

# BYLAWS

## CITIZENS TO PRESERVE THE RESERVE, INC.

As adopted August 9, 2005; amended January 17, 2006; amended January 30, 2007; amended January 12, 2010

### ARTICLE I. PURPOSE and MISSION

1. *Name.* The name of the organization shall be Citizens to Preserve the Reserve, Inc. (hereinafter, "CPR"). The official website address for the organization is [www.PreservetheReserve.org](http://www.PreservetheReserve.org).
2. *Purpose.* The purpose of this non-profit, non-sectarian organization is to promote good stewardship of the Agricultural Reserve in Montgomery County, Maryland, and provide a channel for community involvement through advocacy, education, and action.
3. *Mission.* CPR's mission is to protect the delicate economic and environmental balance within the Agricultural Reserve from actions that would forever change the character of Montgomery County, Maryland. CPR shall also maintain the authority to exercise all other powers necessary to or reasonably connected with the organization's mission that are legally exercised by tax-exempt non-stock corporations under the applicable laws of the State of Maryland.
4. *Tax Exempt Status.* CPR will carry out civic, charitable, and educational purposes as those terms are defined in Section 501(c)(4) of the Internal Revenue Code. Official CPR activities will comply in all respects with those purposes.

### ARTICLE II. MEMBERSHIP

1. *Generally.* Membership is open to all individuals residing in Montgomery County, Maryland, who have an active interest in the Agricultural Reserve. Membership is not restricted on the basis of sex, race, creed, color, gender, sexual preference, or national origin.
2. *Membership Categories.* Membership categories are for dues calculation purposes primarily: Individual; Household; non-profit organizations, civic associations, or related group ("Affinity Group").
3. *Membership Privileges.* Individual members in Good Standing ("Members") may attend meetings and participate in discussions at annual and special meetings, and be appointed to service on committees. All Members are eligible to make motions, present issues, seek election as an Officer, and vote on matters brought to the membership at annual and special meetings. An official representative of an Affinity Group may attend CPR meetings and participate in discussions at annual and special meetings, but may not vote or hold elective or appointed office.
4. *Good Standing.* Notwithstanding Article IX, Section 2(b), any individual current in his or her annual dues, according to the records of the CPR Treasurer, is a member in Good Standing.
5. *Membership Year.* The Membership Year shall begin February 1 and end January 31.

### ARTICLE III. ANNUAL DUES

1. *Dues.* The Board shall establish the annual dues per membership category. The Board may recommend a special assessment on the membership, provided notice of purpose and duration is given the membership no less than 30 days before the assessment is first applied, and upon unanimous vote of the Board.

2. *Delinquent Dues.* Any existing member who does not pay his or her annual dues within 30 days of the date due following notice by the Treasurer, or Treasurer's designate, shall no longer remain in Good Standing. The Treasurer shall maintain a list of delinquent members. If the dues of any member remain unpaid beyond a reasonable time, the Treasurer shall, after written notice, remove the name from the membership list.

#### **ARTICLE IV. OFFICIALS AND ORGANIZATION**

1. *Officers.* The officers of CPR shall comprise a President, First Vice President, Second Vice President, Secretary, and Treasurer. Officers shall exercise the respective duties and powers described in these Bylaws or by the laws governing corporations in the State of Maryland. Officers shall also serve as members of the Board of Directors.

2. *Board of Directors.* The Board of Directors ("Board") shall be the governing body of the CPR. Membership shall include the Officers, chairs of standing committees, the immediate past president, and two (2) at-large Members, elected from the general membership. The Board shall meet regularly, but not less than annually for the Annual Meeting. Official actions taken by the Board, including positions on matters concerning the organization's mission and purpose, require a Majority Vote, with no proxies allowed.

3. *Appointed Officials.* The President shall have the authority to make appointments from among active Members to committees and for other purposes, provided a majority of the Officers, in their capacity as members of the Board, may remove appointees for good cause by Majority Vote.

