

Minutes of the
Ninety-First Meeting of the
Maryland Heritage Areas Authority
July 8, 2021

The ninety-first meeting of the Maryland Heritage Areas Authority (MHAA) was convened on July 8, 2021 via web conference call. The public was notified about the meeting and had the opportunity to listen/watch via phone or web.

Authority Members/Designees Present:

Robert S. McCord, Secretary, MD Department of Planning and Chair of the Maryland Heritage Areas Authority; Pete Leshner (MD Association of Counties representative); Burton Kummerow (President of the Senate representative); Marty Baker (representing MD Department of Transportation Secretary Gregory Slater); Nita Settina (representing MD Department of Natural Resources Secretary Jeannie Haddaway-Riccio); Daniel Spedden (MD Tourism Development Board representative); Bruce Lesh (representing MD State Superintendent of Schools Mohammed Choudhury); Amy Seitz (representing MD Department of Housing and Community Development Secretary Kenneth C. Holt); Robert D. Campbell (Governor's Appointee for Historic Preservation and serving as Vice Chair for the Maryland Heritage Areas Authority); Mary Anne Harms (Speaker of the House representative); Natalie Chabot (Representative for MD Greenways); Nicholas Redding (President of the Senate representative); Dennis Doster (Governor's Appointee for Heritage Tourism); Lee Towers (representing MD Higher Education Commission Secretary James D. Fielder, Jr.); John A. Kinnaird (MD Municipal League representative); Elizabeth Fitzsimmons (representing MD Department of Commerce Secretary Kelly Schulz)

Authority Members/Designees Absent:

Elizabeth Hughes (State Historic Preservation Officer); Rowland Agbede (representing MD Department of Agriculture Secretary Joseph Bartenfelder); Janice Hayes-Williams (Speaker of the House representative)

Staff Present: Jennifer Ruffner, Ennis Barbery Smith, Andrew Arvizu (Maryland Historical Trust); Rieyn DeLony (Office of the Attorney General)

Heritage Area Directors/Staff Present: Lucille Walker (Southern Maryland Heritage Area and Co-Chair, Maryland Coalition of Heritage Areas); Sarah Rogers (Montgomery County Heritage Area & Co-Chair, Maryland Coalition of Heritage Areas); Deidra Ritchie (Passages of the Western Potomac Heritage Area); Elizabeth Shatto (Heart of the Civil War Heritage Area); Amanda Fenstermaker (Heart of Chesapeake Country Heritage Area); Carol Benson (Four Rivers / Annapolis, London Town and South County Heritage Area); Gail Owings (Stories of the Chesapeake Heritage Area); Meagan Baco (Maryland Milestones / Anacostia Trails Heritage Area); Brigitte Carty (Lower Susquehanna Heritage Greenway); Lisa Challenger (Beach to Bay Heritage Area); Shauntee Daniels (Baltimore National Heritage Area); Kim Folk (Mountain Gateway to the West Heritage Area); Aaron Shapiro (Patapsco Valley Heritage Area)

Others Present: Bernadette Pruitt; Nika Nakia; Laurence Blake and Valerie Stewart (Washington College); Mary Callis and Linda Garoute (Maryland Heritage Areas Program Grant Review Panel); Karyn Molines (Calvert Nature Society)

CALL TO ORDER AND MHAA CHAIRPERSON ANNOUNCEMENTS

Robert S. McCord, Secretary of the Maryland Department of Planning and Chair of the Maryland Heritage Areas Authority, called the meeting to order at 10:04 am. Mr. McCord welcomed everyone who has returned back to the office. He emphasized that everyone has learned a lot over the past year and that everyone will continue to adapt as needed.

NOMINATIONS & APPOINTMENTS

Mr. McCord shared that – per the MHAA Bylaws, Article V, Section 2 – a Vice Chair must be appointed annually. Mr. Daniel Spedden nominated Mr. Robert Campbell to continue to serve as the Vice Chair. Ms. Amy Seitz seconded the nomination. All members present voted unanimously to reappoint Mr. Campbell to the position of MHAA Vice Chair. There were no abstentions.

Mr. McCord thanked Mr. Campbell for his continued service in the Vice Chair role.

ROLL-CALL ATTENDANCE

Ms. Jennifer Ruffner called the roll to confirm MHAA members' attendance. With 15 members in attendance and 4 members absent, there was a quorum present.

RESOLUTION IN HONOR OF BERNADETTE PRUITT ON THE OCCASION OF HER RETIREMENT

Ms. Ruffner read the following Resolution expressing appreciation and gratitude to Bernadette Pruitt for 20 years of service to the Maryland Heritage Areas Authority:

WHEREAS, the Maryland Heritage Areas Authority was created in 1996 as an instrumentality of the State of Maryland to support Maryland's communities by promoting economic development through heritage tourism in designated and certified heritage areas across the state and to protect, preserve and enhance the natural, cultural and historical resources that make each area unique; and

WHEREAS, Bernadette Pruitt, who began her tenure with the State of Maryland at the Banneker Douglass Museum in 1987, has provided administrative support to the Authority and the now-statewide system of thirteen heritage areas with distinction, thoughtfulness and care for twenty years; and

WHEREAS, during these twenty years, Bernadette has been the responsible and responsive glue that kept us together, making sure staff were stocked with supplies, organizing travel arrangements, always knowing who to talk to if a room needed to be booked or a delivery made; and

WHEREAS, Bernadette has been the helpful first point of contact for many frenzied grant applicants who find themselves calling with a last minute question the night before an important deadline, always directing their calls and questions to the right staff members and reassuring them along the way; and

WHEREAS, Bernadette has shared her vast institutional knowledge about MHT and MHAA with each new MHAA staff member who joined the team, and has participated in the MHT Oral History and the MHAA Racial Equity Groups; and

WHEREAS, she has arranged countless inhouse and away meetings for MHAA, organizing venues and transportation, making sure the bus was always in the right place at the right time, ensuring that microphones and equipment were set up, and place cards and binders were in place; and

WHEREAS, Bernadette has organized consistently excellent post-meeting meals for MHAA members, keeping track of everyone's dietary needs, likes and dislikes, and always providing a sweet treat; and in so doing, she has provided the opportunity for valuable informal professional interactions that have benefitted the entire state; and

WHEREAS, Bernadette is the embodiment of authenticity and regional identity, key tenets of the Heritage Areas Program, bringing her passion for history and genealogy to her work, and sharing her own personal family history on tours of the heritage areas; and

WHEREAS, she has chosen to retire from state service and move on to the next phase of her life,

NOW, THEREFORE, BE IT RESOLVED that the Maryland Heritage Areas Authority commends Bernadette Pruitt for her commitment and dedicated public service in support of Maryland's historical, cultural, and natural heritage.

Mr. Campbell moved to approve the resolution. Ms. Seitz seconded the resolution, and it was approved unanimously and enthusiastically with no abstentions.

Mr. McCord thanked Bernadette Pruitt on behalf of the entire Authority and staff.

Ms. Pruitt thanked the Authority for the resolution, and said she learned a great deal and met

many incredible people during her time in state service.

Ms. Ruffner shared that an in-person send-off is being planned for this fall and MHAA members will be invited.

APPROVAL OF MINUTES FROM APRIL 8, 2021 MEETING

Resolution R-100 to Approve Minutes from April 8, 2021 Meeting

Mr. McCord called for a motion to approve the April 8, 2021 MHAA meeting minutes.

