

Baltimore Clayworks, Inc.
Bylaws

Adopted: September 9, 2026

Baltimore Clayworks, Inc.

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Baltimore Clayworks, Inc.

ARTICLE I

PURPOSES

Baltimore Clayworks, Inc. (the “Corporation”) is organized pursuant to the General Corporation Law of the State of Maryland exclusively for charitable, scientific, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (the “Code”). Specifically, Baltimore Clayworks, Inc. shall work primarily to promote and support the arts as described in paragraph “Third” of the Articles of Incorporation (April 11, 1985) as may be amended from time to time (the “Charter”).

ARTICLE II

OFFICE

Section 2.01. Principal Office. The principal office of the Corporation will be located at 5707 Smith Avenue, Baltimore, MD 21209.

Section 2.02. Other Offices. The Corporation may have such other offices as the Board of Directors may determine or as the affairs of Baltimore Clayworks may require from time to time.

ARTICLE III

MEMBERSHIP

Section 3.01 Members. Membership in the Corporation shall be limited to the Members of the Board of Directors (“Board Members”) and to persons who shall be elected as Board Members in accordance with these Bylaws.

Section 3.02 Member Duty. Board Members shall work to advance the purpose, mission, and core values of the Corporation as may be determined from time to time by the Board of Directors.

Section 3.03 Rights and Powers. Members of The Board of Directors, when meeting as Directors, shall be deemed to be exercising all the rights and powers of the Members of the Corporation. The Corporation shall not engage directly or indirectly in any activity that would invalidate its status as a corporation that is exempt from federal income taxation as an organization described in Section 501(c)(3) of the Code.

ARTICLE IV

BOARD OF DIRECTORS

Section 4.01. General Powers and Responsibility. The business, real property and affairs of the Corporation shall be managed under the control of the Board of Directors except as otherwise expressly provided by law, the Charter, or these Bylaws.

Section 4.02. Number of Directors. The Board of Directors of the Corporation shall consist of no fewer than five (5) and no more than thirty-five (35) individuals. The number of Board Members may be decreased, but no decrease shall have the effect of shortening the term of any incumbent Director.

Section 4.03. Composition of the Board of Directors. The Board of Directors shall be composed of:

- (a). Directors as shall be nominated and elected by the Board of Directors as prescribed in **Section 4.05.**
- (b). Founding Directors who are founders of Baltimore Clayworks and are listed in **Exhibit A.**

Section 4.04. Founding Directors. Founding Directors are not subject to the term limits described in **Section 4.06** and may serve for life or until they resign. Founding Directors have the same rights as Directors; however, the position does not count toward any limitation set regarding numbers of Directors as described in **Section 4.02.**

Section 4.05. Nomination and Election of Directors. Any person may propose a new Director to the Board of Directors by bringing that candidate to the Governance Committee or such other committee as may be designated by the Board, in a manner as agreed upon by the Board from time to time. The Governance Committee shall review proposed candidates and recommend nominees for election as Directors. The Governance Committee may submit, for the full Board's consideration, a slate of nominated Directors at either the May or December meeting

of the Board of Directors. Any nominee for the position of Director receiving a majority vote of the Board Members in accordance with **Section 7.05** of these Bylaws shall become a Director.

Section 4.06. Terms of Directors. A Director's full term shall consist of three years from the date of election of said Director. A Director may serve a maximum of two, consecutive three-year terms. Directors whose first three-year term of office is coming to an end shall be put forward for reappointment by a majority vote at either the May or December meeting of the Board of Directors, as appropriate. If a Director is elected to an officer position, that Director may continue to serve on the Board of Directors for so long as that person remains an officer. A Director who ceases to serve as an officer and who has not completed their original two consecutive three-year terms may continue to serve as a Director, and time served as an officer will not count toward board term limits. A person who ceases serving on the Board due to the term limitation described above may again be elected to the Board after a one-year absence.

Section 4.07. Compensation. Board Members shall not be compensated for their services, but they shall be entitled to receive from the Corporation reimbursement of expenses incurred in fulfilling the duties of Board membership as may be determined from time to time by the Board of Directors.

