

**BYLAWS OF THE OWEN BROWN
INTERFAITH CENTER, INC.**

Revision A

Revision Log

Rev	By	Description	Date
A	Ed Gaddy	<p>Prior revisions do not have a revision log. The revision letter A does not accurately reflect the number of revisions.</p> <p>Changed the document numbering scheme.</p> <p>3.2.6 Organization: Added that congregations may exchange partial ownership of OBIC.</p> <p>3.2.7: Modified requirements on the sale or purchase of percentage interest.</p> <p>3.3 Changes in Number and Identity of Participating Congregation: Changed mainly to clarify changes for more than two congregations.</p> <p>4.1.1 Selection: Modified the procedure to determine the number of directors for each congregation.</p> <p>4.1.3 Officers: Changed the procedure to determine how the officers are selected from each congregation are selected.</p> <p>4.1.3.1 Officers: Added that the President shall conduct a background check on the Building Manager.</p> <p>4.1.3.3 Duties of the Secretary: Added the capability to appoint an Acting Secretary</p> <p>4.1.3.4 Duties of the Treasurer: Added the capability to appoint an Acting Treasurer</p> <p>4.2 Building Manager: Added that the Building Manager shall conduct background checks on OBIC employees.</p>	2024-05-14

Rev	By	Description Continued	Date
A Continued	Ed Gaddy	<p>4.3 Require OBIC Directors to be bonded.</p> <p>5.7.4 Procedural Rules: Added procedure for the conduct of electronic meetings.</p> <p>5.6 Quorum of the Board: Clarified quorum requirements in the event of non-attendance of a congregation’s directors. Numerous other less impactful changes.</p> <p>6.6.3 Means of Apportionment for Reserve for Replacement Fund: Clarified the means of apportionment.</p> <p>Numerous other less impactful changes.</p>	2024-05-14

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1 Name and Address

1.1 Name

The name of the Corporation is Owen Brown Interfaith Center, Inc. (hereinafter “OBIC”).

1.2 Address

The principal address of OBIC for all purposes described in these Bylaws is 7246 Cradlerock Way, Columbia, MD 21045, otherwise known as the Owen Brown Interfaith Center (hereinafter “Center”).

2 Purpose

2.1 Non-Profit Status

OBIC is irrevocably dedicated to and operated exclusively for nonprofit purposes. No part of the income or assets of OBIC may be distributed to or inure to the benefit of any individual.

2.2 Business and Objectives

The mission of the Owen Brown Interfaith Center is to be a premier model of interfaith partnership that supports the mission and vision of its owner congregations, while celebrating and engendering interfaith community within and beyond the Center. OBIC is formed for the purpose of conducting and promoting the following business and objectives.

2.2.1 Provide Facilities to the Participating Congregations

OBIC will provide facilities to the Participating Congregations in support of their religious communities and in support of their other purposes in accordance with their respective charters. Participating Congregations are defined in Section 3.1.

2.2.2 Support Other Religious and Related Community Purposes

OBIC will support other religious and related community service purposes in accordance with the terms of the deed recorded in Liber 1085 Folio 205 in the land records of Howard County, Maryland, which reads in part:

that the property shall be used solely for the operation of religious facilities or church educational facilities as well as other operations related, customary and incidental thereto and in conjunction with said religious facilities (i) the presentation and performance of outdoor community activities, public or private, such as musical and theatrical performances, outdoor picnics, art shows and carnivals, (ii) community uses such as rummage sales, white elephant sales,

bake sales and dances, and (iii) the operation of a community playhouse.

2.2.3 Assist in the Conduct of Interfaith Activities

OBIC will assist in the conduct of interfaith ecumenical activities in connection with the Center and through such activities as may appear conducive to the conduct of interfaith ecumenical activities, including the acquisition, construction, management, and operation of the real and personal property associated with the Center and related equipment, and the conduct of related community planning activities.

2.2.4 Provide Worship and Meeting Space

OBIC will make worship and meeting space available, when not required by a Participating Congregation, to community organizations for worship, meetings, receptions, and similar uses, with priority given to not-for-profit organizations. Excluding the Participating Congregations, each entity that uses the Center must sign an agreement for its use, which includes payment and other terms as specified by and/or negotiated with OBIC.

2.2.5 Provide Space for Community Activities

To rent or contract out space, when not required for purposes in sections 2.2.1 through 2.2.4 above, to other organizations or individuals for functions including but not limited to daycare, elections, business meetings, weddings, and receptions.

2.3 Use of the Center

All use of the facilities at the Center must conform to the purpose, business, and objectives of OBIC, and all contracts must contain language that prohibits non-conforming use.

3 Organization

3.1 Participating Congregations

A Participating Congregation is a religious congregation that has an ownership interest in OBIC and that, through (a) its contributions of capital and (b) its payment of the costs of operating the Center, including the Reserve for Replacement, is entitled to participate in governing OBIC through its representatives on the OBIC Board as selected in accordance with the Section 4 below. The Participating Congregations as of the certification date of these bylaws are listed in Exhibit B. Each Participating Congregation determines who can act on its behalf.

