



Maryland Society, Sons of the American Revolution

Organized 20 April 1889

Westminster Chapter

Chartered 9 March 1985

Serving Carroll County Maryland



BYLAWS

These bylaws are compliant with Maryland Law, IRS regulations, and the *Standards for Excellence: An Ethics and Accountability Code for the Nonprofit Sector®*

1. NAME AND PURPOSES:

- 1.1. The name of the Corporation shall be the "Westminster Chapter, Sons of the American Revolution" (hereinafter, Chapter). This Chapter is part of the National Society of the Sons of the American Revolution (hereinafter, "NSSAR"), which was established by special act of the Congress of the United States (Act of 9 June 1906, Public Law No. 214, 34 Stat. Chapt. 3065, page 227); and is a Chapter on the Maryland Society of the Sons of the American Revolution (hereinafter, "MDSSAR").
- 1.2. The purposes of the Corporation (hereinafter, Chapter) are set forth in the MDSSAR Articles of Incorporation and in Article II of the NSSAR Constitution, and are declared to be patriotic, historical and educational, to perpetuate and celebrate the memory of events and people involved in the founding of the United States during the War of American Independence (1775-1783). The Chapter serves these purposes primarily in Carroll County, Maryland.

2. PRINCIPAL OFFICE OF THE CHAPTER: The principal office of the Chapter shall be the street address of the Chapter Secretary, unless otherwise designated by the Board of Directors.

3. MEMBERS OF THE CHAPTER:

- 3.1. The members of the Chapter shall be composed of those NSSAR members who shall have registered with NSSAR and MDSSAR to make the Chapter their home organization within NSSAR, or have designated that they are a dual member with one or more NSSAR Chapters. Membership shall be in compliance with eligibility requirements as called out in the NSSAR Constitution and Bylaws.
- 3.2. Members shall retain an active status in the Chapter so long as they fulfill the obligations of membership within the NSSAR, MDSSAR and the Chapter, including the payment of any and all annual dues imposed by the NSSAR, MDSSAR and Chapter upon its members by the end of each calendar year.
- 3.3. Failure to pay annual dues by the end of the calendar year will result in the immediate loss of active membership in the NSSAR and cause the suspension of voting rights and eligibility to hold an office in the Chapter. Payment of the year's dues will reinstate a member to active status.
- 3.4. Any member may resign, or transfer to another Chapter and/or State Society, by notifying the MDSSAR Secretary and Chapter Secretary in writing.
- 3.5. Any member may be dropped from Chapter Membership, if, in the judgment of at least two-thirds of the members present at any Chapter meeting that has a quorum, his conduct has been prejudicial to the best interests of the Chapter, provided that at least ten days' written notice to the said vote shall be given the member with the charges against him. Subsequent to said vote, a notification of the action shall be forwarded by the Chapter Secretary to the MDSSAR Board of Officers and Managers. This action does not change the active status of the member within NSSAR, only their relationship with the chapter.
- 3.6. All applications for membership shall adhere to the standards and procedures required by the NSSAR and are to be accompanied with the NSSAR-specified number of copies of supporting documents for each generation noted on the application, as well as any and all application fees required by NSSAR, MDSSAR and the Chapter.
- 3.7. All applications for supplemental patriots shall adhere to the standards and procedures required by the NSSAR and are to be accompanied with the NSSAR-specified number of copies of supporting documents for each generation noted on the application, as well as any and all application fees required by NSSAR, MDSSAR and the Chapter.

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- 3.8. All Chapter application fees, fees for supplemental applications, and dues shall be set by the Chapter Board of Directors and approved at a Chapter meeting that has a quorum
- 3.9. The MDSSAR officers of President, designated Vice President, Secretary, Treasurer, Registrar, and Historian shall be *ex officio* members of the Chapter without the right to vote, and are exempt from the payment of all Chapter dues, except where they have indicated that they are dual members with this Chapter and one or more other NSSAR Chapters..