Mr. Burton Kummerow offered a correction to the minutes, noting that the departing MHAA member Wayne Clark was mentioned as the Speaker of the House representative but should be listed as the President of the Senate representative.

Mr. Pete Leshner offered the following motion:

RESOLVED, that the Authority approves the April 8, 2021 meeting minutes as corrected.

The motion was seconded by Mr. Burt Kummerow and approved unanimously with no abstentions.

MANAGEMENT REPORT (Jennifer Ruffner, MHAA Administrator)

MHAA Financing Fund Report:

Ms. Ruffner noted that a full financing fund report was not included in the member packets as usual, due to a recent staffing transition. For many years, Betty Hobgood served as the Fiscal Manager for the Maryland Historical Trust. Stella Olanipeku recently assumed the roll of Chief of Operation Management, and MHAA staff are looking forward to working with her on these reports for future meetings.

Ms. Ruffner reported that the current available balance in the MHAA Financing Fund was \$51,012.03. Ms. Ruffner said members can look forward to a more detailed report at the October meeting. She noted this balance is fairly low compared with what the balance typically is this time of year. She said this due to the round of grants awarded for COVID-19 emergency operating in spring of 2020, which depleted any reserves for which MHAA had spending authorization. She said that the \$51,012 represents funds from grants that have closed under budget.

Ms. Ruffner noted that for FY 2022, MHAA has spending authority for up to \$200,000 for emergency grants but this is dependent on there being enough funds in the MHAA Financing Fund.

Marketing Working Group Update

Ms. Ruffner reported that the Marketing Working Group has been meeting monthly. She said that the first action the group wanted to take was to propose some definitions to make sure everyone is on the same page in terms of the language about the program. These proposed definitions are a discussion item that the group will return to later in the meeting.

Racial Equity Working Group Update

Ms. Ruffner reported that the group has been slowly working through a Request for Proposals (RFP) process to hire a facilitator and evaluator. Ms. Ruffner said the group is nearing the final stages of this process, having interviewed qualified offerors.

Ms. Ruffner extended a special thank you to Steven Lee, Commissioner on the Maryland Commission for African American History and Culture, Chanel Compton, staff for the Commission and Executive Director of the Banneker-Douglass Museum, and Meagan Baco of the Maryland Milestones Heritage Area. Each of these individuals have served on the technical review committee for this process, along with MHAA staff, and have devoted many hours to reading proposals, group meetings, and participating in interviews.

Ms. Ruffner said that the group has already learned by going through a portion of the RFP process and reading the many detailed proposals that this will be only Phase 1 of a much larger process.

Five-Year Plan Process Update

Ms. Ruffner noted that MHAA has not recommended the heritage areas create new five year plans recently while we waited for the program impact study to be completed. Now that the program impact study is complete, as noted at the April 8, 2021 meeting, the heritage areas should plan to create five-year plans that would be completed and approved in FY 2023 and implemented in FY 2024.

Ms. Ruffner said that later this summer MHAA staff will be circulating an updated template for five-year plans, addressing some of the critiques of the existing spreadsheet. She noted that some heritage areas will bring on consultants to help with this process in the coming year.

MARYLAND COALITION OF HERITAGE AREAS (MCoHA) REPORT (Sarah Rogers and Lucille Walker, Co-Chairs, MCoHA)

Ms. Sarah Rogers reported that the Maryland Coalition of Heritage Areas will be meeting on July 15, 2021 to go over the grant review process and develop recommendations for refining that process.

Ms. Gail Owings reported on the Maryland Efficient Grant Application (MEGA) Council, of which she is a member. She said that the Council has formed a subcommittee to review proposals from potential consultants and to identify topics that a uniform application system should address. She shared that the issues raised so far are already addressed in the existing MHAA system for applications and reporting. She said that other issues that Council members are raising to be addressed relate to grants for social services, which are quite different from MHAA's grants. She reported that the group hosted a speaker from the U.S. Department of Health and Human Services who discussed trying to develop a uniform system on the federal level. Gail relayed that this speaker said that going from 700 systems to one is not feasible and that the National Endowment for the Arts has a "boutique system" that works well for arts-related applications. Gail said she hopes Maryland can take a similar approach with allowing MHT and MHAA to continue with their boutique system, but there is some opposition to this idea among the Council members so far.

Ms. Shauntee Daniels reported on the Coalition's representation at the Maryland Municipal League (MML). She said that she and Meagan Baco of the Maryland Milestones Heritage Area staffed the Coalition's table at MML. She estimated that they talked with about 150 conference attendees, including Governor Hogan, First Lady Yumi Hogan, and Maryland Comptroller Peter Franchot. Ms. Daniels reported that only 400 attendees were allowed in the exhibit hall at one time, which limited their total number of interactions. Ms. Daniels said that one of the overall messages they conveyed at MML was that the program is working hard to tell the stories of all heritage areas and all Marylanders across the state.

Ms. Lucille Walker, who serves as the legislative lead for the Coalition, reported that the Coalition is looking ahead to the next legislative session and planning ways to reach out to representatives. Ms. Walker said she is meeting with prospective candidates for governor to make sure they are aware of MHAA. Ms. Walker said the Coalition plans to attend the Maryland Association of Counties' (MACo) conference in August.

Ms. Walker also welcomed Amanda Fenstermaker back to the program, who will be returning to the role of heritage area manager for the Heart of Chesapeake Country Heritage Area. Ms.

Fenstermaker explained that she will be stepping down from the role of tourism director for Dorchester County in order to assume the role of Heritage Area Manager.

Ms. Brigitte Carty reported on the activities of the Lower Susquehanna Heritage Area (LSHG). She said that one of the heritage area's primary goals is the creation of a 38-mile greenway trail system that links communities and recreational areas along the Susquehanna River. She said that they have recently completed their GIS trail map, which will allow them to identify existing and proposed segments, identify missing links, and prioritize future projects. Ms. Carty showed a list of all the trail projects that LSHG is currently pursuing. She said that the Vulcan Quarry Trail, which has been in development for about 30 years, is now nearly complete. She also noted the long-term preservation efforts for Belle Vue Farm, which is slated to be connected to Havre de Grace's city center by a proposed segment of the LSHG trail system. Ms. Carty also announced the formation of a non-profit friends group for LSHG: Havre de Grace Trails. She said that LSHG has created a trail blaze that volunteers will soon begin using to mark the trails.

Ms. Rogers reported on the activities of the Montgomery County Heritage Area (MCHA). She shared that MCHA has been working on branding efforts for the last three years and explained that each of MCHA's four themes are represented by different colors in the heritage area's logo. She showed the heritage area's new brochure for content and sites related to African American history and culture, which will be printed and available for visitors soon. The brochure lists 17 different sites to visit. MCHA is also installing interpretive panels showcasing the same branding at these sites. Ms. Rogers showed an example of one of the interpretive panels that will be located at many of the sites listed in the brochure.

Ms. Lucille Walker of the Southern Maryland Heritage Area provided an update regarding the status of the proposed Southern Maryland National Heritage Area. She reported that she testified for the U.S. House of Representative's Subcommittee on National Parks, Forests, and Public Lands, which went well. She said the U.S. Senate will also be holding committee hearings related to national heritage areas. She also said the Historic St. Mary's City Foundation is uncovering new things related to recently identified the 1634 fort site each day.