3.2 Equity

The percentage interest of the Participating Congregations in the OBIC property is to be calculated as follows:

3.2.1 Capital Investments of Participating Congregations

Interest in OBIC is reflected, as of the certification date of these bylaws, in Exhibit A, which records the initial and subsequent capital investments of the Participating Congregations. Any change to Participating Congregations' interest shall be recorded in Exhibit A.

3.2.2 Additional Capital Investment

At the time an additional capital investment is contemplated by one or more Participating Congregations, an assessment acceptable to all Participating Congregations must be made of the current value of the Center and recorded in Exhibit A.

3.2.3 New Capital Investment

A new capital investment in the amount of the cost of the capital improvement is to be added to current value as assessed of the respective Participating Congregation, and a new percentage interest is then to be calculated and will thereafter be in effect. A new capital investment is to be credited only for a capital improvement, i.e. for a change to the facility which did not previously exist.

3.2.4 Capital Replacements

Capital replacements, namely the cost of replacing existing property which has worn out through use, is not a capital investment as used in this Section 3.3, and its cost is to be apportioned to the Participating Congregations according to the provisions of Sections 6.5 and 6.6.

3.2.5 Debt Consideration

In calculating the percentage interest, debt is not to be considered.

3.2.6 Exchange of Partial Interest

Participating Congregations may freely exchange among themselves partial percentage interest in OBIC.

3.2.7 Lowest Allowable Interest

No Participating Congregation, through any transaction in Sections 3.3 or 3.4, may allow its percentage interest to drop below 5% unless it is selling the entirety of its percentage interest.

3.2.7 Only Participating Congregations May Sell or Purchase

Neither OBIC nor the OBIC Board may sell or purchase, or compel the sale or purchase, of percentage interest in OBIC; only Participating Congregations can sell, and only current or candidate new Participating Congregations can purchase, percentage interest in OBIC.

3.3 Changes of Number and Identity of Participating Congregation

3.3.1 Adding a New Participating Congregation

When in the opinion of the Board and the existing Participating Congregations, it is desirable to add a new Participating Congregation and at least one Participating Congregation is willing to sell a portion of its interest in OBIC, then the new Participating Congregation should be selected, when possible, to ensure diverse religious traditions operating within the Center. A new Participating Congregation must:

- a. Bear its percentage of the cost of operating and maintaining the center.
- b. Purchase at least 5% interest in OBIC.
- c. Be compatible with the Mission of OBIC and the values of the then existing Participating Congregation.
- d. Be acceptable to the existing Participating Congregations, which must act in good faith in exercising their rights.

3.3.2 Sale by a Current Participating Congregation to a New Participating Congregation

When a Participating Congregation desires to sell its entire percentage interest in OBIC to a new Participating Congregation, it must notify the OBIC Board of Directors in a formal writing authorized by the appropriate authority for that Participating Congregation. The Board of Directors is to solicit one or more new Participating Congregations using the standards under Section 3.3.1. The terms for accession of a new Participating Congregation must include mutually agreeable compensation to the withdrawing congregation for its percentage interest.

3.3.3 Nonviable Participating Congregation

In the event that a participating congregation is no longer able to sustain itself and is not able to fulfill its obligations as a Participating Congregation for a period of three months, the Board of Directors is to determine whether a remaining participating congregation is interested in buying the nonviable Congregation's share as provided in Section 3.3.4 below, or may solicit one or more new participating congregations using the standards under Section 3.3.1. The terms for accession of a new participating congregation must include mutually agreeable compensation for the withdrawing congregation's percentage interest. In the event the withdrawing congregation has formally dissolved or is otherwise no longer functioning, the compensation is to be paid to the congregation's successor entity as described in Section 7.2.

3.3.4 Sale to Remaining Congregation(s)

Nothing in these bylaws, including the provisions of Subsections 3.1.3 and 3.1.4, limits the ability of one or more Participating Congregations to buyout a withdrawing or dissolving congregation on mutually agreeable terms. If such a sale under this subsection is pursued in good faith, the Board is not required to solicit new participating congregations under the

other subsections, provided that this provision cannot be used to unduly delay the process of withdrawal by a Participating Congregation.

3.3.5 First Right of Refusal

If a Participating Congregation plans to sell all or part of its percentage interest to a new Participating Congregation, other current Participating Congregations have first right of refusal, which must be exercised within thirty (30) days of the notification to the Board, to purchase that percentage interest according to the same terms offered to the intended new Participating Congregation.

3.4 Loss of Right to Participate in Government

A Participating Congregation which ceases to hold worship services at least once per month for a period of three (3) months in the Center, except in the case of events preventing all Participating Congregations from holding worship services, loses its right to participate in the governance of OBIC and its directors do not have the right to vote on the Board. Such congregation does, however, retain all rights with respect to its percentage interest as described in these Bylaws. Assessment for operating expenses of a Participating Congregation which ceases to use the building is addressed below in the finances and assessments provisions.

