

THE COMMON GROUND MUSIC HARVEST, LIMITED

BY-LAWS, February 2, 2002 (adopted)

**Common Ground on the Hill
McDaniel College
2 College Hill
Westminster, Maryland 21157
(410) 857-2771**

<http://www.commongroundonthehill.org>

TABLE OF CONTENTS

Article I	Name and Offices.....
Article II	Purposes and Powers.....
Article III	Membership.....
Article IV	Board of Directors.....
Article V	Officers.....
Article VI	Committees.....
Article VII	Contracts, Checks, Deposits and Funds...
Article VIII	Corporate Seal.....
Article IX	Reimbursements.....
Article X	Fiscal Year, Bonding and Audits.....
Article XI	Books and Records.....
Article XII	Waiver of Notice.....
Article XIII	Rules of Procedure.....
Article XIV	Dissolution.....
Article XV	Amendments.....

**THE COMMON GROUND MUSIC HARVEST, LIMITED
BY-LAWS**

ARTICLE I

Name and Offices

Section 1. Name. The name of this Corporation shall be the COMMON GROUND MUSIC HARVEST, LIMITED (hereinafter “Common Ground” or “Corporation”), a nonprofit corporation organized under the laws of the State of Maryland. The Corporation may also do business under the name of “Common Ground on the Hill”.

Section 2. Offices. The principal office of the Corporation shall be located on the campus of Western Maryland College, Westminster, Maryland. The Corporation may have one or more additional offices located in such places, inside or outside the State of Maryland, as the Board of Directors may designate from time to time.

ARTICLE II

Purposes and Powers

Section 1. The Corporation is formed exclusively for the following charitable and educational purposes:

Common Ground is founded on the premise that there is a common human thread unifying all people expressed in their artistic traditions. Its mission is to make this thread a path towards human understanding, tolerance, fulfillment, and enjoyment. In furtherance of this mission Common Ground will:

- (a) Establish and maintain a music and arts community where

master musicians, artists, craftspeople, and creative thinkers from diverse backgrounds will provide a quality learning experience for an audience ever increasing in size, diversity, and influence;

(b) Provide ongoing opportunities to teach and learn various musical instruments and art forms representing varied ethnic and cultural traditions;

(c) Sponsor musical and artistic events featuring members of cultural and ethnic groups who are marginalized in our society or who may be in conflict with each other; and

(d) Encourage and facilitate dialogue that helps people discover the ways in which our artistic common ground unites us, in order that the world might become a more humane place.

Section 2. The foregoing statement of corporate purposes shall be construed as a statement of both purposes and powers, and not as restricting or limiting in any way the general powers of this Corporation, or their exercise and enjoyment, as they are expressly or impliedly granted by the laws of the State of Maryland.

Section 3. Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any activities, or to exercise any power, or to do any act which a nonprofit corporation formed under the Corporations and Associations Article of the Annotated Code of Maryland, or any amendment thereof or supplement thereto or substitute therefore, may not at the time lawfully carry on or do.

Section 4. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, officers, directors, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered. 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 provisions 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 in-come tax under section 501 (c)(3) of the Internal Revenue Code, or the corresponding sections 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

Common Ground is not a membership organization, and shall have no members having authority in the governance of the corporation. However, Common Ground may create one or more categories of non-voting “membership” in order to recognize contributions or donations to Common Ground and/or honorary affiliation with it.

ARTICLE IV

Board of Directors

Section 1. General Powers. The property and affairs of Common Ground shall be managed by its Board of Directors.

Section 2. Number. Until changed by amendment of the Articles of Incorporation or by amendment of these By-Laws, the authorized number of directors of Common Ground shall be

twenty-four (24).

Section 3. Nomination and Election of Directors. Candidates for the Board of Directors shall be nominated as provided in these By-Laws and elected at the next following annual meeting of the Board; or when filling a vacancy, sooner at a regular or special meeting of the Board. Directors shall be so elected that approximately one-third of the Board is elected each year.