ACTION ITEMS

Resolution R-200 to Approve Changes to the terms of COVID-19 Emergency Operating Funds Usage

Ms. Ruffner noted that Governor Hogan ended the COVID-19 State of Emergency for Maryland on July 1, 2021 and that MHAA's previous actions to allow grantees to use grant funds for

emergency operating specified that MHAA project and mini-grant funds could only be used for operating expenditures incurred between March 5, 2020 and 90 days after the State of Emergency ended. She said MHAA staff is now proposing that the Authority extend that timetable to allow for operations spending up to six months after the end of the State of Emergency, which would be December 31, 2021.

Mr. Arvizu reported on the online surveys that MHAA staff conducted, asking MHAA's partner organizations to estimate the economic toll of the pandemic on their organizations. Mr. Arvizu explained that the survey results show that these organizations continue to struggle financially – particularly those that are reliant on visitor attendance or annual events. 70% of organizations surveyed in spring of 2021 indicated that their organizations anticipated a recovery time of six months or longer after the State of Emergency is lifted before they would expect to return to pre-pandemic levels of income. 44% of organizations (included within the 70%) estimated they would need a year of longer after the State of Emergency is lifted before they would expect to return to pre-pandemic levels of income.

Ms. Ruffner noted that at the April 8, 2021 meeting, MHAA voted to allow the grantees who will be awarded funds in FY 2022 to convert a portion of their grants, up to \$20,000, to operations if needed. She said if MHAA decides to take action to extend the timeframe for allowing operations spending, the extension would also apply to these FY 2022 awards.

There was discussion.

Mr. Campbell made the following motion:

RESOLVED, that the Authority approves an extension of the time period established in Resolution R-700 adopted at the Authority's July 9, 2020 meeting, during which grantees were permitted to use MHAA grant funds for emergency COVID-19 operating expenses, originally to end on the date 90 days following the Governor's termination of the State of Emergency, and now ending December 31, 2021.

Ms. Natalie Chabot seconded the motion, and it passed unanimously with no abstentions.

Resolution R-300 to Approve the Amendments to the Maryland Heritage Areas Authority Bylaws

Ms. Ruffner noted that MHAA discussed at their April 2021 meeting that actions of the Executive Committee require ratification by the full Authority and that this may make it infeasible for the Executive Committee to approve Emergency Grants because often times these emergency projects need to happen immediately. She said this could put MHAA in an awkward

spot if MHAA elects not to ratify the Executive Committee's decision to fund an emergency grant for which funds have already been disbursed. To address this, the proposed update to the bylaws would allow the Executive Committee to award emergency grants without seeking ratification from MHAA. The Office of Attorney General, along with MHAA staff, are also proposing other updates to the bylaws, including the following:

- Clarification that the appointed Secretaries can assign a designee to serve on the Authority
- Addition of language regarding the support provided by the Maryland Historical Trust, as defined in statute
- Addition of a provision that representatives of the President of the Senate and Speaker of the House who serve on the Authority are non-voting members if they serve concurrently in the Senate or the House
- Addition of a provision that addresses conflict of interest, including the prohibition of MHAA members from serving as the staff or a board member of a Certified Heritage Area and requiring compliance with the Public Ethics Law
- Updating language about meeting requirements to address electronic communication methods
- Addition of a provision that allows email voting without a meeting.
- Updating the section on the Administrator to more accurately reflect the role and title as they are in practice
- Updating the section on contributions, gifts and grants to make it clear that it applies to the Authority rather than Authority members
- Addition of a provision that allows the Executive Committee to award emergency grants that do not need to be ratified by the full Authority
- Change from simple majority to 2/3 majority to amend the bylaws

There was discussion.

There was consensus that Article 3 Section 8 regarding conflicts of interest of the proposed bylaws should be excluded for now and that MHAA should further discuss and refine this Conflict of Interest language at their next meeting before adopting it.

Mr. Leshner made the following motion:

RESOLVED, that the Authority approves the amendments to the Maryland Heritage Areas Authority Bylaws as set forth in the document "MHAA Bylaws Proposed Amendments 7-2021," excluding the proposed Article 3 Section 8, included with the meeting materials.

Ms. Seitz seconded the motion, and it passed unanimously with no abstentions.

The Maryland Heritage Areas Authority Bylaws as amended on July 8, 2021 are included as Appendix A on page 24 of the minutes.

Resolution R-400 to Approve a Request by the Garrett County Chamber of Commerce and Garrett County to amend the boundary of the Mountain Maryland Gateway to the West Heritage Area

Ms. Ruffner reported that MHAA has received a request from the Mountain Maryland Gateway to the West Heritage Area (MMGWHA) and Garrett County. The request includes a programmatic amendment and an administrative amendment. The programmatic change is the addition of Lions Club Park at 1249 Bumble Bee Road, McHenry, MD. The administrative amendment is to remove portions of the heritage area boundary along the county border that were incorrectly mapped to extend into Allegany County.

Ms. Ruffner noted that Lions Club Park includes trails and public art related to the area's history, specifically related to early settler Meshach Browning. She said a public hearing was held on June 9, 2021, and the public testimony received was all in support of the amendment.

Ms. Kim Folk of MMGWHA said that the park is already developed as a tourism resource, including 10 miles of existing trails, and the Lions Club is interested in pursuing additional projects that would benefit from inclusion in the heritage area. She said they are interested in developing a historic log cabin into a museum.

Mr. Kummerow made the following motion:

RESOLVED, that the Authority approves—in accordance with Sections 13-1008(10) and 13-1111(m) of the Financial Institutions Article of the Code of Maryland, and COMAR 14.29.02.05C – the requests by the Garrett County Chamber of Commerce and Garrett County dated April 23, 2021 and June 21, 2021 to amend the boundaries of the Mountain Maryland Gateway to the West Heritage Area to include the Lions Club Park at 1249 Bumble Bee Road, McHenry, and remove portions of the heritage area boundary along the county border that were incorrectly mapped to extend into Allegany County.

Dr. Marty Baker seconded the motion. The motion passed unanimously with no abstentions.

Resolution R-500 to Approve a Request by the Annapolis, London Town and South County Heritage Area and the City of Annapolis to amend the boundaries of the Annapolis, London Town and South County Heritage Area.

Ms. Ruffner reported that the Four Rivers Heritage Area and Anne Arundel County are seeking an administrative boundary amendment to add the Thomas Point Shoals Lighthouse to the Four Rivers Heritage Area. This site was included in the boundary of the heritage area when the program relied on paper maps, but it was overlooked in the GIS mapping of the heritage area, which was an error. It is already included in the heritage area's management plan.

Ms. Seitz made the following motion:

RESOLVED, that the Authority approves—in accordance with Sections 13-1008(10) and 13-1111(m) of the Financial Institutions Article of the Code of Maryland, and COMAR 14.29.02.05C – the request by the Annapolis, London Town and South County Heritage Area and the City of Annapolis dated June 10, 2021 to amend the boundaries of the Annapolis, London Town and South County Heritage Area to include the Thomas Point Shoals Lighthouse, which was inadvertently left off the GIS maps.

Mr. Leshner seconded the motion. The motion passed unanimously with no abstentions.

