

**BYLAWS
ARNOLD PRESERVATION COUNCIL, INC.**

ARTICLE I – NAME AND GEOGRAPHIC AREA

Section 101. Name – The organization shall be known as Arnold Preservation Council, Inc. hereafter referred to as the "Council". The mailing address shall be Post Office Box 852, Arnold, Maryland 21012-0852.

Section 102. Type of Organization – The Council is a registered 501(c)(3) non-profit, non-partisan, inclusive organization.

Section 103. Geographic Area – The geographic area of the Council shall be defined as the property within the boundaries of Arnold, postal ZIP code 21012, and all property contiguous to postal ZIP code 21012.

Article II – MISSION AND OBJECTIVES

Section 201. Mission – The mission of the Council shall be to unite the community of Arnold, preserve its rural heritage, and enhance its environment by advocating responsible growth, linked neighborhoods, local businesses, and excellent schools.

Section 202. Objectives – The objectives of the Council shall be, but not limited to, as follows:

1. To advocate for responsible land use and development.
2. To work with state and county elected officials to ensure that laws, the County Code and administrative processes are enforced, and to work toward improving them where appropriate, especially in the areas of zoning, water and sewer policies, public education, transportation, public safety, recreation and protection of the environment.
3. To forge partnerships to achieve a unified vision of Arnold.
4. To link communities to hiker/biker trails, parks and recreation areas and open space.
5. To advocate for an expanded, accessible and comprehensive transit system, with emphasis on public transportation, and pedestrian, bicycle and waterway transit.
6. To work with the State Highway Administration regarding the Route 2 corridor and with Anne Arundel County regarding county roadways, bridge construction, construction and functioning of major intersections, road maintenance and pedestrian safety.
7. To be actively involved in updates of the General Development Plan.
8. To engage in projects for the public good such as the Adopt-a-Highway program and beautification activities in Arnold.

ARTICLE III – MEMBERSHIP

Section 301. Classes of Membership

A. Voting Membership

1. Any individual or household of individuals residing within the geographic area of the Council shall be eligible for a voting membership.
2. Any community or homeowner association located within the geographic area of the Council shall be eligible for a voting membership.
3. Any business, institution (church, school, etc.), or organization (civic, community, etc.) located within the geographic area of the Council shall be eligible for a voting membership.

B. Non-Voting Membership (Friend of APC) Any individual or household, community or homeowner association, business, institution or organization, regardless of location relative to the Council's geographic area, may join the Council as a Friend of APC without the right to vote or hold office.

Section 302. Dues – The dues for voting members and non-voting members shall be set by the Board of Directors, hereafter known as the BOD.

Section 303. Application for Membership – The Council will accept only written requests for membership which shall include sufficient information as required by the BOD and payment for the current year's dues.

Section 304. Voting

- A. Good Standing - A member in good standing is a voting member who is current in payment of their dues and not in violation of the governing documents of the Council.
- B. Voter Eligibility – Members in good standing shall be allowed to vote.
- C. Each household, community or homeowner association, business, institution or organization member shall have one (1) delegate and shall have one (1) vote.
- D. There shall be no absentee voting or voting by proxy unless authorized by the BOD.

ARTICLE IV – BOARD OF DIRECTORS (BOD) AND OFFICERS

Section 401. Members of the BOD – The policies and operations of the Council shall be managed by the BOD, which shall be elected by the Council membership at its annual meeting. There shall be at least five (5) BOD members and no more than nine (9).

Section 402. Qualifications – Voting members of the Council shall be eligible for election to the BOD.

Section 403. Officers

- A. The officers of the Council, a subset of the BOD, shall be President, Vice-President, Treasurer, Recording Secretary, and Corresponding Secretary. The officers shall be elected from within the membership of the BOD at the first BOD meeting following the annual meeting.
- B. The immediate Past President shall serve as a non-voting advisor to the BOD and need not reside in the Council's geographic area.
- C. The offices of Recording Secretary and Corresponding Secretary may be held by the same person.

Section 404. Director-at-Large – A Member of the Board of Directors who is not an officer shall be known as a Director-at-Large.

