funds disbursements on behalf of UMES SMAC but will not spend more than \$150.00 for a maximum of 2 occurrences in 1 Membership Year without a vote of the Members. Receipts and reasonable justification must be provided, or the monies will be owed back to UMES SMAC.
 - 3.8.1.6. Assist in the annual preparation and presentation of the annual budget.
 - 3.8.1.7. Perform all other duties pertaining to the Office of the President, as required, and will ensure that the Articles of Incorporation and Bylaws are faithfully executed at all times.
 - 3.8.1.8. Be bonded in accordance with applicable requirements of UMES SMAC, if necessary.
 - 3.8.1.9. Appoint Members to fill any vacancy on the Executive Board as well as any Committee Chairpersons, to be approved by a 2/3 vote of the Executive Board.
 - 3.8.1.10. Ensure that appropriate and timely audits are conducted of UMES SMAC financial records.
 - 3.8.1.11. Call special meetings of UMES SMAC as well as the Executive Board within the guidelines of the Bylaws.
 - 3.8.1.12. Collaborate with the President of UMES NAA, as needed.
- 3.8.2. First Vice President. The First Vice President will:
- 3.8.2.1. Perform all duties of the President during their absence or disability.

- 3.8.2.2. Serve as Chairperson for the Ways & Means Committee with specific responsibilities of implementing UMES SMAC philanthropic efforts through sponsorships, partnerships, grants, and fundraising events.
- 3.8.2.3. Serve as Chairperson of the Audit Committee.
- 3.8.2.4. Perform other duties as assigned by the President.
- 3.8.2.5. Collaborate with the First Vice President of UMES NAA, as needed.
- 3.8.3. Second Vice President. The Second Vice President will:
 - 3.8.3.1. Establish efforts to increase membership of UMES SMAC.
 - 3.8.3.2. Serve as Chairperson for the Membership Committee.
 - 3.8.3.3. Collaborate with the Second Vice President of UMES NAA, as needed.
- 3.8.4. Third Vice President. The Third Vice President will:
 - 3.8.4.1. Establish special activities of UMES SMAC relative to Homecoming as well as activities that foster the ideals of community outreach.
 - 3.8.4.2. Serve as the Chairperson of the Community Outreach Committee.
 - 3.8.4.3. Keep UMES SMAC informed of legislative issues impacting higher education or the community.
 - 3.8.4.4. Collaborate with the Third Vice President of UMES NAA, as needed.
- 3.8.5. Treasurer. The Treasurer will:
 - 3.8.5.1. Be responsible for the management and maintenance of all UMES SMAC funds.
 - 3.8.5.2. Maintain accurate and permanent financial records.
 - 3.8.5.3. Disburse all monies of UMES SMAC subject to the approval of the Executive Board.
 - 3.8.5.4. Be responsible for the preparation of the annual budget of UMES SMAC with the assistance of UMES SMAC's Executive Board.
 - 3.8.5.5. Be a Member of UMES SMAC Audit Committee.
 - 3.8.5.6. Be responsible for safeguarding and securing all of the funds and assets of UMES SMAC to include the use of banking and financial institutions approved by UMES SMAC.
 - 3.8.5.7. Be bonded in accordance with UMES SMAC requirements.
 - 3.8.5.8. Ensure that financial records are audited internally on an annual basis.
 - 3.8.5.9. Serve as signatory for checks and other disbursements of funds on behalf of UMES SMAC.