4. BOARD OF DIRECTORS:

- 4.1. Classes: There shall be only two classes of Directors: Officers and Managers.
 - 4.1.1. Officers shall be composed of those Chapter Officers identified in section 5 and all Past Chapter Presidents.
 - 4.1.2. There shall be six Managers on the Board of Directors, arranged in three classes of two managers.
- 4.2. Role/Number: The business and affairs of the Corporation shall be governed by a Board of Directors (hereinafter the "Board").
 - 4.2.1.. It shall perform such duties and functions as directed by the Chapter President. The Board shall at all times take such actions as to it may appear to be warranted to effectively safeguard, perpetuate and promote the tenets of the Society. The Board shall have power to arrange for regular and special meetings of the Chapter, shall arrange for celebrations and social meetings, shall fill all vacancies in office for the unexpired term, and shall generally superintend and manage the affairs of the Chapter subject to any specific vote of the Chapter.
 - 4.2.2. The Board shall make reports of its proceedings to the Chapter. These reports shall be in written form and may be part of a meeting notice or Chapter newsletter.
- 4.3. Composition: The Board shall, at all times, be composed of Chapter members. The Chapter President shall serve as the Chairman of the Board of Directors
- 4.4. Election/Vacancies:
 - 4.4.1. Elections and the filling of Officer Vacancies shall be in accordance with procedures called out in section 5 of these Bylaws.
 - 4.4.2. Vacancies in the managers occurring between annual elections may be filled for the balance of the term through election by the remaining Directors, with recommendations from the Governance Committee.
- 4.5. Term:
 - 4.5.1. The terms of each Board member of the Officers shall be the same as those called out for the Chapter Officers in section 5 of these Bylaws.
 - 4.5.2. The terms of each manager shall be three years or until the next three year cohort is duly elected and installed. At the expiration of any term of three years, a Manager shall not be eligible for reappointment for the space of one year.
 - 4.5.3. Terms begin when the Annual Spring Chapter Meeting is held.
- 4.6. Removal: Any Manager may be removed from office, with the assignment of due cause, by a vote of the majority of the Directors in office. A vote for removal may occur at any meeting of the Board convened in compliance with these by-laws, provided that written notice of the intention to consider removal of such Director has been included in the notice of the meeting. No Director shall be removed without having the opportunity to be heard at such meeting, but no formal hearing procedure need be followed. Should said Director not avail himself of the opportunity to be heard, the Board may then choose to a vote for removal.
- 4.7. Employment by the Chapter under Section 8 of these Bylaws shall disqualify an individual and any member of the individual's immediate family from eligibility for election to the Board of Directors. Employment of a Director or a member of a Director's immediate family by the Chapter under Section 8 of these Bylaws shall automatically terminate the term of office of that Director.
- 4.8. Resignation: A Director may resign by submitting a written resignation to the President, or to the other Directors, if the resigning Director is the President.

5. OFFICERS OF THE BOARD:

- 5.1. Election/Vacancies:
 - 5.1.1. The officers shall be elected by the Chapter at the annual Fall Meeting of the Chapter; the election of Managers to the Board shall be held at the same time as those of the Officers.