Section 405. Terms of Office

- A. Board of Directors – When first elected, the term of office for a member of the BOD shall be two (2) years. However, the term for a member of the BOD may be extended until a successor is elected or until the BOD member resigns. APC shall strive to maintain a balance between retaining experienced and productive BOD members and electing new individuals to serve on the BOD.
- B. Officers – The term of office for an officer shall be two (2) years. An officer may be re-elected for only one (1) additional consecutive term in the same office.
- C. The term of office for a BOD member shall coincide with the Council's fiscal year.

Section 406. Meetings – The BOD shall meet at least four (4) times per year. A majority of the members of the BOD shall constitute a quorum. BOD meetings may be held in person or by telephonic or electronic means (Example: webcam), allowing discussions or voting when time precludes a meeting in person, or as needed.

Section 407. Removal of a BOD member – A member of the BOD may be removed by a vote of two-thirds (2/3) of the remaining BOD members at a meeting of the BOD provided that a quorum is present. Such BOD member shall have the opportunity to attend the meeting.

Section 408. Filling Vacancies – Upon receipt of a written notice of resignation from the BOD by a sitting member of the BOD, or upon the removal of a BOD member, the BOD shall have the authority to appoint a replacement to fill the vacancy for the remainder of the term of office. The replacement must be a voting member of the Council.

ARTICLE V – MEETINGS

Section 501. Frequency of Meetings – The Council shall meet at least two (2) times a year, but may meet more frequently as Council business demands. Meeting times and places shall be set by the BOD.

Section 502. Quorum – A quorum of the Council membership shall consist of the presence in person or by proxy of twenty-five percent (25%) of the voting membership.

Section 503. Valid Voting – A simple majority (51%) of the voting membership in attendance or represented by proxy, if authorized by the BOD, shall be required to pass all motions regarding the Council's public policy positions, provided a quorum is present. A simple majority shall also be required to pass all other motions except as otherwise provided in these bylaws.

Section 504. Annual Meeting - The annual meeting of the Council shall be held in the month of January. The membership of the Council shall be notified of the meeting in writing at least 30 days prior to the date of the meeting.

Section 505. Fiscal Year – The Council's fiscal year shall be January 1 through December 31.

Section 506. Budget – A proposed budget shall be submitted by the Treasurer to the BOD two (2) months prior to the Annual Meeting. The Executive Committee shall present a proposed budget to the membership for approval at the Annual Meeting of the Council. Any subsequent changes to the budget must be approved by a simple majority of the quorum present and voting at a regular Council meeting.

Section 507. Limitation of Authority –

- A. The Council membership may undertake only non-partisan positions and only those projects, programs and activities that are not inconsistent with section 501(c)(3) of the Internal Revenue Code and applicable state law.
- B. Persons who are officers of the Council and who have registered as treasurer for a future political campaign with the Election Commission, or candidates who have filed for political office shall, at a minimum, take a leave of absence from their Council office, until the election activities have been completed. Persons who are members of APC and who hold political office shall not hold office on the Council.
- C. In general, no declarations of positions or issuances of statements shall be made by a representative of the Council unless such actions have been approved by the membership at a duly called meeting. Exceptions *are allowed in the following instances when the timing precludes consideration by the Council membership at a regular meeting.*
 1. At hearings held by a governmental authority.
 2. At meetings required by the Anne Arundel County Code.
 3. At meetings with developers, community groups or governmental authorities that require a position to be taken.
 4. When responding to documents submitted by other entities to governmental authorities concerning matters of importance to the Council membership.

In order to take such actions, approval of at least two-thirds of the Executive Committee shall be required and the Council membership shall be informed in a timely manner.

ARTICLE VI – EXECUTIVE COMMITTEE

The Officers shall comprise the Executive Committee of the BOD. The Executive Committee shall have all the powers and authority of the BOD in the intervals between meetings of the BOD and shall report to the BOD as directed. The Executive Committee may meet together in person or conduct meetings by telephonic or electronic means.

ARTICLE VII – DUTIES OF OFFICERS

Section 701. President – The President shall preside at the meetings of the Council, BOD, and Executive Committee, shall see that orders and resolutions of the Council are carried out, shall sign such written instruments as may be required for the conduct of Council business, and act as directed by the voting representatives of the Council, BOD or Executive Committee. The President shall have authority to appoint Chairs and members of all Standing and *Ad Hoc* Committees.