- 3.8.5.10. Be responsible for the management and processes of all financial activities of UMES SMAC.
 - 3.8.5.11. Coordinate with the Financial Secretary, President, and Executive Board, as required.
 - 3.8.5.12. Be responsible for filing such tax and other financial reports required by the local, state, or federal government.
 - 3.8.5.13. Make a timely financial report each month and distribute to UMES SMAC no later than two days before the next chapter meeting.
 - 3.8.5.14. Collaborate with the Treasurer and Second Vice President of UMES NAA, as needed.
 - 3.8.5.15. Perform other duties as may be directed by the President of UMES SMAC.
- 3.8.6. Financial Secretary. The Financial Secretary will:
- 3.8.6.1. Keep the Executive Board informed regarding the status of UMES SMAC's financial Membership.
 - 3.8.6.2. Keep an accurate account of incoming funds.
 - 3.8.6.3. Be bonded, as required by UMES SMAC.
 - 3.8.6.4. Perform other duties as assigned by the President of UMES SMAC.
 - 3.8.6.5. Collaborate with the Financial Secretary and Second Vice President of UMES NAA, as needed.
- 3.8.7. Recording Secretary. The Recording Secretary will:
- 3.8.7.1. Maintain in writing, or other permanent form, a record of all proceedings during formal meetings of UMES SMAC.
 - 3.8.7.2. Notify UMES SMAC and Executive Board of all Regular and Special Meetings in a timely manner.
 - 3.8.7.3. Distribute the minutes from the meeting no later than two days before the next UMES SMAC meeting.
 - 3.8.7.4. Stand in when needed in the absence of the Corresponding Secretary.
 - 3.8.7.5. Collaborate with the Recording Secretary of UMES NAA, as needed.
 - 3.8.7.6. Perform other duties as may be directed by the President of UMES SMAC.
- 3.8.8. Corresponding Secretary. The Corresponding Secretary will:
- 3.8.8.1. Be responsible for all incoming/outgoing correspondence and the issuance of proclamations.
 - 3.8.8.2. Be responsible for recording the minutes in the absence of the Recording Secretary.

- 3.8.8.3. Collaborate with the Corresponding Secretary of UMES NAA, as needed.
- 3.8.8.4. Perform other duties as may be directed by the President of UMES SMAC.
- 3.8.9. Parliamentarian. The Parliamentarian will:
 - 3.8.9.1. Aid the President in the interpretation of the Articles of Incorporation and Bylaws of UMES SMAC and will serve as the Chairperson of the Bylaws Revision Committee.
 - 3.8.9.2. Ensure that the most recent revision of Robert's Rules of Order is utilized during official proceedings.
- 3.8.10. Sergeant-at-Arms. The Sergeant-at-Arms will:
 - 3.8.10.1. Be the official guard of the door to ensure privacy of official ceremonies and meetings.
 - 3.8.10.2. Assist in preserving order in the meetings and set the standard for protocol for UMES SMAC.
- 3.8.11. Chaplain. The Chaplain will:
 - 3.8.11.1. Advise of sick/ill Members and Members who have passed away.
 - 3.8.11.2. Be available for Members for prayer or words of encouragement.
 - 3.8.11.3. Send out appropriate cards, flowers, and courtesies, as the need arises.
- 3.8.12. Historian. The Historian will:
 - 3.8.12.1. Will prepare a narrative account of UMES SMAC's activities, which, when approved by the Executive Board, will become a permanent part of UMES SMAC's history. This narrative should include some basic history of UMES SMAC's alma mater.
 - 3.8.12.2. Collect any publicity.
 - 3.8.12.3. Maintain a list of UMES SMAC important dates.
- 3.8.13. Immediate Past President. The Immediate Past President will provide guidance to the current President and Executive Board, as appropriate.
- 3.9. Compensation. The Officers of UMES SMAC will serve without compensation. Officers may be reimbursed for pre-approved, direct expenses reasonably incurred on behalf of UMES SMAC. Nothing in this paragraph is intended to preclude an Officer from receiving compensation for their service to UMES SMAC in some other capacity, provided the transaction is consistent with UMES SMAC's conflict of interest policy and these Bylaws.
- 3.10. Employment. Employment by UMES SMAC will disqualify an individual and any member of the individual's immediate family from eligibility for election to the Executive Board. Employment of an Officer or a member of a Officer's immediate

family by UMES SMAC will constitute an automatic resignation of the Officer from the Executive Board.

