

BYLAWS
OF
BALTIMORE CHILDREN AND YOUTH FUND, INC.

(a Maryland nonstock corporation)

Preamble

Baltimore Children and Youth Fund, Inc. is a tax-exempt, nonprofit organization dedicated to ensuring our children and youth are healthy, ready to succeed in school and live in stable, safe and supportive families and communities. Baltimore Children and Youth Fund, Inc. stewards public funds as the designated permanent fiscal agent for Baltimore City's Children and Youth Fund.

Baltimore City's Children and Youth Fund was launched by then-Baltimore City Council President Bernard "Jack" C. Young in response to the unrest in 2015 following the death of Freddie Gray in police custody. The unrest sharply illuminated longstanding racialized inequities in public funding in Black communities. The Children and Youth Fund was authorized by the Baltimore City Council through a charter amendment which was then submitted to referendum and approved by voters with over 80 percent support in November 2016. As a result, \$0.03 of every \$100 of Baltimore City's assessed property is allocated to the non-lapsing Children and Youth Fund with the purpose of establishing new and augmenting existing programs to serve the City's children and youth.

City Ordinance 20-363 entitled "Children and youth fund – establishment of permanent fiscal agent," Article 5, Subtitle 9 of the Baltimore City Code, designated the Baltimore Children and Youth Fund, Inc., a nonprofit organization, as the permanent fiscal agent beginning July 1, 2020. The Ordinance charged the permanent fiscal agent with standards for administration of the City's funds, and these standards included racial equity, intergenerational leadership, community ownership, and collaborative decision-making.

Accordingly, the Baltimore Children and Youth Fund, Inc. was created and these Bylaws were prepared to incorporate the founding organizational values, which guide how the organization enacts its mission:

Core Values

Racial Equity: The Baltimore Children and Youth Fund, Inc. must be built on racial equity. The evaluation of the Baltimore Children and Youth Fund, Inc.'s work should include a basic understanding and appreciation of the cultural resources and assets within each community. The Baltimore Children and Youth Fund, Inc. should clearly identify and directly address how society's power structures show up in its operations, including how assumptions about race may

figure into the decision-making processes. Specifically, white people should not dominate or drive the conversation.

Intergenerational Leadership: The Baltimore Children and Youth Fund, Inc. must include youth leaders along with adults in all aspects of its work. Having different generations work together will reflect how our entire community must work together to improve the quality of life for our young people. In the West we often greet each other by saying, “How are you doing?” The Maasai people of East Africa greet each other by asking, “How are the children?” This greeting represents the idea that the well-being of the children defines the well-being of the community. The purpose of the Baltimore Children and Youth Fund, Inc. is to help the whole city of Baltimore to embrace and live out the worldview embodied in this Maasai greeting. Specifically, the well-being of our children is everyone’s responsibility.

Community Ownership: The purpose of the Baltimore Children and Youth Fund, Inc. is to provide the communities typically seen as merely recipients of services with equal, authentic decision-making power to disperse the Baltimore Children and Youth Fund Inc.’s resources. This means that the organization should reflect the totality of our community. Specifically, the Baltimore Children and Youth Fund, Inc. must include a variety of people who are highly committed to the communities they serve.

Collective Decision-Making: The Baltimore Children and Youth Fund, Inc. will strive to have collective decision-making processes. “Gatekeeping,” when one person has too much power in a decision-making process, marginalizes the people and communities who are most hurt by structural racism. Gatekeepers can use their power to circumvent community accountability and limit access to power and resources.

These founding values and principles are incorporated herein and further developed in these Bylaws.

Article I

NAME AND MISSION STATEMENT

1.1 Name. This corporation is and shall be known as the Baltimore Children and Youth Fund, Inc. (the “Corporation”).

1.2 Mission Statement. The Corporation is designed to support Baltimore’s children, youth, and young adults with a deep commitment to racial equity, intergenerational leadership, community ownership and guidance, and collective decision-making. The Corporation ensures that youth voices inform, drive, and lead its work, which advances equity and supports diverse racial, class, and gender identities. The Corporation is a community resource that is accountable to local communities and neighborhoods; is not politically-driven and promotes confidence from the caring networks of Baltimore’s young people; is focused, expedient, and conducts its work with urgency; and inspires new partnerships and approaches to philanthropy to advance Baltimore’s young people.