Resolution R-600 to Approve a Request by Washington College to Revise the Scope of Work of the FY 2021 grant for the Custom House Structural Repairs project

Ms. Ennis Smith reported that Washington College has requested to change the scope and budget of their FY 2021 MHAA grant for \$44,000 for "Custom House Structural Repairs." She said that they discovered that the Custom House urgently needed a roof replacement, which superseded the originally planned grant work for an engineering assessment and repointing work to the building. She said that MHT holds a preservation easement on the building, and MHT has conditionally approved the proposed roof work.

Ms. Rieyn Delony asked about the grantee's request to use their grant funds from the Bartus Trew Fund to match the MHAA grant for roof work. Ms. Valerie Stewart of Washington College confirmed that Bartus Trew has approved the use of their grant funds for roof work on the Custom House and that she would send MHAA staff documentation of this approval.

Mr. Campbell made the following motion:

RESOLVED, that the Authority approves the request by Washington College to revise the scope of work for the FY 2021 grant project titled "Custom House Structural Repairs" to change the scope of work from engineering assessment and repointing work to roof replacement on the Customs House.

Mr. Spedden seconded the motion. The motion passed unanimously with no abstentions.

Resolution R-700 to Approve a Request by the Calvert Nature Society to Revise the Scope of Work of the FY 2019 grant for the Assessing a Cypress Barn project

Ms. Ruffner reported that MHAA has received a request from the Calvert Nature Society to amend their existing FY 2019 MAHA grant for \$20,000 for “Assessing a Cypress Barn.” She said that the original project, which was a historic structures report, has been completed under budget and the grantee is requesting to use the remainder of the funds to begin the stabilization work, prepare construction documents, and clear vegetation.

Ms. Karyn Molines confirmed the details of the request.

Ms. Ruffner added that MHT holds an easement on the property and that the work will be reviewed by MHT before it begins.

There was discussion.

Mr. Campbell made the following motion:

RESOLVED, that the Authority approves the request by the Calvert Nature Society to revise the scope of work for the FY 2019 grant project titled “Assessing a Cypress Barn” to change the scope and budget to add construction documents, vegetation removal and building stabilization and preservation work.

Mr. John Kinnaird seconded the motion, and it was approved unanimously with no abstentions.

Resolution R-800 to Approve Funding Requests: FY 2022 Maryland Heritage Areas Authority Management, Marketing and Block Grants (collectively referred to as the “Resolution R-800 Grants”)

Ms. Ruffner said that the July meeting is the culmination of the FY 2022 grant round. This year review panels of MHAA members reviewed the MHAA Management and Marketing Grant requests. MHAA staff reviewed the Block Grant requests.

Ms. Ruffner noted that MHAA also received one request for a Management Plan Update grant from the Passages of the Western Potomac Heritage Area. She summarized that altogether MHAA received 13 Management Grant requests, 6 Marketing Grant requests, 11 Block Grant requests, and one Management Plan Update request.

MHAA staff met with both review panels who reviewed the Management and Marketing Grants. She thanked them for their thoughtful reviews. Ms. Ruffner said that MHAA staff will compile the feedback from the reviewers and provide individual feedback to the heritage area directors. She also said there is some broad feedback for all heritage areas including recommendations to include breakdowns of salary requests in the Management budget, to include information about past performance, and to address issues of equity in their requests.

Ms. Ruffner noted that the resolutions for grant approval are divided up to allow for recusals.

She said that the working groups did recommend full funding for all the Management and Marketing Grants and that MHAA staff recommends full funding for the Block Grants. Together these represent \$1.74 million in requests.

There was discussion about whether these grants are subject to reallocation for operating due to COVID-19. Ms. Ruffner said that only the Block Grants would be subject to this policy and that the Management and Marketing Grants would not be.

Mr. Kummerow made the following motion:

RESOLVED, that the Authority approves funding for Resolution R-800 Grants consisting of twelve FY 22 management grants, one management plan grant, four FY 22 marketing grants, and ten FY 22 block grants, as detailed and in accordance with the amounts and terms set forth in the chart titled “Maryland Heritage Areas Authority Grant Requests: Fiscal Year 2022” (the “Chart”), attached hereto and made part of Resolution R-800 for the management and marketing of certified heritage areas, including Anacostia Trails (Maryland Milestones), Annapolis, London Town and South County (Four Rivers), Baltimore National, Beach to Bay, Canal Place (Passages of the Western Potomac), Heart of Chesapeake Country, Heart of the Civil War, Lower Susquehanna, Montgomery County, Mountain Maryland Gateway to the West, Patapsco Valley, Southern Maryland and Stories of the Chesapeake Heritage Areas.

AND BE IT FURTHER RESOLVED, that the provision contained in the policy titled “Temporary Policy for Maryland Heritage Areas Authority (MHAA) Marketing Grants” dated January 25, 2019, prohibiting heritage area management entities and their partner Destination Marketing Organizations from having multiple, concurrent open marketing grants, is suspended for all FY 2022 Marketing Grant awards because of delays in implementing planned marketing activities due to the COVID-19 related State of Emergency declared by Governor Hogan on March 5, 2020.

Ms. Leshner seconded the motion, and it was approved unanimously without abstentions.

Resolution R-900 to Approve Funding Requests: FY 2022 Maryland Heritage Areas Authority Capital and Non-Capital Grants and Reserve List Grants (collectively referred to as the “Resolution R-900 Grants”)

Turning to the MHAA Project Grant requests, Ms. Ruffner reported that this was the second year that the 21-person Grant Review Panel, comprised of state agency representatives and community members from across the state, reviewed the MHAA Project Grant requests. She said that Ms. Mary Callis served as the Chair of the Grant Review Panel.

Ms. Callis noted that the review process went well. She thanked MHAA staff for their help with answering the reviewers’ questions and with implementing Microsoft Teams for the reviewers, which allowed for discussion leading up to the review meetings. She said that the review meeting discussions were also very productive for finalizing the overall ranking.

Ms. Ruffner added some details about the review process, saying that each grant application is reviewed and scored by three reviewers using the scoring rubric, those scores are averaged to develop a panel ranking, and the panel ranking is combined with the local heritage areas’ ranking using an algorithm. The algorithm gives the local heritage area rankings a weight of 55%, with the panel ranking weighted at 45%. This combined ranking is then used as the basis for discussion by the state panel, which met twice, working their way through the chart and adjusting the recommendations as needed based on their discussion.

Ms. Ruffner said this year MHAA had a record number of total applications, receiving 202 total requesting just under \$10 million. The MHAA grant funds are currently capped at \$5.1 million. Ms. Ruffner noted that the panel is recommending total awards of just over \$5 million (including the Block, Management, and Marketing requests) in order to reserve some funds for emergency grant applications in FY 2022.

Ms. Callis described the Grant Review Panel’s recommendation for FY 2022 grants to cap the maximum capital award at \$95,000, rather than \$100,000, because there were so many important projects requesting funds and this was a way to help the grant funds stretch a little farther and allow more organizations to benefit. She said this recommendation is related to a desire by the panel to equitably distribute the funds to both large and small organizations across the state.

There was discussion.