4 Management

4.1 Board of Directors

The management of OBIC, including all powers contemplated or provided by the laws of the State of Maryland for members of non-stock corporations, are vested in a Board of Directors (hereinafter “Board”). Prior to each annual meeting, each Participating Congregation is to designate in writing to the Secretary of OBIC the Directors to serve on its behalf for that calendar year.

4.1.1 Selection

Prior to the annual meeting of the Board, each Participating Congregation is to select its allocated number of representatives to serve as voting OBIC Directors. The Participating Congregation with the most percentage interest is allocated five (5) voting directors, the Participating Congregation with the least percentage interest is allocated three (3) voting directors, and all other Participating Congregations are each allocated four (4) voting directors; ties in most or least percentage interest result in allocations of five (5) or three (3) voting directors to each, respectively, or if all Participating Congregations have equal percentage interests then each is allocated four (4) voting directors. Regardless of changes to equity due to Section 3.1 or Section 3.2 allocations of voting directors are only made at the beginning of the fiscal year, with the exception that a newly added Participating Congregation is immediately allocated voting directors. Clergy are eligible to serve as voting Directors, Alternates, or ex-officio. Each Participating Congregation may designate one person to serve as ex-officio, non-voting Director. Each Participating Congregation may

designate up to three (3) alternate Directors, in priority order, to serve in the absence or withdrawal of a designated voting Director. Paid employees of OBIC are not eligible for election to the Board.

The Executive Board shall include at least one Director from each Participating Congregation and be split as evenly as possible among the Congregations.

4.1.2 Vacancies

Board vacancies are to be filled by designation in writing, which may be by email, from the affected Participating Congregation to the President of the OBIC Board. A Director designated to fill a vacancy is to serve until the next annual meeting or until another successor is otherwise designated.

4.1.3 Officers

The Officers of OBIC are President, Vice President, Secretary, and Treasurer. Each year one Participating Congregation is to hold the office of the President, and another Participating Congregation is to hold the office of Treasurer; in addition, the Vice President must be from a different Participating Congregation than the President. All Officers hold office until replaced, except that no Participating Congregation may hold an office more than two (2) consecutive years. The Participating Congregation holding each office designates one of their voting directors to serve in that office and may propose to the Board a change in which voting director is designated for a particular office at any time; no individual may serve in more than one office concurrently. A vacancy in any office may be filled by the Board at any regular or special meeting. The officers are to perform the duties ordinarily associated with their offices and the duties listed below.

4.1.3.1 Duties of the President The President presides at all meetings of the Board and the Executive Committee, as defined in Section 4.14, at which he/she is present, but may delegate that duty at any meeting to another director present. The President supervises the business of OBIC; has authority to sign and execute, in the name of OBIC, all deeds, mortgages, bonds, contracts, or other instruments, as authorized by action of the Board, except in cases in which the signing and execution of documents has been expressly delegated to some other Officer or agent of OBIC; and, in general, is to perform all duties incident to the office of a President of a corporation as well as other duties as may from time to time be assigned by the Board. The President's supervisory role includes meeting monthly with the OBIC Building Manager. The President sets the agenda for meetings and schedules and calls meetings. Notification of the time and location of the meetings may be done by the President or by the OBIC Board Secretary. Notification may be done by any convenient means acceptable to the Board including email or other electronic means.

The president shall conduct a background check on the building manager as a part of the manager's hiring and every three years after as employment continues.

4.1.3.2 Duties of the Vice President The Vice President, at the request of the President, or in the absence of the President, or because of the inability of the President to serve as President, is to perform the duties and functions of the office of President, and when so acting has the powers of the President.

4.1.3.3 Duties of the Secretary The Secretary is responsible for the minutes and records of OBIC, is to serve all notices of OBIC as directed by the President, is to file any certificates required by any statute, and is the official custodian of the records and seal of OBIC which shall be housed at the Center or in a bank safe deposit box or digitally with suitable backup and recovery procedures and digital access given to all voting directors, as warranted. The Secretary is to present to the Board any communications addressed to the Secretary of OBIC and is to exercise all duties incident to the office of Secretary of a corporation. The Secretary may, with Board approval, delegate appropriate duties, especially with respect to ordinary business filings required by the government such as tax returns and the like.

If the Secretary cannot perform any of their functions for any reason, the President or the Vice President may appoint an Acting Secretary to perform that function. The Acting Secretary shall have all the duties and privileges of the Secretary under such an appointment.

4.1.3.4 Duties of the Treasurer The Treasurer has formal custody or control of all funds and securities of OBIC and is to ensure that all OBIC funds are properly deposited in the bank or banks selected by the Board. The Treasurer is to keep and maintain adequate and correct accounts of OBIC's business transactions, including an account of its assets, liabilities, receipts, disbursements, gains, losses, capital and surplus, as well as a record of all capital contributions of each Participating Congregation. The Treasurer is to present a monthly financial statement to the Board and is to present an annual financial report to OBIC. The annual financial report shall comprise, at a minimum, a Profit and Loss Statement, a Balance Sheet, and the most current Participating Congregations' interest as recorded in Exhibit A. The day-to-day functions of bookkeeping and accounting; preparation of monthly, annual, and other periodic financial reports; and preparation of and submission of tax returns and other documents in compliance with financial reporting requirements can be delegated, with Board approval.