1.3 Nonprofit Operation. The Corporation is organized and shall be operated exclusively for charitable purposes, to be carried on and promoted in and for the benefit of the

people of the City of Baltimore, as defined under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended (or any corresponding provision of any future United States Internal Revenue Law or regulations thereunder, hereinafter collectively referred to as the “Internal Revenue Code”).

Article II

MEMBERS

The directors of the Corporation also constitute the members of the Corporation and, when meeting as directors, may exercise the rights and powers of members.

Article III

BOARD OF DIRECTORS

3.1 **Function.** The Corporation shall be managed by the Board of Directors (the “Board”), which shall have general power to control and manage the affairs and property of the Corporation, subject to applicable law and in accordance with the purposes and limitations set forth in the Articles of Incorporation of the Corporation and herein. Nothing in this Article shall constitute any restriction of, or limitation on, any powers of the Board conferred by statute or by these Bylaws.

- (a) The Board may:
 - (i) appoint and discharge advisors and consultants to advise the Board who have skills necessary or helpful to the Corporation; and
- (b) The Board shall:
 - (i) employ, evaluate, and discharge the President for the furtherance of the purposes of the Corporation; and
 - (ii) exercise all other powers necessary to manage the affairs and guide organizational policy of the Corporation in conformity with the Articles of Incorporation of the Corporation, these Bylaws, and any applicable law; and
 - (iii) select all officers for the Corporation and approve the members and chairpersons of any committees of the Board; and
 - (iv) direct the Chair and Treasurer to present, at the annual meeting of the Board, a financial report; and
 - (v) maintain the Corporation’s mission and commitment to ensure that all programs, policy priorities, governance, and operations are developed and conducted using a racial equity lens, as adopted by the Board.

3.2 Number. The Board of Directors shall determine the number of directors, but at no time shall the number of voting members (see **Section 3.4(a)**) be less than nine (9) or greater than twenty (20) members.

3.3 Qualifications. Each director shall be a current resident of the City of Baltimore or a current resident of Baltimore County with substantial and current educational, professional, religious, or other ties to the City of Baltimore.

3.4 Composition. The Board shall consist of voting members and nonvoting members.

- (a) **Voting Members**. Voting members shall include youth, adults, the City Council President or City Councilmember designated by the Council President, and Director of the Office of Children and Family Success or the Director of the Office of Children and Family Success's designee, serving as the Mayor's representative.
- (b) **Nonvoting Members**. Nonvoting members shall include two (2) members: the City Solicitor or Solicitor's designee and City's Director of Finance or Director of Finance's designee.
- (c) **Youth Members**. Youth members of the Board shall be selected from participants in the Corporation's Avis Ransom Leadership Institute. The Corporation shall make its best efforts to ensure one-third (1/3) of Board members are youth ages fourteen (14) to twenty-five (25) years old, inclusive. The Corporation shall also ensure youth are represented in all Committees of the Board and Committees of the Corporation.

3.5 Transition Board of Directors. A Transition Board of Directors will serve until the permanent Board of Directors is approved by the Board of Estimates and begins its term in January 2022. The Transition Board of Directors consists of the following individuals:

- Kirsten Allen
- Earl El-Amin
- Julia Baez
- Catherine Benton-Jones
- Jacqueline Caldwell
- Dion Cartwright
- John Morris
- Erika Seth Davies

3.6 Application and Election. To become a director, a person shall complete a Board application to include an open call for applications. The Board of Directors shall determine the application and selection process. An applicant for Board membership shall meet the Board member qualifications stated in **Section 3.3** of these Bylaws. Directors shall be approved by majority vote of the Board at a regular Board meeting.

3.7 Required Council Hearing. All new Board members, prior to beginning their terms, shall participate in a public hearing convened by the Baltimore City Council. The hearing will provide the general public with an opportunity to learn about and ask questions of prospective Board members.

