

**BYLAWS
OF
THE MEYERHOFF PARENTS ASSOCIATION**

As used herein, every pronoun includes corresponding pronouns of the same person of different genders or numbers or both, to the extent the context permits. Any reference in these Bylaws to the personal pronouns "he", "she", "him", or "her", shall be construed to mean the Parents, Directors and/or Officers of the MEYERHOFF PARENTS ASSOCIATION as their interests appear.

PREAMBLE

The mission of the Meyerhoff Parents Association is to support and perpetuate the UMBC MEYERHOFF SCHOLARSHIP PROGRAM by fostering unification among Meyerhoff Scholars, both past and present, as well as among their families.

**Article I.
Organization Name**

The name of this association is MEYERHOFF PARENTS ASSOCIATION, hereinafter referred to as the "MPA".

**Article II.
Membership**

All parents of students in the Meyerhoff Program, both past and present, are members of the MPA and are encouraged to be actively involved in the organization. Members are requested to pay the annual membership dues that are in effect; the amount of such dues is to be established by the Board of Directors on an annual basis.

**Article III.
Board of Directors**

Section 1. Number and Qualifications. There shall be a Board of Directors consisting of a minimum of sixteen (16) persons who shall be of legal age. There shall be six officers and preferably two – four representatives from each of the five cohorts groups currently enrolled in the Meyerhoff Program.

Section 2. Nominating Procedures. The Nominating Committee shall analyze the composition of the Board of Directors and shall present a slate for vacancies occurring on the Board prior to the annual meeting. At the annual meeting, nominations other than those presented by the Nominating Committee may be made from the floor by any parent present at that meeting.

Section 3. Manner of Election of Board of Directors. Elections shall be conducted during the annual meeting. The Board members will be elected by a simple majority of those MPA members in attendance.

Section 4. Term of Office. The terms of office for the MPA Board shall be based on the academic year and shall run from November 1 – October 31. The term of office for the Officers should not exceed two (2) years, except at the request of the Board. The cohort representatives may, however, serve indefinite terms for as long as they are elected. Board members shall remain in office until their successor has been duly elected or appointed.

Section 5. Governance. The MPA shall be governed by the Board of Directors who shall exercise the powers of the MPA in accordance with statute and except as hereinafter otherwise provided.

Section 6. Powers and Duties of the Board of Directors. In addition to and without limiting the general powers vested in the Board of Directors, it shall have the following specific powers:

- (a) To approve long range plans and an annual plan of operations. To establish policies, make recommendations and change rules and regulations for the management of the MPA;
- (b) To approve and adopt an annual budget setting forth in detail the proposed expenditures for the work of the MPA during the ensuing fiscal year, as well as major interim budgets;
- (c) To maintain the financial integrity of the MPA and direct expenditures of the MPA's funds within the limits set by the annual budget;
- (d) To approve organizational policies and positions of the MPA;
- (e) To work with and collaborate closely with the Meyerhoff Program Staff to ensure that program goals and objectives are fully supported;
- (f) To approve checks, contracts and other agreements on behalf of the MPA;
- (g) Receive committee recommendations and act upon them.
- (h) To set and collect dues.

The Board of Directors shall in general control and manage the affairs and business of the MPA and shall use the same degree of due diligence or effort, skill and care that an ordinarily prudent person would use in similar circumstances. The Directors shall in all cases act as a Board and convene monthly meetings for the transaction of business. The act of a majority present at a meeting except as otherwise provided by statute shall be an act of the Directors, provided that a quorum is present as outlined in Article III Section 11 of these Bylaws.

The Board of Directors may adopt such rules and regulations for the conduct of its meetings as it deems proper, not inconsistent with statute or any provision of these Bylaws. Roberts Rules of Order, as newly revised, shall govern in all matters not specifically covered by these Bylaws.

Section 7. Regular Meetings. The Board of Directors shall hold at least eight (8) regular meetings during each academic year for the transaction of the business of the MPA.

The Corresponding Secretary shall, not less than fourteen (14) calendar days prior to the date of each regular meeting of the Board of Directors, give written notice by email to each Board member. The notice shall state the location, date and hour of the meeting.

Section 8. Special Meetings. Special meetings of the Board of Directors, other than those regulated by Statute, may be called by the Chairperson at any time, or must be called upon written request of a member of the Board of Directors. Such meeting is to be held not more than fifteen (15) calendar days after the receipt of such request. No other business other than that specified in the notice of meeting shall be transacted at any special meeting.

The Corresponding Secretary shall, not less than seven (7) calendar days before such special meeting, give written notice personally or by email to each Board member entitled to vote at such a meeting. The notice shall state the location, date and hour of the meeting; the purpose or purposes for which the meeting is called; and the name of the person by whom or at whose request the meeting is called.