Section 4.08. Resignation. Any Director or Founding Director may resign at any time by giving written notice to the President of the Board of Directors. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the President of the Board of Directors.

Section 4.09. Removal. Any Director may be removed from such office, with or without cause, by a three-fourths (3/4) vote of the Directors present at any regular meeting or Article VII Section 7.03 Special Meeting of the Board of Directors called expressly for that purpose at which a quorum is present.

ARTICLE V

DIRECTORS EMERITI

Section 5.01. Director Emeritus. The Board of Directors may elect individuals to the honorary position of Director Emeritus. A Director Emeritus must be a current or former Board Member who has served the organization with distinction, held an important leadership role, or played an otherwise extensive or critical role in the organization. A Director Emeritus shall be entitled to receive all written notices and information which is provided to the Board of Directors, to attend all meetings of the Board of Directors, and to participate in Committees on which they serve.

Section 5.02. Nomination and Election. The Governance Committee may propose a new

Director Emeritus to the Board of Directors by bringing that candidate to the Executive Committee or such other committee as may be designated by the Board, which will make a review of the proposed candidate. The Executive Committee shall recommend nominees for election as Directors Emeriti. The Executive Committee may submit, for the full Board's consideration, a slate of nominated Directors Emeriti at the Annual Meeting of the Board of Directors. Any nominee for the position of Director Emeritus receiving a majority vote of the Board Members in accordance with **Section 6.05** of these Bylaws shall become a Director Emeritus.

Section 5.03. Terms. A Director Emeritus may serve for life or until they resign.

Section 5.04. Resignation. A Director Emeritus may resign at any time by giving written notice to the President of the Board of Directors. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the President of the Board of Directors.

Section 5.05. Authority. A Director Emeritus shall not be subject to any policy related to the determination of a quorum as specified in **Section 7.05** of the Bylaws, entitled to hold any office, or entitled to vote at any board meeting.

ARTICLE VI

OFFICERS

Section 6.01. Officers. The Officers of the Corporation shall consist of the President, Vice President, Secretary, Treasurer, and any other officer appointed pursuant to Section 6.02(e). No person may hold more than one office at a time.

Section 6.02. Duties.

- (a) The President will preside at all meetings of the Board of Directors and of the Executive Committee. The President will be the Chair of the Executive Committee and an *ex-officio*, non-voting member of all other committees. The President shall be the chief executive officer and shall have general charge and supervision of the business of the Corporation. The President shall perform all duties incident to the office of President as may be prescribed by the Board of Directors or as may be provided elsewhere in these Bylaws or applicable law.
- (b) The Vice President, at the request of the President or in the event of the absence or incapacity of the President, shall perform the duties and possess and exercise

the powers of the President and any other duties as may be expressly stated herein.

- (c) The Secretary shall keep or cause to be kept accurate records of the acts and proceedings of all meetings of the Directors and in general perform all duties incident to the office of Secretary and such other duties as may be assigned by the Board. The Secretary shall see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law. In the absence of the President, Vice President, and Treasurer or during the inability of all of them to act, the Secretary shall perform the duties and exercise the functions of the President and when so acting shall have the powers of the President.
- (d) The Treasurer shall be responsible for and oversee all financial matters of the Corporation, and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Board of Directors. The Treasurer shall deposit or cause to be deposited in the name of the Corporation, all moneys or other valuable effects in such banks, trust companies, or other depositories, as the Board of Directors shall approve. The Treasurer shall render to the President and Board of Directors, whenever requested, an account of the financial condition of the Corporation. In the absence of the President and Vice President, or during the inability of both of them to act, the Treasurer shall perform the duties and exercise the functions of the President, and when so acting have the powers of the President.
- (e) The Board of Directors may elect or appoint such other Officers as it shall deem desirable. Such Officers shall have the authority to perform the duties prescribed, from time to time, by the Board of Directors.

Section 6.03. Election. The Governance Committee shall present and recommend at the Annual Meeting, as described in **Section 7.02** of these Bylaws, nominees from among the current Board Members to serve as officers. Officers shall be elected by a majority of the Board Members present at the Annual Meeting of the Board of Directors in accordance with **Section 7.05** of these Bylaws.