4. *Performance.* All Officers, Board members, and committee members shall work diligently and faithfully to promote the mission and purpose of CPR. When speaking on behalf of the CPR, they shall refrain from any action or statement which conflicts with the mission or purpose of, or official position taken by the organization.

5. *Conduct.* All Officers, Board members, and committee members shall reflect credit upon the organization, and shall preserve and enhance the honor and integrity of the organization. When acting in their official capacity, they shall scrupulously avoid any action or statement which conflicts with or appears to conflict with the official positions of the organization.

6. *Recall of Officers.* All Officers shall hold office at the pleasure of the membership, and may be recalled upon Majority Vote at any meeting of the membership. A motion to recall an Officer must be seconded by no less than three (3) individual Members who are not part of the same household.

7. *Period of Initial Incorporation.* During the year of initial incorporation and through the conclusion of the first Annual Meeting, the initial directors recorded in the Articles of Incorporation shall serve as Officers, function as CPR's Board, and maintain direct authority to amend the Bylaws under its Article V powers.

#### **ARTICLE V. POWERS AND DUTIES**

1. *Powers.* Officers shall exercise all of the powers of the organization, consistent with its Articles of Incorporation, these Bylaws, and policies and directions of the membership.

2. *Emergency Powers.* When the Officers determine there is insufficient time to present a Substantive New Matter to the Board for action, they may act by unanimous vote. A Substantive New Matter is one not covered by prior official policies or positions adopted. The Officers must make a good faith effort to report their action to all Board members as soon as possible following the exercise of Emergency Powers. The Board retains the right to rescind by Majority Vote at its next official meeting

any Substantive New Matter adopted under Emergency Powers. Notice of all official actions taken under this subsection shall be communicated to the membership by means determined by the Officers including, but not limited to, using the organization's website.

3. *Positions Held.* No one individual Member may hold more than one elected position with the organization simultaneously, except for the positions of Secretary and Treasurer.

## **ARTICLE VI. ELECTION OF OFFICERS**

1. *Election.* The membership shall elect Officers who meet basic qualifications for office at the Annual Meeting. Elected officers shall assume office at the close of the Annual Meeting. The names and contact information for Officers shall be posted on the organization's official website.

2. *Terms.* Upon election, or appointment by the President, Officers shall hold office for a term of one (1) year, or until successors are elected and installed. No person shall remain in the same office for more than three (3) consecutive terms. If an Officer vacancy occurs any time after the Annual Meeting, the President may appoint an interim officer who shall serve in this capacity until the next Annual Meeting, subject to recall by an Majority Vote plus one of the Board.

3. *Voting.* All voting shall be either by secret ballot or hand count. Election requires a Majority Vote during the Annual Meeting. If no nominee receives the required majority on a vote, the nominee receiving the lowest number of votes will be dropped, and the vote will be repeated. Voting by proxy is prohibited.

4. *Nominating Committee.* A three-person Nominating Committee appointed by the President and chaired, if applicable, by the Second Vice President shall convene no later than 45 days prior to the Annual Meeting to select a slate of officers for presentation to and vote by the membership. The Nominating Committee shall nominate one person for each of the elected positions. Notice of the Nominating Committee's recommended slate shall be posted on the organization's website at least 14 days before the Annual Meeting.

5. *Nominations.* An individual Member must be nominated for office either by the Nominating Committee or from the floor at the Annual Meeting. Any individual Member may offer a nomination at the Annual Meeting, provided such nomination receives a second by two (2) other individual Members who are not part of the same household.

## **ARTICLE VII. DUTIES OF ELECTED OFFICERS**

1. *President.* The President must both be a Member and a member of the Board for the year preceding election, except for the year of initial incorporation. The President shall preside over all meetings of the organization, prepare meeting agendas, form committees, serve as an ex-officio member of all committees except the Nominating Committee, make appointments, shall be authorized to sign all checks and other written instruments approved by the Board, and perform all other duties as elsewhere described herein or assigned by the Board. The President, or his or her designate, shall serve as the primary public spokesperson for the organization.