Section 9. Annual Meeting. The annual meeting of the MPA for the purpose of election of the Board of Directors and the transaction of such other business as may properly come before the association shall be held at the University of Maryland Baltimore County or at any venue as the majority of the members of the Board of Directors deem appropriate. The annual meeting shall be held in the month of October of each and

every year, at a time to be set forth in the notice of annual meeting.

The Corresponding Secretary shall, not less than fifteen (15) nor more than fifty (50) calendar days before the annual meeting, give written notice personally or by mail (at the last-known mailing address) to each parent of a Meyerhoff student, both past and present. The notice shall state the location, date, and hour of the meeting.

Section 10. Quorum. At any meeting of the Board of Directors, the presence of five (5) of the members shall constitute a quorum for the transaction of business. However, should a quorum not be present, a lesser number may adjourn the meeting to some future time, not more than seven (7) days following the date of the meeting originally scheduled.

Section 11. Voting. At all meetings of the Board of Directors, each member of the Board of Directors shall have one (1) vote. All members of the standing committees of the MPA shall be entitled to vote in committee.

Section 12. Removal of Directors. The Board of Directors may remove a member of the Board upon that Trustee's failure to attend three (3) consecutive meetings of the Board without providing an acceptable reason to the Board, for conduct inimical to the well-being or interest of the MPA, or for ethical or moral behavior inconsistent with acceptable conduct and prejudicial to the image of the MPA. Such removal must be by a two-thirds vote of those Board members present at any Board meeting, provided that written notice to the affected member of the Board of Directors was sent by Certified Mail - Return Receipt Requested to his last known mailing address at least fourteen (14) calendar days prior to such vote. No member of the Board of Directors may be removed from office except as specified in these Bylaws.

Section 13. Resignation. Any member of the Board of Directors may resign his office at any time. Such resignation is to be made in writing and delivered either in person or by mail to the President; such resignation will take effect immediately.

Section 14. Vacancies. Vacancies on the Board of Directors shall be filled by a simple majority vote of the remaining Board members at a special meeting of the Board of Directors called pursuant to Article 3 Section 8 of these Bylaws. Any person elected to fill a vacancy shall serve for the unexpired portion of the term and will be eligible to run for office in the regular elections.

Section 15. Compensation of Directors. No member of the Board of Directors shall receive monetary or other tangible compensation for serving as a Director of the MPA.

Article IV. **Officers**

Section 1. Officers and Qualifications. The Officers of the MPA shall be comprised at a minimum of six (6) officers: President, Vice President, Recording Secretary, Corresponding Secretary, Treasurer, and Historian. Each Officer must be a parent of a current student in the Meyerhoff program with the exception of the Historian, who should be the parent of a graduate.

Section 2. Election. All Officers of the MPA shall be elected at the annual meeting.

Section 3. Term of Office. All Officers of the MPA shall hold office until their successors have been duly elected.

Section 4. Removal of Officers. Any Officer may be removed either with or without cause by the vote of two-thirds of the members of the Board of Directors at a special meeting of the Board of Directors called for such purpose.

Section 5. Vacancies. All vacancies in any office shall be filled promptly by the Board of Directors at a special meeting called for that purpose.

Section 6. Duties of Officers and Directors: The duties and powers of the Officers and Directors of the MPA shall be as follows:

President

- (a) The President shall serve as chairperson of the Board of Directors and as an ex officio member of each standing committee of the MPA. He/She shall preside at all meetings of the Board of Directors, acting as Parliamentarian and conducting meetings in an efficient manner;
- (b) He/she shall serve as chairperson of the Executive Committee of the Board of Directors, and shall preside at all meetings of the Executive Committee.
- (c) He/she shall serve as Executive Committee liaison to the Board of Directors;
- (d) He/she shall cause to be called regular and special meetings of the Board of Directors in accordance with the requirements of statute and of these Bylaws;
- (e) He/she shall cosign and execute all checks, drafts, notes and orders for the payment of money of monetary value in excess of \$500.00 and with the prior approval of the Board of Directors;
- (f) He/she shall cause all books, reports, statements, and certifications to be properly kept and filed as required by statute;
- (g) He/she shall preside at the annual meeting and report on the condition of the business of the MPA at that time;
- (h) He/she shall attend UMBC functions on behalf of the MPA when requested;
- (i) He/she may appoint an Advisory Board to assist the MPA in accomplishing its mission; and
- (j) He/she shall enforce these Bylaws and perform all the duties incident to his office, and he/she shall generally supervise and control the business and affairs of the MPA.

Vice President

- (a) During the absence or incapacity of the President, the Vice President shall perform the duties of the President and, when so acting, shall have all the powers and be subject to all the responsibilities of the office of President;
- (b) The Vice President shall serve as chairperson of the Program Committee of the Board of Directors, and shall preside at all meetings of the Program Committee;
- (c) He/she shall serve as Program Committee liaison to the Board of Directors;
- (d) He/she shall be responsible for the effective functioning of all committees and attend committee meetings when possible; and
- (e) He/she shall perform such duties and functions as the Board of Directors may prescribe.

