



CARINGMATTERS, Inc.
BYLAWS
Final – Approved May 23, 2024

ARTICLE I
NAME OF BUSINESS

The name of the corporation shall be CaringMatters, Inc. hereinafter referred to throughout these Bylaws as CaringMatters, Incorporated, the Corporation, Caring Matters, or CMI.

ARTICLE II
PHILOSOPHY AND OBJECTIVES

CaringMatters is a community-based, non-medical non-profit organization that serves children, adults, and families facing serious illness and grief. CaringMatters works to increase community awareness about end-of-life concerns, advance care planning, and grief. Its trained staff and a large, volunteer network provide adult and child caregiving and bereavement support. All CaringMatters programs and direct services are provided free of charge.

Believing that death is a natural part of life, CaringMatters has formed a volunteer support system which exists to aid individuals and families facing difficult situations in such a way that remaining days may be filled with dignity and the knowledge that people care.

ARTICLE III
PURPOSE

The purpose of the Corporation is to provide social support and community education for people with serious illness and those grieving the death of a loved one so that no one dies or grieves alone. CMI envisions a community that accepts death as a part of life, where the processes of dying and grieving are embraced without stigma and where everyone has access to support services without charge.

ARTICLE IV
PLACE OF BUSINESS

The principal place of business shall be in Montgomery County, State of Maryland, at such street address as the Board of Directors shall determine from time to time.

ARTICLE V FISCAL YEAR

The fiscal year of the Corporation shall be from July 1 to June 30.

ARTICLE VI BOARD OF DIRECTORS

The business and affairs of the Corporation shall be managed by the Board of Directors (Board) (Directors) which shall have and may exercise all the powers of the corporation, including all powers, rights, and obligations conferred by law upon a Board of Directors. Unless otherwise provided, references in these Bylaws to authority or powers of Directors shall be construed to mean authority or powers of the Board.

Section 1. Number, Term, and Election

The Board of Directors shall consist of no fewer than seven and no more than nineteen members who shall be elected by the Board of Directors for three 3-year terms. Should there be a need to increase the number of Board Directors, it must be discussed and approved by the Board and the Bylaws revised to reflect this change. Directors may serve no more than three consecutive terms. At the end of each 3-year term, each director must be reelected by a majority vote of the other directors, in-person, electronically, or virtually. Each term shall be considered to start at the beginning of the fiscal year for term limit purposes. A partial year term shall not be counted for term limit purposes. After three consecutive full terms, a one-year absence is required unless an exception is granted by the majority of the Board. An exception to the above may also be granted to the retiring Board Chair. This practice of term limits, with mandatory rotation but with reasonable exceptions, allows for continuity of knowledge while involving new and existing Board members in key leadership positions. Employees of CaringMatters, Inc. may not serve as members of the Board, however, the CEO serves on the Board as an ex officio member.

CaringMatters is committed to infusing the principles of equity, diversity, and inclusion into all aspects of the work we do. Our intention is for the Board to reflect the diversity of Montgomery County.

Section 2. Duties of the Board

The Board of Directors shall be responsible for making all final decisions on CaringMatters, Inc., policies and their implementation. They shall be responsible for appointing the Executive Director and for supervising the Executive's function and performance.

The Board of Directors shall manage the business, property, and affairs of the Corporation and may exercise all the powers of the Corporation, and delegate any and all such powers as they see fit, subject only to the restrictions imposed by statute, and CaringMatters, Inc., Articles of Incorporation, and these Bylaws.

The Board shall arrange for an annual audit of the Corporation's accounts by a CPA firm recommended by the Finance Committee in consultation with the Chief Executive Officer and key staff. This recommendation must be approved by the Board.

All Board members are expected to actively participate in Board meetings and to serve on at least one Committee. Board members are also expected to support CMI, both financially and through attendance at various functions and fundraisers throughout each fiscal year.

Section 3. Regular Meetings

The Annual Meeting of the Board of Directors shall be held within 45 days before the end of the fiscal year, preferably between May 15 and June 30. In addition, the Board shall meet at least quarterly or as meetings are called by the Chair.