2. *First Vice President.* The elected holder must be a Member and shall perform the duties of the President in said officer's absence. The First Vice President shall chair the Audit Committee, may be authorized to sign all checks, and shall perform all other duties delegated by the President or assigned by the Board.

3. *Second Vice President.* The elected holder must be a Member and shall perform the duties of the First Vice President in said officer's absence. The Second Vice President shall perform all other

duties delegated by the President or assigned by the Board. The Second Vice President shall serve as Chair of the Nominating Committee.

4. *Secretary.* The Secretary must be a Member, and shall keep a correct record of the proceedings of the organization, preserve the reports filed by the various committees, conduct the correspondence of the organization, send out notices of meetings, and perform such other duties as may be assigned by the President or the Board.

5. *Treasurer.* The Treasurer must be a Member, and shall be the custodian of all funds of the organization, primary signatory for all checks and responsible for depositing all funds in a safe depository within the County. The Treasurer shall pay all existing bills and claims against the organization, file all State and federal financial reports, present a report of receipts, disbursements, and balances at annual and special meetings, and perform such other functions as are usually done by treasurers of like organizations. Annually, at the expiration of the term, the Treasurer shall make available to the Board all funds, records, and property belonging to the organization, and shall revoke all authority to sign checks and create liabilities on behalf of the organization.

## ARTICLE VIII. DUTIES OF STANDING COMMITTEES

1. *Standing Committees.* CPR shall maintain the following initial Standing Committees: Nominations, Communications, Audit, Bylaws, and Advocacy. The President, with the advice and consent of the Board, may establish other committees, standing or otherwise.

2. *General Duties.* Each Standing Committee shall monitor, evaluate, and report on the status and activity of matters within its assigned purview. In situations in which an issue involves the jurisdiction of more than one Standing Committee, the Board shall assign and coordinate committee tasks. Committee reports and recommendations shall be submitted to the Board for approval and any further action. Committees shall represent and carry out formal positions of the organization that impact their area of responsibility, with responsibilities to include participation in work sessions, hearings, and panels.

3. *Term.* Except for Standing Committees, each committee shall dissolve automatically at the close of the Annual Meeting in the year following the committee's formation, unless the Board votes to continue the committee.

## ARTICLE IX. MEETINGS

1. *Board Meetings.* The President, or a majority of Board members, may call regular meetings of the Board. Attendance shall be open to all Members.

2. *Annual Meeting.* (a) *Generally.* The Annual Meeting shall be held in January, unless the Board gives Notice of an alternative date during the current Membership Year. (b) *Year of Initial Incorporation.* During the year of initial incorporation and through the conclusion of the first Annual Meeting, CPR's membership shall consist of those individuals in the greater Laytonsville area with email addresses listed in CPR's official record of contacts beginning on the filing date of CPR's incorporation, as of January 17, 2006. Those email addresses shall operate as the official membership roster at the first Annual Meeting for purposes of convening a quorum and voting. Each individual with a recorded email address shall represent one vote at the first Annual Meeting.

3. *Special Meeting.* A Special Meeting may be called by the Board or upon written petition of ten (10) members in Good Standing. Only such business as the meeting was called to consider may be discussed or acted upon at such meeting.

4. *Meeting Place.* Meetings may be held at such places designated from time to time by the President or by Majority Vote of the Board.
5. *Notice.* No meeting described in subsections 2-3 herein may be held unless reasonable advance public notice of the time, place, and purpose is made available to the membership through the organization's website.
6. *Quorum.* A quorum for all meetings described in subsections 1-3 herein shall consist of not less than a simple majority of the Board, or 10 percent of the membership in Good Standing.
7. *Majority Vote.* Unless otherwise detailed in the Bylaws, formal actions taken at meetings described in subsections 1-3 herein shall require a Majority Vote of all Members in attendance.