If the Treasurer cannot perform any of their functions for any reason, the President or the Vice President may appoint an Acting Treasurer to perform that function. The Acting Treasurer shall have all the duties and privileges of the Treasurer under such an appointment.

4.1.4 Executive Committee

The officers of the Board comprise the Executive Committee of the Board. In case there are more than four Participating Congregations, the board shall elect one additional member to the executive committee, at the Annual Board Meeting, from each of the congregations that

do not have officers on the board. The Executive Committee is to meet at the call of the President at such time and place and manner as he/she may designate including conducting business by phone or email or other means. A majority of the Committee constitutes a quorum. All significant actions of the Executive Committee must be reported at the next meeting of the Board. The Executive Committee is authorized to exercise all power of the Board in the management of the business and affairs of OBIC when the Board is not in session, except the Executive Committee does not have the following powers.

- a. To change these bylaws.
- b. To incur financial obligations on behalf of OBIC (unless specifically authorized by resolution of the Board) more than \$5,000 for any single contract or transaction.
- c. To act contrary to instructions or policies previously established by the Board.
- d. To act contrary to these Bylaws.

4.1.5 Other Committees

The Board may, from time to time, appoint such committees as it deems are required or appropriate to oversee the management and maintenance of OBIC. Such committees are to be constituted with appropriate representation from the Participating Congregations. Persons who are not Directors may serve as voting members on such committees.

4.1.6 Compensation

No Director or officer of OBIC is to be compensated for services provided as Director or Officer, except that any Director or Officer who serves OBIC in any other capacity may receive compensation for work done in that other capacity if approved by the Board.

4.1.7 Removal

Any Officer, Manager, or other agent of OBIC may be removed by the Board whenever, in its judgment, the best interests of OBIC will be served thereby.

4.2 Building Manager

The OBIC Board has the authority to hire a Building Manager (hereinafter the “Manager”) to be responsible for the daily operations of OBIC including personnel supervision, marketing, tenant usage, maintenance, and handling and monitoring finances. The Manager is to be employed on terms and conditions and for such compensation that the Board in its sole discretion determines to be commensurate with the responsibilities of the position and qualifications of the Manager. The Manager reports directly to the President acting on behalf of the Board. To meet the needs of the Participating Congregations and Tenants, the Manager is responsible for the operation and maintenance of the Center during the hours and on the terms and conditions of operation as directed by the Board.

The Manager shall conduct a background check on all OBIC employees as a part of their hiring process and every three years as employment continues.

4.3 Bonding

All OBIC Directors and all persons authorized to handle OBIC funds must be adequately bonded.

4.4 Audits

The accounts of OBIC shall be audited or subject to a lesser outside review by an independent accountant annually or at such other interval not to exceed three years as may be set by the Board.

5 Meetings

5.1 Regular Board Meetings

The Board must meet a minimum of 4 times a year, with a minimum of one meeting in January. Other regular meetings may be held as deemed necessary.

5.2 Annual Board Meetings

The first regular meeting of the Board is the official Annual Meeting of the OBIC and is to be held in the absence of exigent circumstances in January.

Prior to the Annual Board Meeting, the Participating Congregations are to certify in writing to the President of OBIC their designated Directors in accordance with Section 4 above. The designees are to be formally accepted by resolution of the Board at the Annual Meeting. The Officers for that year are then to be elected at the Annual Board Meeting.

Any business of OBIC may be transacted at the Annual Board Meeting without being specifically designated in the notice, except such business as is specifically required by statute or by the OBIC charter or by these bylaws to be stated in the notice.

5.3 Special Board Meetings

Special meetings of the Board may be called at any time by the President, by a majority vote of the Board, or by the Executive Committee by vote at a meeting or in writing with or without a meeting.

5.4 Place of Board Meetings

All meetings of the Board are to be held at the principal office of OBIC, except in cases in which the notice of the meeting designates some other location. The foregoing notwithstanding, all meetings must be held within the State of Maryland. Meetings held via telephone and/or video conferencing shall be considered within the State of Maryland if the majority of directors present are in the State of Maryland.