At least ten days' notice of the time and place for holding each meeting of the Board of Directors shall be given to each member.

The Chief Executive Officer, the Board Chair, or the Secretary shall provide a copy of the schedule of regular meetings via email to each Director within ten days after the annual, fiscal year schedule is adopted by the Board. If circumstances beyond the Board's control prevent a regular meeting from taking place, e.g., inclement weather or lack of a quorum, then the Chair of the Board (Chair) may postpone the regular meeting, provided that the Chief Executive Officer, the Board Chair, or the Secretary gives written notice to each Director of any postponement as soon as practicable. Any postponed regular meeting shall be rescheduled for the earliest date that circumstances permit.

Section 4. Special Meetings

A special or emergency meeting of the Board may be called by the Chair of the Board or by request of at least one-fourth of the Board. Business transacted at such meetings shall be confined to the purposes of that meeting stated in the meeting notice.

Section 5. Quorum and Adjournment

A majority of the Board of Directors shall constitute a quorum. For example, if there are 19 Board members, then a majority would be ten Board members.

Except as otherwise required by law, by the Articles of Incorporation, or by these Bylaws, the act of the majority of the Directors present at any meeting at which a quorum is present shall be the act of the Board. For example, if there were 11 members present, a majority of votes in favor of taking a proposed action would need to include at least six (6) members in order to be considered an act of the Board.

Voting by proxy shall not be permitted per Maryland Code Section 2-408. Voting by a video conferencing platform, such as Zoom, is allowed if all participants can speak and hear each other simultaneously. Voting may occur by email, but it must be 100% unanimous along with 100% Board participation.

Section 6. Virtual Participation

Directors may participate in and hold a meeting by means of video conference or similar virtual communications that allows all persons participating in the meeting to participate in real time. Participation in this way shall constitute presence in person at the meeting and all voting privileges shall convey. Board members who participate via phone are expected to be on the phone for the entire meeting to ensure they are present and have the chance to participate whenever a vote is called.

Section 7. Action without Meeting

In rare cases, any action required by statute to be taken at a meeting of the Board may be taken without a meeting if the action to be taken is sent, in writing and electronically, to all Directors. Any such action signed by a majority of all Directors shall have the same effect as a majority vote and may be stated as such in any documents filed with the Board minutes.

Section 8. Presumption of Assent

A Director who is present at a meeting of the Board at which action on any corporate matter is taken shall be conclusively presumed to have assented to the action taken unless they announce their dissent or abstention at the meeting. Their dissent or abstention also must be entered into the minutes of the meeting unless they shall file their written dissent to such action with the person acting as Secretary prior to the meeting.

Section 9. Removal

A Director may be removed by an affirmative vote of a majority of Directors then in office for one or more of the following reasons: (i) good cause, (ii) absence from two consecutive meetings of the Board without good reason acceptable to the Chair, (iii) violation of the Bylaws, (iv) misconduct, (v) neglect of the duty and office, (vi) behavior injurious to CMI, (vii) breach of confidentiality, (viii) sexual and/or

workplace harassment as defined by EEOC, or (ix) violation of CMI's Conflict of Interest policy. The Board member in question will not have a vote.

Section 10. Leave of Absence

If the Board member requests a leave of absence from duties of the Board due to extenuating circumstances such as family emergencies, health related issues, etc., the leave may be granted by the Board Chair, with concurrence by the Executive Committee. The Board member's term will not be altered by the leave, and the Board member will complete whatever portion of their regular term remains without adjustment. The leave shall not affect any of the agreed upon term requirements set forth in the Bylaws.

Section 11. Resignation

Any Director may resign by giving the Chair or the Chief Executive Officer written notification of their intent to resign and will be effective immediately or no more than thirty (30) days later dependent upon the Executive Committee's decision. The resignation is effective with or without acceptance by the Chair or Chief Executive Officer.