Section 4. Term of Office. Each director shall serve for a term of three (3) years and until a successor is elected and assumes office.

Section 5. Removal of Directors. The Board of Directors may, at any time, remove any director, with or without cause, by a majority vote of the entire Board. Any such director shall be given notice and an opportunity to be heard at the meeting at which her or his removal is to be considered. No reduction in the authorized number of directors shall have the effect of removing any director before her or his term of office expires.

Section 6. Resignation. Any director may resign effective upon giving written notice to the President, the Secretary, or the Board, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected before such a time, to assume office when the resignation becomes effective. No such resignation shall be effective to discharge a director from any duties, obligations or liabilities to Common Ground, or in connection with their membership on the Board, arising before the resignation becomes effective, or which are otherwise imposed by law or under the Articles of Incorporation or these By-Laws.

Section 7. Filling of Vacancies. A vacancy or vacancies shall exist on the death, resignation, or removal of any director, or if the

authorized number of directors is increased. Vacancies shall be filled in the same manner as provided in these By-Laws for the election of directors, by a majority of the remaining directors, though less than a quorum, or by a sole remaining director. Each director so elected shall hold office until the expiration of the term of the replaced director and until a successor has been elected and assumes office.

Section 8. Place of Meeting. The Board of Directors may hold its meetings and have one or more offices, and keep the books of the Corporation, either within or outside the State of Maryland, at such place or places as they any from time to time determine by resolution or by written consent of all the directors. The Board of Directors may hold its meetings by conference telephone or other similar electronic communications equipment in accordance with the provisions of the Maryland General Corporation Law.

Section 9. Regular Meetings. Regular meetings of the Board of Directors may be held at such time and place as shall from time to time be determined by resolution of the Board. Any business may be transacted at any regular meeting of the Board.

Section 10. Special Meetings. Special meetings of the Board of Directors may be held whenever called by an officer or by any other two (2) members of the Board. Unless otherwise indicated in the notice thereof, any and all business may be transacted at any special meeting.

Section 11. Notice of Meetings. Unless otherwise provided by the Articles of Incorporation, these By-Laws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the Board of Directors:

(a) Regular Meetings. Regular meetings of the Board of Directors may be held without notice as determined by resolution

of the Board, provided that notice of every resolution of the Board fixing or changing the time or place for the holding of regular meetings shall be mailed or delivered to each director at least three (3) days prior to the first meeting held pursuant thereto.

(b) Special Meetings. The Secretary shall give written notice of each special meeting of the Board, by mailing the same at least two (2) days prior to the meeting, to each director. At any meeting at which every director is present, even though without notice, any business may be transacted and any director may, in writing, waive notice of the time, place, and purposes of any special meeting.

(c) Annual Meeting. The annual meeting of the Board shall be held in the month of October of each year, at such time and place as determined by the Board.

(d) Electronic Mail. The Board may by resolution approve the use of electronic mail to deliver notice of any meeting to those directors having an active electronic mail address. Unless otherwise provided in such resolution, or unless otherwise specifically provided in these By-Laws, the time required for notice by electronic mail shall be the same as provided for personal delivery of the same.

Section 12. Quorum and Voting. A majority of the entire number of directors shall constitute a quorum for the transaction of business at all meetings of the Board of Directors; however, if at any meeting less than a quorum shall be present, a majority of those present may adjourn the meeting from time to time without any notice other than by announcement at the meeting until a quorum shall attend. The act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise provided by law, in the Articles of Incorporation, or in these By-Laws.

Section 13. Delegation of Voting Rights and Proxies. Voting rights of a director shall not be delegated to another nor exercised by proxy.

Section 14. Compensation of Directors and Officers. Directors and officers shall not receive any compensation for their services as such. Nor shall directors or officers receive reimbursement of expenses incurred by them in attending any meeting of the Board of Directors, unless such reimbursement is pursuant to a policy adopted by resolution of the Board. Nothing herein contained shall be construed to preclude any director or officer from serving Common Ground in any other capacity and receiving reasonable compensation therefore.