5.5 Notice of Board Meetings

Not less than seven (7) days nor more than ninety (90) days before the date of every meeting of the Board, the President or Secretary of OBIC must give to each Director entitled to vote at the meeting, written or printed notice or notice by email or other electronic means approved by resolution of the Board stating the time and place of the meeting, and, in the case of a special meeting, the purpose(s) for which the meeting is called, and the agenda of the meeting. Notice may be delivered by mail, in person, by email, or other electronic means approved by resolution of the Board. If not delivered by hand, the notice shall be deemed to have been delivered when properly (1) deposited in the U.S. mail to the directors' physical addresses on record with OBIC; or (2) transmitted via email to the directors' email address on record with OBIC; or (3) otherwise transmitted by other electronic means in accordance with an authorizing resolution of the Board. Notwithstanding the foregoing provision, a waiver of notice in writing signed by the person(s) entitled to such notice and filed with the records of the meeting, whether before or after the holding thereof, or actual attendance at the meeting in person or by proxy, is deemed equivalent to the giving of such notice. Any meeting of the Board may adjourn from time to time to convene at the same or some other place, and no notice need be given of any such adjourned meeting other than by announcement. The Board may waive notice by resolution at a Board meeting provided a majority of the full Board approves the resolution. If an annual schedule of meetings is set, that shall be deemed to constitute notice of the meeting. Notice of the agenda for each meeting is still required in accordance with the times noted above.

5.6 Quorum of the Board

The presence at any meeting of the Board of 50% or more of the Directors entitled to vote constitutes a quorum, provided there are at least two members from each Participating Congregation present, and except as may otherwise be required by statute or under the charter of OBIC or these bylaws for the adoption of any measure. In the absence of a quorum, the Directors present, by majority vote and without notice other than by announcement, may adjourn the meeting until a quorum exists. Participation in any meeting by telephone and/or video conferencing in which all parties can be heard constitutes presence at a meeting. A duly noticed meeting may be held even in the absence of a quorum, provided that any decisions made, or resolutions proposed may only be provisionally adopted and require further voting through individual polling or through and online meeting or through email or other electronic means.

If a Participating Congregation is not represented by at least two directors for two consecutive meetings, the determination of quorum at the next meeting shall omit consideration of that Participating Congregation's directors both in the total number of directors required and the requirement for two directors from each Participating Congregation.

5.7 Voting

5.7.1 Ordinary Business

Except for certain matters listed or referred to in Section 5.7.2, at any meeting of the Board duly called and at which a quorum is present, a resolution or other Board action on which a vote is taken prevails by vote of 50% of those present and voting. For these purposes a vote of “present” or “abstain” constitutes a vote cast.

5.7.2 Special Matters

Matters requiring more than a vote of 50% of those present and voting include:

- a. capital expenditures of \$50,000 or more.
- b. the dissolution of OBIC.
- c. the acceptance of an additional or successor Participating Congregation.
- d. the annual budget.
- e. such other matters as may be required by statute,
- f. the OBIC charter.
- g. modifying these Bylaws.

To act on these special matters the following conditions must be met:

- a. the matter must be on the agenda for the meeting at which it is to be considered.
- b. the agenda and all relevant supporting documentation are to be distributed at least 14 days in advance of the meeting.
- c. at least two directors from each participating congregation must vote in favor of the special matter.
- d. a majority of all voting directors must vote in favor of the resolution. The majority is to be determined from the number of directorships which have been filled, excluding vacancies. Thus, if eight (8) directorships are filled, the required vote would be five (5). For these special matters, efforts are to be made to have votes cast by all Directors by all practicable means, including by conference call, email, other electronic means, or by proxy.

5.7.3 Informal Action of the Board

Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if consent is obtained from a majority of the Directors entitled to vote on the subject matter thereof, provided at least two directors from each congregation vote for the action. Informal action can be taken by use of electronic communications such as email either as part of an online meeting conducted as the Executive Committee deems appropriate and fair under the circumstances, or as a result of polling the directors without an online meeting per se.

5.7.4 Procedural Rules

Board meetings may be conducted informally or according to such procedures and practices as the Board through practice and experience or through writing may adopt. A

director is nonetheless entitled to require that a Board meeting or a portion of it, e.g., with respect to a particular resolution, is to follow Robert's Rules of Order, except to the extent that other rules are established by resolution of the Board. Meetings may be held online under appropriate rules and procedures, including applicable parts of Robert's Rules of Order.

The following procedures shall be followed for meetings held via video conferencing.

5.7.4.1 Login information The President or the Secretary shall send by e-mail to every member of the Board, at least 7 days before each meeting, the time of the meeting, the URL and codes necessary to connect to the Internet meeting service, and, as an alternative and backup to the audio connection included within the Internet service, the phone number and access code(s) the member needs to participate aurally by telephone. The Secretary shall also include a copy of, or a link to, these rules.

5.7.4.2 Login time: The Secretary shall schedule Internet meeting service availability to begin at least 10 minutes before the start of each meeting.

5.7.4.3 Signing in and out: Members shall identify themselves as required to sign in to the Internet meeting service and shall maintain Internet and audio access throughout the meeting whenever present but shall sign out upon any departure before adjournment.

5.7.4.4 Quorum call: The presence of a quorum shall be established by audible roll call at the beginning of the meeting. Thereafter, the continued presence of a quorum shall be determined by the online list of participating members, unless any member demands a quorum count by audible roll call. Such a demand may be made following any vote for which the announced totals add to less than a quorum.