Section 12. Vacancies

Any vacancy occurring in the Board, including a vacancy resulting from death, resignation, removal, or other reason, shall be filled by a vote of a majority of the Directors.

As noted in Article VI, Section 1, the Board may vote to increase the number of Directors on the Board and shall elect Directors to fill such additional Board seats.

In the case of a vacancy, the Governance Committee shall nominate candidates to be considered by the Board. All Board members and the Chief Executive Officer are asked and encouraged to bring appropriate candidates to the attention of the Governance Committee for vetting and Board consideration. The Board will attempt to stagger all Directors' terms.

Section 13. Board Meeting Minutes

Minutes shall be kept of all Board meetings and shall be distributed to Board members following each meeting. These minutes shall be maintained by the Secretary and available in the principal office of the Corporation and may be viewed by any current Board member and the CEO, as well as the senior leadership team as appropriate and approved by the CEO.

ARTICLE VII OFFICERS

Section 1. General

The Officers of the Corporation shall also be the Officers of the Board of Directors. The Corporation shall also have a Chief Executive Officer who serves ex officio. Finally, to promote continuity in priorities and the transfer of historical knowledge, when conditions warrant, the Board may choose to have a Past Board Chair serve on the Executive Committee. Board Officers and their responsibilities are found in Section 4 below.

Section 2. Election of Officers

All officers will be elected at the last Board meeting of the fiscal year with their service to begin on July 1 of the new fiscal year. All officers shall be elected for a two-year term and may serve up to two contiguous two-year terms for a total of four contiguous years. Additional terms for the Chair, Vice-Chair, and Secretary may be approved by the Board. A Treasurer who has served for two full contiguous terms (a total of four contiguous years) may be re-elected after having not served as Treasurer for at least one year. No person may hold more than one office at the same time. Each term shall start at the beginning of the fiscal year for term limit purposes, except that a partial year shall not be counted for purposes of term limits. Officers may rotate among, or hold other, officer positions.

Section 3. Vacancies of Officers

In the event of a vacancy in any Officer position, the Board will elect a replacement from among current Board members to fill the position until the end of the term.

Section 4. Duties of the Officers

The Officers of the Corporation shall possess such powers as are required to perform the functions assigned to them by the Board of Directors and shall perform such other duties and have such other powers as may from time to time be conferred on or assigned to them by the Board of Directors.

A. The Chair of the Board shall:

1. Preside at all meetings of the Board of Directors and the Executive Committee;
2. Serve as spokesperson along with the CEO for the organization with the media;
3. Lead the Executive Committee and Board in performing the work of the Board including fundraising and promoting the organization within the community;
4. Partner with the Chief Executive Officer in implementing the strategic plan, and ensure the Plan is tracked annually and updated every three years;
5. Lead in hiring and supervising the Chief Executive Officer;

6. Initiate and complete the annual evaluation of the Chief Executive Officer by soliciting input from the full Board. The Chair may also include input from community stakeholders. The Chair will treat all input as confidential and compile feedback to protect anonymity when conveying results to the Board. At the time of the annual review, the Board will also discuss and agree upon any changes to the Chief Executive Officer's benefits and compensation package. Upon Board approval, the Chair will convey and discuss the results with the Chief Executive Officer;
7. Perform other duties as usually pertain to the Office of Chair, or as directed by the Board of Directors; and
8. Be an ex-officio member of all committees.

B. The Vice-Chair of the Board shall:

1. Perform special projects as the Chair and/or the Board of Directors may determine;
2. Collaborate with the Governance Committee to ensure Board leadership succession planning, including but not limited to participating in the selection and nomination of Board officers;
3. In the absence of the Chair, or if the Chair is unable to perform the duties of the office, shall perform the duties of the Chair;
4. Assist in development of the Board Agenda, and in the design of the Annual Meeting and Retreat segment; and
5. Perform other duties as may be assigned, or deemed necessary, by the Chair.