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- 5.1.1.1. On or before the first day of September each and every year, the President shall appoint a Nominating Committee of three members. The committee shall consist of the Immediate Past President, who shall act as the Chairman, (or if unable or unwilling another will be appointed by the President) and two Chapter members. The current President may be invited to attend the meeting but would serve in an ex-officio capacity with no right to vote.
- 5.1.1.2. This Committee shall prepare a list of candidates for Officers and Managers to be voted on at the annual Fall meeting of the Chapter and shall present the list to the Secretary on or before the first of October, with the assurance that all nominees are willing to serve in the capacities for which they are being nominated. The list shall then be sent out by the Secretary to the members of the Chapter at least one week prior to the annual Fall meeting, in written form and may be part of a meeting notice or in the Chapter newsletter published at the start of the quarter in which the Fall meeting is held.
- 5.1.1.3. Nothing herein contained shall be construed to restrict or prevent additional nominations from the floor at the annual Fall meeting of the Chapter. If required by nominations from the floor or two members competing for the same office, the Chapter will elect a Committee of Election to manage the election of Officers through balloting. The committee shall consist of three members of the Chapter present who are not candidates for elected office.
- 5.1.1.4. A list of the candidates of the Nominating Committee shall be given out in written form to each attending member to be voted on. If balloting is required, the Committee of Election will collect and count the ballots and report the winning candidate, by simple majority vote. If a tie, a run-off will occur until a final candidate wins a simple majority vote.
- 5.1.1.5. In the event that no nominations are made in addition to those made by the Nominating Committee, and there is only one candidate for the office, the Chapter Members may cast a voice vote to elect those candidates.
- 5.1.1.6. A roster of the officers-elect and the President-elect's appointments shall be reported to each member in written form and may be part of the Annual Spring meeting notice or in the Chapter newsletter published at the start of the quarter after which the Fall meeting is held.
- 5.1.1.7. If such a situation arises that it is in the best interest of the Chapter to use a different voting method than that provided for in these Bylaws, balloting may be suspended by a two-thirds vote of those present, provided the use of an alternative method of election from most current version of *Roberts Rules of Order* is part of the motion to suspend said balloting.
- 5.1.2. With the exception of the position of President, any vacancy occurring in any office, for whatever reason, shall be filled by the Board and any Director so elected shall fulfill the term of his predecessor. Should there be a vacancy in the position of President, the Vice President shall fill the position of President and shall fulfill the term of his predecessor. Should there be no qualified candidate for the positions of Historian, Chaplain and Chancellor, the Board and Chapter shall have the option of leaving the position vacant until such time as at least one candidate is identified.
- 5.2. Term: Officers shall serve a term of one year and until their successors are elected and installed, or until they are removed for cause. No Chapter officer shall serve more than ten (10) consecutive terms in the same office, with the exception of President and Vice President, who shall serve no more than four (4) consecutive terms. If any Officer serves the maximum consecutive terms for that particular office, he shall not be eligible for election to the same office for the space of one year.
- 5.3. Removal: An officer may be removed from office, with cause (e.g., for dereliction of duty), as determined by a two-thirds (2/3) majority vote of the Chapter present at any meeting at which there is a quorum, provided that written notice (sent via regular mail or electronically) of the intention to consider removal of such Officer has been included in the notice of the meeting. No Officer shall be removed without having the opportunity to be heard at such meeting, but no formal hearing procedure need be followed. Such meetings may be held at a physical location and/or using a virtual, on-line medium.
- 5.4. Resignation: An officer may resign by submitting a written resignation to the President or Secretary, or to the other Board Directors, if the resigning officer is the President.

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- 5.5. Authority and Duties: The officers shall consist of President, Vice-President, Secretary, Treasurer, Registrar, Immediate Past President, Chaplain, Historian Genealogist, Chancellor and such additional vice presidents or assistants to Officers as the Board may from time to time appoint. Between meetings of the Chapter, the President, Secretary and Treasurer shall act on behalf of the Chapter in the interim and present activities and decisions made at the next meeting of the Board of Officers for review and/or approval. The decision of the majority of the voting members of the Board will stand. The Officers shall have the authority and responsibility delegated by the Board as follows:
- 5.5.1. The President shall preside at and conduct all meetings of the Chapter and Board of Directors. The President may sign all contracts and agreements in the name of the Chapter after they have been approved by the Board, serve as the representative of the Chapter in meetings and discussions with other organizations and agencies, shall appoint Chairmen for all standing and special committees, and otherwise perform all of the duties which are ordinarily the function of the office or which are assigned by the Board.
 - 5.5.2. The Vice-President shall perform the duties of the President if the President is unable to do so or is absent; perform such other tasks as may be assigned by the Board and, at the request of the President, assist in the performance of the duties of the President. The Vice- President shall serve on the Board of Directors and serve as the Chair of the Governance Committee.
 - 5.5.3. The Secretary shall keep accurate records and minutes of all meetings of the Chapter; make available minutes of the previous meeting and distribute them in advance of each meeting; cause to be delivered all notices of meetings to those persons entitled to vote at such meeting; maintain the minutes and a current listing, with contact information, of the Directors at the office of the Chapter; shall prepare such papers, records, instruments, and reports as may be required for the Chapter, MDSSAR, NSSAR, or governmental entities; and shall coordinate publicity and public relations matters for the Chapter. The method of distribution of minutes can be either electronically (email) or in written form as an attachment to the chapter newsletter or mailed to each chapter member. In all cases, the contents of the minutes are intended for the use of SAR members and immediate family. The minutes are not for public dissemination or redistribution in any form without prior approval of the Board. The Secretary shall serve on the Board of Directors.
 - 5.5.4. The Treasurer shall ensure there is timely and adequate management of financial resources and reporting at all meetings to enable the Board to monitor the organization's financial resources. He shall report the financial condition of the Chapter at all Chapter business meetings and Board meetings. The treasurer shall advise the Board of any significant financial matters that require action by the Board. He shall provide a proposed annual budget for approval prior to the Annual Spring meeting, having first coordinated with each Compatriot having responsibility for Chapter activities, the incoming Officers and then approved by the current Board. He shall render disbursements for such obligations as may be approved by the President, budgeted items or expenditures approved by majority vote of the members at a regularly scheduled meeting. All checks and other disbursements of Chapter funds shall be signed by the Treasurer. If required, the treasurer shall ensure that the Board engages a qualified auditor for an annual examination of the financial statements. The treasurer shall serve on the Board of Directors and shall serve as a member and chair of the Finance Committee.
 - 5.5.5. The Registrar shall keep a roll of the members of the Chapter with the names of their Revolutionary ancestors, shall be the custodian of all historic and genealogical papers belonging to the Chapter, and shall keep a necrology with biographies of deceased members and shall embody the same in a report to the Annual Spring meeting. He shall provide assistance and guidance to applicants in the completion of application forms. He shall review and perfect all new member applications before submitting them to the MDSSAR Registrar for approval and shall keep apprised of the current standards and processes for application, and shall report at the Annual Spring Chapter meeting the names of approved applications and supplementals. The Registrar shall serve on the Board of Directors.
 - 5.5.6. The Immediate Past President shall serve on the Board of Directors and as the Chairman of the Nominating Committee. He shall perform such other tasks as may be assigned by the Board or the President.
 - 5.5.7. The Chaplain shall perform the religious offices of the Chapter. The Chaplain shall pronounce the invocation and benediction at all meetings and ceremonies, and shall furnish the members with spiritual guidance. He shall also conduct memorial services for deceased Compatriots, if requested to do so by