3.8 Term. Each adult director shall hold office for a term of 3 years, except as otherwise provided in in these Bylaws for the initial 2022 term of Directors. Each youth director shall hold office for a term of 2 years. Each director shall serve only one term of office. Members of the initial 2022 slate of Board of Directors will stagger their terms to be one (1), two (2), and three (3) years each.

3.9 Vacancies and Newly Created Directorships. Newly-created directorships resulting from an increase in the authorized number of directors and vacancies occurring in the Board for any cause may be filled by the vote of a majority of the directors then in office at any meeting of the Board. Each director so elected shall serve until the next annual meeting of the Board and until such director's successor has been elected or appointed and qualified or until such director's death, resignation or removal.

3.10 Removal. Any director may be removed for cause upon a unanimous affirmative vote of the remaining directors at a meeting at which a quorum of not less than a majority of the voting members of the Board are present; *provided* that at least one (1)-week's notice of the proposed action shall have been given to the entire Board then in office. In the event of a removal of a director for cause, such removal shall take effect immediately.

3.11 Resignation. Any director may resign at any time by giving notice (either written, electronic, or by facsimile) to the Chair or the Secretary of the Corporation. Such resignation shall take effect at the time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. If no effective time is specified, such resignation shall take effect upon receipt thereof.

3.12 Annual and Regular Meetings. The annual meeting of the Board for the purpose of selecting officers and transacting such other business as may properly be brought before the meeting shall be at such place, date and time as the Board shall designate. The failure to hold an annual meeting shall not invalidate the Corporation's existence or affect any otherwise valid corporate acts. Regular meetings of the Board shall be held at such time and place as the Board shall designate.

3.13 Special Meetings. Special meetings of the Board may be called by the Chair of the Corporation or by a majority of the voting directors upon written demand and held at such time and place as may be designated in the notice of such meeting.

3.14 Place and Time of Meetings. Meetings of the Board shall be held at the location, within the City of Baltimore in the State of Maryland, or using virtual meeting technology that is fixed by the Board or, in the case of a special meeting, by the Chair or directors calling the special meeting.

3.15 Notice for Regular and Special Meetings. Notice of the time and place of such annual meeting shall be given by the Secretary by U.S. mail, email, facsimile or personal delivery to each director not less than ten (10) days before such annual meeting. Notice of the time, place and purpose of any special meeting of the Board shall be given by the Secretary or the Secretary's designee by U.S. mail, email, facsimile or personal delivery to each director at least two (2) days before the day of such meeting. As may be required by the Open Meetings Act, the Board Chair (or other duly appointed officer) shall provide or publish such other notice, advertisement, or amendment as may be necessary.

3.16 Quorum; Adjournments of Meetings; Certain Voting Requirements. Except as hereinafter provided, the presence of majority of the voting members of the Board at any meeting thereof shall constitute a quorum. Directors who are present at a meeting but not present at the time of a vote due to a conflict of interest or related-party transaction shall be determined to be present at the time of the vote for purposes of this **Section 3.16**. A majority of the directors present, whether or not a quorum is present, may adjourn a meeting to another time and place. At any such adjourned meeting at which a quorum is present, any business may be transacted that was proposed to be transacted at the meeting as originally called. The following acts of the Board require the affirmative vote of at least two-thirds (2/3) of the voting members of the Board:

- (a) a purchase, sale, mortgage or lease of real property of the Corporation if the property constitutes all or substantially all of the assets of the Corporation;
- (b) a sale, lease, exchange or other disposition of all or substantially all of the assets of the Corporation; or
- (c) an alteration to these Bylaws or Articles of Incorporation of the Corporation that would increase the quorum requirement or the vote requirement to greater than a majority of the Board present at the time of the vote.

3.17 Participation by Telephone or Videoconference. Any one or more members of the Board or of any committee designated by the Board who is not physically present at a meeting of the Board or a committee may participate by means of conference telephone or similar communications equipment or by electronic video screen communication. Participation by such means shall constitute presence in person at a meeting so long as all persons participating in the meeting can hear each other at the same time and each director can participate in all matters before the meeting, including, without limitation, the ability to propose, object to and vote upon a specific action to be taken by the Board or committee.