Section 6.04. Terms. The Officers of the Corporation shall be installed at the Annual Meeting at which they are elected and shall hold office for two years or until their respective successors shall have been duly elected.

Section 6.05. Resignation. Any Officer may resign at any time by giving written notice to the President of the Board of Directors. The President may resign by giving written notice to the Vice President of the Board of Directors. Such resignation shall take effect at the time specified in the notice, or if no time is specified, then immediately.

Section 6.06. Removal. Any Officer may be removed from such office, with or without cause, by a three-fourths (3/4) vote of the Board Members present at any regular or special meeting of the Board of Directors called expressly for that purpose at which a quorum is present.

Section 6.07. Vacancies. A vacancy in any office shall be filled for the unexpired term by action of the Board of Directors at any regular or special meeting called expressly for that purpose at which a quorum is present utilizing the nominations and elections procedure described in **Section 6.03.** of these Bylaws except that upon the vacancy of the office of President, the Vice- President shall become President until such time as the Board of Directors is able to elect a new President as described in **Section 6.03.**

ARTICLE VII

MEETINGS

Section 7.01. Regular Meetings. The Board of Directors shall meet at least four times per calendar year. All meetings shall be open for observation by the general public. The general public will not be allowed to attend those parts of any meeting where the Board of Directors is in executive session, which shall be called at the discretion of the President.

Section 7.02. Annual Meeting. One of the regular meetings of the Board of Directors shall be designated as the “Annual Meeting” and will occur prior to the beginning of each new fiscal year.

Section 7.03. Special Meetings. Special meetings of the Board of Directors may be called at any time by the President, or by any three Board Members then in office by written notice to the entire Board. Such special meetings shall be held at such a place or places as shall be designated in the notice of the meeting.

Section 7.04. Notice of Meetings. Notice of the place, day, and hour of any meeting of the Board of Directors shall be given to each Board Member at least seven days prior to the meeting. Such notice shall state the means of remote communication if applicable. Such notice shall state the purpose of the meeting, if the meeting is a special meeting, or if notice of the purpose is otherwise required by any provision of the General Corporation Law of the State of Maryland. Whenever under the provisions of these Bylaws notice is required to be given to a Board Member, such notice shall be given in writing or by electronic communication. Such notice shall be deemed given when: physically delivered to the Board Member; left at the Board Member’s residence or other usual place of business; mailed to the Board Member’s address as it appears on the records of the Corporation; or transmitted to the Board Member by electronic transmission to any address or number of the Board Member at which the Board Member receives electronic

transmissions. If the Corporation has received a written request from a Board Member that notice not be sent by electronic transmission, the Corporation shall not provide notice to such Board Member by electronic transmission. Any Board Member may waive notice of any meeting by a written statement executed either before or after the meeting. Attendance and participation at a meeting without objection to notice shall also constitute a waiver of notice.

Section 7.05. Quorum. A majority of the serving Board Members then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. Board Members serving as Founding Directors are only counted for the determination of a quorum when they are present at any meeting of the Board of Directors.

Section 7.06. Method of Acting. Except as otherwise expressly required by law, the Charter, or these Bylaws, the affirmative vote of a majority of the Board Members present at any meeting at which a quorum is present shall be the act of the Board of Directors. Each Board Member shall have one vote. Voting by proxy shall not be permitted.

Section 7.07. Unanimous Consent in Lieu of Meeting. Unless otherwise prohibited by the Corporation's Charter, these Bylaws, or applicable law, any action required or permitted to be taken at any meeting of the Board of Directors or at any committee meeting may be taken without a meeting if all Board Members consent to that action in writing or by electronic transmission. Such writings or electronic transmissions must be filed with the minutes of the proceedings of the Board of Directors or committee.

Section 7.08. Remote Communication. Meetings of the Board of Directors may be held or Board Members may participate in meetings held in a designated place by means of conference telephone or other form of remote communication provided that all persons participating in a meeting both in person and by remote communication can hear each other at the same time and have a reasonable opportunity to participate in the meeting and to vote on matters submitted to the Board of Directors, including the opportunity to read or hear the proceedings of the meeting substantially concurrent with the proceedings. A person's participation in any meeting by remote communication shall constitute that person's presence at the meeting, and that person may vote at the meeting if the Corporation implements reasonable measures to verify that each person considered present and authorized to vote at the meeting by means of remote communication is a Board Member. Participation by remote communication shall be equivalent to presence in person at a meeting for purposes of determining a quorum.