5.7.4.5 Technical requirements and malfunctions: Each member is responsible for his or her audio and Internet connections; no action shall be invalidated on the grounds that the loss of, or poor quality of, a member's individual connection prevented participation in the meeting.

5.7.4.6 Forced disconnections: The chair may cause or direct the disconnection or muting of a member's connection if it is causing undue interference with the meeting. The chair's decision to do so, which is subject to an undebatable appeal that can be made by any member, shall be announced during the meeting, and recorded in the minutes.

5.7.4.7 Assignment of the floor: To seek recognition by the chair, a member shall... electronically raise their hand. Upon assigning the floor to a member, the chair shall clear the online queue of members who had been seeking recognition. To claim preference in recognition, another member who had been seeking recognition may promptly seek recognition again, and the chair shall recognize the member for the limited purpose of determining whether that member is entitled to preference in recognition.

5.7.4.8 Interrupting a member: A member who intends to make a motion or request that under the rules may interrupt a speaker shall physically raise and wave their hand and shall thereafter wait a reasonable time for the chair's instructions before attempting to interrupt the speaker by voice.

5.7.4.9 Motions submitted in writing: A member intending to make a main motion, to offer an amendment, or to propose instructions to a committee, shall, before or after being recognized, post the motion in writing to the online area designated by the Recording Secretary for this purpose, preceded by the member's name and a number corresponding to how many written motions the member has so far posted during the meeting (e.g., "SMITH 3:"; "FRANCES JONES 2:"). Use of the online area designated by the Secretary for this purpose shall be restricted to posting the text of intended motions.

5.7.4.10 Display of motions: The Secretary shall designate an online area exclusively for the display of the immediately pending question and other relevant pending questions (such as the main motion, or the pertinent part of the main motion, when an amendment to it is immediately pending); and, to the extent feasible, the Secretary, or any assistants appointed by him or her for this purpose, shall cause such questions, or any other documents that are currently before the meeting for action or information, to be displayed therein until disposed of.

5.7.4.11 Voting: Votes shall be taken by the voting or hand raise feature of the Internet meeting service unless a different method is ordered by the Board or required by the rules. When required or ordered, other permissible methods of voting are by electronic roll call or by audible roll call. The chair's announcement of the voting result shall include the number of members voting on each side of the question and the number, if any, who explicitly respond to acknowledge their presence without casting a vote. Business may also be conducted by unanimous consent.

5.7.5 Closed Board Meetings

The Board or the Executive Committee may, by unanimous consent or a vote of 50% or more of the directors, elect to close any meeting (1) to discuss and decide matters pertaining to personnel, personal privacy, legal issues, or (2) for other good cause it may determine.

5.7.6 Joint Meeting of the Participating Congregations

A joint meeting of the Participating Congregations for review of the status of OBIC should be held each year as soon after the Annual Board Meeting as is reasonably practical. The Joint Meeting of the Participating Congregations may be combined with the second meeting of the Board, provided that Participating congregation members are invited to attend.

5.7.6.1 Annual Reports: At or before the Joint Meeting of the Participating Congregations the Board must present to the members of the Participating Congregations the annual reports as required under Section 6 of these Bylaws.

5.7.6.2 Failure to Hold Joint Meeting: Failure to hold a Joint Meeting of the Participating Congregations does not invalidate the corporate existence of OBIC or otherwise affect the validity of OBIC actions.

6 Execution of Instruments and Finance

6.1 Execution

Checks, drafts, and orders for payment of money are to be signed by the President, Vice President, Secretary, or Treasurer. The building manager may sign checks as provided by the Board's established procedures. Checks written for amounts more than five thousand dollars (\$5,000) must be signed by two (2) officers from different Participating Congregations.

6.2 Authorization

When the execution of any contract, conveyance, or other instrument has been authorized, the President, or in the absence of the President, the Vice President, may execute the same in the name and on behalf of OBIC and may affix the corporate seal thereto. The Board has the power to designate additional Officers and agents who have the authority to execute an instrument on behalf of OBIC.

6.3 Annual Reports

A full and correct statement of the affairs of OBIC including a balance sheet and a financial statement of operations for the preceding calendar year is to be prepared annually. It is to be submitted to the Board within thirty (30) days following the end of the fiscal year of OBIC and is to be delivered to the Participating Congregations. The statement is to be prepared by such officer of OBIC as may be designated by the Board. If no other executive officer is so designated, it is the duty of the President to prepare such statement.

6.4 Fiscal Year

The fiscal year of OBIC is the calendar year, unless otherwise determined by the Board.

6.5 Budget

The annual budget of OBIC must be prepared by the Treasurer, who may form a finance committee for the purpose, and presented to the Board for its preliminary review and approval no later than October. It is then to be presented to the Participating Congregations for their review and approval no later than November. Upon approval of the Participating Congregations, the budget is to be submitted to the Board for review and adoption not later than its December meeting.