Section 702. Vice-President – The Vice-President shall act in place of the President in the event of the President's absence or inability to act and shall exercise and discharge such other duties as may be required or directed by the BOD or Executive Committee. The Vice-President shall be an active liaison with the member Communities, Civic Associations, and Businesses. The Vice-President shall be responsible for sending membership forms and letters and logging in membership information, and shall report the tally at each BOD and Council meeting.

Section 703. Treasurer – The Treasurer shall make financial reports to the BOD and Council at regular meetings of the Council. The Treasurer shall receive and deposit in appropriate accounts all monies of the Council, dispense such funds as directed by the budget and resolution of the membership, sign all checks and promissory notes as a designee of the Council, prepare an annual budget with the assistance of the Executive Committee for adoption at the annual meeting, keep proper financial records, and prepare and submit the Council's tax returns. The Treasurer shall collaborate with the Vice-President on membership matters as needed. In addition, the Treasurer shall, at each meeting, determine which voting members are in good standing prior to voting. In the absence of the treasurer, any other two (2) officers may sign checks on behalf of the Council. At the end of the fiscal year, the Treasurer shall prepare the financial records for the Financial Review Committee.

Section 704. Recording Secretary – The Recording Secretary shall be responsible for recording and maintaining the minutes of each meeting of the BOD and Council. She or he shall record all motions and the final resolution of each, and send the minutes of general meetings to the Corresponding Secretary for inclusion with the meeting notice. The minutes shall be approved by the voting members at the next regular meeting. Meetings of the Executive Committee shall be recorded for review by the Executive Committee only.

Section 705. Corresponding Secretary – The Corresponding Secretary shall maintain an accurate list of all Council members, based upon information provided by the Treasurer and the Vice-President. This list shall contain all the names, addresses and contact information of individuals, households, community and homeowner associations, businesses, institutions, organizations, Friends, and as appropriate, of the voting delegates' names, addresses and contact information. The Corresponding Secretary shall prepare and distribute all correspondence of the Council, shall maintain a file of incoming and outgoing correspondence, shall serve notice of meetings and send minutes to the membership, and perform such other duties as required by the Council.

Section 706. Past-President – The immediate past-president shall provide each incoming officer with a copy of these bylaws, provide each incoming committee chair with a copy of the job description for his/her committee, and update the history of the Council as appropriate.

ARTICLE VIII - COMMITTEES

Section 801. Standing Committees

- A. **Financial Review Committee** – The Financial Review Committee shall review biannually the financial records for accuracy. The committee shall have at least three (3) members.
- B. **Nominating Committee** – The Nominating Committee shall consist of three (3) members who shall be appointed by the President. The Committee shall present a proposed slate for the BOD and shall inform the Council membership of the slate no later than December 15 of the current membership year.
- C. Additional standing committees may be created as deemed by the BOD to be necessary and appropriate.

Section 802. Ad Hoc Committees – The BOD shall have the authority to create *Ad Hoc* Committees when such a need is recognized. (Examples: Bylaws Committee, Special Event Committee)

ARTICLE IX – AMENDMENTS

These Bylaws may be revised or amended by a two-thirds (2/3) affirmative vote of the voting membership in attendance or by proxy, provided that there is a quorum and that 1) a thirty (30) day written notice of intent to revise or amend and 2) the subject matter of the Revision(s) or Amendment(s) have been given.

ARTICLE X – DISSOLUTION

Upon dissolution of the council, no person shall receive any portion of any remaining funds and assets shall be distributed according to the laws of the State of Maryland governing non-profit organizations.

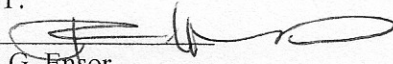
ARTICLE XI – PARLIAMENTARY AUTHORITY

Robert's Rules of Order, Newly Revised shall be the parliamentary authority for all matters of procedure not specifically covered by the Bylaws or by specific rules of procedure adopted by the Arnold Preservation Council. These bylaws shall take effect upon approval by the membership.

Date of approval: July 30, 2003

Amended: January 10, 2007; May 23, 2012; January 13, 2014; November 10, 2014; January 9, 2017; January 14, 2019

ATTEST:


Richard G. Ensor
President

1/14/2019