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the surviving family.

- 5.5.8. The Historian shall acquire, assemble, and insure the maintenance and preservation of all records and historical matter of the Chapter. He shall prepare for publication such historical addresses, papers, and other documents as the Chapter, President, or Board of Directors may direct. He shall serve as the Chapter liaison with the MDSSAR Historian. The Historian shall coordinate such record retention as needed, and all records the Chapter deemed to be worthy of preservation, following established practices.
- 5.5.9. The Chancellor shall be available for advice and counsel respecting any matters concerning the operations of the Chapter and shall rule on points of order. The Chancellor shall serve on the Board of Directors.
- 5.5.10. Other officers appointed by the Board shall perform such duties as may be specified in writing by the Board or by officers given authority over them.

6. MEETINGS:

- 6.1. Regular Chapter Meetings: There shall be a minimum for three regular meetings of the Chapter, to be held in the months of March (the "Spring meeting"), August (the "Summer meeting") and October (the "Fall meeting"), or within one week of the start or end of said months. Installation of new Officers shall occur at the Spring Meeting and Election of Officers at the Fall Meeting. The meetings of the Chapter shall be held at such place, date and time as is determined by the Board, given the time frames identified in this section. Such meetings may be held at a physical location and/or using a virtual, on-line medium.
- 6.2. Regular Board Meetings: Regular meetings of the Board shall be held at least quarterly and may be scheduled more often by the President. Such meetings may be held at a physical location and/or using a virtual, on-line medium.
- 6.3. Special Meetings: Special meetings of the Board or Chapter shall be held at any time and at any place when called by the President or by at least three (3) Directors or twenty-five percent (25%) of the Directors, whichever is greater, or by written request (sent via regular mail or electronically) of 10% of the registered membership. Business transacted at special meetings shall be confined to the purposes of the meeting stated in the notice of the meeting. Such meetings may be held at a physical location and/or using a virtual, on-line medium.
- 6.4. Notice of Meetings: No meeting of the Board or the Chapter may be convened without the proper notice of members. Notice of all regular Chapter and Board meetings shall be in writing and delivered at least 10 days before the day of the meeting to all chapter and Board members, respectively. Notices of special meetings shall state that it is a special meeting being called and may be given orally or in writing (sent via regular mail or electronically) at least 48 hours prior to the meeting time. Written notice of meetings may be delivered by electronic transmission or be mailed in written form, either as part of a meeting notice or Chapter newsletter. Failure of notice to any member shall not invalidate the meeting or any action taken at the meeting.
- 6.5. Executive Session: At any meeting of the Chapter or Board, where a quorum is present (physically and/or virtually), the Chapter or Board may, by a majority vote, decide to enter an executive session in which only voting Directors and other persons invited by the Board may be present. The decision to enter executive session shall 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 actions taken.
- 6.6. Quorum:
 - 6.6.1. At meetings of the Board, a quorum shall consist of a simple majority or fifty percent (50%) plus one (1) of the Directors then serving.
 - 6.6.2. At meetings of the Chapter, a quorum shall consist of twenty percent (20%) of the membership as enumerated on the first of January each year from official NSSAR rosters of the chapter.