ARTICLE V

Officers

Section 1. Officers. The officers of Common Ground shall be a President, a First Vice President, a Vice President for Planning, a Vice President for Development, a Vice President for Governance, a Secretary, a Treasurer, and an Executive Director. The Board may elect or appoint such other officers as it may deem desirable, including additional Vice presidents, one (1) or more Assistant Secretaries, and one (1) or more Assistant Treasurers.

Section 2. Term of Office. Each officer shall serve for a term of one (1) year, or until her or his successor has been duly elected and qualified.

Section 3. Removal. All officers, agents, and employees of Common Ground shall be subject to removal at any time, with or without cause, and shall hold office at the discretion of the Board

of Directors.

Section 4. Vacancies. A vacancy in any office caused by death, resignation, removal, disqualification, or otherwise shall be filled, for the unexpired term therefore, by the Board of Directors at a regular or special meeting of the Board.

Section 5. President. The President shall preside at all meetings of the Board of Directors at which s/he is present and shall exercise and perform such other powers and duties as may from time to time be assigned to her or him by the Board or prescribed by these By-Laws.

Section 6. First Vice President. In the absence of the President or in the event of her/his inability or refusal to act, the First Vice President shall perform the duties of the president, and when so acting shall have all the powers and be subject to all the restrictions upon the President. The taking of any action by the First Vice President in place of the President shall be conclusive evidence of the absence or disability of the president. The First Vice President shall perform such other duties as may be assigned to them from time to time by the President or the Board of Directors.

Section 7. Vice Presidents for Planning, Development and Governance. The Vice Presidents for Planning, Development and Governance shall be chairpersons of their respective standing committees; and shall, respectively, perform such other duties as may be assigned to them from time to time by the President or the Board of Directors.

Section 8. Secretary. The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors and all other notices required by law or by these By-Laws; and in case of her/his absence or refusal or neglect to do so, any such notice may be

given by any person so directed so to do by the President or by the Board of Directors. The Secretary shall record all the proceedings of the meetings of the Board of Directors; have custody of the corporate records of the Corporation and attest to all instruments requiring it; and in general perform all duties incident to the office of Secretary and such other duties as may be assigned by the Board of Directors.

Section 9. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of Common Ground, and s/he shall keep a full and accurate account of all receipts and disbursements in books belonging to Common Ground. S/he shall deposit all moneys and other valuables in the name and to the credit of Common Ground in such banks, trust companies or other depositories as may be selected by the Board of Directors; disburse the funds of Common Ground as may be ordered by the Board of Directors, taking proper vouchers for such disbursements; provide to the President and the Board of Directors, when-ever so requested, an account of her or his transactions as Treasurer and of the financial condition of Common Ground; and in general perform all duties incident to the office of Treasurer and such other duties as may be assigned be the Board of Directors.

Section 10. Executive Director. The Executive Director shall be the chief administrative staff officer of Common Ground. Subject to any supervisory powers that may be given to the President by the Board of Directors or these By-Laws, the Executive Director shall be Common Ground's Chief Executive Officer and shall, subject to the control of the Board, have general supervision, direction and control over Common Ground's business and affairs. The Executive Director shall have the general powers and duties of management usually vested in a corporation's president, and such other powers and duties as may be prescribed by the Board of Directors. The Executive Director shall be a member of the Board, and shall be *ex officio* a member of all

committees of the Board. The Executive Director shall have exclusive authority and discretion regarding all artistic programming for Common Ground, subject only to the limitations imposed by Common Ground's mission as defined in the Articles of Incorporation, in these By-Laws, or in any "Vision Statement" or similar document adopted by resolution of the Board.

