

Bylaws of the Catonsville Women's Giving Circle, Inc.
State of Maryland
December 5, 2018

Article I: Name

The name of this corporation is the Catonsville Women's Giving Circle, Inc. (CWGC).

Article II: Mission and Purpose

The Catonsville Women's Giving Circle is committed to organizing women in the Greater Catonsville community to grow and enhance philanthropy in our area. Our primary purpose is to make charitable grants to qualifying nonprofit organizations that seek our support. We are non-partisan and non-religious.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in section 501(c)(3) of the Internal Revenue Code.

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article III: Membership

Section 1 - The general membership of CWGC shall be women interested in supporting our mission, who pay at least a minimum annual contribution, determined by the leadership team.

Section 2 – The contributions received from the members shall be distributed through the awarding of grants and the payment of administrative expenses.

Section 3 – CWGC will hold an Annual Meeting during the month of January. At this meeting, participating Members shall decide on the distribution of grants and endorse the officers and Leadership Team for the year. Each Member has one vote. Insofar as possible, decisions will be made by consensus of the participating membership. Any other business decisions may also be made at the Annual Meeting.

Bylaws of the Catonsville Women's Giving Circle, Inc.
State of Maryland
December 5, 2018

Section 4 – Other special meetings and social events may be scheduled throughout the year by the Leadership Team. The Leadership Team will be responsible for scheduling a time and place, as well as for publicizing any special meetings or events.

Section 5 – At the Annual Meeting, a quorum will consist of no less than 25% of the paid membership.

Article IV: Leadership Team/Board of Directors

Section 1 – The Corporation's affairs shall be managed by the Board of Directors, herein known as the Leadership Team. This Leadership Team shall have all powers necessary to manage the Corporation.

Section 2 – The Leadership Team shall have no fewer than six members. Each Team member can be reelected or reappointed at the Annual Meeting. The Leadership Team may be expanded to include other Members at any time during the year.

Section 3 – The Leadership Team shall meet at least six times a year.

Section 4 – A majority of the Leadership Team members will constitute a quorum. Decisions made by the act of a majority of Leadership Team members present, at a meeting at which a quorum is present, shall be considered Leadership decisions. Alternatively, electronic voting can be utilized.

Section 5 – Leadership Team/Board Members shall serve without compensation or remuneration.

Article V: Officers

Section 1 – The officers of the Corporation shall be the First Co-Convener/Chair; the Second Co-Convener/Vice-chair; the Secretary; the Treasurer or Co-Treasurers; and such other officers as may be appointed by the Leadership Team. All officers shall be members of the Leadership Team and Members in good standing of CWGC.

Section 2 – All officers shall be appointed by the Leadership Team and affirmed by consensus at the Annual Meeting. Each Co-Convener shall serve for 2 years. The first year of service is as the Second Co-Convener/Vice-chair and the second year of service is as the First Co-Convener/Chair. Any officer may be removed by the Leadership Team whenever in its judgment the best interests of the Corporation require it. Any vacancies may be filled by the Leadership Team or their nominee for the unexpired portion of the officer's term.

Section 3 – The First Co-Convener/Chair shall be the Corporation's principal executive officer. She shall preside at meetings and see that the Corporation's business is managed well.

Bylaws of the Catonsville Women's Giving Circle, Inc.
State of Maryland
December 5, 2018

Section 4 – The Second Co-Convener/Vice-Chair shall exercise the powers and perform duties as assigned by the First Co-Convener and the Leadership Team. The Second Co-Convener shall perform the duties of the First Co-Convener whenever the First Co-Convener is unable to do them.

Section 5 – The Treasurer/Co-Treasurers shall have custody of and be responsible for the Corporation's funds. The Treasurers shall keep complete and accurate records of receipts and disbursements, of all banking, and of any additional financial donations received other than dues. Financial information will be shared at the Leadership Team meetings.

