

**BY-LAWS OF MARYLAND LEADERSHIP SEMINAR  
FOUNDATION, INC. CORPORATE BOARD OF TRUSTEES**

ARTICLE I

NAME

The name of this organization shall be the Maryland Leadership Seminar Foundation, Inc. (HOBY MD) and shall be affiliated with Hugh O'Brian Youth Leadership Foundation (HOBY International). HOBY MD is subject to the Constitution and bylaws of HOBY International, insofar as they affect and prescribe the functions of this organization and are not contrary to the laws of Maryland.

This revised edition of the By-Laws reflects all changes and amendments, duly adopted in accordance with the provisions of Article 12, since the organization was first formed.

ARTICLE II

NOT FOR PROFIT CORPORATION

HOBY MD is a corporation as defined in 26 USCS Section 501(c)(3) and Section 5-201, et seq., Corporations and Associations Article of the Annotated Code of Maryland.

ARTICLE III

PURPOSE

The objectives of this Corporate Board of Trustees shall be to see that all HOBY MD programs are planned, organized and run according to the goals, policies and guidelines of HOBY International, provided such purpose is accomplished in a charitable manner, pursuant to the terms and subject to the limitations specified in the charter. Specifically, the purposes for which this corporation has been formed are:

- (a) To promote civic service through providing leadership training for the young people of the State of Maryland, and thereby promote the welfare of the community and its citizens;
- (b) To provide young people of high school age in Maryland training in leadership and civic consciousness to better their usefulness as citizens, through sponsorship of non-profit seminars and other non-profit projects.

ARTICLE IV

OFFICERS

Section 1. The officers of the HOBY MD Corporate Board of Trustees shall be President, Vice President, Secretary and Treasurer. The members of the Board shall elect officers

from the members of the Board each year at the annual meeting. These officers shall hold office for a term of two (2) years or until their successors have been chosen. They shall perform the duties prescribed by these bylaws and by the parliamentary authority adopted by the Board.

Section 2. Chairpersons of HOBY programs cannot serve as officers of the HOBY Corporate Board of Trustees.

Section 3. Officer Vacancies. If an office becomes vacant for any reason, the Board may choose a successor or successors who shall hold office for the unexpired term.

Section 4. Duties of Officers. The duties of the Officers shall be as follows:

- (a) **President:** The President shall have general charge and control of the business of this organization. The President shall: preside over meetings of the Board; call special meetings whenever he/she deems it necessary or upon written request of three (3) members of the Board; and to perform such other duties as may, from time to time, be assigned by the Board.
- (b) **Vice-President:** The Vice President shall perform the duties of the President in the event of his/her absence, resignation, or inability to act and shall be prepared to assume the role of the President.
- (c) **Secretary:** The Secretary shall record the minutes of this organization; and shall perform such other duties as may from time to time be assigned to him/her by the President or the Board.
- (d) **Treasurer:** The Treasurer shall account for the funds and investments of the organization; present quarterly reports to the Board and an annual report at the Annual Meeting; shall act as Chair of the Audit and Finance Committee if there is such a Committee; and shall perform such other duties as may from time to time be assigned to him/her by the President or the Board.

## ARTICLE V MEETINGS

Section 1. Regular meetings of the HOBY MD Corporate Board of Trustees shall be at least four (4) times a year. One (1) of these meetings shall be the annual meeting. The annual meeting of the HOBY MD Corporate Board of Trustees shall take place following the Seminar(s) and prior to September 1<sup>st</sup> at such time and place as the Board shall determine, in order to receive reports and to transact any other business transmitted to the meeting.

Section 2. Special meetings can be called by the President for any purpose and shall be called by any Board member upon the request of three (3) or more members, stating the purpose of such meetings.

Section 3. Quorum. A majority of the current total membership of the Board (50% + 1) shall constitute a quorum at all meetings of the Corporate Board of Trustees. The act of a

majority of the members present at any meeting where there is a quorum shall be the act of the Corporate Board of Trustees, except as may be otherwise provided by law or by the Articles of Incorporation or by these By-Laws.

Section 4. A meeting may be held at a designated location, by conference call or by other means such as internet conferencing. A vote may be conducted by virtual means and will be valid as long as each Board member is given a minimum of 72 hours to respond. Any vote, including a virtual vote, will require that a quorum participate in order for the outcome of the vote to be valid.

## ARTICLE VI BOARD OF TRUSTEES

Section 1. The direction and management of this corporation shall be invested in a Corporate Board of Trustees. The number shall be determined from time to time by resolution of the Corporate Board of Trustees, provided that number shall be at least nine (9), but not more than fifteen (15).

Section 2. The Officers and the Trustees shall constitute the HOBY MD Corporate Board of Trustees.

Section 3. Powers of the Corporate Board of Trustees. The responsibility and authority of the Board shall include, but not be limited to, the following:

- (a) To oversee all activities conducted under the HOBY MD name.
- (b) To assure that HOBY MD programs are operated according to HOBY International standards and policies.
- (c) To assure the perpetuation of HOBY MD through strategic long range planning.
- (d) To assume fiduciary responsibility, approving all fundraising activities, and approving budgets.
- (e) To arrange for the appointment of such committees as it may deem necessary for the successful prosecution of the objects of this organization.
- (f) To hear personnel appeals.
- (g) To select the Seminar Chair(s).
- (h) To select the Alumni Advisor.
- (i) To make final decisions on any matter affecting the business of HOBY MD unless otherwise set forth herein.