Ms. Seitz made the following resolution, to approve the project grants for which no MHAA member recusals are necessary:

RESOLVED, that the Maryland Heritage Area Authority approves funding of Resolution R-900 Grants consisting of (i) the 37 capital projects and 35 noncapital project grants for projects and activities within the CHAs (not including the grants approved by separate resolutions for projects in which Authority members have an interest), as detailed and in accordance with the amounts designated on the Chart as “Full Funding” or “Partial Funding”, and the terms set forth in the Chart (defined in Resolution R-800), attached hereto and made part of Resolution R-900; and (ii) if additional funding becomes available through an additional spending authorization of funds in the Maryland Heritage Areas Authority Financing Fund, the additional 79 grants designated as the “Reserve List Grants” on the Chart, in the order in which they appear in the final ranking set out in "FY22 Grants Review Panel Chart – Final Recommendations”

AND BE IT FURTHER RESOLVED, that this approval is contingent upon sufficient funding being made available in the Maryland Heritage Areas Authority Financing Fund.

AND BE IT FURTHER RESOLVED, that the MHAA staff is authorized to prepare any documents necessary or useful in order to carry out the grants approved by the Authority in conformance with the terms set forth in the Chart. Staff is further authorized to make minor adjustments to the scopes of work, timetables, and budgets set forth in the Chart and the grant applications, including the allocation of Authority grant funds to specific line items in the project budgets, and the required amounts of matching funds. Such adjustments shall be made in compliance with MHAA statutes and regulations, and shall not materially alter the work, activities or products of the grant project as approved by the Authority.

FY 2022 MARYLAND HERITAGE AREAS AUTHORITY GRANTS APPROVED BY SEPARATE RESOLUTIONS R-1000 through R-1600 (COLLECTIVELY, THE “SEPARATELY APPROVED GRANTS”) ARE APPROVED BY THE FOLLOWING SEPARATE RESOLUTIONS EXCLUDING RECUSED AUTHORITY MEMBERS WITH CONFLICTS OF INTEREST (COLLECTIVELY, THE “SEPARATE GRANT APPROVAL RESOLUTIONS”). THE SEPARATE GRANT APPROVAL RESOLUTIONS ARE ALSO SUBJECT TO THE CONDITIONS CONTAINED IN THE “FURTHER RESOLVED” CLAUSES OF RESOLUTION R-900 CONCERNING STAFF AUTHORIZATION TO PREPARE GRANT DOCUMENTS AND MAKE MINOR ADJUSTMENTS TO GRANT TERMS.

Mr. Campbell seconded the motion, and the motion passed unanimously with no abstentions.

Ms. Ruffner said that each of the seven motions that follow allow MHAA to approve a number of awards for which one or more members of MHAA will be recusing themselves.

Resolution R-1000 to Approve Funding Request: FY 2022 Maryland Heritage Areas Authority Grant to Jefferson Patterson Park and Museum for the “Patterson Center Greenhouse Conservation” project

Ms. Mary Ann Harms recused herself from discussion.

Dr. Baker made the following motion:

RESOLVED, that the Maryland Heritage Area Authority approves a grant to the Jefferson Patterson Park and Museum for the project titled “Patterson Center Greenhouse Conservation Project” under the Maryland Heritage Areas Authority Grant Program, as detailed and in accordance with the amounts and terms set forth in the Chart attached hereto and made part of Resolution R-1000.

Ms. Chabot seconded the motion. The motion passed with Ms. Harms abstaining, and all other MHAA members present voting to approve the motion.

Resolution R-1100 to Approve Funding Requests: FY 2022 Maryland Heritage Areas Authority Grants to the Chesapeake Bay Maritime Museum, Inc. for the “Watercraft Heritage Exhibition” project and to Talbot County for the “Frederick Douglass Park on the Tuckahoe” project

Mr. Leshar recused himself from discussion.

Ms. Nita Settina made the following motion:

RESOLVED, that the Maryland Heritage Area Authority approves a grant to the Chesapeake Bay Maritime Museum, Inc. for the project titled “Watercraft Heritage Exhibition”, and a grant to Talbot County for the “Frederick Douglass Park on the Tuckahoe” project under the Maryland Heritage Areas Authority Grant Program, as detailed and in accordance with the amounts and terms set forth in the Chart attached hereto and made part of Resolution R-1100.

Mr. Lee Towers seconded the motion. The motion passed with Mr. Leshar abstaining, and all other MHAA members present voting to approve the motion.

Resolution R-1200 to Approve Funding Requests: FY 2022 Maryland Heritage Areas Authority Grants to Historic St. Mary’s City Foundation, Inc. for the “Maryland Dove Chesapeake Bay Heritage Tour” project, and the “1634 St. Mary’s Fort Pavilion” project; and to the Peale Center

for Baltimore History and Architecture for the “Peale Museum Final Interior Renovations and Finishes” project

Mr. Kummerow recused himself from discussion.

Mr. Campbell made the following motion:

RESOLVED, that the Maryland Heritage Area Authority approves grants to the Historic St. Mary’s City Foundation, Inc. for the projects titled “Maryland Dove Chesapeake Bay Heritage Tour” and “1634 St. Mary’s Fort Pavilion,” and a grant to the Peale Center for Baltimore History and Architecture for the project titled “Peale Museum Final Interior Renovations and Finishes” under the Maryland Heritage Areas Authority Grant Program, as detailed and in accordance with the amounts and terms set forth in the Chart attached hereto and made part of Resolution R-1200.

Mr. Towers seconded the motion. The motion passed with Mr. Kummerow abstaining, and all other MHAA members present voting to approve the motion.

Resolution R-1300 to Approve Funding Requests: FY 2022 Maryland Heritage Areas Authority Grants to Heart of the Civil War Heritage Area, Inc. for the “FY 2022 Marketing Grant” project, and to the City of Hagerstown for the “Jonathan Hager House Visitor Center” project

Mr. Spedden recused himself from discussion.

Mr. Towers made the following motion:

RESOLVED, that the Maryland Heritage Area Authority approves a grant to the Heart of the Civil War Heritage Area, Inc. for the project titled “FY 2022 Marketing Grant” and a grant to the City of Hagerstown for the project titled “Jonathan Hager House Visitor Center” under the Maryland Heritage Areas Authority Grant Program, as detailed and in accordance with the amounts and terms set forth in the Chart, attached hereto and made part of Resolution R-1300.

AND BE IT FURTHER RESOLVED, that the provision contained in the policy titled “Temporary Policy for Maryland Heritage Areas Authority (MHAA) Marketing Grants” dated January 25, 2019, prohibiting heritage area management entities and their partner Destination Marketing Organizations from having multiple, concurrent open marketing grants, is suspended for all FY 2022 Marketing Grant awards because of delays

in implementing planned marketing activities due to the COVID-19 related State of Emergency declared by Governor Hogan on March 5, 2020.

Dr. Baker seconded the motion. The motion passed with Mr. Spedden abstaining, and all other MHAA members present voting to approve the motion.

Resolution R-1400 to Approve Funding Requests: FY 2022 Maryland Heritage Areas Authority Grants to the Calvert Marine Museum Society, Inc. for the “Making Community Connections: An Interpretive Plan for the Maritime Gallery” project, and to Historic Sotterley, Inc. for the “Historic Sotterley – Transcending Barriers to Common Ground” project

Ms. Harms and Ms. Settina recused themselves.

