

Revised: December 21, 2023

Adopted: January 4, 2024

CONSTITUTION and BYLAWS
OF THE
FRIENDS OF HASHAWHA/BEAR BRANCH
IN CARROLL COUNTY, MARYLAND

ARTICLE I – NAME AND PURPOSE

SECTION 1. The name of this Council shall be the Friends of Hashawha/Bear Branch (FHBB). FHBB shall be and hereby is affiliated with the Carroll County Department of Recreation and Parks (the Department) in accordance with the laws and agreements governing public recreation in Carroll County and the state of Maryland and is subject to those laws and agreements, insofar as they effect and prescribe the functions of FHBB.

SECTION 2. The purpose of this council shall be:

- A. To assist in developing well-rounded programs of environmental education, conservation, and appreciation which will be compatible with the Hashawha Environmental Center and the Bear Branch Nature Center (Hashawha/Bear Branch) and which will serve all the people of the community.
- B. To assist in developing, maintaining, and supporting the Hashawha/Bear Branch facilities and staff.
- C. To provide a platform for the community to provide input regarding issues relating to conservation, environmental education and interpretation, and compatible recreational activities at Hashawha/Bear Branch.
- D. To support all programs sponsored by the Hashawha/Bear Branch Center.

ARTICLE II - MEMBERSHIP

SECTION 1. Membership to FHBB shall be open to any individual interested in conservation, environmental education and interpretation, and recreation at Hashawha/Bear Branch. The official meeting attendance shall be kept by the Secretary.

SECTION 2. Members 16 years of age or older will obtain voting privileges after attending three meetings. To maintain membership, a member must attend 50% of the meetings since joining or within a calendar year. If a member has not attended a meeting over a year's time that membership and voting rights are revoked.

SECTION 3. To conduct a vote, a quorum shall consist of two-thirds (2/3) of the membership of the FHBB eligible to vote as defined in Article II, Section 2 of these bylaws.

ARTICLE III - OFFICERS

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SECTION 1. The officers of FHBB shall consist of a Chairperson, Assistant Chairperson, Secretary, Treasurer, and Public Affairs Officer. The officers shall be elected each November by members at a regularly scheduled meeting and shall serve a one-year term and may be reelected for an additional consecutive one-year term; with a limit of two consecutive terms at current position. The exception is for the Treasurer who may be eligible for election to an additional term or terms on the recommendation of the Executive Board and willingness of the current Treasurer. Vacancies shall be filled by a vote of FHBB members at a regular meeting.

SECTION 2. The duties of the officers shall be as follows:

A. CHAIRPERSON

- i. Preside at all FHBB and Executive Board meetings.
- ii. Oversight of project committees.
- iii. Serve as the official representative of FHBB.
- iv. Prepare, with the advice and assistance of the Executive Board, the agenda for Council meetings.
- v. Schedule Executive Board meetings as necessary.
- vi. Has signature authority on checks to obtain at least two signatures.

B. ASSISTANT CHAIRPERSON

- i. Assist the Chairperson in the performance of his/her duties.
- ii. Preside at any FHBB meetings in the absence of the Chairperson.
- iii. In the event the Chairperson is unable to complete his/her term of office, the Assistant Chairperson shall become Chairperson for the remainder of the term.
- iv. Has signature authority on checks to obtain at least two signatures.

C. SECRETARY

- i. Record and maintain the minutes of all FHBB meetings and Executive Board meetings.
- ii. Submit monthly meeting minutes to the Department.
- iii. Maintain essential records and information pertaining to FHBB.
- iv. Furnish project committees with pertinent information as requested.
- v. Maintain the official record of members and officers and their attendance at FHBB meetings.
- vi. Notify the membership of special meetings in accordance with Article V.
- vii. Keep two copies of the bylaws up-to-date and available for examination, if necessary.

