

By-Laws

Article I: Name and Mission of the Organization

- Section 1.01** The official name of the organization is the “Baltimore Educational and Social Society, Inc.”, and doing business as BESS.
- Section 1.02** BESS is a not-for-profit Maryland corporation dedicated to providing education, support, and social activities for like-minded adults.
- Section 1.03** BESS does not engage in any political activism, but may support other organizations that do have political goals, to the extent permitted by a 501 c(7) tax exempt organization under the Internal Revenue Code.

Article II: The Board

- Section 2.01** The business and affairs of BESS shall be governed by a Board. The Board is empowered to make all decisions necessary for the management and operation of BESS, except for those decisions specifically reserved to the Contributorship.
- Section 2.02** The Board shall consist of seven (7) Board Members elected by the Contributorship for staggered two (2) year terms, running from January through the following December. Terms of office for four (4) Board Members shall begin in even numbered years. Terms of office for three (3) Board Members shall begin in odd numbered years. Board Members shall be elected from the Contributorship at each Annual Business Meeting of the Contributorship or, in the event of removal of a Board Member pursuant to Section 4.06 of these By-Laws, at any Interim Meeting of the Contributorship. Vacancies in the Board due to any reason other than removal pursuant to Section 4.06 of these By-Laws shall be filled by an individual appointed the Board. The appointed individual shall serve until the next Annual Business Meeting when a replacement Board Member shall be elected by the Contributorship to serve the remainder of the term.
- Section 2.03** The Board shall elect one Board Member to act as Chair of the Board, and one Board Member to act of Vice Chair of the Board. Board meetings will be presided over by the Chair. The Vice Chair shall preside over the meetings in the Chair's absence. The Chair, or, in the Chair's absence, the Vice Chair, shall exercise the executive functions of BESS for the day to day management of BESS, subject to later ratification by the Board.

- Section 2.04** Meetings of the Board may be called (a) upon request of the Chair, (b) upon request of the Vice Chair, or (c) upon request of a majority of the Board. Meetings of the Board require one weeks advance notice to the Board Members of the time and place of such meeting. Meetings called by the Board shall be official with less than a weeks notice if unanimously consented to by the Board Members.
- Section 2.05** Meetings of the Board shall be open to the Contributorship, except for Executive Sessions. Contributors in attendance at a meeting of the Board shall be afforded an opportunity to question the Board on decisions and actions taken by the Board during the last six month period. The time and date of every scheduled meeting of the Board shall be announced to the Contributorship at least two weeks in advance. The time and date of every unscheduled meeting of the Board shall be announced to the Contributorship as far in advance as possible or at least two weeks in advance, whichever is shorter. The location of the meeting shall be given to any Contributor that requests such information by the Secretary.
- Section 2.06** Unless expressly required otherwise by these By-Laws or by statute, the action of a majority of the Board Members present at a dully called meeting of the Board at which a quorum is present shall constitute action by the Board. A majority of the entire Board shall constitute a quorum for the transaction of business. Unless expressly provided otherwise in these By-Laws, super majority voting requirements of the Board will refer to Board Members present at a duly called meeting of the Board. In addition, the Board may take any action permitted to be taken by the Board without a meeting if there is filed in the records of BESS a unanimous written consent of the Board Members which sets forth the action taken by the Board, signed by each Board Member.
- Section 2.07** The Board is empowered to create, and to appoint Contributors to, such teams, committees, and other organizational units as the Board determines to be appropriate. Chairs and members of such organizational units shall be selected from among the Contributors, and shall have the responsibilities and powers designated by the Board. Each organizational unit of BESS is required to prepare and keep updated the policies and procedures followed by such unit, and to report to the Board at least every six months, or upon the Board's request, on such policies and procedures. All such policies and procedures shall be subject to ratification or nullification by the Board, and all members of such organizational units serve at the pleasure of the Board.
- Section 2.08** The Board shall assure that the meetings of the Contributorship are held as required, including an Annual Business Meeting each November for the purpose of electing officers, and any Interim Meetings called by the Contributorship pursuant to Section 4.04 of these By-Laws.