Section 7.09. Conflict of Interest. "Conflict of interest," as referred to herein, shall include but shall not be limited to, any transaction by or with the Corporation in which a Board Member has a direct or indirect personal interest, or any transaction in which a Board Member is unable to exercise impartial judgment or otherwise act in the best interests of the Corporation. No Board Member shall cast a vote, nor take part in the final deliberation in any matter in which he or she, members of his or her immediate family, or any organization to which such Board

Member has allegiance, has a personal interest that may be seen as competing with the interest of the Corporation. The Board of Directors shall establish policies for disclosure and review of conflicts of interest by its members.

ARTICLE VIII

COMMITTEES

Section 8.01. Standing Committees. The Standing Committees of the Board of Directors shall be the Executive, Finance, and Governance Committees. The Board of Directors will establish the authority of the Standing Committees in accordance with the specific responsibility of the committee. The Board of Directors, by resolution adopted by a majority of the Board Members in office, may designate and appoint additional Standing Committees each consisting of two or more Board Members or dissolve existing Standing Committees. The members of Standing Committees shall be limited to Directors or Founding Directors. No committee shall have the authority to amend or repeal these Bylaws; elect or remove any officer or director; adopt a plan of merger, consolidation, voluntary dissolution, bankruptcy, or reorganization; authorize the voluntary dissolution of the Corporation; plan for or approve the sale, lease, or exchange of all or considerably all of the property and assets of the Corporation or revoke any such plan.

Section 8.02. Other Committees and Task Forces. Other Committees and Task Forces may be designated by the Board of Directors as it deems appropriate to give advice or make non-binding recommendations to the Board regarding policies or procedures, or for the purpose of producing events or campaigns. The Chairpersons of the other committees or task forces shall be Board Members. Other Committees and Task Forces may have members who are not Board Members. Notwithstanding the foregoing, it is acknowledged that the Programming Committee and the Diversity, Equity, Access, and Inclusion Committee are recognized as integral parts of the mission and values of the Corporation.

Section 8.03. Committee Chairpersons. The Executive Committee shall present and recommend at the Annual Meeting, as described in **Section 7.02** of these Bylaws, nominees from among the Board Members to serve as Chairperson or Co-Chairperson of Standing Committees and Other Committees and Task Forces. Committee Chairpersons and Co-Chairpersons shall be elected by a majority of the Board Members present at the Annual Meeting of the Board in accordance with **Section 7.05** of these Bylaws. The Chairpersons or Co-Chairpersons of the Standing Committees or Other Committees and Task Forces may be removed with or without cause by a three-fourths (3/4) majority vote of the Board of Directors at any regular or special meeting of the Board of Directors called expressly for that purpose at which a quorum is present.

A vacancy as Chairperson or Co-Chairperson of any Standing Committee, Other Committee or Task Force shall be filled for the unexpired term by action of the Board of Directors at any regular or special meeting called expressly for that purpose at which a quorum is present.

Section 8.04. Term of Committee Service. Each Chairperson and member of a committee shall serve for one year or until the next Annual Meeting of the Board of Directors and until a successor is appointed unless the committee is sooner dissolved.

Section 8.05. Rules. Each committee and task force may adopt rules for its meetings not inconsistent with these Bylaws or with any rules adopted by the Board of Directors.

Section 8.06. Executive Committee. The membership of the Executive Committee shall be the President, Vice President, the Immediate Past President, Secretary, Treasurer, and at least two Members-at-Large. The Governance Committee shall present and recommend at the Annual Meeting, as described in **Section 7.02** of these Bylaws, nominees from among the Board Members to serve as Members-at-Large of the Executive Committee. Members-at-Large shall be elected by a majority of the Board Members present at the Annual Meeting of the Board in accordance with **Section 6.05** of these Bylaws. Members-at-Large shall hold office for a term of one-year, which term may be renewable. Between meetings of the Board of Directors, the Executive Committee shall be empowered to act on behalf of the Board of Directors and shall provide on-going oversight of the affairs of the Corporation to the extent that full Board action is not required.