The annual budget is to include funding for the OBIC Reserve for Replacement Fund. The annual budget shall include dedicated funds sufficient to repay any monies previously transferred from the Reserve for Replacement to meet an operational deficit. The annual amount to be budgeted for the Reserve for Replacement Fund is to be calculated based on a professional reserve planning service or by dividing the estimated replacement cost of all items lasting more than one (1) year and costing more than five (5) thousand dollars (e.g., heat pumps and roof) by the useful life of the item.

6.6 Participating Congregational Assessments

6.6.1 Basis for total Amount of Assessments

The approved budget is the basis for determining the payments to be made by the Participating Congregations in the designated fiscal year.

6.6.2 Means of Apportionment of Operating Expenses

Payments toward operating expenses in each fiscal year are to be proportionate to each Participating Congregation's use of the Center during the immediately preceding twelve months prior to that in which the budget was created. For example, the budget for next calendar year is created in October of the current calendar year using Participating Congregation use data from October of the past calendar year through September of the current calendar year.

6.6.3 Means of Apportionment for Reserve for Replacement Fund

Payments toward the Reserve for Replacement Fund are to be proportionate to each Participating Congregation's percentage interest in OBIC at the first day of the month in which each payment is due.

6.6.4 Congregation which Ceases Use

A participating congregation deemed to be a nonviable congregation as specified in Section 3.3.3 or having lost its right to participate in governance as specified in Section 3 of these Bylaws shall not be assessed a share for operating expenses.

6.7 Adjustment in Assessment

In the event that the sum of the liquid assets on hand on the first day of each month falls below a sum determined by the Board at the beginning of each fiscal year, the Finance Committee is to develop a schedule of additional payments to be made by the Participating Congregations to make up the shortfall, commencing within the period of time deemed necessary based on the recommendation of the Finance Committee.

6.8 Unanticipated Expenses

If, during the operation of the Center, expenses are incurred that were not planned for or budgeted, the Board is to promptly determine how these charges will be allocated to the Participating Congregations or Tenants, if appropriate.

6.9 Deposits

All funds of OBIC not otherwise in use shall be deposited to the credit of OBIC in such banks, trust companies or other depositories as the Board of Directors may designate. The monies of OBIC shall be deposited in interest bearing accounts or savings certificates at such banks or depositories as may be designated by the Board of Directors or invested in such bonds,

securities or investments as may be authorized by the vote of a majority of the Directors attending any meeting at which a quorum is present. Such income may be deposited, pending disposition, in such checking accounts as the Board of Directors may authorize. Disposition of the principal amount of such deposits or investments may be authorized only by the affirmative vote of a majority of all Directors. No funds of OBIC may be distributed except for the purposes, and subject to the restrictions, set forth in the Charter and in these Bylaws.

7 Dissolution of OBIC

7.1 Distribution of Assets

Upon a dissolution of OBIC because of a completion of its purpose, or for any other reason, all assets of any character whatsoever which OBIC owns, are to be liquidated and the proceeds distributed to each Participating Congregation in accordance with its equity interest, so long as the Participating Congregation is qualified to receive the distribution under Article Seventh, paragraph (3) of the Articles of Incorporation of OBIC; or to the designee of each Participating Congregation as specified in Exhibit B.

7.2 Successor Distribution

If, for any reason, distribution as described above is not possible, then the undistributed remainder of the assets of OBIC are to be distributed to some charitable or educational enterprise, which, in the opinion of the Board, most nearly approximates the purposes of OBIC and contributions to which are deductible from income under the provisions of the U.S. Internal Revenue Code, except that no part whatsoever of the assets or proceeds shall pass to or inure to the benefit of any person connected with OBIC, or to any other private individual or individuals.

8 Limitations of Power

8.1 Change in Status

OBIC does not have power alone, without the specific consent of the Participating Congregations as to each instance of such an action, to

- a. sell substantially all its assets.
- b. admit an additional Participating Congregation.
- c. admit a substitute Participating Congregation.
- d. approve final plans for construction or modifications to the Center; or
- e. sign a mortgage secured by the OBIC property.

8.2 Procedure

Each of the actions enumerated in Section 8.1 requires approval of the Participating Congregations. The process for review and approval is as follows:

- a. The OBIC Board must first review and recommend the proposed action.
- b. The Board must then provide written notice of such proposed action to the Participating Congregations at least fifteen (15) days prior to final Board action.
- c. The Participating Congregations must then act on the proposed action. The Participating Congregations can disapprove of an action recommended to it by the OBIC Board only if they have reasonable justification that the matters proposed will have a material adverse effect on the Participating Congregation or on the development of interfaith activities and facilities in Columbia, Maryland.

8.3 Personal Obligations

No officer, Director, committee, agent, or employee of OBIC shall have authority to contract any indebtedness or incur any obligation on behalf of any other individual contributor to OBIC or of any Participating Congregation. No Officer, Director, or agent of OBIC shall ever be personally liable for any debt, contract, obligation, or tort of OBIC, nor of any other Officer, Director, or agent. OBIC shall indemnify and shall pay or reimburse reasonable expenses in advance of final disposition of a proceeding to any individual who is a present or former Director or Officer of OBIC.

