

# By-laws

## Of the Finksburg Planning And Citizens' Council, Inc.

### Mission

*To Promote A Finksburg Community, Whose Objective Is To Preserve The Fundamental Quality Of Life Where Farms, Families And Businesses May Coexist In A Manner Beneficial To All.*

### Article 1

#### Name

The name of this organization shall be The Finksburg Planning And Citizens' Council, Inc. a not-for-profit entity duly established under the laws of the State of Maryland. It shall herein be referred to as "The Council."

### Article 2

#### Objectives

1. To be an advocate for the Finksburg community and its environs to the Carroll County government on issues of concern as designated by the membership.
2. To inform Finksburg residents of current and proposed land - use, planning, and zoning activities and when deemed appropriate, take action regarding such activities.
3. To strengthen and promote citizen involvement and to foster a sense of community and civic pride among Finksburg residents.
4. To preserve and protect the rural and semi-rural nature of our community and to maintain the natural beauty of Finksburg and its environs.
5. To initiate, develop and maintain a forum for the promotion of responsible commercial and industrial presence in Finksburg.

### Article 3

#### Membership

1. Membership to the Council shall be open to all residents and businesses of Finksburg and its environs, that is/are located in the area designated as the Carroll County 4<sup>th</sup> Election District.
2. Members (households and businesses) shall be assessed annual dues the first day of January each year. The amount of dues shall be determined by a majority vote of board members present at a regular monthly board meeting prior to January 1. The amount may not be raised more than once in any year. If dues are a financial hardship for any member, the President may waive the payment of dues for that member. Dues paid shall be applied to the current calendar year, unless specifically designated otherwise by the payer.

- Members in good standing shall be defined as meeting the requirements of items 1 and 2, above. Members in good standing may vote as appropriate as per items elsewhere in this document calling for a membership vote.

## Article 4

### Board of Directors

- There shall be a Board of Directors (The Board) composed of the elected officers of the Council, communications director and four (4) additional directors elected from the regular membership.
- The Board shall be responsible to the members for seeing that the policies and directives of the Council are faithfully executed. The Board shall be charged with the general management of the Council's affairs, and shall act for the Council between meetings of the membership.
- It shall supervise the expenditure of funds appropriated by the Council.
- The Board shall represent the council in the community at large.

## Article 5

### Advisory Board

The Advisory Board shall be an optional honorary nonvoting board nominated annually by the Board, at the board's discretion. The Advisory Board will provide advice and counsel to the Board and the membership as needed.

## Article 6

### Officers of the Council

The elected officers of the Council shall be a President, Vice President, Secretary, Treasurer and Communication Director. The officers, together with the four directors, shall hold office for a term from the May meeting after their election, until the following May.

#### ***President***

The President shall be the chief executive officer of the Council and the presiding officer at meetings of the Council and Board of Directors. The President shall have the authority with the consent of the Board to appoint the chair and members of all standing committees and to create and appoint such special and ad hoc committees as shall be deemed necessary. The President may call special meetings of the general membership or of the Board. The President shall be an ex-officio member of all committees. The President may spend up to twenty-five dollars for reimbursable miscellaneous expenses monthly without prior authorization of the Board.

#### ***Vice President***

The Vice President shall serve as the acting President during the absence, inability or disability of the President, and shall succeed to that office in case of a vacancy. The Vice President shall perform such duties as may be assigned by the President.

#### ***Treasurer***

The Treasurer shall keep account of all monies or funds received by the Council and see that they are deposited in such depositories or banks in Carroll County as may be designated by the Board. The Treasurer may not incur any liability or expend any monies without the authorization of the Board ~~or~~ the President. A written financial report will be presented to the Board, monthly at each board meeting. The

treasurer may write and sign checks on behalf of the Board. Checks over \$500 (five hundred dollars) will require two signatures: President, Treasurer, or any other person designated by the Board.

### **Secretary**

The Secretary shall be responsible for recording and preserving the minutes of the meetings of the general membership, should a motion be voted on at any meeting, and presenting the minutes at the next meeting for approval by the general membership.

The Secretary shall be responsible for recording and preserving the minutes of the meetings of the Board and presenting the minutes at the next meeting for approval by the Board.

### **Communications Director**

The Communications Director shall be responsible for designing and implementing an information campaign for Finksburg residents and state and local government. The Communications Director shall coordinate all media relations.