C. The Past Chair of the Board shall:

1. Be the person who served as Chair in the immediately preceding term and offer context and insights as appropriate;
2. Assist the Chair by providing guidance, consultation, historical context, advice, and information related to the position of the Chair and past actions; and
3. Perform other duties and/or special projects that may be assigned by the Chair of the Board.

D. The Secretary shall:

1. Send notice of and keep the minutes of the meetings of the Board of Directors and the Executive Committee, and deliver a copy of these minutes to be kept in the CMI offices;
2. Prepare and maintain records of Board meetings and Executive Committee meetings;
3. Be prepared to assume Board leadership role in the absence of the Chair and Vice Chair;
4. Ask each Standing Committee to keep and submit meeting minutes to be maintained in the Corporation's office;
5. Send draft minutes of the prior meeting to Board members for the purpose of their review and adoption;

6. Ensure that all written notices of meetings are duly given in accordance with these Bylaws and as required by law;
7. Delegate a Board member to take minutes in their absence; and
8. Perform other duties as usually pertain to the Office of Secretary, and as may be required by the Board of Directors or Chair of the Board.

E. The Treasurer shall:

1. Supervise the keeping and auditing of the accounts in CMI's principal office which shall be open at all times to inspection by the Board of Directors and the Executive Committee;
2. Share and review all financial reports;
3. Summarize and present financial reports and statements as the Board of Directors or Executive Committee may require or request;
4. Work with the Chief Executive Officer and designated staff to develop a budget to be presented to the full Board for review and approval;
5. Serve as the Chair of the Finance Committee;
6. Consult with the Chief Executive Officer, key staff, and Finance Committee members to select an annual CPA audit provider to be approved by the Board.
7. Provide support to the auditor and internal staff to successfully complete the audit. Ensure best practices are followed in the selection of, and length of use of, the audit firm. Follow up monthly with the Chief Executive Officer to ensure all audit recommendations are addressed in a timely fashion.
8. Collaborate with the Chief Executive Officer and internal staff on the creation of the 990 form. Review the 990 form before providing it to the full Board for approval prior to submitting the 990 form; and
9. Perform other duties as the Chair and/or Board may request.

F. Other Officers:

The Board may create other Officer positions from time to time as the Board deems necessary and amend the Bylaws accordingly.

G. The Chief Executive Officer shall:

1. Be appointed by the Board of Directors and serve at the pleasure of the Board;
2. Be responsible for running all day-to-day business and affairs of the corporation, including but not limited to program, personnel, administration, fundraising, and running the organization;
3. Have the power to hire and fire employees and agents/contractors/vendors of the Corporation without requiring approval of the Board;

4. Maintain business records as they relate to CMI including, but not limited to, Board and Executive Committee minutes, Articles of Incorporation, Bylaws, Directors D&O Insurance, property, and casualty insurance, etc.
5. Ensure, via oversight of appropriate staff, CMI's ongoing legal compliance with Federal, State, and local laws including, but not limited to: EEO, workers' compensation, unemployment, OSHA, social security, taxes, etc.;
6. Attend meetings of the Board of Directors and report on activities of CMI and be responsible for implementing the decisions of the Board;
7. Serve as the liaison to the Board of Trustees;
8. Prepare and operate within the annual operating budget approved by the Board; and
9. Perform all duties and responsibilities as outlined in their job description and/or as requested by the Chair, and/or Treasurer or Board of Directors upon approval by the Chair.

ARTICLE VIII EXECUTIVE COMMITTEE

Section 1. Composition

The Executive Committee shall consist of the five (5) officers of the Board of Directors, including the immediate past Chair and the Chief Executive Officer, ex officio, of the Corporation. Minutes and actions will be kept of all Executive Committee meetings and retained in CMI's principal office.

Section 2. Duties

The Executive Committee shall meet as deemed necessary by the Chair of the Board, or if requested by at least two other Officers, to handle emergency issues when there is insufficient time to call a meeting of the full Board. The decision made and actions taken on behalf of the Board shall be provided to the full Board within ten days of any such actions or decisions. Minutes and actions of the Executive Committee shall be ratified at the next Board meeting.

