

**BY-LAWS  
OF  
S.H.A.R.P., INC.**

**ARTICLE I  
OFFICES**

The principal office of S.H.A.R.P., Inc. (Snow Hill Alliance for Responsible Progress, Inc.) shall be in the Town of Snow Hill, Worcester County, State of Maryland. S.H.A.R.P., Inc. may also have offices at such other places as the Board of Directors may from time to time appoint or the purposes of S.H.A.R.P., Inc. may require.

**ARTICLE II  
PURPOSES**

- 1) The purposes for which the Corporation is formed are those set forth in its Certificate of Incorporation, as from time to time amended namely:

(a) to advocate, develop and manage the organization's assets for the building of long-term organizational capacity, facilitate public improvements to enhance appearance and accessibility, create new sites for both public and private uses and attract new activities that are compatible with the community history and sensitive environmental setting of Snow Hill;

(b) to assist neighborhood or community groups or organizations in obtaining technical, legal and financial assistance to enable them improve their buildings, neighborhoods or community;

(c) to provide access to affordable architectural and design services; and

(d) to cooperate with governmental agencies, private foundations and other organizations in all lawful ways in order to accomplish the above stated purposes.

2) The Corporation is not formed for pecuniary or financial gain, and no part of the assets, income, or profit of the Corporation is distributable to, or inures to the benefit of its directors or officers except to the extent permitted under the Not-for-Profit Corporation Law of the State of Maryland. 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 any candidate for public office.

3) The purposes of the Corporation are promoted through activities which are primarily devoted to preserving and promoting the character, traditions, architecture and other attributes of Snow Hill. Such activities are developed through committees and collaborative programs and are governed and qualified by the basic policies set forth in Article III.

### **ARTICLE III BASIC POLICIES**

The following are basic policies of the Corporation:

- 1) The name of the Corporation or the names of any members in their official capacities shall not be used to support an issue or legislation unless the position has been formally approved by the Board of Directors.
- 2) The Corporation may further the objectives of the Corporation by means of individual or group action before local legislative and administrative agencies.
- 3) The Corporation may cooperate with local, state and federal government agencies in order to achieve the objectives of the Corporation.
- 4) The Corporation may cooperate with other community agencies in order to achieve the objectives of the Corporation.

### **ARTICLE IV MEMBERSHIP AND DUES**

- 1) Any individual who owns real estate in Worcester County and subscribes to the purposes and basic policies of the Corporation may become a *Voting* member of the Corporation subject only to compliance with the provisions of the Bylaws. *Associate* (non-voting) membership in the Corporation is open to non-property owners interested in the group's objectives. *Voting* and *Associate* Memberships shall be available without regard to race, color, creed, or national origin.
- 2) The Corporation shall conduct an annual enrollment of members but persons may be admitted to membership at any time.
- 3) The annual meeting of the Corporation shall be held in March.
- 3) Only *Voting* members in good standing of the Corporation shall be eligible to approve the business of the Corporation, or to serve in any of its elective or appointive positions.
- 4) Each *Voting* member of the Corporation shall pay annual dues as set by the Corporation.

**ARTICLE V  
OFFICERS AND THEIR ELECTION**

1) **Officers.** (a) The officers of the Corporation shall be *Voting* members and consist of a President, Vice President(s), a Secretary, and a Treasurer.

(b) Officers shall be elected at the annual meeting of the Corporation.

(c) Officers shall assume their official duties following the close of the annual meeting in March and shall serve for a term of one year and until the election and qualification of their successors.

(d) A person shall not be eligible to serve more than three consecutive terms in the same office.

2) **Election.** (a) There shall be a nominating committee composed of three voting members, one of whom shall be selected by the Board of Directors from its body, and two of whom shall be selected from the Corporation membership. The chairman shall be selected by Board of Directors.

(b) The nominating committee shall nominate one eligible person for each office to be filled and report its nominees at the annual meeting in March at which time additional nominations may be made from the floor.

(c) Only those persons who have signified their consent to serve if elected shall be nominated for or elected to such office.

3) **Vacancy.** A vacancy occurring in any office shall be filled for the unexpired term by a person elected by a majority vote of the remaining members of the Board of Directors, notice of such election having been given. In case a vacancy occurs in the office of President, the Vice President shall serve notice of the election.