Article IV: Executive Board Meetings

- 4.1. Regular Meetings. Regular meetings of the Executive Board will be held four times per year in January, April, July, and September of the Membership Year. Executive board members cannot miss more than one meeting.
- 4.2. Special Meetings. Special Meetings of the Executive Board will be held at any time and at any place reasonable when called by the President or by at least 3 Officers or 25% of the Officers, whichever is greater. Business transacted at a Special Meeting will be confined to the purposes of the meeting stated in the notice of the meeting.
- 4.3. Notice of Meetings. Notice of a Regular Meeting will be in writing, including electronic communications, and delivered at least 10 days before the date of the meeting to all Officers. Notice of a Special Meeting will state that it is a Special Meeting and include the purposes of the meeting, and may be given orally or in writing, including electronic communications, at least 72 hours prior to the meeting time. All persons entitled to vote at a meeting must receive proper notice of the meeting. Failure of any Officer to respond to a notice will not invalidate the meeting or any action taken at the meeting.
- 4.4. Executive Session. At any meeting of the Executive Board, where a quorum is present, the Executive Board may, by a majority vote, decide to enter an Executive Session, where only voting Officers and other persons invited by the Executive Board may be present. The decision to enter Executive Session will be recorded in the minutes, and actions taken may be recorded in the minutes. Executive Session minutes may be kept separately and confidentially, and need not include the discussion, only the actions taken.
- 4.5. Voting / Quorum. Except as otherwise provided in these Bylaws, decisions will be by majority vote of those present and eligible to vote at any meeting that has met quorum. A majority of the total number of Officers of UMES SMAC will constitute a quorum. Each Officer will have 1 vote. There will be no proxy voting.
- 4.6. Remote Participation. Officers may participate in meetings and vote on matters discussed therein by telephone or video conference or similar communications equipment where all persons participating in such meeting can communicate with each other at the same time. Participation by such means will constitute in-person presence of the Officer at the meeting.
- 4.7. Action Without Meeting. Any action which may be properly taken by the Executive Board assembled in a meeting may also be taken without a meeting, if unanimous consent in writing, including electronic communications, setting forth the action so taken is given by all the Officers entitled to vote with respect to the action. Such unanimous consent will have the same force and effect as a vote of the Officers assembled and will be filed with the minutes.

- 4.8. Order of Business Meetings. The following will be the order of business meetings of UMES SMAC, except where altered or suspended by call for same:
- 4.8.1. Roll Call
 - 4.8.2. Adoption of Minutes of previous meeting
 - 4.8.3. Correspondence
 - 4.8.4. Report of Officers
 - 4.8.5. Report of Committees
 - 4.8.6. Unfinished Business
 - 4.8.7. New Business
 - 4.8.8. Adjournment

Article V: Removal of Officers and Committee Chairpersons

- 5.1. Requirements for Cause. The UMES SMAC Executive Board and the voting Members will have the power to remove any Officer or Committee Chairperson of UMES SMAC from office for violations of the UMES SMAC Articles of Incorporation or Bylaws, neglect of duties, failure to attend 3 Regular Meetings in 1 Membership Year, or failure to perform or other such negative activities inimical to the purposes of UMES SMAC.
- 5.2. Procedure. Before UMES SMAC's Executive Board or the voting Members can vote on the removal of an Officer, formal charges must be specified by a Member of UMES SMAC. The charges must detail the nature of the acts for which the Officer is to be removed. The charges must be forwarded to the Executive Board so that the allegations can be investigated. The investigation can include appropriate hearings in which the Officer in question will be invited to present a defense on their behalf. Upon the completion of the investigation, the Executive Board will render a recommendation for vote. If approved, the Officer will be removed from the Executive Board and any committees they are a member of.
- 5.2.1. If by Appointment. If the Officer was appointed to their position, then the recommendation will be made to the Executive Board and must be approved by a 2/3 vote of the Executive Board.
 - 5.2.2. If by Election. If the Officer was elected to their position, then the recommendation will be made to the voting Members and must be approved by a 2/3 vote of the voting Members.

Article VI: Committees

- 6.1. Creation and Powers. The Executive Board may create such committees with such powers as it deems wise to have by majority vote of Officers at a meeting that has met quorum, but the Executive Board may not transfer any fiduciary duties to said

committees. Committees may be formed on an ad-hoc basis or may be a standing committee as provided below or in the resolution. The committees will perform work specifically tasked by the Executive Board and overseen by the Chair and provide reports or recommendations to the Executive Board following each committee meeting. Committees only have authority over specific tasks designated by the Executive Board, so regardless of Executive Board resolution, committees may not:

- 6.1.1. take any final action on matters that require full Executive Board approval;
 - 6.1.2. fill vacancies on the Executive Board or any of its committees;
 - 6.1.3. amend the Articles of Incorporation;
 - 6.1.4. adopt, amend, or repeal the Bylaws;
 - 6.1.5. amend or repeal any resolution of the Executive Board;
 - 6.1.6. appoint any other committees of the Executive Board;
 - 6.1.7. expend corporate funds except for an expressly Executive Board-authorized purpose;
 - 6.1.8. approve a plan of merger, consolidation, or dissolution, or transfer of assets of UMES SMAC;
 - 6.1.9. employ or discharge anyone from employment with UMES SMAC;
 - 6.1.10. committees will not enter into any agreement, contract, or obligation on behalf of UMES SMAC; and
 - 6.1.11. committees and their members will not portray themselves publicly as representing UMES SMAC.
- 6.2. Appointments. The President will serve as an ex officio member of all committees. The President will appoint the members and the Chair of each committee. All such appointments must be approved by the Executive Board either prior to the appointment or be ratified at the next Executive Board meeting. The President may appoint to committees, persons who are not Officers of UMES SMAC.
- 6.3. Committee Chairs. All committees created by the Executive Board will be chaired by a member of the Executive Board or, in the case of co-Chairs, at least one Chair must be a member of the Executive Board, unless otherwise specified in these Bylaws.
- 6.4. Minutes. Committee minutes must be kept and record the date and meeting agenda, those in attendance, and any action taken by the committee. Minutes must be shared with the Executive Board and must become part of the corporate record.
- 6.5. Standing Committees. There will be the following Standing Committees:
- 6.5.1. Ways and Means Committee. The First Vice President will serve as the Chairperson. It will be the responsibility of this committee to develop fundraising activities that will generate revenue for UMES SMAC.
 - 6.5.2. Membership Committee. The Second Vice President will serve as the Chairperson. It will be the responsibility of this committee to monitor

membership and recommend strategies and activities for the recruitment, retention, and reactivation of UMES SMAC Members.

- 6.5.3. Community Outreach Committee. The Third Vice President will serve as the Chairperson. It will be the responsibility of this committee to implement projects that promote good will, character, and service to the community.
- 6.5.4. Audit Committee. The First Vice President will serve as the Chairperson and will consist of 5 Members of UMES SMAC appointed by the President with the concurrence of the Executive Board. This committee will conduct an internal audit of all financial records once a year and will report at the meeting prior to homecoming. All audit reports will be presented at the meeting following the completion of the audit.
- 6.6. Ad Hoc Committees. These committees will accomplish specific tasks on a short-term basis, and once the tasks are completed will be dismissed.
 - 6.6.1. Bylaws Revision Committee. Every 2 years, when there is a change in leadership, this Committee will review these Bylaws for consistency with the policies and practices of UMES SMAC, and propose and draft any changes, if necessary. This Committee will be comprised of no more than 5 financial Members of UMES SMAC and will be selected by the Executive Board.
 - 6.6.2. Nominating Committee. The Nominating Committee will be comprised of no more than 5 financial Members of UMES SMAC and will be selected by the Executive Board and announced at the meeting prior to the November homecoming as well as electronically. No current Officers of UMES SMAC may be included on the Nominating Committee. In the absence of a Nominating Committee, nominations by ballot sent out by the President as well as floor nominations will be accepted.
 - 6.6.3. Election Committee. The Election Committee will be comprised of no more than 5 financial Members of UMES SMAC and will be selected by the Executive Board and announced at the meeting prior to the November homecoming as well as electronically. No current Officers of UMES SMAC may be included on the Election Committee. In the absence of an Election Committee, the election after the candidate has been vetted and there is a majority vote.

Article VII: Miscellaneous

- 7.1. Accounting Period. The accounting period of UMES SMAC will be from July 1st to June 30th.
- 7.2. Amendments. All proposed amendments to the Bylaws or Articles of Incorporation must be submitted in writing and endorsed by at least 5 voting Members of UMES SMAC. These proposed amendments must be presented to the Executive Board at least 60 days before the October meeting, prior to homecoming. Upon receipt and review of a proposed amendment by the Executive Board, the President will send a notice to the final membership 30 days prior to the October meeting, prior to homecoming. A 2/3 vote of

UMES SMAC financial Members at the November meeting is required for the passage of an amendment. Amendments are effective immediately after approval of the amendment, unless otherwise stated in the motion to adopt.