The Executive Committee shall possess and may exercise all of the powers of the Board between meetings of the Board, in accordance with policies and directives of the Board and within the confines of the Corporation's stated policies, unless otherwise specified by these Bylaws.

Section 3. Quorum

A quorum is necessary for the Executive Committee to meet. A simple majority shall be required for decisions. All options for attendance at Executive Committee meetings are the same as stated earlier under Article VI, Board of Directors.

ARTICLE IX OTHER COMMITTEES

Section 1. General Committees

The Board of Directors shall establish the following Standing Committees: Executive, Finance (aka Finance and Investment), Governance, and Development. Other Committees may be formed on an ad hoc basis e.g., Strategic Planning, Rebranding, Executive Search, Capital Campaign, etc. Minutes will be kept of all meetings.

Section 2. Composition

Board members, Board of Trustee members and outside stakeholders may be members of the Finance and Development Committees as well as an ad hoc committee. The Executive Committee and the Governance Committee must be made solely of Board members. The Chief Executive Officer and/or their appointee may be an ex officio member of any Committee to support the work of the Committee.

Section 3. Committee Chairpersons

The Board Chair may appoint the chairperson of each committee, or delegate this decision to the committee members, provided that the names of all chairpersons appointed by committee members shall be submitted to the Board for approval.

The Committee Chair, or their designee, shall report periodically at the Board meetings on the Committee's progress on the plan. Each Committee Chair will ensure that the Chair and the Chief Executive Officer have current information on the work of the Committee. Committee Chairs will serve in that capacity for one year and may be reappointed for a second year for a maximum of two consecutive years.

Section 4. General Authority

Except for the Board Chair, Board members or Board Committees shall have no authority to enter into any agreement or otherwise bind CMI to any act or contract.

Section 5. Governance

Composition and Tenure: The Governance Committee should consist of at least three (3) Board members as well as the Chief Executive Officer, ex officio. Current Board officers should not serve as the Chair of the Governance Committee to allow for leadership development among other Board members.

Authority: The Governance Committee's five (5) primary roles are to ensure that each Board Member: (1) is equipped with the proper tools, (2) feels engaged to carry out their responsibilities (3) adheres to the Bylaws, (4) identifies, recruits, and nominates candidates for Board and Trustee consideration, and (5) develops Board members and recommends leadership.

The Governance Committee responsibilities include, but are not limited to:

- Assessing the Board's current composition and identifying missing qualities and characteristics;
- Recruiting for the Board and putting forth new candidates and Officers for the Board's consideration, infusing the principles of equity, diversity, and inclusion. Our intention is for the Board to reflect the diversity of Montgomery County.
- Developing and updating roles and responsibilities for Board members;
- Ensuring compliance with current Bylaws and evaluating Bylaws periodically to ensure relevancy and currency with non-profit organization regulations;
- Orienting new Board members and continuing to educate all Directors on their responsibilities;
- Ensuring the Board engages in a self-assessment every two years and takes appropriate actions to improve areas identified and to strengthen the Board;
- Working closely with the Board Chair and Vice Chair as well as other Board members, as needed, to plan an annual retreat;
- Promoting the engagement of all Board members through education about CMI and about best Board practices;
- Promoting communication with and engagement with Board Trustees;
- Identifying and developing leadership as well as looking to the Board's future and planning for Officer succession; and
- Nominating new Officers for the slate to be presented and voted on at the Annual Meeting.

Section 6. Finance (a.k.a. Finance and Investment) Committee

Composition and Tenure: The Finance Committee is chaired by the Treasurer and includes the Board Chair and at least three (3) other members (which may include the Past Treasurer and appropriate staff members ex officio including the CEO and COO). Non-Board members, with the exception of staff noted above, should not be on the Finance Committee due to the confidential nature of the information shared and discussed.