ARTICLE VI

Committees

Section 1. Standing Committees. Common Ground shall have the following standing committees: Executive Committee, Planning Committee, Finance Committee, Development Committee, and Governance Committee. Except as provided below, members of all standing committees shall be directors and the president shall appoint the members of all standing committees. Each standing committee shall perform such duties as may be assigned to it from time to time by the Board of Directors, in addition to the general areas of responsibility outlined below:

(a) Executive Committee. The Executive Committee shall consist of the President, First Vice-President, Secretary, Treasurer, and Executive Director of Common Ground. The Executive Committee shall have and exercise the powers of the Board in the day-to-day management of Common Ground's affairs between regular meetings of the Board, except that the Executive Committee shall not have or exercise the authority of the Board in reference to the taking of any action which is required to be taken at a meeting of the Board, or in reference to any other matters requiring a vote of the Board greater than a simple majority of the directors present at a properly held meeting.

(b) Planning Committee. The Planning Committee shall be responsible for developing, in collaboration with the Executive

Director, long term plans for accomplishing Common Ground's goals and objectives. The Committee shall develop plans for initiating new activities and expanding existing activities which will better serve Common Ground's mission. A new or revised long range plan shall be presented to the board for its adoption prior to the start of each fiscal year, in time for any fiscal impact of the plan to be taken into account in preparing the annual budget for the following fiscal year. Each annual plan shall include an evaluation of Common Ground's performance during the preceding year. Nothing in this provision shall be construed to limit the Executive Director's authority and discretion to determine the artistic programming of Common Ground as provided in article V of these By-Laws.

(c) Finance Committee. The Treasurer shall be the chairperson of the finance Committee. The Finance Committee shall be responsible for the financial planning and policies of Common Ground, including the development of an annual budget for adoption by the Board of Directors and the development of accounting policies and procedures adequate to satisfy the requirements of public authorities and private granting agencies. In addition, the Financial Committee may be called upon to analyze the financial recommendations for funding specific projects.

(d) Development Committee. The Development Committee shall be responsible for ensuring that Common Ground has sufficient resources with which to carryout its programs and general operations, and to provide for the long-term financial support of the organization in accordance with current fiscal year budgets and long-term plans adopted by the Board. In coordination with the Executive Director, the Development Committee shall develop and implement current and long-term programs of fundraising and in-kind contributions of services and property.

(e) Governance Committee. The Governance Committee

shall present to the Board of Directors nominations for directors to be elected by the Board, and for Board officers. The Governance Committee shall also nominate Board candidates for Board approval to fill unexpected vacancies. The Committee shall furnish to the Board information relating to the background and qualifications of all such nominees at least two weeks prior to the Board meeting at which an election is scheduled to take place. The Governance Committee shall maintain a current profile of the Board's membership composition to guide the selection process. It shall review the performance of incumbent directors who are eligible for reelection, and it shall develop and help administer a program of orientation with the President of the Board and the Executive Director for newly elected directors. The Governance Committee shall also encourage periodic programs of in-service training and regular self-assessment retreats or sessions for the Board.

The Governance Committee shall provide advice to the Board of Directors on matters relating to the amendment of the Articles of Incorporation or these By-Laws, the staffing of Common Ground operations, the conduct of meetings of the Board of Directors or its committees, and on other similar matters touching on the Board's effectiveness in discharging its responsibilities in the supervision and management of Common Grounds affairs.

Section 2. Other Committees. Other committees, subcommittees, or Task forces not having or exercising the authority of the Board of Directors in the management of Common Ground's affairs may be established in such manner as may be provided in a resolution adopted by the Board.

Section 3. Quorum. Unless otherwise provided in the resolution establishing a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a properly held meeting shall be the act of

the committee.

ARTICLE VII

Contracts, Checks, Deposits and Funds

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of Common Ground, in addition to the officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of Common Ground, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of Common Ground, shall be signed by such officer or officers, agent or agents of Common Ground and in such manner as shall be determined by the Board of Directors. In the absence of such determination by the Board, such instruments shall be signed by the Treasurer and countersigned by the president, the First Vice President, or the Executive Director of Common Ground.

Section 3. Deposits. All funds of Common Ground shall be deposited to the credit of Common Ground in such banks, trust companies or other depositories as the Board of Directors may select. There shall from time to time be certified to the banks, trust companies or other depositories in which the funds of Common Ground are deposited, the signatures of the officers or agents of Common Ground authorized to draw against the same.