3.18 Action by Directors. The action of the majority of voting members of the Board at any meeting where a quorum is present constitutes the action of the Board of Directors. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting, if a unanimous written consent setting forth the action is signed by each member of the Board or committee and filed with the minutes of proceedings of the Board. Such written consent may also be taken by electronic transmission.

3.19 Compensation. The Directors of the Corporation shall serve without compensation. Directors may be reimbursed for pre-approved expenses reasonably incurred on behalf of the Corporation. Nothing in this paragraph is intended to preclude a Director from receiving compensation for his/her service to the Corporation in some other capacity, provided the transaction is consistent with the Corporation's Conflict of Interest Policy and these Bylaws.

Article IV

OFFICERS

4.1 Officers. The officers of the Corporation shall be a Chair, a Secretary, a Treasurer, and such other officers, including one or more Vice Chairs, Assistant Treasurers or Assistant Secretaries, as the Board may, from time to time, appoint. Any person may hold more than one office of the Corporation, *except* that no one person may hold the offices of Chair and Secretary. No instrument required to be signed by more than one officer may be signed by one person in more than one capacity.

4.2 Qualifications. Officers shall be voting members of the Corporation. A director of the Corporation shall serve for one year as a member of the Board of Directors or Transition Board of Directors before being eligible to serve as an officer.

4.3 Appointment; Term of Office. The officers of the Corporation shall be appointed for two (2)-year terms for adult members and one (1)-year terms for youth members. Officers shall be appointed at the annual meeting of the Board, and each officer shall continue in office until the officer's successor shall have been appointed and qualified, or until he or she sooner dies, resigns or is removed. For the initial 2022 Board of Directors any officer's term shall correspond to the officer's term as a director. Vacancies may be filled or new offices created and filled at any meeting of the Board.

4.4 Resignation; Removal. Any officer may resign at any time by giving notice (either written or electronic or by facsimile) to the Chair. The resignation shall take effect at the time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any officer may be removed, with or without cause, by vote of a majority of voting members then in office.

4.5 Vacancies. Any vacancy in any office, arising at any time and from any cause, may be filled by a vote of a majority of voting members of the Board. Any officer appointed to fill a vacancy shall hold office until the election at the annual meeting of the Board and the qualification of the officer's successor.

4.6 Chair: Powers and Duties. The Chair of the Board shall, if present, preside at all meetings of the Board. The Chair shall have such other powers and shall perform such other duties as the Board may from time to time prescribe to the Chair. No employee of the Corporation shall serve as Chair of the Board or hold any other title with similar responsibilities.

4.7 Vice Chairs: Powers and Duties. Each Vice Chair shall discharge such functions as may be assigned by the Chair or by resolution duly adopted at any meeting of the Board. In anticipation of any temporary absence, the Chair may designate a Vice Chair to perform the duties of the Chair during such absence. If no such designation is made, or in the event of disability of the Chair, the Board may designate a Vice Chair to perform the duties of the Chair during such absence or disability.

4.8 Secretary: Powers and Duties. The Secretary shall act as secretary at all meetings of the Board and shall keep the minutes of all such meetings. The Secretary shall attend to the giving and serving of all notices of the Corporation, shall perform all duties incident to the office of Secretary, subject, *however*, to the control of the Board, and shall perform such other duties as shall, from time to time, be assigned to the Secretary by the Board.

4.9 Treasurer: Powers and Duties. The Treasurer shall keep or cause to be kept complete and accurate accounts of receipts and disbursements of the Corporation and shall deposit all moneys and other valuable effects of the Corporation in the name and to the credit of the Corporation in such banks or depositories as the Board may designate. The Treasurer shall (i) render regular statements of the condition of the finances of the Corporation to the Board, (ii) make an annual financial report to the Board concerning the Corporation's finances, and (iii) make an annual report to the Board concerning the Corporation's assets held for a specific purpose, the use made of such assets and the income thereof. The Treasurer shall perform all duties incident to the office of Treasurer, subject, *however*, to the control of the Board, and shall perform such other duties as shall from time to time be assigned to the Treasurer by the Board.