**ARTICLE VI  
DUTIES OF OFFICERS**

1) The President shall preside at all meetings of the Corporation and of the Board of Directors at which he may be present; shall perform such other duties as may be prescribed in these Bylaws or assigned to him by the Corporation or by the Board of Directors and shall coordinate the work of the officers and committees of the Corporation in order that the purposes may be promoted.

2) The Vice President(s) shall act as aides to the President and shall perform the duties of the President in the absence or disability of that officer to act.

3) The Secretary shall record the minutes of all meetings of the Corporation and of the Board of Directors and shall perform such other duties as may be delegated to him.

4) The Treasurer shall have custody of all of the funds of the Corporation; shall keep a full and

accurate account of receipts and expenditures; and shall make disbursements in accordance with the approved budget, as authorized by the Corporation, the Board of Directors, or a special committee. The Treasurer shall present a financial statement at every meeting of the Corporation and at other times when requested by the Board of Directors and shall make a full report at the annual meeting. The Treasurer shall be responsible for the maintenance of such books of account and records as conform to the requirements of the Bylaws.

The Treasurer's accounts shall be examined annually by an auditor or an auditing committee of not less than three members, who, satisfied that the Treasurer's annual report is correct, shall sign a statement of that fact at the end of the report. The auditing committee shall be appointed by the Board of Directors at least two weeks before the annual meeting.

**5) *All officers' shall:***

(a) Perform the duties prescribed in the parliamentary authority in addition to those outlines in these Bylaws and those assigned from time to time.

(b) Deliver to their successors all official material not later than ten days following the election of their successors.

## **ARTICLE VII BOARD OF DIRECTORS**

1) The Board of Directors shall consist of the officers of the Corporation and the chairmen of standing committees. The chairmen of the standing committees shall be selected by the officers of the Corporation. The members of the Board of Directors shall serve until the election and qualification of their successors.

2) The duties of the Board of Directors shall be (a) to transact necessary business in the intervals between meetings of the Corporation; (b) to create standing committees; (c) to approve the plans of work of the standing committees; (d) to present a report at the regular meetings of the Corporation; (e) to appoint an auditor or an auditing committee at least two weeks before the annual meeting to audit the Treasurer's accounts; (f) to prepare and submit to the Corporation for approval a budget for the fiscal year; and (g) to approve routine bills within the limits of the budget.

3) Annual meetings of the Board of Directors shall be held each year during the month of March, or at such time as the Board of Directors of S.H.A.R.P., Inc. shall direct. Special meetings of the Board of Directors may be called by the President or by a majority of the members of the Board.

## **ARTICLE VIII MEETINGS**

1) The Board of Directors shall hold a minimum of 10 meetings per year at such times and places the Board of Directors may designate.

2) Special meetings may be called by the Board of Directors five days' notice having been given.

3) The annual meeting shall be in March.

4) A majority of the members shall constitute a quorum for the transaction of business in any meetings of the Board of Directors and the Corporation.

**ARTICLE IX  
STANDING AND SPECIAL COMMITTEES**

1) The Board of Directors may create such standing committees as it may deem necessary to promote the purposes and carry on the work of the Corporation. The term of the chairman shall be one year and until the election and qualification of his successor.

2) The chairman of each standing committee shall present a plan of work to be the Board of Directors for approval. No committee work shall be undertaken without the consent of the Board of Directors.

3) The power to form special committees and appoint their members rests with the Board of Directors.

4) The President shall be a member ex officio of all committees except the nominating committee.

**ARTICLE X  
LIABILITY**

The Directors shall not be liable for the debts or liabilities of S.H.A.R.P., Inc.

**ARTICLE XI  
COMPENSATION**

The Directors shall not receive any salary for their services to S.H.A.R.P., Inc. as Directors.

**ARTICLE XII  
SEAL**

The Seal of the Corporation shall be as more particularly shown in the following impression.

(SEAL)

**ARTICLE XIII  
AMENDMENTS**

These Bylaws may be amended, repealed, or altered in whole or in part by a majority vote at any regular or special meeting of the Board of Directors of the Corporation.

Approved September 11, 2004  
Amended July 7, 2005

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