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- 6.7. Voting: Except as otherwise provided in these bylaws, decisions of the Board shall be by vote of a majority (fifty percent (50%) plus one (1) of those present assuming a quorum), but not less than one-third (1/3) of the Directors then serving. Each Director shall have one vote. Directors may vote only in person. There shall be no proxy voting at Board meetings, but are permitted for meetings of the Chapter as a whole.
- 6.8. Telephone and Electronic Participation: Directors at Board meetings and chapter members at chapter meetings may participate and vote on matters discussed therein, by means of a conference telephone or similar communications equipment by means of which all persons participating in such meeting can hear each other at the same time. Participation by such means shall constitute in person presence of the Director or chapter member at the meeting.
- 6.9. Order of Business:
- 6.9.1. The following sequence shall be followed for Board Meetings: (1) Quorum Confirmation; (2) Reading of the Minutes; (3) Reports of Officers; (4) Reports of Committees; (5) Unfinished Business; (6) New Business; (7) Adjournment.
- 6.9.2. The following sequence shall be followed for all chapter meetings: (1) Quorum Confirmation; (2) Opening Prayer; (3) Pledge of Allegiance, Pledge to the SAR, and The American's Creed; (4) Opening Remarks of the Presiding Officer; (5) Reading of the Minutes; (6) Reports of Officers in the order of President, Vice President, Secretary, Treasurer, Registrar, Genealogist, Historian, Chaplain, Chancellor, and Past Presidents (starting with the longest out of office to the most recent); (7) Reports of Committees; (8) Formal Admissions of any New Members; (9) Unfinished Business; (10) Election of Officers, if appropriate; (11) New Business; (12) SAR Recessional; (13) Adjournment.
- 6.9.3. All Chapter and Board meetings shall be conducted in accordance with the most recent version of *Roberts Rules of Order*, where they are not inconsistent with these Bylaws, and any special rules of order the Chapter may adopt.
7. COMMITTEES: The Board of Directors, by resolution adopted by a majority of the full Board of Directors, may designate one or more committees. Committees may be formed on an ad-hoc basis or may be a standing committee as provided for in the Bylaws; the Board by majority vote may also dissolve any ad-hoc committees. Resolutions forming ad-hoc committees shall state the objective of the committee and the term of operation of the committee. The Board Chair shall select and appoint the members and the Chair of all committees from among Chapter members, unless otherwise specified herein, as well as remove the same. The Board Chair shall serve as an ex officio member of all committees, with the exception of the Nominating Committee; however the Nominating Committee may request the attendance of the Board Chair. The term of office for Committee Chairman shall be one year, the end of the term of the appointing Board Chair, or the expiration of the Committee, whichever is less.
- 7.1. Each committee shall exercise the authority of the Board of Directors to the extent authorized by the Board of Directors. However, a committee may not by itself:
- 7.1.1. Approve action that requires full Board approval;
- 7.1.2. Fill vacancies on the Board of Directors or any of its committees;
- 7.1.3. Amend the Articles of Incorporation;
- 7.1.4. Adopt, amend or repeal the Bylaws;
- 7.1.5. Approve a plan of merger, consolidation or dissolution; or
- 7.1.6. Employ or discharge anyone from employment with the Chapter.
- 7.1.7. Other than the executive committee if so charged, committees may not enter into any agreement, contract or obligation on behalf of the organization.
- 7.1.8. Other than the executive committee if so charged, Committees and their members shall not portray themselves as representing the organization as a whole publicly.