Section 4. Gifts. The Board of Directors may accept on behalf of Common ground any contribution, gift, bequest, or devise for the general purposes or for any special purpose of Common Ground.

ARTICLE VIII

Corporate Seal

Common Ground shall not have a corporate seal.

ARTICLE IX

Reimbursements

Any payments made to an officer or other employee of Common Ground out of funds received by Common Ground under a grant or other funding agreement, such as salary, commission, interest or rent, or expenses, which, shall be disallowed in whole or in part by the granting or funding agency as a valid and proper expenditure under the terms of such grant or funding agreement, shall be reimbursed by such officer or employee to the full extent of the disallowance. It shall be the duty of the Board of Directors to enforce payment of the amount disallowed. In lieu of payment by the officer or employee, subject to the determination of the Board of Directors, proportionate amounts may be withheld from any future compensation payments until the amount owed to Common Ground has been recovered.

ARTICLE X

Fiscal Year, Bonding, and Audits

Section 1. Fiscal Year. The fiscal year of Common Ground shall begin on the first day of October and end on the last day of September in each year.

Section 2. Bonding. The Board of Directors may require any officer, agent, or employee of Common Ground to furnish a trust

or surety bond, for the full and faithful performance of her or his duties and for the restoration to Common Ground, in the event of her/his death, resignation, retirement or removal from office, of all books, papers, vouchers, moneys and other properties of whatever kind in his possession or under her/his control belonging to Common Ground. The amount and terms of such bonds shall be determined by the Board of Directors and the cost paid by Common Ground.

Section 3. Budget. Prior to the beginning of each fiscal year, the Board of Directors shall adopt an operating budget covering all anticipated activities of Common Ground.

Section 4. Treasurer's Annual Report. Within ninety (90) days after the close of each fiscal year, the Treasurer shall furnish to the Board of Directors a financial report for the year just completed.

Section 5. Audits. All audits of the accounts of Common Ground shall be performed by a Certified Public Accountant, who shall be appointed by the Board of Directors, and who shall provide a report to the Board.

ARTICLE XI

Books and Records

Common Ground shall keep correct and complete books and records of account and shall keep minutes of the proceedings of the Board of Directors, and all committees of directors. All books and records of Common Ground may be inspected by any director, or her/his agent or attorney, for any purpose at any reasonable time.

ARTICLE XII

Waiver of Notice

Whenever any notice is required to be given under the provisions of the Corporations and Associations Article of the Annotated Code of Maryland, or under the provisions of the Articles of Incorporation or these By-Laws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the proper giving of such notice.

ARTICLE XIII

Rules of Procedure

The rules of procedure at all meetings of the Board of Directors, and of all committees, shall be according to Oleck, Parliamentary Law for Nonprofit Organizations, as revised from time to time, insofar as applicable and not inconsistent with these By-Laws.

ARTICLE XIV

Dissolution

Upon the dissolution of the Corporation's affairs, or upon the abandonment of the Corporation's activities due to its impracticable or inexpedient nature, the assets remaining in the hands of the Corporation after all obligations and liabilities have been paid (or provision for their payment has been made), shall be distributed to any organization that qualifies as a tax-exempt organization under Section 501 (c) (3) of the Internal Revenue Code, or the corresponding provision of any future federal tax law.

ARTICLE XV

Amendments

The Articles of Incorporation and these By-Laws may be amended by a majority vote of all directors at any properly held meeting of the Board of Directors, provided that the notice of such meeting includes the information specified in this Article XV. Before any such amendment is submitted to the Board for its consideration, the Executive Director shall be given an opportunity to analyze the proposed amendment and to provide written comments and/or a statement of her or his position thereon.

The notice of the meeting at which any such amendment is to be considered shall specifically include a description of the proposed amendment(s); any comments provided and/or position taken by the Executive Director; its effect on corporate governance; and the impact, if any, on the Corporation's tax-exempt status.