

# **By-laws**

## **Of the Greater Taylorsville Area Citizens' Council, Inc.**

A citizen's advocacy group of the Greater Taylorsville Area of Carroll County with the aim of promoting community awareness and activism to ensure the preservation of our rights, quality of life, and rural heritage by focusing our efforts on issues that may impact our community.

### **Article 1**

#### **Name**

The name of this organization shall be The Greater Taylorsville Area 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 advocate for the Greater Taylorsville Area Community and its environs to the Carroll County government on issues of concern as designated by the membership.
2. To inform Greater Taylorsville Area residents of current and proposed land-use, planning, zoning activities and any other issues which may impact our rights and community.
3. To strengthen and promote citizen activism and to foster a sense of community awareness and civic pride among Greater Taylorsville residents.
4. To protect the rural heritage of our community and to preserve the quality of life of the Greater Taylorsville Area and its environs.
5. To provide and maintain a forum for the promotion of responsible growth and development in the Greater Taylorsville Area

### **Article 3**

#### **Membership**

1. Membership to The Council shall be open to all residents and property owners of Greater Taylorsville Area and its environs.
2. Members shall be assessed annual dues payable by January 31st each year, the amount of which shall be determined by a majority vote of members present at a regular monthly meeting, except that the amount shall not be raised more than once in any year. Dues paid shall be applied to the current calendar, unless specifically designated by payer.
3. Members in good standing shall be defined as meeting the requirements of items 1 and 2 above. Members in good standing 30 (thirty) days prior may vote as appropriate as per items elsewhere in this document calling for a membership vote.

## **Article 4**

### **Board of Directors**

1. There shall be a Board of Directors (The Board) composed of the elected officers of The Council and 4 (four) additional directors elected from the regular membership.
2. 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.

## **Article 5**

### **Officers of The Council**

The elected officers of The Council shall be a President, Vice-President, Secretary, Treasurer and Communications Officer. The elected officers shall hold office for a term of two (2) years.

#### **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.

#### **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 money 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 money without the authorization of The Board. A written financial report will be presented to The Board. Each check written on behalf of The Board will require two signatures: President, Treasurer, or any other Officer designated by The Board.

#### **Secretary**

The Secretary shall be responsible for recording and preserving the minutes of the meetings of the general membership and presenting the minutes at the next meeting for approval. The Secretary shall also be responsible for recording and preserving the minutes of the meeting of The Board and presenting the minutes at the next meeting for approval by The Board. The Secretary shall also be responsible for recording and preserving the official correspondence of The Council.

### **Communications Officer**

The Communications Officer shall act at the discretion of The Board and be responsible for the coordination of the design and implementation of an information campaign for the Council. The Communication Officer shall coordinate all media relations and the web site.

## **Article 6**

### **Meetings and Quorums**

1. All meetings shall be run in accordance with the latest edition of Robert's Rules of Order.
2. 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. A quorum shall consist of eleven (11) members. The President or The Board may call special meetings with at least three (3) days notice for any purpose except the removal or election of officers or the amendment of these By-laws. Notice shall be by personal notice, web site, e-mail, or advertisement in a newspaper of general circulation in the Greater Taylorsville Area.
3. A meeting of the Board shall be held at least once every other month or as needed 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) members of The Board, only four (4) 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 three (3) days notice.
4. All members in good standing as defined in Article 3 shall be entitled to one vote on all matters brought before the general membership. All votes must be cast in person at the time a vote is called.

## **Article 7**

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

1. At the first annual meeting, officers and four at-large directors will be elected by plurality of votes. Thereafter, at the meeting of the general membership, two months prior to the annual meeting, the President shall announce the appointment, with the consent of the Board of Directors, of a Nominating Committee consisting of at least three (3) members. This committee shall select at least one nominee for each Board office, and two (2) at-large directors. The Committee shall be responsible for obtaining each prospective nominee's consent prior to the meeting. Nominees must be members in good standing.
2. At-large Directors shall serve a two(2) year term. The first four Directors shall have staggered terms - two for one year and two for two years. Any replacement of Board

- members will serve the remaining term of the member replaced. Board members shall not serve more than two (2) consecutive full terms, not including partial terms.
3. At the Board 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 annual meeting.
  4. At the annual meeting of the general membership, the President will conduct elections for each of the offices among those previously nominated. A majority of votes cast shall be required for election. If no candidate received 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 sealed ballot unless otherwise provided by the membership.
  5. Newly elected officers and directors shall assume their duties at the end of that annual meeting.

## **Article 8**

### **Removal of Board Members**

1. Whenever 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 other officer or director other than the President shall resign their office, The Board shall recommend a successor for election by the general membership at its next monthly meeting.

## **Article 9**

### **Committees**

1. Standing, Ad Hoc and Special Committees may be appointed and/or dissolved by the President and approved by a majority vote of The Board as needed.
2. There shall be six (6) Standing Committees: Planning and Land Use; Communications and Media Relations; Infrastructure and Environmental Issues; Business Relations; Public Safety; and Historical Preservation and Rural Heritage.
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 10**

### **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-third (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 as needed or at least every three (3) years.

***Greater Taylorsville Area Citizens Council, Inc.***

***By-laws***

***Approved: November 2, 2009***