

CONSTITUTION AND BYLAWS OF  
THE WESTERN MARYLAND  
RESOURCE CONSERVATION AND  
DEVELOPMENT COUNCIL

The Western Maryland Resource Conservation and Development Council includes all of Allegany, Carroll, Frederick, Garrett, and Washington Counties.

This organization's general purpose is to provide local leadership required for developing and carrying out a plan for the orderly conservation, improvement, development and the wise use of resources. This will lead to improving the economic opportunities of the people within the Western Maryland Resource Conservation and Development Area.

ARTICLE I  
Name

Section 1. The name of the organization shall be the Western Maryland Resource Conservation and Development (RC&D) Council.

Section 2. The organization is an independent, non-profit, non-partisan group having as its primary concern the acceleration of conservation, development and proper use of the resources within the RC&D Area.

ARTICLE II  
Purpose and Powers

Section 1. The purpose and objective of the organization is:

- a. To develop and carry out an RC&D Area Plan in an effort to improve economic conditions
- b. To cooperate and assist in carrying out the local and regional development plans of other organizations and agencies.
- c. To create a general public awareness of the urgency and need for orderly development and conservation of the Area's resources.
- d. To enhance the environment and standard of living in the Area.
- e. To secure the required technical, financial, educational and other services required to develop and apply an Area Plan.

Section 2. The powers of the organization are restricted to its purpose as stated in Section 1 of this Article. The organization does not have any legal authority. Legal authority needed to carry out certain project measures may be furnished by the conservation district, county or community in which the measure is located.

ARTICLE III  
Membership

- Section 1. County Boards of Commissioners and Soil Conservation Districts (SCD) located within the RC&D Area are sponsors of the RC&D Council. All County Commissioners and SCD Supervisors are members of the Council. Each entity will appoint a voting representative to the Executive Council.
- Section 2. The Executive Council shall be composed of one representative from each of the five County Boards of Commissioners, one from each of the six Soil Conservation Districts and other members as approved by the Executive Council.
- Section 3. Other members deemed appropriate and approved by the Executive Council may be offered membership and voting privileges on the Executive Council. Such members may be individuals or represent other organizations and will be considered at large members. Associate members have rights and privileges of regular members except the right to vote and hold office.

ARTICLE IV  
Officers and Official Bodies

- Section 1. The officers of the organization shall be: President, Vice-President, Secretary and Treasurer.
- Section 2. The official bodies shall consist of the Executive Council and the standing or special committees that may be authorized by a majority of the Executive Council membership. The Council shall have three standing committees: Audit, Finance, and Operations. The Audit committee will be responsible for conducting an audit two out of every three years and the third year overseeing one carried out by a certified public accountant.
- The responsibility for all financial matters is vested in the Finance committee. This group will prepare and submit all required state and federal financial reports, as well as providing monthly reports to the president.
- The Operations committee is responsible for the running of the office and overseeing any personnel in the employ of the council. This includes procurement of supplies, preparation of job descriptions, and hiring and firing employees with the consent of the Executive Council.
- Ad hoc committees may be appointed by the Executive Council at any time they are deemed necessary. They will have a definite assignment and time-frame for their existence. These ad hoc committees may be disbanded by the Board for any reason.

ARTICLE V  
Composition of Official Bodies

- Section 1. The President, Vice-President, Secretary and Treasurer of the organization shall be elected from the Executive Council and shall serve in those capacities, respectively on the Executive Council.
- Section 2. The Executive Council shall be composed of one representative from each of the five County Boards of Commissioners, one from each of the six Soil Conservation Districts and other members as approved by the Executive Council.
- Section 3. The President, Vice-President, Secretary and Treasurer shall be elected by a majority of the Executive Council membership present and voting at the stated June meeting.

ARTICLE VI  
Terms of Office

- Section 1. President, Vice-President, Secretary and Treasurer shall be elected for a period of one year or until their replacements have been elected. Vacancies shall be filled by appointment by the Executive Council until the next annual meeting or whenever the special meeting of the Council is held to fill the vacancy.
- Section 2. Membership on the Executive Council may continue as long as recommended by the represented organization. A different expiration date other than the County Commissioner's representatives, is recommended in order to avoid the possibility of losing a large number of Council Members at one particular time.