Section 2.09 A Board Member may resign at any time by giving written notice to the Chair or the Secretary. A Board Member may be involuntarily removed for a willful violation or inappropriate use of his/her power on the Board, for gross misconduct that reflects negatively on the reputation of BESS, or for repeated failure to perform his/her of duties. Removal shall be by 1) a two-thirds majority vote of the Contributors at an Interim Meeting called pursuant to Section 4.04 of these By-Laws, or 2) by a two-thirds vote of the Board's entire membership.

Section 2.10 The Board shall be obligated to cause to be adopted a Safe Space Policy by the Contributorship, which Safe Space Policy must include, at a minimum, procedures to permit any Contributor to bring to the attention of the Board and the Ombudsman notice of any perceived threats, intimidation, harassment occurring during any BESS event. Once adopted, the Safe Space Policy may be amended upon an action of the Board as laid out in Section 2.06 of these Bylaws, or by a vote of the Contributorship at either the Annual Business Meeting or any Interim Meeting of the contributorship called pursuant to Section 4.04 of these By-Laws.

Section 2.11 The Board may proceed into Executive Session only after approval by a majority of the Board members present and only when personnel matters are discussed, when quasi-judicial functions are carried out, or when closed sessions are required to protect the confidentiality of individuals. Only those persons invited by the Board may be present at an Executive Session. There shall be recorded in the minutes of such Board meeting a short synopsis of the subject matter of the Executive Session, as well as any decision reached by the Board during such Executive Session.

Section 2.12 Any Board Member not present at three consecutive Board meetings, not present at four Board meetings within any 12 month period, or that allows their Contributorship to expire for more than 30 days will cease to be a Board Member. The vacancy will be filled using the procedures set out in Section 2.02 of the By-Laws.

Article III: Officers

Section 3.01 BESS shall have a President, a Vice President, a Secretary, a Treasurer, an Ombudsman, and such other officers as may be established by the Board. Terms for all Officers shall run from January through December. Officers, with the exception of the Ombudsman, shall be appointed by the Board to serve for a term of one (1) year. The Ombudsman shall be elected from the Contributorship for a one (1) year term at each Annual Business Meeting of the Contributorship, or in the event of a vacancy in the position, shall be appointed by the Board to fulfill any unexpired term. Any Officer that allows their Contributorship to expire for more than 30 days will cease to be an Officer. Additionally, any Officer other than

the Ombudsman may be removed at any time by the Board. The Ombudsman may only be removed from office (other than for a lapse in Contributorship) pursuant to Section 4.06 of these By-Laws.

Section 3.02 The President shall have such duties as are from time to time assigned to the President by the Board.

Section 3.03 The Vice President shall have such duties as are from time to time assigned to the Vice President by the Board.

Section 3.04 The Secretary shall keep the minutes of the Board, and shall maintain the records of BESS, including, but not limited to, the list of Contributors, the policies and procedures of BESS and its organizational units, and the minutes of meetings of the Board and the Contributorship. The Secretary shall see that all notices of meetings of the Board or Contributorship are duly given, and shall perform all other duties incident to the office of secretary of a corporation. In addition, the Secretary shall have such duties as are from time to time assigned to the Secretary by the Board.

Section 3.05 The Treasurer shall have charge of and be responsible for all funds, receipts and disbursements by BESS, shall keep and maintain the financial records of BESS, and shall prepare for submittal to the Board for approval an Annual Budget for BESS running from January 1 through December 31 of each year. The Treasurer shall deposit, in the name of BESS, all moneys or other valuables received by BESS in such banks, trust companies or other depositories as shall, from time to time, be approved by the Board. The Treasurer shall be empowered to disburse funds in accordance with the Annual Budget approved by the Board, provided that (a) any disbursement in excess of Five Hundred Dollars (\$500.00) shall require the signature of both the Treasurer and one other person who is an Officer or Board Member, and (b) any expenditure in excess of Seven Hundred and Fifty Dollars (\$750.00) shall require a specific authorization of the Board. The Treasurer will forward to the Board members a balance sheet on a quarterly basis, and more detailed reports as the Board may request with due notice. The Treasurer shall perform all the duties incident to the office of Treasurer of a corporation, and shall have such additional duties as are from time to time assigned to the Treasurer by the Board.

Section 3.06 The Board is empowered to appoint such minor officers as the Board determines to be desirable for the purpose of performing the administrative functions of BESS, including, but not limited to, maintaining list of Contributors, assisting the Secretary or the Treasurer in the performance of such Officer's duties, and for any other reason consistent with these By-Laws.