Article V

PERSONNEL

5.1 Agents. From time to time, the Board, by resolution, may appoint agents who shall have such authority and perform such duties as may from time to time be prescribed by the Board. Any agent may be removed by a resolution adopted by a majority of the voting members of the Board with or without cause. The removal of an agent without cause shall be without prejudice to the agent's contract rights pursuant to an employment agreement, if any, but the appointment as an officer, employee or agent of the Corporation shall not, in and of itself, create contract rights.

5.2 Compensation. The Board shall from time to time establish the rate of compensation and benefits for the President of the Corporation in accordance with similar organizations.

Article VI

COMMITTEES

6.1 Committees of the Board. The Board may create committees of the Board, each consisting of three (3) or more directors. The Board shall appoint the members of each such committee of the Board, *except* that in the case of any executive committee, the

appointment shall be made by a majority of the voting members of the Board. Each such committee shall have the authority of the Board to the extent provided in a Board resolution, in the Articles of Incorporation of the Corporation or these Bylaws, *except* that no committee of any kind shall have the authority of the Board as to the following matters:

- (a) the filling of vacancies on the Board or on any committee;
- (b) the amendment or repeal of these Bylaws or the adoption of new bylaws;
- (c) the amendment or repeal of any resolution of the Board that by its terms shall not be so amendable or repealable;
- (d) the fixing of compensation of the directors for serving on the Board or any committee;
- (e) the appointment, election, or removal of officers and directors;
- (f) the approval of a merger or plan of dissolution;
- (g) the authorization of a sale, lease, exchange or other disposition of substantially all of the assets of the Corporation; and
- (h) the approval of amendments to the Articles of Incorporation of the Corporation.

At any meeting of such committee, the presence of a majority of its members then in office shall constitute a quorum for the transaction of business.

6.2 Committee of the Board: Executive Committee. The Executive Committee shall be comprised of the Officers of the Board of Directors and consisting of not fewer than three (3) directors. The Executive Committee is responsible for the following:

- (a) Expeditious Actions
 - (i) manage the affairs and business of the Corporation, when the full Board is not in session, except as limited in **Section 6.1** above; and
 - (ii) recommend actions for the full Board's consideration;
- (b) Evaluation of and Succession Planning for the President
 - (i) recommend and oversee the evaluation of the President's job performance; and
 - (ii) manage succession planning for the President, as needed.

6.3 Committee of the Board: Finance Committee. The Finance Committee shall oversee the financial operations, internal controls, long-term fiscal health, and compliance with

applicable legal and regulatory requirements. The Treasurer shall serve as the Chair of the Committee. The Finance Committee is responsible for the following:

- (a) Budgeting, Financial Planning, and Reporting
 - (i) develop an annual operating budget and multi-year operating budgets in coordination with staff;
 - (ii) review and present the budget, financial goals, and financial reports to the Board; and
 - (iii) monitor adherence to the approved budget;
- (b) Internal Controls and Accountability
 - (i) develop and update, as necessary, policies and manuals that ensure the assets of the Corporation are protected and financial transactions are documented; and
 - (ii) ensure approved financial policies and procedures are being followed, reviewed on an annual basis and updated as necessary, and presented to the Board on a regular basis.

6.4 Committee of the Board: Race Equity Committee. The Board shall create as a committee of the Board a Race Equity Committee, which shall be composed of members of the Board and non-directors who are stakeholders of the Corporation. The Board shall appoint a Chairperson for the Race Equity Committee charged with management of this committee. The Race Equity Committee is responsible for the following:

- (a) Biennial Review and Accountability
 - (i) review the Corporation's policies and practices to evaluate alignment with the Corporation's values detailed in the Preamble of these Bylaws and **Section 7.3**;
 - (ii) produce a biennial report for distribution to the Board and general public; and
 - (iii) ensure and advance the Corporation's core mission of being an equity-focused organization and the Corporation's race equity accountability framework;
- (b) Board Commitment and Ongoing Learning
 - (i) ensure development and implementation of regular Board trainings on race equity; and

- (ii) review and evaluate Board training and support needs to advance the Corporation's values of race equity, intergenerational leadership, community ownership, and collective decision making.