Authority: The Finance Committee is responsible for the organization's finance functions, including:

- Assisting the Board with developing and reviewing fiscal procedures and the annual budget;
- Reviewing financial reports prepared by the Director of Finance showing income, expenditures, cash flow, and pending income;
- Ensuring an annual external audit will be performed on CMI's financial statements and following best practices for the selection of and rotation of the external audit team;
- Overseeing the financial activities of CMI to ensure its fiscal stability and long-term economic health;
- Providing oversight of budgeting, financial reporting, audits, investments, and financial relationships such as banking; and

- Selecting and monitoring investment advisors for CMI and reporting results periodically to the Board.

Section 7. Development Committee

Composition and Tenure: The Development Committee shall consist of the Board Chair, the Development Committee Chair, CMI’s Development Professional, if applicable, the Chief Executive Officer, and at least two (2) other Directors, Trustees, or external community members.

Authority: The Development Committee’s responsibilities may include but are not limited to the following:

- Involving and motivating Directors and volunteers in cultivating and soliciting gifts;
- Helping to implement programs for the Board and staff related to gift solicitation and recognition;
- Ensuring the case for supporting CMI is strong, current, meaningful and based on CMI’s mission and goals;
- Assisting with developing strategies for involvement and cultivation of major-gift prospects;
- Being willing to accompany the Chief Executive Officer and/or Board Chair in meeting with potential donors;
- Evaluating potential prospects for interest in CMI’s mission as well as current donors for increased contributions;
- Soliciting gifts at various levels required for the success of annual, special, and planned giving programs;
- Participating actively in special events (e.g. Gala, Wine Tasting, Golfing for Good, etc.) including soliciting auction items and donors; and
- Providing leadership for capital campaign(s) as needed.

Section 8. Miscellaneous/Ad Hoc Committees

In addition to the Standing Committees described above, the Board may establish such special committees as it may determine are necessary. Each such committee shall be given a specific charge and term of no more than one year to complete the given charge. Exceptions to the one year may only be granted by the Board or Executive Committee and should be rare. The members of this type of committee may be appointed by the Board or Executive Committee, and may include both Board members, Trustees and community stakeholder members.

Section 9. Committee Meeting Minutes

The Chair of each Committee shall appoint a Committee member who shall be responsible for taking the minutes of each meeting. The Committee member shall keep the minutes of all meetings and ensure that an electronic or hard-copy version is kept in the CMI’s principal office, as well as made available to the Board Secretary within ten days of each meeting, plus shared with relevant Committee members

within the same timeframe. All Board members may see any Committees' meeting minutes upon request. In the event that the Committee member is not available or able to take minutes, the Committee Chair may appoint a temporary replacement to ensure all record requirements are met.

Section 10. Quorum and Participation by Telephone

Except wherever otherwise stated, the quorum required for each committee meeting where a vote of the committee is taken shall be a majority of the number of committee members then in office. Committee members may participate in and hold a meeting by means of a teleconference or similar service as long as all persons participating in the meeting can participate in real time.

Participation by telephone or similar online communications service shall constitute presence in person at the meeting.

Section 11. Action by Vote

An act by the majority of the committee members present at any meeting at which a quorum is present shall be an act of the committee, unless a larger vote is required by law, by the Articles of Incorporation, by these Bylaws, or by a resolution of the Board.

Section 12. Meetings and Notice of Meetings

The time, place and manner of meetings shall be determined by each committee. Notice of committee meetings shall be provided to each committee member at least ten days prior to the scheduled committee meeting.

Section 13. Removal, Resignation and Vacancy

All committee members, whether a Standing or an Ad Hoc committee, are volunteers. As openings occur, the Chair of the Committee should look to fill the opening within the parameters set in these Bylaws.

ARTICLE X COMPENSATION

Other than the Chief Executive Officer who is a paid employee, no Director, Trustee, or Officer of the Corporation shall at any time receive or be entitled to receive any compensation or any pecuniary profit from the operation of the Corporation or upon its liquidation or dissolution.

Board members, Trustees, or Committee members may be entitled to reimbursement for expenses reasonably incurred in conjunction with their Board responsibilities, and whenever feasible, pre-approved by the Board Chair or Chief Executive Officer.