Section 8.07. Finance Committee. The Treasurer shall serve as Chairperson of the Finance Committee. The Finance Committee oversees all financial matters of the Corporation. It will retain and supervise outside financial and compliance auditors, review and present the audit report to the Board of Directors, ensure that actions are taken on recommendations contained in the report, and such other duties that the Board of Directors may assign.

Section 8.08. Governance Committee. In addition to the responsibilities as provided for by these Bylaws, the Governance Committee will identify and recruit potential Board members, provide oversight and management of Board elections, assess the Board's performance, and undertake such other duties that the Board of Directors may assign.

ARTICLE IX

CONTRACTUAL AND FINANCIAL PROVISIONS

Section 9.01. Contracts and Instruments. The Board of Directors, subject to the Corporation's Conflict of Interest Policy, may authorize, by resolution, any officer or agent of the Corporation to enter into any contract, to execute and deliver any instrument, or to sign checks, drafts, or other orders for the payment of money, notes, or other evidence of indebtedness in the name of and on behalf of the Corporation. Such authority may be general or may be confined to specific instances. No instrument required to be signed by more than one officer may be signed by one person in more than one capacity.

Section 9.02. Fiscal Year. The fiscal year of the Corporation shall be from January 1 through December 31, unless otherwise provided by the Board of Directors.

Section 9.03 Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks or other depositories as the Board of Directors may select.

Section 9.04. Contributions and Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

ARTICLE X

EXECUTIVE DIRECTOR

Section 10.01. Executive Director. The Board of Directors may appoint a chief administrator of the organization to be designated as Executive Director and any other agent, as necessary. The Executive Director or any such agent shall serve at the pleasure of the Board of Directors.

Section 10.02. Terms of Employment. The Executive Director shall be hired by the Board of Directors and supervised by the President. On behalf of the Board, the Executive Committee shall appoint a subcommittee of Board Members to negotiate the terms of employment including compensation and benefits and periodically, and at least annually, conduct performance reviews of the Executive Director. The President shall communicate recommendations for action regarding the employment of the Executive Director to the Executive Committee for review and approval and shall maintain contracts or other documents relating to the employment of the Executive Director.

Section 10.03. Duties. The Board of Directors may delegate to the Executive Director the responsibility and authority for carrying out the policies and purposes that have been adopted and approved by the Board of Directors. The Executive Director shall appoint, supervise and, when

necessary, discharge individuals who occupy staff positions. The Executive Director shall have such powers and duties as may be designated by the Board of Directors.

ARTICLE XI

GENERAL PROVISIONS

Section 11.01. Seal. The Board of Directors may provide a suitable seal bearing the name of the Corporation, which shall be in the charge of the Secretary. The Board of Directors may authorize one or more duplicate seals and provide for the custody thereof.

Section 11.02. Indemnification. To the maximum extent permitted by the Maryland General Corporation Law as from time to time amended, the Corporation shall indemnify each person who may serve or who has served at any time as an officer, director, or employee of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall not have acted in good faith and in the best interests of the Corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of Board Members who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Section shall be in addition to and not exclusive of all other rights to which any person may be entitled.

This provision constitutes a contract between the Corporation and the indemnified Officers, Board Members, and employees. No amendment or repeal of the provisions of this Section which adversely affects the right of an indemnified Officer, Board Member, or employee under this Section shall apply to such Officer, Board Member, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

Section 11.03. Gender. These Bylaws are intended to be gender neutral.

Section 11.04. Amendments. These Bylaws or the Charter may be amended, altered, or repealed at any regular meeting of the Board of Directors or at any special meeting called for that purpose

at which a quorum is present by an affirmative vote of a majority vote of the entire membership of the Board of Directors provided that notice of such a vote is given in the notice of the meeting.

EXHIBIT A

Founders of Baltimore Clayworks, Inc.

Active:

Ronni Aronin
Deborah Bedwell
Volker Schoenfliess
Pamela Worthington

Inactive:

Jerry Roe
Rick Shelley

Deceased:

Lormina P. Salter
Jeff DeMos
Marlene Sokoloski Sandler