6.5 Committees of the Corporation. Other than committees of the Board, the Board may create committees of the Corporation. The members of any such committee shall be appointed by the Chair with the consent of the Board. Such committees may consist of directors and non-directors. Any such committee of the Corporation shall not have the authority to bind the Board.

6.6 Committees: General. A majority of any committee may fix its rules of procedure, determine its action and fix the time and place of its meetings, unless the Board shall otherwise provide by resolution. Notice of such meetings shall be given to each member of the committee in the manner provided for in **Section 3.15** above and in accordance with applicable law. Each committee shall keep written minutes of its proceedings and shall report such minutes to the Board at regular Board of Director meetings. All such proceedings shall be subject to revision or modification by the Board; *provided* that rights of third parties shall not be prejudiced by such revision or modification. The Board, by action of a majority of the directors then in office, may at any time fill vacancies in, change the membership of or dissolve any committee of the Board.

Article VII

POLICIES

7.1 Conflict of Interest. The Board shall adopt, and oversee the implementation of, and compliance with, a Conflict of Interest Policy. In any instance where there is the possibility of a related-party transaction, the Corporation shall follow the procedures and rules set out in its Conflict of Interest Policy. The Corporation's Conflict of Interest Policy shall define related-party transactions, require disclosure of any potential related-party transaction, require recusal of interested individuals, and establish the procedures to ensure sound fiscal stewardship. In furtherance of this **Section 7.1**, each director and officer of the Corporation shall make annual financial disclosures and otherwise comply with the City of Baltimore's Ethics Law.

7.2 Whistleblower Policy. The Board shall adopt, and oversee the implementation of, and compliance with, a Whistleblower Policy.

7.3 Race Equity Framework. The Board shall adopt and oversee the establishment and implementation of a race equity framework across the Corporation's internal and external work. The race equity framework shall be incorporated and assessed across the Corporation in ten (10) dimensions:

- (a) stated commitment;
- (b) race-informed and explicit policy;
- (c) accountability mechanisms;

- (d) disaggregated data;
- (e) stakeholder engagement;
- (f) outcomes oriented approach;
- (g) culture of practice;
- (h) narrative;
- (i) communications strategy; and
- (j) systems change.

The Corporation shall develop policies and procedures to ensure implementation and evaluate the Corporation's status as an equity-focused organization. The Corporation shall use its race equity framework (see Exhibit A) to guide its policies, procedures, and practices.

Article VIII

CONTRACTS, CHECKS AND BANK ACCOUNTS

The Board is authorized to select the banks and depositories it deems proper for the funds of the Corporation and shall determine who shall be authorized on the Corporation's behalf to sign checks, drafts or other orders for the payment of money, acceptances, notes or other evidences of indebtedness, to enter into contracts or to execute and deliver other documents and instruments.

Article IX

OFFICE AND BOOKS

9.1 Offices. The principal office of the Corporation shall be located at such place within the City of Baltimore in the State of Maryland as the Board may, from time to time, determine.

9.2 Books. There shall be kept, at the principal office of the Corporation or in a secure electronic format, correct books of account of the activities and transactions of the Corporation, including a minute book, which shall contain a copy of the Articles of Incorporation of the Corporation, a copy of these Bylaws and all minutes of meetings of the Board and of any committee thereof.

Article X

CORPORATE SEAL

The Board may adopt a corporate seal in such form as it shall prescribe.

Article XI

FISCAL YEAR

The fiscal year of the Corporation shall be the twelve (12) calendar months ending June 30 in each year, unless otherwise provided by the Board of Directors.

