

**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 a non-voting member on the Authority (a "Non-Voting Member").

Section 8. Conflict of Interest; Advisory Roles in Recognized or Certified Heritage Area Management Entities.

a. Members shall comply with the Maryland Public Ethics Law contained in Title 5, General Provisions Article of the Annotated Code of Maryland.

b. A Member shall not concurrently (i) serve on the Authority and (ii) be employed by, serve as a member of the board of directors of, or serve on any other governing or oversight body of, a recognized or certified heritage area management entity.

c. A Member may serve a recognized or certified heritage area management entity only in a volunteer, non-compensated, advisory and non-voting capacity; such Member shall not sit on any governing board or oversight body, and shall have no actual authority or ability to make or influence business decisions on behalf of a recognized or certified heritage area management entity.

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.