Section 3.07 The Ombudsman shall have charge of and be responsible for administering the Safe Space policy of BESS, as established by the Board and the Contributorship.

Article IV: Contributors

Section 4.01 Contributors are those who have (1) attended an orientation meeting, (2) signed the required disclaimer and identification form, (3) paid any required annual contributor fee as set by the Board, and (4) shown proof of age of at least 19 years of age. Contributor Fees as set by the Board may be pro-rated by quarter or

otherwise, as determined by the Board, and are not refundable. The term of Contributorships shall run from October 1 to September 30 of each year (i.e., all Contributorships shall expire on September 30 of each year, unless renewed) , and shall be renewable upon payment of the required annual contributor fee. The term of Contributorship term for the first year shall run until September 30, 2002.

- Section 4.02** Contributors shall have the right to attend all meetings of the Contributorship, debate and vote on motions, run for offices, and attend social events. Actions by the Contributorship shall be by a majority vote of Contributors present and voting at a duly called meeting of the Contributorship, unless a super majority is expressly provided by these By Laws or by any applicable law.
- Section 4.03** Meetings of the Contributorship shall be held (1) annually every November, at a place and at a time and date set by the Board for the conduct of regularly scheduled business of BESS (the "Annual Business Meeting"); (2) at any time upon the written request of one-third of the Contributorship, in accordance with the terms of Section 4.04 of these By Law, or (3) at any time upon the direction of the Board.(a meeting held pursuant to clauses (2) or (3) of this Section is herein referred to as an "Interim Meeting"). All meetings of the Contributorship shall require at least four weeks advance notice. This notice will be given in all email announcements sent out during this period, and the meeting will also be announced at all BESS events during this period.
- Section 4.04** Interim Meetings shall be held upon either (1) the written request to the Board of one-third of the Contributorship, requesting that an Interim Meeting be held to address a specific resolution or resolutions, which resolution or resolutions must be set forth in the written request, or (2) upon direction of the Board, for the purpose of addressing a specific resolution or resolutions. Upon the satisfaction of the requirements of this Section, the Board shall schedule an Interim Meeting and shall send notice of such Interim Meeting to the Contributorship. The only matter that may be addressed at the Interim Meeting shall be action taken on the specific resolution or resolutions for which the Interim meeting was called, and, if applicable, elect a replacement Board Member for any Board Member's removed at such Interim Meeting.
- Section 4.05** Contributors can be sanctioned by the organization because of a violation of any duty to the organization, a breach of a rule or principle of the organization, or repeated or egregious disruptive behavior. Sanctions shall include expulsion, suspension of privileges, imposition of fines, and any other sanctions as determined by the Board or the Contributorship. Sanctions may only imposed by a two-thirds majority of the Contributors voting at a regular Contributor meeting, or by a majority of the Board voting in any circumstance, a quorum having been obtained.

Section 4.06 Contributors in a regularly scheduled meeting have the power to: 1) elect the Board and the Ombudsman; 2) remove Board Members, the Ombudsman or expel individual Contributors by a two-thirds vote; 3) overrule any actions of the Board by a two-thirds vote, and 4) amend the by-laws or the Safe Space Policy. Contributors may have any proposed resolution presented for consideration by the Contributorship at the Annual Business Meeting, provided that (1) the proposed resolution is forwarded to the Board at least one month prior to the Annual Business Meeting, (2) the resolution is provided in resolution form, such that a ye or nay vote may be had on the resolution, and (3) the proposed resolution is accompanied by a signed statement by the submitting Contributor, requesting consideration at the Annual Business Meeting, and seconded in writing by at least two other contributors.

Section 4.07 To vote at meetings of the Contributorship, a Contributor must either be physically present at the meeting or have submitted their vote in advance in a manner in which their identity can be verified. The procedures for advance voting shall be established and maintained by the Board or by the organizational unit that the Board designates responsible for such.

Section V Adoption of By Laws

Section 5.01 The initial Board named in the Articles has the power to adopt or amend these By Laws. Immediately upon adoption of these By-Laws, the first Business Meeting of the Contributorship shall be scheduled, at which meeting shall be held election of the first elected Board.