Article XII

AMENDMENTS TO BYLAWS

Subject to applicable law and as otherwise indicated in **Section 3.16(c)** above, the Board may make, amend or repeal these Bylaws (a) by majority vote at any duly called and held meeting of the Board at which a quorum is present and for which written notice of such meeting, setting forth the proposed alteration, has been given in accordance with these Bylaws or (b) by unanimous written consent of the Board (which consent may be written or electronic or by facsimile); *provided* that there shall be no increase or decrease in the number of voting directors set forth in **Section 3.2** above, no amendment may be made that shall conflict with any provision of law or of the Corporation's Articles of Incorporation, and any amendment of these Bylaws shall be filed with the Baltimore City Board of Estimates.

Article XIII

NON-DISCRIMINATION

In all of its dealings, neither the Corporation nor its duly authorized agents shall discriminate against any individual or group for reasons of race, color, creed, sex, age, ethnicity, national origin, marital status, sexual orientation, gender identity, mental or physical disability or any category protected by local, state, or federal law.

Article XIV

REFERENCE TO ARTICLES OF INCORPORATION

References in these Bylaws to the Articles of Incorporation of the Corporation shall include all amendments thereto or changes thereof unless specifically excepted by these Bylaws. In the event of a conflict between the Articles of Incorporation of the Corporation and these Bylaws, the Articles of Incorporation shall govern.

Article XV

INDEMNIFICATION OF OFFICERS AND DIRECTORS

15.1 In General. To the fullest extent permitted by law, the Corporation shall indemnify any person (and his or her heirs, executors, guardians, administrators, assigns and any other legal representative of that person) who was or is a party to, or is threatened to be made a party to or is involved in (including as a witness), any threatened, pending or completed action, suit, proceeding or inquiry (brought in the right of the Corporation or otherwise), whether civil, criminal, administrative or investigative, and whether formal or informal, including appeals, by reason of the fact that he or she is or was a director or officer of the Corporation, or, while a director or officer of the Corporation, is or was serving, at the request of the Corporation, as a director, officer, partner, trustee, or agent of another corporation, partnership, joint venture, trust or other enterprise, for and against all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by that person or that person's heirs, executors, guardians, administrators, assigns or legal representatives in connection with that action, suit, proceeding or inquiry, including appeals. Notwithstanding the foregoing, the Corporation shall indemnify any person seeking indemnification in connection with an action, suit, proceeding or inquiry (or part thereof) initiated by that person only if that action, suit, proceeding or inquiry (or part thereof) was authorized by the Board.

15.2 Exclusions. No indemnification shall be made to or on behalf of a director or officer if a judgment or other financial adjudication adverse to the director or officer establishes that his or her acts were committed in bad faith or were the result of active or deliberate dishonesty and were material to the cause of action so adjudicated, or that he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled. No indemnification shall be made to or on behalf of a director or officer for and against any judgments, fines and amounts paid in settlement in any action brought in the right of the Corporation.

15.3 Expenses. To the fullest extent permitted by law, the Corporation shall pay expenses as incurred by any person described in **Section 15.1** above in connection with any action, suit, proceeding or inquiry described in **Section 15.1**; *provided* that, if these expenses are to be paid in advance of the final disposition (including appeals) of an action, suit, proceeding or inquiry, then the payment of expenses shall be made only upon delivery to the Corporation of an

undertaking, by or on behalf of the person, to repay all amounts so advanced if it is ultimately determined that the person is not entitled to be indemnified under this Article or otherwise.

15.4 Procedure. Unless indemnification is ordered by a court, any indemnification or advancement of expenses made by the Corporation under this Article shall be made by the Corporation only if authorized in the specific case:

- (a) by the Board acting by a quorum consisting of directors who are not parties to such action or proceeding upon a finding that the director or officer has met the standard of conduct set forth in **Section 15.2** of these Bylaws; or
- (b) if the quorum under **Section 15.4(a)** is not obtainable or, even if obtainable, a quorum of disinterested directors so directs, by the Board upon the opinion in writing of independent legal counsel that indemnification is proper in the circumstances because the applicable standard of conduct set forth in **Section 15.2** of these Bylaws has been met by such person.