D. TREASURER

- i. Has signature authority on checks to obtain at least two signatures.
- ii. Keep a current itemized record of all receipts and disbursements and have them available for inspection at each FHBB meeting and Executive Board meetings if requested.
- iii. Report receipts and disbursements on a monthly financial report and comply with all council regulations regarding written reports.
- iv. Reimbursements of \$100 or less, submitted by board members or individuals the board has made responsible for budgeted activities, can be reviewed and approved by the Treasurer. Such reimbursement approvals are then reviewed by the Executive Board at the next meeting. Reimbursements over \$100 require a review and approval by the Executive Board prior to being issued.
- v. Disburse the funds of FHBB in accordance with Article IX of these bylaws.

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- vi. Submit books or other documentation when requested for audits annually.
- vii. Submit monthly treasurer report to the Department.

E. PUBLIC AFFAIRS OFFICER

- i. Oversee the development and maintenance of FHBB online presence including, but not limited to, a website, Facebook, Twitter, and other media outlets as needed.
- ii. Coordinate and execute advertising of events hosted by FHBB with the Department's Marketing Specialist.
- iii. Has the ability to delegate or form a committee to share responsibilities.

ARTICLE IV - EXECUTIVE BOARD

SECTION 1. The Executive Board shall consist of all officers listed in Article III, a Hashawha/Bear Branch staff member (ex-officio/non-voting), and one member from each project committee.

SECTION 2. The function of the Executive Board shall be to:

- A. Develop the agenda for regular FHBB meetings.
- B. Act on matters which may come up between regular FHBB meetings, but which are subject to review by the full FHBB at its next scheduled meeting.
- C. Interpret the Constitution/Bylaws as requested.
- D. Vote and execute decisions on behalf of the FHBB.

SECTION 3. Each member of the Executive Board shall have equal voting privileges if in attendance (either in-person or virtual) of the meeting as long as a minimum of 5 members are present for the vote. A quorum of the Executive Board shall consist of two-thirds (2/3) of the members of the current Executive Board or four (4) members, whichever is less.

ARTICLE V - MEETINGS

SECTION 1. Regular meetings will be held at the Bear Branch Nature Center in-person and virtual. Links to the virtual platform will be provided on the meeting agenda. Advance notification will be provided should the location of the meeting change. Regular meetings will be held the first Thursday of the month at 7pm in-person and/or virtual. Regular meetings can be rescheduled due to unforeseen circumstances by the Executive Board members with advanced notice, if possible. Attendance and minutes of each meeting will be recorded by the Secretary.

SECTION 2. Executive Board meetings will be held as needed or as requested by any member of the Executive Board. The Executive Board meetings will be open to the general membership; however, voting privileges are restricted to Board members only. Attendance and minutes of each meeting will be recorded by the Secretary.

SECTION 3. Special meetings may be scheduled by request of any member of the Executive Board provided that seven (7) days' notice is given to FHBB members.

SECTION 4. For a vote to take place, a required number of voting members must be present. This

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group (quorum) will consist of 2/3 of active members or seven people, whichever is less.

ARTICLE VI – PROJECT COMMITTEES

SECTION 1. A Project Committee shall consist of volunteers serving on a specific project for Hashawha/Bear Branch and has been approved by FHBB. The Project Committee shall compile a list of volunteers working on the project and provide it to the Executive Board for administrative purposes.

SECTION 2. Standing project committees serve long-term needs and projects of the Hashawha/Bear Branch as deemed necessary by the FHBB Executive Board with review by the general members. Each standing project committee shall have a representative to serve on the Executive Board.

SECTION 3. Temporary project committees shall be established to address short-term needs of Hashawha/Bear Branch as deemed necessary by the Executive Board with review by the general members.

ARTICLE VII – OFFICER ELECTIONS

SECTION 1. Annual elections for each officer position shall be conducted at the regular November FHBB meeting and decided by a majority rule of those present. Nominations may be made from the floor with the consent of the nominee but should be identified in the meeting agenda.