Mr. Kummerow made the following motion:

RESOLVED, that the Maryland Heritage Area Authority approves a grant to the Calvert Marine Museum Society, Inc. for the project titled “Making Community Connections: An Interpretive Plan for the Maritime Gallery” and a grant to Historic Sotterley, Inc. for the “Historic Sotterley – Transcending Barriers to Common Ground” project under the Maryland Heritage Areas Authority Grant Program, as detailed and in accordance with the amounts and terms set forth in the Chart attached hereto and made part of Resolution R-1400.

Ms. Seitz seconded the motion. The motion passed with Ms. Harms and Ms. Settina abstaining, and all other MHAA members present voting to approve the motion.

Resolution R-1500 to Approve Funding Requests: FY 2022 Maryland Heritage Areas Authority Grants to the County Council of Dorchester County for the “FY 2022 Management Grant”, “FY 2022 Marketing Grant”, “FY 2022 Block Grant” and “Saving the Historic Bayly Cabin” projects

Ms. Chabot recused herself.

Ms. Settina made the following motion:

RESOLVED, that the Maryland Heritage Area Authority approves grants to the County Council of Dorchester County for the “FY 2022 Management Grant”, “FY 2022 Marketing Grant”, “FY 2022 Block Grant”, and “Saving the Historic Bayly Cabin” projects under the Maryland Heritage Areas Authority Grant Program, as detailed and in accordance with the amounts and terms set forth in the Chart attached hereto and made part of Resolution R-1500.

AND BE IT FURTHER RESOLVED, that the provision contained in the policy titled “Temporary Policy for Maryland Heritage Areas Authority (MHAA) Marketing Grants” dated January 25, 2019, prohibiting heritage area management entities and their partner Destination Marketing Organizations from having multiple, concurrent open marketing grants, is suspended for all FY 2022 Marketing Grant awards because of delays in implementing planned marketing activities due to the COVID-19 related State of Emergency declared by Governor Hogan on March 5, 2020.

Mr. Lee Towers seconded the motion. The motion passed with Ms. Chabot abstaining, and all other MHAA members present voting to approve the motion.

Resolution R-1600 to Approve Funding Requests: FY 2022 Maryland Heritage Areas Authority Grants to the Friends of Calvert Cliffs State Park for the “Marsh Restoration to Improve User Experience and Increase Nature Tourism” project, to the Friends of Chapman State Park, Inc. for the “Keys to History: Making Mount Aventine Accessible for All” project, and to the Steppingstone Museum Association, Inc. for the “Invigorating the Land of Promise: Essential Preservation and Enhancement Project FY 22” project

Ms. Settina recused herself.

Mr. Kinnaird made the following motion:

RESOLVED, that the Maryland Heritage Area Authority approves grants to the Friends of Calvert Cliffs State Park for the “Marsh Restoration to Improve User Experience and Increase Nature Tourism” project, to the Friends of Chapman State Park, Inc. for the “Keys to History: Making Mount Aventine Accessible for All” project, and to the Steppingstone Museum Association, Inc. for the “Invigorating the Land of Promise: Essential Preservation and Enhancement Project FY 22” project under the Maryland Heritage Areas Authority Grant Program, as detailed and in accordance with the amounts and terms set forth in the Chart attached hereto and made part of Resolution R-1600.

Mr. Kummerow seconded the motion. The motion passed with Ms. Settina abstaining, and all other MHAA members present voting to approve the motion.

Ms. Ruffner provided an update about the Reserve List grants for FY 2022. She said that the Panel recommended 79 grants for the Reserve List. The Panel did not recommend four grant applications, which were not put forward by their local heritage areas for state review. She noted that the Reserve List projects will be funded in the order that they are listed in the grant recommendation chart, as funding becomes available, with no further actions needed by MHAA

to make these additional awards. She noted that if MHAA staff recommends skipping over a project in the chart, they would need to seek approval from the MHAA Executive Committee for this action, and that the Reserve List from the previous fiscal year becomes obsolete when the next fiscal year's grant chart is approved. She also said that inclusion on the Reserve List does not guarantee funding.

Ms. Ruffner said that MHAA staff is looking for ways to refine the Grant Review Panel process further, as it is still relatively new. She said that MHAA staff are currently surveying both the panelists and heritage area directors. She reported that there continues to be a discussion about the geographic distribution of the grants and how much this consideration should play a role in addition to the considerations about the merits of the projects. She thanked the heritage area directors, grant applicants, and the Grant Review Panel members for all their hard work in this very competitive grant round.

DISCUSSION ITEMS

Definitions Put Forward by the Marketing Working Group

Ms. Ruffner said that the Marketing Working Group has been meeting and that one of the first things the group wanted to do to lay the groundwork for marketing discussions moving forward was to come up with some shared definitions for the different groups and entities related to MHAA's work.

Ms. Ruffner read over the following definition drafts:

Maryland Heritage Areas Program:

The Maryland Heritage Areas Program is a program of the State of Maryland that supports Maryland's communities by promoting economic development through heritage tourism in designated and certified heritage areas throughout the state. It provides financial assistance and technical support to organizations, to protect, preserve and enhance the natural, cultural and historical resources that make each area unique, and also to create visitor experiences that draw on each area's unique regional identity. The program encompasses the state's heritage areas, their management entities, the Maryland Heritage Areas Authority, the Coalition of Heritage Areas, and program staff.

Maryland Heritage Area:

A Maryland heritage area is a geographically defined area of the state that is locally designated, and state certified as an area where the unique natural, cultural and historical

resources are supported, preserved, and interpreted for visitors to encourage economic development through heritage tourism.

Maryland Heritage Area Management Entity:

A Maryland heritage area has a designated management entity that is established in, and guided by a management plan, as well as five-year plans, and annual work plans, all of which are certified and monitored by the Maryland Heritage Areas Authority. A designated management entity is eligible to receive financial assistance to support the operation of the heritage area.

Maryland Heritage Areas Authority:

The Maryland Heritage Areas Authority is an independent state entity within the Maryland Department of Planning that oversees the Maryland Heritage Areas Program and the Maryland Heritage Areas Financing Fund. It is composed of appointees from 7 State agencies and 10 individuals appointed by the Governor. It is staffed by the Maryland Historical Trust, the state's historic preservation office. The Maryland Heritage Areas Authority sets policy, awards grants and other financial assistance, certifies heritage areas, and ensures good stewardship of tax-payer funds.

Maryland Coalition of Heritage Areas OR Coalition of Maryland Heritage Areas OR Maryland Heritage Areas Coalition:

The Maryland Coalition of Heritage Areas consists of representatives from the state recognized and certified heritage areas. The group is a program partner that advocates for the Maryland Heritage Areas Program, the allocation of funding for the Maryland Heritage Areas Financing Fund, and for the individual heritage areas. The Maryland Coalition of Heritage Areas provides guidance to Maryland Heritage Areas Authority on issues of policy.

Ms. Ruffner noted that the Marketing Working Group is seeking MHAA's input on these definitions. She said the Maryland Coalition of Heritage Areas will be meeting and discussing which name (Maryland Coalition of Heritage Areas OR Coalition of Maryland Heritage Areas OR Maryland Heritage Areas Coalition) they should use for the group going forward.

There was discussion.

Ms. Delony asked about how the definitions would be used and whether they aligned with definitions that are codified in MHAA's statute, regulations, and policies.

Ms. Ruffner said MHAA staff and OAG could certainly work together to check on this alignment with existing documents but that these definitions are not meant to be used in a legal context, rather in a marketing context.