ARTICLE VII  
Meetings

- Section 1. The Executive Council shall meet four times per year at a central location. The aforementioned officers of the Executive Council and Chairpersons of any standing committees may need to meet monthly. Special meetings may be called by the President, by the Chairpersons, or at the request of one-third of the Executive council Members. Requests for special meetings must be made in writing to the Secretary of the Board. All meetings shall be held within the bounds of the area, and shall require seven (7) days advance notice. Only business specified in the agenda for the special meeting called may be transacted at the meeting.
- Section 2. Minutes of all meetings of the Executive Council shall be provided for each member of the organization.
- Section 3. All business conducted at any regular or special meeting shall be conducted on the basis of a simple majority vote of those present with the exception of constitution and bylaw changes. In that case, a 2/3 vote is required by the Executive Council.

ARTICLE VIII  
Operating Funds

- Section 1. The Executive Council shall estimate the monies needed each year to purchase stationery, pay postage, buy needed materials for the organization and pay fees for meeting places as needed and prepare an annual budget to present for adoption by the Council at the first regularly scheduled meeting of the calendar year. Year-end financial reports shall be prepared and submitted to the Executive Council.
- Section 2. Each of the sponsoring organizations, namely Conservation Districts and the county Boards of Commissioners, will be asked by the Executive Council to contribute to the operating fund, both to the extent needed and as their resources will permit. Associate member dues will also be collected annually at the discretion of the Executive Council. Dues will be set by the Executive Council on an annual basis.
- Section 3. Gifts may be accepted by the Executive Council.

ARTICLE IX  
Duties

- Section 1. Duties of officers are:
- a. President: Preside at all meetings of the organization and serve as Chairperson of the Executive Council. The President shall be principal executive officer and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Executive Council from time to time.
  - b. Vice-President: Act for the President in his/her absence and serve as Vice-Chairperson of the Executive Council. Perform such other duties as from time to time may be assigned by the President or Executive Council.
  - c. Treasurer: Keep financial records of the organization and Executive Council, receive assessments of monies and disburse funds as authorized by the Executive Council. Treasurer shall be bonded as deemed appropriate by the Executive Council. Perform such other duties as may be assigned by the President or the Executive Council.
  - d. Secretary: Record proceedings of meetings, provide members with copies of minutes and notify members about meetings. Perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or the Executive Council.
  - e. The Executive council may combine the positions of Secretary and Treasurer if they wish.

Section 2.

Duties of Executive Council Committee:

- a. Conduct and direct the activities of the organization.
- b. Appoint a standing committee to act on behalf of the Executive Council on new measure proposals from sponsors and to review measure plans.
- c. Annually develop a Plan of Work by June 30 and maintain a current multi-year Short Term Plan.
- d. Invite representatives of agencies and organizations to explain how project measures might be accomplished.
- e. Develop sponsor's share of funds to obtain operating funds and manage the funds.
- f. Arrange annual or special audits of the organization's financial affairs by a qualified disinterested person.
- g. Organize needed committees, give charges to committees, issue instructions, and appoint members thereon.
- h. Request information and assistance from organizations and agencies in order to prepare an Area Plan and carryout project measures.
- i. Cooperate with other organizations, corporations, agencies, etc., in planning and carrying out endeavors to improve the cultural and economic welfare of the people of the project area.
- j. Designate one or more members as desired to represent the organization at meetings, hearings, etc.
- k. Cooperate with other organizations to coordinate project measures and objectives of the Executive Council.
- l. Meet with other organizations to assemble information, develop plans, prepare project measure proposals, etc.
- m. Appoint special committees or representatives to help assemble information, prepare project measures, and follow up on project measures.
- n. Assist in the coordination of staff duties.
- o. Do whatever may be necessary to achieve the purposes and objectives of the organization.

ARTICLE X  
Dissolution

The organization may be dissolved upon vote of two thirds of the Executive council membership, and thirty days notice to all participating parties. All non-encumbered funds in the organization's treasury are to be disbursed at the direction of the Executive Council.

ARTICLE XI  
Amendments

These bylaws may be amended by a majority of all members of the organization's Executive Council at a regular or special meeting when the notice of such meeting shall contain the proposed amendment. Notices containing information about amending the bylaws shall be acted on at the regular council meeting following the council meeting at which they were presented for action.