15.5 Insurance. The Corporation shall purchase and maintain insurance on behalf of any person described in **Section 15.1** above against any liability asserted against him or her, whether or not the Corporation would have the power to indemnify him or her against that liability under the provisions of this Article or otherwise; *provided, however*, that no insurance permitted under this **Section 15.5** may provide for any payment, other than cost of defense, to or on behalf any director or officer:

- (a) if a judgment or other final adjudication adverse to the insured director or officer establishes that his or her acts of active and deliberate dishonesty were material to the cause of actions so adjudicated, or that he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled; or
- (b) in relation to any risk the insurance of which is prohibited under the insurance law of the State of Maryland.

15.6 Application. The provisions of this Article shall be applicable to all actions, suits, proceedings or inquiries made or commenced after the adoption of this Article, whether arising from acts or omissions occurring before or after its adoption. The provisions of this Article shall be deemed to be a contract between the Corporation and each director or officer who serves in such capacity at any time while this Article and the relevant provisions of the laws of the State of Maryland and other applicable law, if any, are in effect, and any repeal or modification of this Article shall not adversely affect any right or protection of any person described in **Section 15.1** above in respect of any act or omission occurring prior to the time of the repeal or modification.

15.7 Validity and Limitations. If any provision of this Article shall be found to be invalid or limited in application by reason of any law or regulation, that finding shall not affect the validity of the remaining provisions of this Article. The rights of indemnification provided in this Article shall neither be exclusive of, nor be deemed in limitation of, any rights to

which any person described in **Section 15.1** above may otherwise be entitled or permitted by contract, the Articles of Incorporation of the Corporation, vote of the Board or otherwise or as a matter of law, both as to actions in the director or officer's official capacity and actions in any other capacity while holding such office, it being the policy of the Corporation that indemnification of any person described in **Section 15.1** above shall be made to the fullest extent permitted by law.

15.8 Definitions. For purposes of this Article: reference to "other enterprises" shall include employee benefit plans; reference to "fines" shall include any excise taxes assessed on a person with respect to an employee benefit plan; and reference to "serving at the request of the Corporation" shall include any service as a director or officer of the Corporation which imposes duties on, or involves services by, that director or officer with respect to an employee benefit plan, its participants or beneficiaries.

15.9 Employees and Agents. The Corporation may, by vote of the Board, provide indemnification and advancement of expenses to employees and agents of the Corporation.



These Bylaws were **approved** by the Board of Directors on **December 15, 2021**.

Julia Baez
Secretary

Exhibit:

Baltimore Children and Youth Fund, Inc.'s Race Equity Framework¹

The Baltimore Children and Youth Fund, Inc. is committed to being an equity-focused organization and will work to achieve race equity across 10 dimensions:

1. **Stated Commitment:** Clearly state the organization's commitment to advancing racial equity in guiding its decision making. This commitment includes an element of analysis that informs the organization's internal and external approach.
2. **Race-Informed & Explicit Policy:** Leverage data to understand impact and outcomes of decision making.
3. **Accountability Mechanisms:** Ensure clear power analyses, understanding of governance, decision making authority and responsibility across the organization.
4. **Disaggregated Data:** Collect, disaggregate, and analyze data. Equity-focused organizations are focused on not only collecting data on their members/community etc., but understanding why the data looks the way it does.
5. **Stakeholder Engagement:** Ensure that representative voices influence decision making and there is an effective feedback loop with stakeholders.
6. **Outcomes Oriented Approach:** Consider institutional outcomes and sustained change over time.
7. **Culture of Practice:** Connect to practitioners and resources to inform racial equity alignment and build connection across the organization's internal and external work.
8. **Narrative:** Shift the terms of the dialogue and reframe how we talk about access + ownership of capital, investment, risk, community resources, etc.
9. **Communications Strategy:** Create consistency and transparency in the information we are making available and how we operationalize the shifting of and influence on narrative change.
10. **Systems Change:** Design our processes to intentionally alter structures that drive racialized outcomes.

¹ BCYF's race equity framework was informed by The REAL: Racial Equity Assessment Framework initially designed by Erika Seth Davies and adapted from the *Advancing the Mission* Toolkit by the Annie E. Casey Foundation.