There was discussion.

There was consensus that the Maryland Heritage Areas Program definition should be updated as revised below, relying on language proposed by Mr. Campbell (changes in bold text below):

Maryland Heritage Areas Program:

The Maryland Heritage Areas Program is a program of the State of Maryland that supports Maryland's communities by promoting economic development through heritage tourism in designated and certified heritage areas throughout the state. It provides financial assistance and technical support to organizations, to protect, preserve and enhance the natural, cultural and historical resources that make each area unique, and also to create visitor experiences that draw on each area's unique regional identity. The program **functions through a working partnership of** the state's heritage areas, their management entities, the Maryland Heritage Areas Authority, the Coalition of Heritage Areas, and program staff.

There was discussion.

Mx. Meagan Baco of the Maryland Milestones / Anacostia Trails Heritage Area offered insights about how the definitions have already been useful as they prepared to attend MML's annual meeting and talk about the program as a whole with legislators.

There was further discussion of the definitions and of the Coalition's name.

A few minutes before 12 noon Mr. McCord had to leave the meeting for another meeting, and Mr. Campbell, in his role as Vice Chair of MHAA, began leading the meeting.

Mr. Campbell recommended that the Maryland Coalition of Heritage Areas be used as the name going forward.

Ms. Walker confirmed that the heritage area directors will discuss the name and definition at their upcoming meeting and will report back on their decision.

Ms. Ruffner said that MHAA staff would make the recommended edit to the definition of the "Maryland Heritage Areas Program" and would circulate an updated copy of all the definitions to the group. She thanked MHAA for their input.

New Business and Announcements

Mr. Campbell called for member announcements and new business.

No new business was put forward.

Ms. Walker asked about additional heritage area director announcements.

No additional announcements were put forward.

Adjournment

Mr. Campbell called for a motion to adjourn. Mr. Kummerow motioned to adjourn. Dr. Baker seconded the motion, and the motion to adjourn was approved unanimously at 12:03 pm, with no abstentions.

Appendix A:

**BYLAWS OF THE
MARYLAND HERITAGE AREAS AUTHORITY**

(As amended July 8, 2021)

These Bylaws of the MARYLAND HERITAGE AREAS AUTHORITY, a body corporate and an independent instrumentality of the State of Maryland operating in the Department of Planning (the "Authority"), created by Chapter 601 of the 1996 Laws of Maryland, as codified in Sections 13-1101 through 13-1124 of the Financial Institutions Article of the Annotated Code of Maryland, are adopted pursuant and subject to the provisions of law, as amended, by which the Authority was created (the "Act").

ARTICLE I

Purpose

It is the purpose of the Authority to encourage, assist, and approve the creation of a statewide system of recognized and certified heritage areas that reflects the cultural themes of the State's development and provides educational, economic, and recreational benefits for present and future generations. The exercise by the Authority of the powers conferred by the Act is the performance of an essential public function.

ARTICLE II

Office

Section 1. Principal Office. The principal office of the Authority shall be located at 100 Community Place, Crownsville, Maryland 21032-2023, or at any other location designated by the Authority.

Section 2. Other Offices. The Authority shall also have offices at such other places within and without the State as the Authority may from time to time designate.

ARTICLE III

Members

Section 1. Authority. The business and affairs of the Authority shall be managed and controlled under the direction of the members of the Authority (the "Members").

Section 2. Membership. The Authority's membership of seventeen (17) is established by Section 13-1104 of the Financial Institutions Article of the Annotated Code of Maryland. The Members shall consist of the following:

- a. The Secretary of Housing and Community Development, or a designee;
- b. The Secretary of Commerce, or a designee;
- c. The Secretary of Higher Education, or a designee;
- d. The Secretary of Transportation, or a designee;
- e. The Secretary of Natural Resources, or a designee;
- f. The Secretary of Planning, or a designee;
- g. The State Historic Preservation Officer; and
- h. Ten (10) Members appointed by the Governor, with the advice and consent of the Senate, representing the gender, racial, and geographic makeup of the State, including:
 - (1) Two (2) elected officials or representatives of local jurisdictions, including:
 - (a) One from a list submitted by the Maryland Association of Counties, Inc., and
 - (b) One from a list submitted by the Maryland Municipal League, Inc.;
 - (2) Two (2) appointed from names recommended by the President of the Maryland Senate;
 - (3) Two (2) appointed from names recommended by the Speaker of the House of Delegates;
 - (4) One public member of the Maryland Greenways Commission;
 - (5) One public member of the Maryland Tourism Development Board;

(6) One member of the public who has significant education or experience in historic preservation; and

(7) One member of the public who has significant education or experience in heritage tourism.

Section 3. Appointment. The appointed Members shall have staggered four-year terms as provided by the Act. At the end of a term, a Member continues to serve until a successor is appointed and qualifies. A Member who is appointed for a term after the term has begun serves only for the remainder of the term and until a successor is appointed and qualifies.

Section 4. Attendance. If a Member appointed by the Governor fails to attend at least 50 percent of the meetings of the Authority during any period of twelve consecutive months, the Member shall be considered to have resigned. The chair of the Authority (the "Chair") shall forward the Member's name to the Governor with a statement of the reasons for the nonattendance. If the Member has been unable to attend meetings for reasons satisfactory to the Governor, the Governor may waive the Member's resignation.

Section 5. Removal. The Governor may remove a Member appointed by the Governor for incompetence, misconduct, or failure to perform the Member's duties.

Section 6. Powers and Duties; Administrator. The powers and duties of the Authority are vested in, and shall be exercised by, the Members as provided by Chapter 601 of the 1996 Laws of Maryland, as may be subsequently amended. The Maryland Historical Trust shall provide the Authority with resources and staff, including an Administrator, as feasible and necessary for administering and facilitating the work of the Authority.

Section 6. Designees. A Cabinet Secretary authorized to designate membership on the Authority may designate membership by providing written notice of the designation to the Chair.

Section 7. Non-Voting Members. If a Member appointed on recommendation of the President of the Senate or the Speaker of the House of Delegates concurrently serves in the Senate or the House, and on the Authority, the Member shall then serve as non-voting members on the Authority (a "Non-Voting Member").

ARTICLE IV

Meetings

Section 1. Time and Place. Not less than two (2) meetings of the Authority shall be held in each calendar year, at such time and place as shall be determined by the Members. All meetings shall be general meetings and open to the transaction of any and all business. Meetings may be held in person, by conference call, online video meeting or comparable means provided that each participant can communicate in real time with all other participants. Special meetings may be called by the Chair on the Chair's own initiative, or at the request of three (3) or more Members.

Section 2. Notice. Notice of all meetings, stating the time and place, shall be given to each Member by electronic mail not less than seven (7) days prior to the meeting, except that meetings may be held on shorter notice by the affirmative vote of a two-thirds majority of all Members then serving.

Section 3. Waiver of Notice. Any Member may waive notice of any meeting or agree to a shorter notice than seven (7) days. Participation in a meeting by a Member, without proper notice, is considered a waiver of notice.

Section 4. Quorum; Action. A quorum at any meeting for the conduct of the business of the Authority shall consist of nine (9) Members then serving, excluding any Non-Voting Member, either present at the meeting in person or by conference call or online video meeting. The Authority may act with the affirmative vote of a majority of Members counted towards a quorum.