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7.2. There shall be the following standing committees:

- 7.2.1. Executive Committee. The Executive Committee shall be comprised of the President, the Vice President, the Secretary, the Registrar, the Treasurer, and the Immediate Past President. When the Board of Directors is not in session, the Executive Committee shall possess and exercise all powers of the Board of Directors in the management of the business and affairs of the Corporation that lawfully may be exercised by the Executive Committee, except as specified in Section 7.1. The Executive Committee shall provide reasonable notice under the circumstances to the full Board of Directors of action taken by the Committee between meetings. The Executive Committee shall then provide a complete report on such action at the next meeting of the Board, and may elect to do so in executive session. Care will be taken to ensure that only those issues necessitating discussion/action prior to the next board meeting be addressed.
- 7.2.2. Finance Committee. The Chapter Treasurer shall serve as Chair of the Committee. The Finance Committee shall be responsible for oversight of the financial operations of the Chapter. While serving on the Finance Committee, a member of the Committee shall not: (i) accept any consulting fee, advisory fee, or other compensation or benefits from the Chapter; or (ii) have participated in any other transactions with the Chapter in which he or she has a financial interest within the previous year. The Committee shall undertake the following responsibilities:
- 7.2.2.1. Review, discuss and recommend changes to the proposed annual Chapter budget and submit for approval to the Board of Directors;
 - 7.2.2.2. Review, discuss and present the financial statements to the Board of the Chapter for approval, at least quarterly;
 - 7.2.2.3. Oversee the Chapter audit if required, including appointing the auditor and receiving the auditor's report directly. The Committee shall recommend and review policy and procedures for: (a) the receipt, retention, and treatment of complaints received by the Chapter regarding accounting, internal accounting controls, or auditing matters; and (b) the confidential, anonymous submission by employees of the Chapter of concerns regarding questionable accounting, auditing or other financial matters. A separate committee or a subcommittee of the Finance Committee may be appointed to oversee the audit.
 - 7.2.2.4. Periodically, review and discuss the quality, quantity, substance and dissemination of financial information provided to the Board of Directors and the Committee, recommending improvements as necessary; and
 - 7.2.2.5. Monitor the investments of the Chapter and develop and recommend to the Board changes to the Chapter's investment and endowment policies as appropriate.
- 7.2.3. Governance Committee. The Chapter Vice President shall serve as the Chair of the Committee. The Governance Committee shall be responsible for oversight of the Board and Chapter governance activities and Chapter development. The Committee shall undertake at a minimum the following responsibilities:
- 7.2.3.1. Supporting the Nominating Committee by identifying and recruiting qualified individuals to serve on the Board of as Officers and Managers, and recommending to the Board candidates for open and/or vacant manager and officer positions.
 - 7.2.3.2. Orientation for new members of the Chapter;
 - 7.2.3.3. Ongoing Chapter development, leadership development, and self-assessment;
 - 7.2.3.4. Regular review of the Chapter's bylaws to ensure compliance with law and suitability for the needs of the Chapter, and preparation of proposed amendments to the bylaws and articles of incorporation when necessary and appropriate;
 - 7.2.3.5. Monitoring of compliance by the Board of Directors with applicable law and best practices for nonprofit organizations;
 - 7.2.3.6. Making recommendations to the Board regarding the removal of Directors from the Board;
 - 7.2.3.7. Monitoring compliance by directors with the Chapter's conflict of interest policy, reviewing disclosure statements submitted by directors, and reporting any conflicts of interest to the full Board of Directors for further action in accordance with the policy;
 - 7.2.3.8. Recommending and overseeing procedures for the evaluation of the job performance of the Board Officers and, as necessary, for succession planning.

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8. APPOINTED OFFICERS AND STAFF:

- 8.1. There shall be no staff appointed or hired to support the objectives of this chapter on a long-term basis. All efforts carried out by members of the Chapter are on a voluntary basis.
- 8.2. The Board may contract with individuals or companies for services related to single instance events.