ARTICLE XI INDEMNIFICATION

The Board of Directors shall obtain and maintain comprehensive general liability insurance coverage, including errors and omissions coverage, for Directors and Officers.

The Corporation shall indemnify its Directors and Officers to the fullest extent permitted by Maryland statutory or decisional law, as amended or interpreted, including the advancement of related expenses, upon a determination by the Board of Directors or independent legal counsel appointed by the Board of Directors (who may be regular counsel for the corporation) made in accordance with applicable statutory standards; provided, however, such indemnification shall only be to the extent permitted of organizations which are exempt from Federal income tax under section 501(C)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any future United States Internal Revenue Law.

Except to the extent prohibited by law, the indemnification provided by this Article shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under the Articles of Incorporation, any bylaw, agreement, vote of disinterested directors or otherwise, both as to action in their official capacity and as to action in any other capacity while holding office, and shall continue as to a person who has ceased to be a director, officer, employee or agent of the Corporation and shall inure to the benefit of the heirs, executors, administrators of such person.

Exoneration: To the fullest extent permitted by Maryland statutory or decisional law, as amended or interpreted, no Director or Officer of this Corporation shall be personally liable to the Corporation or its members for money damages; provided, however, that the foregoing limitation of Director and Officer liability shall only be to the extent permitted of organizations which are exempt from Federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law). No amendment of the Articles of Incorporation or repeal of any of its provisions shall limit or eliminate the benefits provided to Directors and Officers under this provision with respect to any act or omission which occurred prior to such amendment or repeal.

Insurance: The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee or agent of the Corporation, or who, while a Director, Officer, employee or agent of the Corporation is or was serving any other entity at the request of the Corporation, and in any capacity, against any liability, asserted against and incurred by such person in any such capacity or arising out of such person's position, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Article.

ARTICLE XII DISSOLUTION

The Corporation may be dissolved by a two-thirds vote of the Directors then serving provided that notice of the proposed dissolution has been submitted to the Directors in writing with written notice of the meeting date to decide on the proposed dissolution at least thirty days prior to the meeting date. Dissolution of the corporation shall be as provided in the Articles of Incorporation and in the general laws relating to corporations in the State of Maryland.

Should dissolution be decided, the Corporation should make every effort to give sufficient notice to funders, government agencies, partners, volunteers and community stakeholders to minimally impact CMI's programs and constituents. Additionally, the dissolution may require retaining staff on payroll for a period of time, plus reserving funds for legal and accounting advisors, to fully dissolve the Corporation within a realistic timetable established by and approved by the Board.

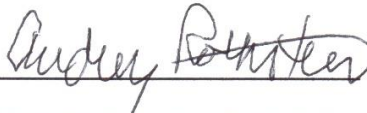
ARTICLE XIII AMENDMENTS

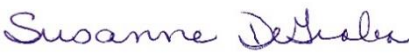
These Bylaws may be amended, altered, or repealed by a vote of two-thirds of the Board of Directors currently in office. Any proposed amendment, alteration or repeal, must be presented in a notice sent to each Board member, as prescribed herein, at least twenty days in advance of the regular or special meeting at which the amendment, alteration or repeal is to be considered.

ARTICLE XIV ARTICLES OF INCORPORATION

These Bylaws are subject to and governed by the Articles of Incorporation. These Bylaws will be interpreted in accordance with and subject to the laws of the State of Maryland.

These amended and restated Bylaws, (herein Bylaws) were adopted by two-thirds of the current Board of Directors as of **May 23, 2024**.


Board Chair: Audrey Rothstein


Board Secretary: Sue DeGraba

Bylaws reviewed and approved by:

Audrey Rothstein, Chair

Craig Rice, Vice-Chair

Erin Blanding, Treasurer

Sue DeGraba, Secretary

Nancy Richardson, Immediate Past Chair

Debra Berner

Jody Engel

Bill Hard

Sara Harris

Michele Potter

Betty Romero

Chico Rosemond

Anu Sharman

Tori Tomlinson