## **ARTICLE X. CONDUCT OF MEETINGS**

1. *Chair.* The President, or the First Vice President in the absence of the President, shall preside at all meetings described in Article IX.
2. *Right to Speak.* Only Members and official representatives of Affinity Groups shall have the right to speak during meetings described in Article IX, except by specific invitation of the President or upon Majority Vote of Members present. Members may speak only when recognized by the presiding officer.
4. *Meeting Agenda.* The President shall prepare a proposed Meeting Agenda for meetings described in Article IX, to guide deliberations. Any Member shall have the right to move an amendment to the Meeting Agenda for which approval requires a Majority Vote.
5. *Parliamentary Guide.* Robert's Rules of Order (current edition) shall be the parliamentary guide governing meetings of the organization described in Article IX, except for rules specified herein. The organization's parliamentarian shall be an appointed official.
6. *Suspension of Rules.* The suspension of rules governing meetings requires a motion with a second, and a Majority Vote of the membership present, provided a quorum is present. Suspension of the rules does not apply to amending the Bylaws.

## **ARTICLE XI. FINANCIAL MANAGEMENT**

1. *Annual Budget.* The Board shall adopt an operating budget for each Fiscal Year. The Treasurer shall prepare a proposed budget for the upcoming fiscal year and submit it to the Board by December 15. The budget as approved shall be included in the Annual Meeting agenda for consideration by the membership. The budget shall include all planned and expected expenditures and revenues.
2. *Accounting For Funds.* CPR shall maintain a checking account in a local bank, and all receipts and disbursements shall be processed through the account. All revenues received and disbursements made shall be entered in a ledger that shows the name, amount, date, and type or purpose of the revenue or disbursement. The Treasurer shall reconcile the account each month, and present a report thereof to the Board.
3. *Issuance of Checks.* The Treasurer, or President in the absence of the Treasurer, shall have primary authority to sign all checks on behalf of the organization. All approved disbursements must be authorized in the adopted Annual Budget, except as provided below.

4. *Special Disbursements.* In emergencies, the Board by Majority Vote plus one may authorize non-budgeted single expenditures not to exceed one thousand dollars (\$1,000), provided Special Disbursements shall not exceed three thousand (\$3,000) during any single Fiscal Year. The Treasurer shall adjust the Annual Budget accordingly.

5. *Financial Reports.* The Treasurer shall prepare mid-year and annual reports for the Board disclosing the financial performance and status of the organization. The mid-year report, due by July 31, shall evaluate adherence to the Budget and project performance for the rest of the year. The annual report shall show all expenses and revenues and shall compare them with the adopted Budget.

6. *Annual Audit.* An Audit Committee of three members shall audit the organization's financial records annually. The President shall nominate two (2) members, one of whom must have a professional background in accounting. The First Vice President shall chair the Audit Committee. The Treasurer for the current Fiscal Year shall provide all records to the Audit Committee and provide such assistance as may be required. The Audit Committee shall submit a written report to the Board no later than 30 days before the Annual Meeting, which upon approval of the report at the Annual Meeting shall authorize transfer of records and accounts to the new Treasurer.

7. *Fiscal Year.* The Fiscal Year shall be the calendar year, which begins January 1 and ends December 31.

## **ARTICLE XII. AMENDMENT OF BYLAWS**

1. *Changes.* Any Member may propose to the Board an amendment to these Bylaws. The Board shall table a proposed amendment to the Bylaws until the following Board meeting, at which time the Bylaws Committee established under Article VIII shall receive it for consideration.

2. *Notice.* The proposed change shall be published on the organization's website and made available for public review thirty (30) days before a vote on adoption.