## **Article 7**

### **Meetings and Quorums**

1. All meetings shall be run in accordance with the latest edition of Robert's Rules of Order.
2. Regular meetings of the general membership shall be held on the same day of each month as determined by the membership, or as may be otherwise provided by the Board or the membership. General membership meetings may be cancelled for any month by a vote of the Board. A minimum of 3 general membership meetings shall be held in a calendar year. A quorum shall consist of ~~eleven (11)~~ seven (7) regular members. The President or the Board may call special meetings with three day's notice for any purpose except the removal or election of officers or the amendment of these By-laws. Notice shall be by personal notice, e-mail, first-class mail or advertisement in a newspaper of general circulation in the Finksburg area.
3. A meeting of the Board shall be held at least once in the interim between meetings of the general membership, except as may be otherwise provided by the Board. A quorum of the Board shall consist of ~~five (5)~~ Four (4) members of the Board, only ~~four (4)~~ three (3) of whom may be officers of the Council. Special meetings may be called by the President or any three (3) members of the Board; with at least 24 hours notice.

## **Article 8**

### **Election of Officers and Board Members**

1. At the February meeting of the general membership, the President shall announce the appointment, with the consent of the Board of Directors, of a Nominating Committee consisting of at least two (2) members. This Committee will attempt to select at least one nominee for each Board office, and for the four (4) at large directorships. The Committee shall be responsible for obtaining each prospective nominee's consent prior to the March meeting of the general membership. Nominees must be members in good standing. No person shall be eligible to be elected to more than ~~three (3)~~ five (5) consecutive terms ~~as President in any one office~~ except at large directorships.
2. At the March meeting, the Nominating Committee will report its slate of nominees. The President will then open the floor to additional nominations for each position. Nominations will then be closed, and a list of all nominees will be included with the notice of the April meeting.
3. At the April meeting of the general membership, the President will conduct elections for each of the offices among~~st~~ those previously nominated. A majority of vote~~s~~ cast shall be required for election. If no candidate receives a majority, a second ballot shall be conducted between the two (2) candidates receiving the most

votes on the previous ballot. All votes shall be conducted by secret ballot unless otherwise provided by the membership.

4. The prior Board shall install the new officers and directors-elect at the beginning of the May board meeting. Newly elected officers and directors shall assume their duties at this time.
5. When any officer or director position other than the President shall become vacant, the Board may recommend a successor for election by the general membership at its next monthly meeting.

## **Article 9**

### **Removal of Board Members**

1. Whenever ~~five (5)-six (6)~~ members of the Board shall agree that an officer or director has been grossly negligent of their duties, or has failed to participate in the activities of the Council, they may recommend that the general membership declare that office vacant. If the general membership approves that recommendation by a two-thirds (2/3) majority vote of those present and voting, the office shall be declared vacant. The Board shall then recommend a successor to be elected by the membership at the next monthly meeting, except that the Vice President shall assume the Presidency upon a vacancy in that office.
2. When any officer or director shall have been absent from three consecutive monthly meetings of the Board, without notification, that person shall be presumed to have resigned, and their resignation may be accepted by a majority of those voting at a monthly meeting. The Board shall then recommend a successor at the next monthly meeting, except that the Vice President shall assume the Presidency upon a vacancy in that office.
3. When any officer or director other than the President shall resign their office, the Board may recommend a successor for election by the general membership at its next monthly meeting.

## **Article 10**

### **Standing Committees**

1. Standing, Ad-Hoc and Special Committees may be appointed by the President and approved by a majority vote of the Board as needed.
2. Committees may include: Planning and Land-Use; Communications and Media Relations; Water, Sewer and Environmental Issues; Business Relations; and Crime and Traffic, or as approved by the board.
3. Recommendations and proposed actions by all committees shall be reviewed and approved by the Board before action is taken unless otherwise directed by the President or Board.

## **Article 11**

### **Ratification and Amendments**

1. These By-laws shall be initially ratified upon receiving a two-thirds (2/3) majority vote from those present and voting at a meeting of the general membership.
2. These By-laws may be amended or revised by a two-thirds (2/3) majority vote of those present and voting at any monthly meeting of the general membership, provided that the Board shall have considered the proposed amendment, and notice shall have been given at the previous monthly meeting.
3. These By-laws shall be reviewed and reaffirmed by the Board and general membership every three (3) years.

~~Finksburg Planning Area Council, Inc. By-laws — Adopted: 5/26/2011~~