9. CONFLICT OF INTEREST: The Board shall adopt a conflict of interest policy that covers Board and Chapter members with significant decision making authority with respect to the resources of the organization. The conflict of interest policy should identify the types of conduct or transactions that raise conflict of interest concerns, set forth procedures for disclosure of actual or potential conflicts, and should provide for review of individual transactions by the uninvolved Directors. Approval by the disinterested Directors shall be by vote of a majority of Directors in attendance at a meeting at which a quorum is present. An interested party shall not be counted for purposes of determining whether a quorum is present, nor for purposes of determining what constitutes a majority vote of Directors in attendance. The policy should also require that the minutes of the meeting shall reflect that the conflict disclosure was made, the vote taken and, where applicable, the abstention from voting and participation by the interested party.
10. INDEMNIFICATION: The Chapter shall indemnify its directors and officers to the fullest extent permitted by Maryland and federal law including the payment of related legal expenses through insurance policies established by MDSSAR.
11. EXONERATION: To the fullest extent permitted by Maryland or federal law, no director or officer of this Chapter shall be personally liable to the Chapter or its members for money damages. Board members shall not be automatically exonerated in the case of intentional misconduct. No amendment of the Bylaws 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.
12. INSURANCE: Within three months of installation each year, the Board shall evaluate and act upon as appropriate the organization's needs for insurance coverage as appropriate for its activities including but not limited to general liability insurance, and directors and officers liability insurance.
13. COMPENSATION: The Directors of the Chapter shall serve without compensation. Directors may be reimbursed for expenses reasonably incurred on behalf of the Chapter. Nothing in this paragraph is intended to preclude a Director from receiving compensation for his service to the Chapter in some other capacity, provided the transaction is consistent with the organization's conflict of interest policy.
14. CORPORATE RECORDS: The Chapter shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Chapter, the Board of Directors, and all committees, and shall keep at the principal office of the Chapter a record of the names and addresses of the Directors as well as its current bylaws, and board approved policies. The corporation shall make available to the public its application to the IRS for tax exempt status, its IRS determination letter, and its most recently filed IRS form 990. All books and records of the Chapter may be inspected by any Director within three (3) business days of written request.
15. SIGNATURE AUTHORITY: All checks, notes, acceptances, and orders for payment of money shall be signed by the Chapter President, Treasurer, Secretary or any individual(s) authorized by the Board as described in the organization's financial policies. All contracts, leases and deeds of any kind shall be signed by the President, Vice President or any other agent of the Chapter designated by the Board. The signature authority is reconstituted each year concurrent with the installation of Chapter officers.
16. FISCAL YEAR: The fiscal year of the Corporation shall be from 1 April of one calendar year to 31 March of the following calendar year.
17. ACTION WITHOUT MEETING: Any action which may be properly taken by the Board assembled in a meeting may also be taken without a meeting, if unanimous consent in writing setting forth the action taken is signed by all of the Directors entitled to vote with respect to the action. Such consent shall have the same force and effect as a vote of

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the Directors assembled and shall be filed with the minutes.

18. AMENDMENTS: These bylaws may be amended by a two-thirds (2/3) majority vote of Chapter Members at a Chapter meeting, present and entitled to vote at a meeting at which a quorum is present. Any proposed amendment(s) must be submitted to the Directors in writing with written notice of the meeting to decide on the proposed amendment(s) at least ten (10) days prior to the meeting date. Amendments may also be proposed at a meeting of the Chapter, but cannot be voted upon until the next regular Chapter meeting, or a special Chapter meeting called for the voting of the amendment or amendments. Approved amendments to the Bylaws take effect immediately.
19. NON-DISCRIMINATION: The Chapter shall not discriminate against any person on the basis of age, sex, race, color, national origin, ethnicity, sexual orientation, gender identity, disability, or political or religious opinion or affiliation in any of its policies, procedures or practices. The Chapter shall be in compliance with NSSAR and MDSSAR non-discrimination policies.
20. DISSOLUTION: The Chapter may be dissolved either by the direction of MDSSAR or by a two-thirds (2/3) 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 (30) days prior to the meeting date. In the event of dissolution, the Board shall dispose of all of the net assets of the Chapter exclusively to one of the following in order of precedence (1) MDSSAR; (2) NSSAR. Any remaining assets not disposed of by the Board shall be disposed of by the Court with jurisdiction where the Chapter operates.

Adopted by the Chapter this 21st day of August 2020

President

Dated

I, the undersigned, being Secretary of the Chapter, hereby certify that the above is a true, complete and accurate copy of the Bylaws adopted by the Chapter.

Secretary

Dated