SECTION 2. Officers-elect shall assume their duties at the next FHBB meeting. Officer-elect and Leaving-officers will coordinate information and work together with the officer-elect to provide a seamless transition of responsibilities.

ARTICLE VIII - AMENDMENTS

SECTION 1. These bylaws will be reviewed every two years beginning November 2023. Amendments to this document may be recommended/presented at any regular FHBB meeting. However, official changes to this document must first be presented to the Department for approval. Approved changes then can be presented for voting by the FHBB at the next scheduled meeting. Votes of those present will be counted and the majority of the votes will be accepted. The amendment will be added to this document and presented at the next scheduled FHBB meeting. Amendments must be approved using a voting quorum of 2/3 average attendance over the last year or 7, whichever is less. A review of our bylaws will occur every two years with an option for voting on amendments as needed.

ARTICLE IX - FINANCIAL POLICIES

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SECTION 1. All receipts derived from a FHBB activity shall be deposited in an appropriate depository within fourteen (14) days after collection. Request for reimbursements will require a receipt and shall be directed to the Treasurer. All charitable contributions to FHBB are subject to review and acceptance by FHBB. All expenditures shall be presented by the Treasurer and reviewed and approved by the Executive Board. All bills shall be paid through FHBB Treasurer. No cash payments are permitted.

SECTION 2. FHBB FUNDS

- A. Funds for normal operating expenses shall be placed in an appropriate depository.
- B. Any excess funds over and above normal operating expenses may be invested in a federally insured institution. Investment policies must be within the guidelines governing nonprofit organizations as defined by Article 501(c)3 of the Internal Revenue Code and approved by the Executive Board.
- C. Checking account holders will be assigned to the Treasurer, Chairperson, and Assistant Chairperson. Checks must be signed by at least two of these officers.
- D. Funds can be obtained via cash, credit card, debit card, and electronic purchase methods during events or items sold at the nature center.
- E. Requests to the Department can be made to use funds from the Carroll County's Park Legacy Fund. These funds can only be used for capital projects but cannot be transferred into the FHBB financial account.
- F. Charitable contributions to the FHBB will be subject to review and approval by the FHBB. The original desires and intent of the individual making the contribution will be honored

SECTION 3. Independent auditing is required. An annual audit must be conducted by someone who does not have signature authority on the account. An accountant can be used but is not required. Another option is to have at least three volunteers independent of the Executive Board review the records and report back to the Treasurer during a regular meeting with findings included in the minutes.

SECTION 4. No part of the assets of this organization may be used for the benefit of, or distributed to, any of its officers, members, or the Department staff. Should compensation for an event or a paid position be needed, a recommendation must be presented, reviewed, and approved by the Executive Board.

SECTION 5. FHBB fiscal year shall be July 1 to June 30, inclusive.

SECTION 6. FHBB shall require personal liability insurance coverage for all contractors performing services for FHBB. All volunteers for projects working on behalf of FHBB are covered under Carroll County's insurance.

SECTION 7. Upon dissolution of the FHBB for any reason, all assets of the FHBB will be permanently dedicated to the purposes as outlined in Article II of this Document. Further, all assets will be distributed to the Department for use at Hashawha/Bear Branch.

ARTICLE X - PARLIAMENTARY AUTHORITY

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SECTION 1. The rules contained in the most recent edition of Roberts Rules of Order shall govern all FHBB meetings except as otherwise provided in these by-laws. These rules can be found here:
https://assembly.cornell.edu/sites/default/files/roberts_rules_simplified.pdf

ARTICLE XI - INTERNAL APPEALS PROCEDURE

SECTION 1. FHBB has established an internal appeals procedure, or conflict resolution policy, to resolve scheduling, conflicts, or other disputes.

ARTICLE XII – PUBLICITY AND FAIR NOTICE STATEMENT

SECTION 1. FHBB shall include the Carroll County Government “Fair Notice Statement” on all its flyers, posters, press releases and publications. All publicity items should be submitted by the Public Affairs Officer to be reviewed and approved by the Department prior to public release.

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