Section 5. Voting at a Meeting. A Non-Voting Member shall have no right to vote on any matter brought before the Authority, and shall serve in an advisory capacity only. All other Members shall be entitled to one vote. There shall be no voting by proxy. Voting may be conducted via conference call or online video meeting. The minutes of the Authority's meetings shall record the vote of each Member on each action.

Section 6. Voting by Electronic Mail Without a Meeting. Any action required or permitted to be taken at a meeting may be taken by electronic mail without a meeting. The Administrator will administer votes taken by email, as instructed by the Chair. The Administrator shall deliver a resolution setting forth the action to be taken by the Authority by an email addressed to the full Authority. Members, with the exception of any Non-Voting Member, shall each vote on the resolution as instructed by the Chair by email response addressed to the Administrator. The Administrator shall tally the email votes and forward the tally, along with all the email votes, to the Vice Chair. The Vice Chair shall confirm the tally and report the result of the vote to the Chair. The Chair shall report the tally to the Members no later than one (1) day following the email voting deadline stated in the Administrator's email. A resolution made by email vote will pass only upon the affirmative vote of a majority of the Members, not including any Non-Voting Members, then serving on the Authority. The resolution, the result of the email vote, and the deadline for the email vote shall be recorded in the minutes of the meeting of the Authority that follows an email vote.

Section 7. Informal Action by Members. Any action required or permitted to be taken at a meeting of the Authority may be taken without a meeting if a written consent to such action is signed by all Members, not including any Non-Voting Member, then serving on the Authority, and such consent is filed with the Authority's minutes.

ARTICLE V

Officers

Section 1. Chair. The Secretary of Planning, or the Secretary's designee, shall serve as Chair of the Authority.

Section 2. Appointment of Vice Chair. At the Authority's first meeting during each fiscal year, the Members shall elect one of the Members to serve as Vice Chair of the Authority, to serve until election of the Vice Chairman's successor.

Section 3. Duties. The duties of the Chair and Vice Chair are as follows:

- a. Chair. The Chair shall preside at meetings and shall have such other duties as may from time to time be assigned by the Authority or as otherwise prescribed by law or these Bylaws.
- b. Vice Chair. The Vice Chair shall have such duties as the Chair delegates. The Vice Chair shall also preside at any meeting at which the Chair is unable to preside.

Section 4. The Administrator. The Administrator shall:

- a. Direct and supervise the administrative and financial affairs and activities of the Authority in accordance with the Act, other State law, and the Authority's regulations, policies and practices;
- b. Attend all meetings of the Authority;
- c. Keep the minutes of all proceedings of the Authority; and
- e. Perform any other duty that the Authority requires for carrying out the provisions of the Act.

ARTICLE VI

Finances

Section 1. Fiscal Year. The fiscal year of the Authority shall begin each July 1 and end on June 30 of the following year.

Section 2. Contributions, Gifts, and Grants. The Authority may: receive and accept contributions, gifts, or grants of money or property from any private or public source; acquire in its own name, by gift or purchase, any personal property or interests in personal property necessary or convenient to support a certified heritage area and carry out the responsibilities of the Authority; or acquire in its own name, by gift or purchase, any real property or interests in real property necessary or convenient to support a certified heritage area and carry out the responsibilities of the Authority, subject to prior approval of the Board of Public Works.

Section 3. Expenditure. Subject to the provisions of §13-1114 of the Financial Institutions Article, expenditure of other than operating funds from the Maryland Heritage Areas Authority Financing Fund shall be made upon the approval of the Authority.

Section 4. Books and Records. The books and records of the Authority shall be subject to audit by the State at its discretion.

Section 6. Annual Budget. The Authority shall submit a budget annually to the Department of Planning, reflecting the operating and capital program of the Authority, for submission with the Department's budget submittal.

ARTICLE VII

Conduct of Meetings

Meetings of the Authority shall be conducted either in accordance with rules of procedure adopted by the Members or, in the absence of such rules, in accordance with Robert's Rules of Order, to the extent that the latter are not inconsistent with these Bylaws.

ARTICLE VIII

Committees

Section 1. General. The Members may establish one or more committees, including standing committees, as the Members deem appropriate and necessary from time to time. The purpose of the committees is to review, when appropriate, matters requiring Authority action,

assemble information, prepare summations, and make advisory recommendations to the Authority. Committees shall not possess authority over policy or any powers other than those expressly provided for in these Bylaws or expressly delegated by the Authority.

Section 2. Executive Committee. The Authority shall have an Executive Committee of at least three (3) members. The Chair, the Vice Chair and such other Members as the Authority may appoint shall constitute the members of the Executive Committee. The Chair shall act as chair of the Executive Committee. The Executive Committee shall have such duties and perform such functions in the administration of the affairs of the Authority as may be authorized by the Authority. The Executive Committee shall have the express authority to act on behalf of the Authority when a quorum of the Authority cannot be formed, or during the period between regular meetings of the Authority. All decisions made by the Executive Committee must be brought before the Authority for ratification at the next meeting of the Authority, except that an approval by the Executive Committee of an emergency grant awarded pursuant to the Authority's Emergency Grant Policy shall not be brought before the Authority for ratification.

Section 3. Composition of Committees. Except for the Executive Committee, all committees shall be comprised of Members and non-members chosen by the Authority. Each committee shall contain at least one (1) Member. The Chair shall select the chair of each committee from the Authority's Members.

Section 4. Quorum. A majority of the membership of a committee shall constitute a committee quorum, and the act of a majority of the committee members present and voting at a meeting at which a quorum is present shall be the act of the committee.

Section 5. Meetings. All committees, with the exception of the Executive Committee, shall meet at such times as is deemed necessary by a majority of each committee. Members of the Executive Committee shall meet whenever necessary upon request by a member of the Executive Committee. Meetings and votes of the Executive Committee may be conducted through conference calls or online video meeting.

Section 6. Assignments. All matters requiring committee attention shall be assigned to the appropriate committee by the Chair.

Section 7. Record and Reports. All committees shall maintain minutes of their respective meetings and shall present a report at the next scheduled meeting of the Authority. In addition, copies of all committee correspondence and records shall be filed with the Chair for inclusion in the Authority's records.

ARTICLE IX

Amendments of Bylaws

The Members may amend these Bylaws at any meeting by an affirmative vote of a two-thirds majority of all Members, provided that any amendment to be voted upon shall be mailed to each Member with the notice of the meeting.

ARTICLE X

Open Meetings

All meetings of the Authority or any of its committees shall be open to the public as required by the Open Meetings Act. Notice of all meetings of the Authority and its committees shall be published as prescribed by law and shall be delivered to each Member by the means provided in Article IV, Section 2.

Article XI

Miscellaneous

Section 1. Compensation. The Authority shall not pay any compensation to Members for services rendered to the Authority, except that, as provided in the State Budget, Members may be reimbursed for expenses incurred in the performance of their duties to the Authority in accordance with the Standard State Travel Regulations.

Section 2. Books and Records. The Authority shall keep at its principal office correct and complete books and records of account, activities, and transactions of the Authority, minutes of the proceedings of the Members and any committee of the Authority, and a current list of the Members and their business addresses. Any of the books, records, and minutes of the Authority may be in written form or in any other form capable of being converted into written form within a reasonable time.