- 7.3. Conflicts of Interest. The Executive Board will adopt a Conflicts of Interest policy that covers Officers, staff, and volunteers with significant decision-making authority with respect to the resources of UMES SMAC. The Conflicts of Interest policy will identify the types of conduct or transactions that raise conflict of interest concerns, set forth procedures for disclosure of actual or potential conflicts, and provide for review of individual transactions by the uninvolved Officers. Approval by the disinterested Officers will be by majority vote of the Officers present at a meeting that has met quorum. An interested party will not be counted for purposes of determining whether a quorum is present, nor for purposes of determining what constitutes a majority vote of Officers in attendance. The policy must require that the minutes of the meeting will reflect that the conflict disclosure was made, the vote taken, and, where applicable, the abstention from voting and participation by the interested party.
- 7.4. Corporate Records. UMES SMAC will keep correct and complete books and records of account and will also keep minutes of the proceedings of the Executive Board and all committees, and will keep at the Principal Office of UMES SMAC a record of the names and addresses (both mail and email) of the Officers as well as its Articles of Incorporation, current Bylaws, and Executive Board-approved policies. UMES SMAC will make available to the public its application to the IRS for tax-exempt status, its IRS determination letter, and its 3 most recently filed IRS Form 990s. All books and records of UMES SMAC may be inspected by any Officer within 3 business days of written request.
- 7.5. Dissolution. UMES SMAC may be dissolved by a 2/3 vote of the financial Members provided that notice of the proposed dissolution has been submitted to the Members in writing with written notice of the meeting date to decide on the proposed dissolution at least 30 days prior to the meeting date. In the event of the dissolution of UMES SMAC, its assets will be distributed in accordance with its Articles of Incorporation.
- 7.6. Exoneration. To the fullest extent permitted by state or federal law, no Officer of UMES SMAC will be personally liable to UMES SMAC for damages. Officers will not be automatically exonerated in the case of intentional misconduct. No amendment of the Articles of Incorporation or repeal of any of its provisions will limit or eliminate the benefits provided to Officers under this provision with respect to any act or omission that occurred prior to such amendment or repeal.
- 7.7. Indemnification. UMES SMAC will indemnify: (a) its Officers, to the fullest extent permitted by state and federal law, including the payment of related legal fees; and (b) UMES SMAC employees and agents to such extent as authorized by the Executive Board. The foregoing rights of indemnification will not be exclusive of any other rights to which those seeking indemnification may be entitled.
- 7.8. Insurance: The Executive Board will evaluate UMES SMAC's needs for insurance coverage as appropriate for its activities, including, but not limited to, general liability insurance and directors and officers liability insurance.

- 7.9. Non-Discrimination. UMES SMAC's Officers, employees, volunteers, and persons served will be selected in a non-discriminatory manner with respect to age, marital status, sex (including pregnancy, childbirth, and related medical conditions), race, color, national origin, citizenship status, ethnicity, sexual orientation, gender identity, disability (physical or mental), genetic information, or political or religious opinion or affiliation with any of its policies, procedures, or practices.
- 7.10. Parliamentary Authority. The current edition of Robert's Rules of Order Newly Revised will govern in any case where a matter of parliamentary procedure is raised and when they are not inconsistent with the Articles of Incorporation or Bylaws of UMES SMAC.
- 7.11. Severability. If any portion of these Bylaws is declared void, and is to be stricken, all other portions of these Bylaws remain in effect.
- 7.12. Signature Authority. All checks, notes, acceptances, and orders for payment of money will be signed by any individual authorized by the Executive Board as described in UMES SMAC's financial policies or in these Bylaws. All contracts, leases, and deeds of any kind will be signed by the President or any other agent of UMES SMAC designated by the Executive Board.

Adopted by the Executive Board of Directors on July 30, 2022.

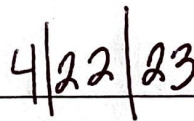
TEONNA WALLOP Digitally signed by TEONNA WALLOP
Date: 2023.04.14 18:48:23 -04'00'

President

Date

I, Tashaunya Blake, being Recording Secretary of UMES SMAC, hereby certify that the above is a true, complete, and accurate copy of the Bylaws as adopted by the Executive Board of Directors.





Secretary

Date

Version History:

First Adopted July 31, 2021

Revised July 30, 2022

Bylaws