Section 4. All members of the Corporate Board of Trustees are expected to attend all meetings of the Board and to actively participate in all committee assignments. A Board member who misses two (2) board meetings in a fiscal year without excuse shall be considered to have tendered his/her resignation, pending the review and consideration of the full Board. Any Board member who will miss a meeting shall provide notice to the Corporate Board of Trustees President that he/she will be unable to attend the meeting and provide a reason if there is one. The Board President will be responsible for deciding whether or not the missed meeting was "with" or "without" excuse. A Board member

may participate in a Board meeting by means of telephone or virtual conferencing. Such conferencing shall constitute attendance at the meeting.

Section 5. The Trustees shall include, but not be limited to:

- (a) The Immediate Past President
- (b) The Director of Development
- (c) The Alumni Association Representative
- (d) The current Seminar Chair(s)
- (e) Community Leadership Workshop (CLeW) Advisor

Section 6. Duties of named members of the Corporate Board of Trustees:

- (a) **Immediate Past President.**
- (b) **Director of Development:** The Director of Development shall lead the annual seminar fundraising campaign and shall oversee any special events, grant writing, planned giving, individual giving and corporate giving. The Director of Development shall also perform other duties as may, from time to time, be assigned to him/her by the President or the Corporate Board of Trustees.
- (c) **Alumni Association Representative:** The Alumni Association Representative or his/her designee shall be a voting member of the Corporate Board of Trustees representing the voice of the Alumni Association. The Alumni Association Representative shall attend all meetings of the Corporate Board of Trustees and act as a liaison between the Board and the Alumni Association. When the Alumni Association has no Representative, the Alumni Advisor will vote on behalf of the Alumni Association.
- (d) **Seminar Chair(s):** The Seminar Chair(s) shall be appointed by the Corporate Board of Trustees. Duties of the Seminar Chair(s) shall be as follows: to assist the Corporate Board of Trustees in meeting the HOBY MD and HOBY International objectives of serving the community in the administration, planning, organization, development and financing of leadership training, seminars and other projects within the framework of established policies and procedures through which the organization achieves its objectives; to serve in an advisory capacity to the Board; to attend all meetings of the Board unless excused; to execute the policies and programs of the Board; and with the approval of the Board to: supervise, discipline, promote, or discharge volunteers; and shall assume other duties as determined by the Corporate Board of Trustees. If the Seminar Chair(s) is a current member of the Board, his/her trusteeship term will freeze leaving the remainder of his/her term intact, to be reprised upon completion of his/her role as Seminar Chair(s).
- (e) **CLeW Advisor:** The CLeW Advisor shall be appointed by the Corporate Board of Trustees. The CLeW Chair shall serve in an advisory capacity to the Board; attend all meetings of the Board unless excused. If the CLeW Advisor is a current member of the Board, his/her trusteeship term will freeze leaving the remainder of his/her term intact, to be reprised upon completion of his/her role as CLeW Advisor.

Section 7. Voting. All members of the Corporate Board of Trustees shall be full voting members. No member shall have more than one (1) vote at any time.

Section 8. Trustees shall be elected to the MD Corporate Board for three (3) year terms and may serve two (2) consecutive terms, or until their successors have been chosen.

Section 9. No officer shall hold more than one (1) office in any one year.

Section 10. Vacancies. When a vacancy arises on the Corporate Board of Trustees, a majority of the remaining members may, at a meeting of the Board, elect a successor.

Section 11. Resignation. Any Corporate Board of Trustees member who wishes to resign shall give, when possible, to the Board President 30-days-notice of his/her intention to leave the Board.

## ARTICLE VII COMMITTEES AND APPOINTMENTS

Section 1. The President may appoint standing and special committees to facilitate the operation of the corporation. The President shall be an ex-officio, non-voting member of all committees.

Section 2. The Alumni Association Advisor. The Alumni Association Advisor shall be appointed by the Corporate Board of Trustees. The Alumni Association Advisor shall serve in an advisory capacity to the Board representing the voice of the Alumni Association; serve as legal representative of the Corporate Board of Trustees to the Alumni Association; is not a member of the Corporate Board of Trustees but shall attend all meetings of the Board unless excused.

## ARTICLE VIII DEDICATION OF ASSETS

The properties and assets of this non-profit corporation are irrevocably dedicated to charitable purposes. No part of the net earnings, properties, or assets of this corporation on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any member or Trustee of this corporation. On liquidation or dissolution, all properties and assets and obligations shall be returned to HOBY International. HOBY shall hold all funds/assets for the benefit of (1) any replacement Affiliate in the Corporate territory and (2) if no replacement can be organized within a reasonable time (12 months), then to the benefit of any other Affiliates and the organization.

## ARTICLE IX FINANCES

Section 1. Fiscal Year. The fiscal year of this corporation shall be September 1 through August 31.

Section 2. Checks. Checks or demand for money and notes of this corporation designated by the Corporate Board of Trustees can be signed by the President or the Treasurer.

ARTICLE X  
NONDISCRIMINATION

HOBY MD shall function in all matters and under all circumstances in accordance with applicable local, state, and federal laws and statutes pertaining to nondiscrimination.

ARTICLE XI  
PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Roberts Rules of Order Newly Revised shall govern the HOBY MD Corporate Board in all cases to which they are applicable and in which they are not inconsistent with these bylaws.

ARTICLE XII  
AMENDMENT OF BYLAWS

These By-Laws may be amended by a two-thirds vote of the whole number of the Corporate Board of Trustees. Sufficient written notice with a minimum of five (5) days shall be given prior to the meeting at which the amendment is to be acted on by mailing and/or emailing a copy of the proposed amendment to each Corporate Board of Trustees member.

Carol Applegate 11/24/15  
Carol Applegate, President      Date

Andrew Desrochers 11/24/15  
Andrew Desrochers, Secretary      Date

Michael Seelman 11/24/15  
Michael Seelman, Vice-President      Date

Don Awalt 11/24/15  
Don Awalt, Treasurer      Date