Recording and Corresponding Secretaries

The **Recording Secretary** shall: (a) accurately record and transcribe the minutes of the Board meetings, send the draft minutes to the President no more than one (1) week following the meeting, and send the final minutes to the Corresponding Secretary for distribution to Board members no less than (1) week before the next monthly meeting;

- (b) He/she shall execute the official minutes of the Board of Directors and the Executive Committee and shall cause a copy of each to be kept in the official minute book of the MPA;
- (c) He/she shall be the custodian of the corporate records of the MPA; and
- (d) He/she shall keep at the principal office of the MPA a corporate minute book containing final copies of the following documents of the MPA: official minutes of meetings of the Board of Directors and the Executive Committee and all corporate reports filed on behalf of the MPA. He/she shall also keep in the corporate minute book a copy of the official Bylaws of the MPA.

The **Corresponding Secretary** shall: (a) attest to the signatures of the President and the Vice President on all agreements, documents, instruments, and other papers that require the attestation of the MPA, except as otherwise provided by statute and by these Bylaws;

- (b) He/she shall notify all members of the Board of Directors, Officers and each committee member of their election, appointment or assignment;
- (c) He/she shall issue the notices of meetings of the Board of Directors and the MPA, including regular meetings, special meetings, and annual meetings;
- (d) He/she shall keep an alphabetically arranged record of the members of the Board of Directors of the MPA showing their last known mailing addresses and the dates they respectively became members of the Board of Directors of the MPA.
- (e) He/she shall attend to the general corporate correspondence of the MPA and shall distribute to each member of the Board of Directors at each regular meeting copies of all communications received and issued by him/her;
- (f) He/she shall file all corporate reports as required by statute in a timely manner, and shall see to it that all applicable certifications of the MPA are filed and kept current; and
- (g) He/she shall maintain all contact information for the MPA membership at large and shall serve as liaison to the Meyerhoff Staff for updated parent and other information.

Both Secretaries shall perform all duties incident to the office of Secretary of the MPA.

Treasurer

- (a) The Treasurer shall have the care and custody of and be responsible for all the funds and securities of the MPA and shall cause to be deposited such funds and securities in the name of the MPA in the Endowment fund or such accounts as the Board of Directors may designate;
- (b) He/she shall serve as chairperson of the Finance Committee of the Board of Directors and shall preside at all meetings of the Finance Committee;
- (c) He/she shall serve as Finance Committee liaison to the Board of Directors;
- (d) He/she shall keep accurate books of account of all MPA business and transactions and shall at all reasonable hours exhibit books and accounts to any member of the Board of Directors upon application;
- (e) He/she shall render and present a full written report which includes a listing of expenditures, a current balance sheet, and an income statement of the MPA at each regular meeting of the Board of Directors and at

such other times as shall be required of him. He shall also, in conjunction with the President, provide in a timely manner such financial documentation as shall be required for the preparation of an audit and compliance report on the condition of the MPA by the MPA's independent auditor(s). The Treasurer shall also present a copy of such completed audit of the most recently ended fiscal year of the MPA to each member of the Board of Directors within fifteen (15) calendar days of the completion of such audit;

- (f) He/she shall review the financial affairs of the MPA with the President and the MPA's independent auditor(s) and sign all checks as necessary;
- (g) He/she shall ensure the safeguarding of the assets of the MPA through appropriate controls;
- (h) He/she shall maintain all financial books of the MPA within the State of Maryland or its environs;
- (i) He/she shall give such bond if required by the Board of Directors as shall be determined appropriate for the faithful performance of his duties, and he shall make recommendations to the Board of Directors and other Officers of the MPA as to who else should be bonded; and
- (j) He/she shall further perform all duties incident to the office of Treasurer of the MPA.

Historian

- (a) The Historian shall serve as the alumni liaison to the Board of Directors;
- (b) He/she shall serve as chairperson of the Nominating Committee of the Board of Directors and shall preside at all meetings of the Nominating Committee;
- (c) He/she shall serve as Nominating Committee liaison to the Board of Directors; and
- (d) He/she shall chair the Bylaws Committee and review Bylaws and standing rules annually.

Cohort Representatives

- (a) Cohort representatives shall actively participate in the monthly meetings of the MPA Board of Directors;
- (b) They shall serve as committee members for the standing and ad hoc committees of the MPA; and
- (c) They shall communicate the activity of the MPA Board to their constituency as needed.

Article V. Committees

Section 1. Standing Committee Structure and Composition. The standing committees of the Board of Directors shall be: the Executive Committee, the Program Committee, the Finance Committee, and the Nominating Committee.