3. *Approval.* The Bylaws Committee shall review the proposed amendment, conform its language to the current Bylaws, propose a reorder of the Bylaws accordingly, and report the amendment, either favorably or unfavorably, to the Board within sixty (60) days of its introduction. A Majority Vote plus one by the Board can override an unfavorable recommendation of the Bylaws Committee. Final Board approval requires a Majority Vote plus one. Amendments are effective upon approval unless otherwise specified. Notwithstanding this subsection, motions concerning the Bylaws are in order during the Annual Meeting.

4. *Conflicts.* In the case of any conflicts between the Articles of Incorporation and these Bylaws, the Articles of Incorporation shall control.

## **ARTICLE XIII. INDEMNIFICATION**

1. *Indemnity of Officers.* CPR may indemnify its Officers for reasonable amounts required to be paid as a result of third-party suits or claims when such third party actions arose by reason of the fact that the individual was an elected Officer, provided that the Officer acted in good faith and in a manner reasonably believed to be in the best interests of the organization. This authority to indemnify shall exist only to the extent legally permissible under the laws of the State of Maryland and provided it does not affect the organization's status as a tax-exempt, non-stock corporation.

## ARTICLE XIV. DISSOLUTION

1. *Dissolution.* In the event the organization is dissolved, voluntarily or involuntarily, after paying or making provisions for the payment of all existing liabilities of the organization, any remaining assets shall be distributed by the organization's Board, as trustees in a voluntary dissolution, or by a receiver in an involuntary dissolution, to its successor organization, or a comparable organization operating in Montgomery County, Maryland, and qualified under Section 501(c)(4) of the Internal Revenue Code.
2. *Windup.* The provision for distribution of assets set forth herein shall be the plan of distribution of assets of dissolution or final liquidation of the organization as established by the Board, in accordance with the corporation laws of the State of Maryland. The trustees or receiver shall file Articles of Dissolution with the State of Maryland.

## ARTICLE XV. SUSPENSION OF REGULAR OPERATIONS

1. *Generally.* The Officers may decide by majority vote that conditions and circumstances warrant suspending the regular operations of CPR ("Suspension").

2. *Suspension Operations and Procedures.* In the case of any conflicts between these Bylaws and the Articles of Incorporation that govern the regular operations of CPR, the following operations and procedures shall control when CPR is in Suspension:

- a. *Membership.* Members of CPR at the time of Suspension shall comprise the membership base for purposes of electing Officers, reorganization, and voting during the Annual Meeting immediately following a majority vote of the Officers to return CPR to regular operations.
- b. *Dues and Revenues.* During Suspension, the Members shall not pay annual dues. Any remaining cash balance in CPR's checking account following payment of all outstanding debts at the time of Suspension shall remain available and the account shall remain open although the Officers shall not incur new expenditures during Suspension unless permitted by this section.
- c. *Officers.* The Officers of CPR at the time of Suspension shall continue in their elected positions for the duration of the suspension period, or until an officer resigns, or the organization is dissolved. At least one officer shall continue in service during the suspension period. If there are no officers in service at any time during the suspension period, then the registered agent shall dissolve the organization according to the procedures described at Article XIV.
- d. *Annual Filing.* The Treasurer, or a designee, shall be responsible for filing annually with the State to maintain CPR's non-stock corporation charter in good standing. During Suspension, the Treasurer, or President in absence of the Treasurer, shall draw from available funds in CPR's existing checking account to cover the annual cost of filing or for any other legal obligation of the organization. If there are insufficient funds to cover such expenses and the Officers fail to provide the necessary funds, then the Officers, or registered agent

if there is an insufficient number of Officers, shall dissolve the organization according to the procedures described at Article XIV.

e. Custodial Operations. The Officers may meet as needed to take action regarding custodial obligations on behalf of the organization.

3. Resumption of Regular Operations. At any time following Suspension and for any reason associated with the purpose and mission of CPR, the Officers by majority vote may move to reinstate regular operations of the organization described in these Bylaws.