Section 6 – The Secretary shall be responsible for preparing and maintain custody of Leadership Team Meeting Minutes. The Secretary shall see that the Corporation's business records are maintained in a file.

Article VI: Committees

The following committees are established for the stated purposes. Committees may be added, revised, or eliminated upon a vote by the Leadership Team.

Section 1 – The Leadership Team shall be comprised of the Officers of the Corporation, the Chairs and/or Co-Chairs of the other committees, and any other members appointed by the Co-Conveners.

Section 2 – The Grants Committee shall manage the process for selecting grantee organizations each year. The Grants Committee will develop the timeline, oversee the request for proposals process, and review and evaluate grant proposals submitted to CWGC. The Grants Committee shall update or develop forms it deems necessary for this process. The Co-Chairs of the Grants Committee shall report the Committee's recommendations for funding at the Annual Meeting.

Section 3 – The Membership Committee shall provide information to prospective members and welcome new members. This committee will plan events for members and prospective members during the year and support membership renewals.

Section 4 – The Education and Program Committee shall plan programs and educational opportunities for members to learn about issues affecting our community, as well as general issues pertaining to philanthropy.

Section 5 – The Communications Committee shall be responsible for maintaining and managing CWGC's website and other electronic media. This committee will notify members and past members of programs and events as they are planned.

Bylaws of the Catonsville Women's Giving Circle, Inc.
State of Maryland
December 5, 2018

Article VII: Business Practices

Section 1 – In general, the Co-Conveners or a member of the Leadership Team will provide agendas before business meetings. Insofar as is possible, decisions will be made by consensus. If consensus cannot be reached, the decision may either be delayed or decided by a majority vote.

Section 2 – The fiscal year for the CWGC shall be from January 1 to December 31.

Section 3 – Accounting and financial records shall be maintained by the Corporation. They shall be reviewed and/or audited annually by an accountant or another individual approved by the Leadership Team.

Article VIII: Indemnification

Section 1 – CWGC shall indemnify and advance expenses to a Director or Officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section of the Annotated Code of Maryland. The Corporation may, as determined by its Leadership Team, indemnify and extend expenses to an employee or agent in connection with a proceeding to the extent permitted by and in accordance with the Indemnification Section.

Section 2 – CWGC shall keep in full force and effect a Directors and Officers policy of insurance, insuring both the Corporation and its Directors and Officers from claims, causes of action, and liability for claims, including full coverage for costs of defense, without requirement of contribution or payment of a deductible.

Article IX: Conflict of Interest

Section 1 – No director, officer, volunteer or contract employee of the Corporation shall have any position with or substantial interest in any other business, the existence of which would conflict or might reasonably be supposed to conflict with the performance of her duties with CWGC without full and complete disclosure to the Leadership Team.

Section 2 – Each director, officer, volunteer or contract employee of the Corporation who has such a conflicting interest with respect to any transaction under consideration by the Leadership Team is required to disclose this in a timely way.

Article X: Dissolution of The Organization

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Bylaws of the Catonsville Women's Giving Circle, Inc.
State of Maryland
December 5, 2018

Article XI: Amendments

These Bylaws may be amended or revised by a two thirds (2/3) vote of the Leadership Team members present at a regular or special meeting where a quorum is present. Notice of proposed amendments or revisions shall be disseminated to Leadership Team Members at least one week prior to the meeting. All amendments or revisions shall be in accordance with the Articles of Incorporation.

Bylaws of the Catonsville Women's Giving Circle, Inc.
State of Maryland
December 5, 2018

We, the undersigned, are all of the initial directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the five preceding pages, as the Bylaws of this corporation.

ADOPTED AND APPROVED by the Leadership Team/Board of Directors on this 5th day of December 2018.

Claire Rudman, First Co-Convener – Catonsville Women's Giving Circle, Inc.

Holly Dawsey, Second Co-Convener – Catonsville Women's Giving Circle, Inc.

ATTEST: Sarah Chard, Secretary – Catonsville Women's Giving Circle, Inc