Section 2. General. Each standing committee shall consist of at least three (3) members of the Board of Directors, except as otherwise specified elsewhere in these Bylaws. Any member of the Board of Directors may serve on more than one (1) committee. Members of each standing committee shall be elected or appointed at the first Board meeting following the annual MPA meeting. Committee members shall serve for a term of one (1) year. Vacancies on each standing committee shall be filled by appointment by the President.

A simple majority of the members of each standing committee or ad hoc committee shall constitute a quorum for the transaction of the business of the committee. Written minutes shall be kept of all committee meetings and shall be filed with the Secretary in a timely manner.

Section 3. Function of Standing Committees

Executive Committee

The Executive Committee shall consist of the Officers of the MPA, to-wit: the President, the Vice President, the Recording Secretary, the Corresponding Secretary, the Treasurer, and the Historian.

The Executive Committee shall hold meetings at the call of the President or any two other members of the Executive Committee.

The Executive Committee shall discuss problems and suggest actions to the Board of Directors. The authority of the Executive Committee shall be subordinate to the authority of the Board of Directors. At no time and under no circumstances shall action by the Executive Committee be construed to constitute action by the full Board of Directors.

The Executive Committee shall also conduct long-range planning on behalf of the MPA and shall recommend to the full Board of Directors any fiscal and property resources that will be needed by the MPA for the effective management and delivery of its services over the next two (2) years.

Nominating Committee

The Nominating Committee shall hold meetings at the call of the Historian or any two other members of the Nominating Committee.

The Nominating Committee shall analyze the composition of the Board of Directors, consider the eligibility of candidates for membership on the Board of Directors, and shall present a slate of candidates for Directors and Officers for vacancies occurring on the Board of Directors at least one (1) month prior to the annual meeting. In carrying out the foregoing provision, the Nominating Committee shall comply with the letter and intent of all existing statutes in that it shall not discriminate in nominating persons for membership on the MPA's Board of Directors on the basis of race, color, sex, age, sexual preference, religion, disability, national origin or citizenship status. Furthermore, the Nominating Committee shall respect the cultural and gender diversity of all peoples, and shall seek to ensure that the membership on the MPA's Board of Directors truly reflects the cultural diversity of the community which the MPA serves.

All persons who are of legal age, and whose interests include the broad comprehensive and/or definitive multi-faceted compatible concerns addressed by the MPA are eligible for consideration as members of the Board of Directors.

Finance Committee

The Finance Committee shall hold meetings at the call of the Treasurer or any two other members of the Finance Committee.

The Finance Committee shall direct the financial affairs of the MPA and the preparation and submission of the annual budget by the President to the Board of Directors for approval. Additionally, the committee should have oversight of that portion of the endowment fund to which the MPA has contributed or solicited funds.

The Finance Committee shall also set goals, strategize, and select leadership for exploring investors or investment opportunities and other endeavors consistent with the MPA's welfare and subject to approval and evaluation by the Board of Directors, and shall monitor the recommended policies and procedures governing such endeavors to the Board of Directors.

Program Committee

The Program Committee shall hold meetings at the call of the Vice President or any two other members of the Program Committee.

The Program Committee shall establish the MPA's program for the delivery of its services with advice and consent from the Meyerhoff Staff and shall assist and advise the Board in the planning and delivery of such services when and where appropriate.

The Program Committee shall also conduct long-range program planning on behalf of the MPA and shall recommend to the Finance Committee program those budget resources that will be needed by the MPA for the effective delivery of its program services over the next two (2) years.

Additional Committees

The Board of Directors may by resolution create additional standing committees and alter or terminate such committees as warranted. The President may appoint ad hoc committees of the Board of Directors as deemed necessary and appropriate.

Article VI.

Fiscal Year Designation

The fiscal year of the MPA shall be the same as that of UMBC and shall be based on the academic year, commencing on July 1 and end on June 30.

Article VII.

Office Location

The principal office of the MPA shall be located on the campus of UMBC.

Article VIII.

Amendments

These Bylaws may be altered, amended, repealed or added to by the affirmative vote of two-thirds vote of the total number of members of the general body of the MPA at a special meeting called for such purpose, provided that notice of such meeting is given pursuant to Article III Section 8 of these Bylaws.

Article IX.

Waiver of Notice

Whenever, under the provision of these Bylaws or of any statute, a member of the Board of Directors is entitled to notice of any regular or special meeting or of any action to be taken by the MPA, such meeting may be held or such action may be taken without giving of such notice provided that every member of the Board of Directors entitled to such notice waives in writing the requirements of these Bylaws with respect thereto.

Article X.

Nondiscriminatory Policy

This MPA shall not discriminate in the provision of its program services, on the basis of race, color, sex, age, sexual orientation, religion, disability, national origin or citizenship status. Furthermore, the MPA shall in all its practices respect the cultural and gender diversity of all peoples.