9 Amendment and Review

These Bylaws may be amended by a vote of two-thirds (2/3) of the Directors of OBIC present at a meeting of the Board. provided that at least two directors from each congregation vote for the amendment, and subsequent ratification by the Participating Congregations.

Section 4.1.3.4 Duties of the Treasurer require that Exhibit A be updated annually. This update shall be conducted using Ordinary Voting defined in Section 5.7.1.

For content other than Exhibit A, a committee appointed by the board shall review these Bylaws every two (2) years and may amend them as warranted.

10 Corporate Records, Reports, and Seal

10.1 Maintenance of Corporate Records

OBIC shall keep at its principal office and/or digitally with suitable backup and recovery procedures and digital access given to all voting directors:

- a. Minutes of all meetings of Directors, including the Annual Meeting, indicating the time and place of the meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof.
- b. Adequate and correct books and records of account, including accounts of properties and business transactions and accounts of assets, liabilities, receipts, disbursements, gains, and losses.
- c. A record of Directors and committee members, indicating their names and addresses and the dates of service.

- d. A copy of the Charter and Bylaws as amended to date, which shall be open to inspection by members of the Board of Directors at all reasonable times during office hours.

10.2 Inspection Rights

Each Director shall have the right, at reasonable times, to inspect and copy all books, records, digital financial records, and documents, and to inspect the physical properties of OBIC, and shall have such other rights to inspect the books, records, and properties of OBIC as may be permitted under the corporate documents and the laws of Maryland.

10.2 Seal

The corporate seal shall have inscribed thereon the name of OBIC, the year of its organization and the words “Incorporated in Maryland”. The Board of Directors may authorize one or more duplicate seals and provide for the custody thereof. Whenever OBIC is required to place its corporate seal on a document, it shall be sufficient to meet the requirements of any law, rule or regulations relating to a corporate seal to place the words “(CORPORATE SEAL)” adjacent to the signature of the person authorized to execute the document on behalf of OBIC.

11 Certification

The foregoing document is certified to be a true copy of the revised Bylaws of the Owen Brown Interfaith Center, Inc., as they were adopted by the Board of Directors this 14th day of May 2024. The original Bylaws are kept on record in the corporation’s permanent files.

Certified by: _____ May 15, 2024
Gregory Seidman, Secretary of OBIC Date

Exhibit A

Equity Assessment derived from the 1982 OBIC annual report of fundraising totals = \$728,000

Date: 1982

CUMC amount = \$363,000

UUCS amount = \$365,000

Percentage Interest of CUMC = 49.86 %

Percentage Interest of UUCS = 50.14 %

Equity Assessment as of January 27, 2003, from appraisal undertaken by Smail Associates, Inc. 4317 Northview Drive, Bowie, MD, 20716 at the request of the Allfirst Mortgage Corporation,

6701 Baymeadow Drive, Glen Burnie, MD, 21060-6401 = \$1,400,000

Date: January 2003

CUMC amount = \$698,040

UUCC amount = \$701,960

Percentage Interest of CUMC = 49.86 %

Percentage Interest of UUCC = 50.14 %

Capital Investment by CUMC

Date: 2004 amount: \$0

Capital Investment by UUCC

Date: 2004 amount: \$1,599,567

Equity Assessment plus New Investment = \$2,999,567

Date: January 2004

CUMC amount = \$698,040

UUCC amount = \$2,301,527

Percentage Interest of CUMC = 23.27 %

Percentage Interest of UUCC = 76.73 %

October 2013 Appraised value: \$2,800,000 by Valbridge Property Advisors at the request of Howard Bank

CUMC share: \$651,560 (23.27% of \$2,800,000)

UUCC share: \$2,148,440 (76.73% of \$2,800,000)

2014-2016 Capital Investment

CUMC: \$0

UUCC: \$3,873,122

Equity Assessment plus New Investment = \$6,673,122 (\$2.8m + \$3.873m)

Date: 2016

CUMC: \$651,560 (remains the same)

UUCC: \$6,021,562 (\$2,148,440 + \$3,873,122)

Percentage Interest of CUMC = 9.76% (\$651,560 / \$6,673,122)

Percentage Interest of UUCC = 90.24% (\$6,021,562 / \$6,673,122)

Exhibit B

Changes to Exhibit B require an update to these bylaws with an updated Revision log.

Christ United Methodist Church. In accordance with the United Methodist Discipline, all property of Christ United Methodist Church, including its proportionate interest in OBIC, is held by Christ United Methodist Church in trust for the Baltimore Washington Conference of the United Methodist Church.

Unitarian Universalist Congregation of Columbia. Should the Unitarian Universalist Congregation of Columbia cease to function and the membership vote to disband, any accrued assets of the Congregation shall be assigned to the Central East Region of the Unitarian Universalist Association to be used for the extension of liberal religion.