

Cecil Land Use Alliance, Inc. (CLUA)

Bylaws

The following Bylaws are adopted for the management, regulation, and control of the affairs of the Cecil Land Use Alliance, Inc., in accordance with the Articles of Incorporation.

ARTICLE I — DEFINITION

The Cecil Land Use Alliance, Inc. (CLUA) is a volunteer organization comprised of citizens of Cecil County, Maryland, who are interested in and concerned about responsible land use, the environment, and related issues affecting their surroundings. The Cecil Land Use Alliance, Inc., is organized as a not-for-profit “social welfare organization” as defined in Section 501(c)(4) of the U.S. Internal Revenue Code.

In this document, the phrase “the Alliance” refers to the Cecil Land Use Alliance, Inc.

ARTICLE II — AIMS AND PURPOSES

A. Vision Statement: **The Cecil Land Use Alliance seeks ways to responsibly manage growth in Cecil County, preserving our Eastern Shore rural way of life, protecting the environment, and strengthening agriculture and tourism as vital parts of our economy.**

B. The purposes for which the Alliance is formed are listed in the Articles of Incorporation.

C. The Alliance supports

(1) Maintaining our quality of life: saving the best things about our county: our lands, our waters and our heritage; keeping Cecil County a desirable place to live, work and play.

(2) Responsibly managing growth: maximizing benefits to the community and minimizing negative impacts; providing jobs and opportunity but minimizing blight, sprawl, and ugliness; enabling growth that is clean, environmentally responsible, and in character with our local heritage and way of life; promoting planned unit developments (mixed use communities) in the Priority Funding Areas.

(3) Informing and involving citizens: becoming informed and involved in Land Use decision-making; bringing people and ideas together; elevating discussion on land use issues; empowering citizens through organization; creating information and action networks; building an alliance for positive change.

(4) Holding elected and appointed public officials accountable: ensuring a process that includes regular citizen input and involvement; ensuring a transparent government that informs its citizens and includes them at every level of decision making; ensuring a fair government that provides ease of access to all, favoring none; ensuring that existing codes and regulations are enforced.

(5) Taking action to advance the following initiatives: protecting our wetlands, streams, and the health/economy of the Chesapeake Bay; preserving agriculture as a vibrant economic engine; promoting sustainable forestry; promoting tourism; preserving history; establishing architectural and design standards; emphasizing education as a means to build a skilled workforce to attract clean industry.

ARTICLE III — MEMBERSHIP

A. Membership in the Alliance shall consist of individual members and civic association members.

B. Individual Members

(1) Any person who shares the vision of the Alliance as set forth in Article II may be a member provided they pay the prescribed dues. Participation in the activities of the Alliance, including regular attendance at general membership meetings and participation in committee activities, though not mandatory, is strongly encouraged.

(2) Any member of the public may attend any general membership meeting of the Alliance. Non-members may not vote, but may be given voice at such meetings at the discretion of the President.

(3) New members may vote at the second general membership meeting they attend, provided that their dues have been paid.

C. Civic Association Members

(1) -Not-for-profit charitable or social welfare organizations may be a member of the Alliance providing they share the vision of the Alliance as set forth in Article II, pay the prescribed dues, and appoint an official representative to the Alliance.

(2) The official representative shall vote for the association or group; such a vote is equal to that of any individual member. Any association or group is free to increase its influence in the Alliance by encouraging others of its members to become individual members.

C. Denial or Termination of Membership

The Board of Directors reserves the right to deny or terminate the membership of any individual or association who does not share the Alliance's vision, brings disrepute to the

Alliance, threatens the Alliance's tax-exempt status, or who is disruptive to the smooth functioning of the Alliance in advancing its vision. (The Alliance will refund in full the current year's dues to any individual or association whose membership is terminated.)

ARTICLE IV — MEETINGS OF THE MEMBERSHIP

- A. All meetings of the membership of the Alliance shall be held in Cecil County.
- B. Meetings will be conducted under Robert's Rules of Order, latest edition, although agenda items not requiring a vote may be taken up in a less formal manner. Ten percent (10%) of the membership shall constitute a quorum.
- C. Meetings of the Alliance shall be held at times determined by the Board of Directors, except that an annual meeting shall be held at which the Directors are elected, along with any other business properly brought before the membership.
- D. The Alliance shall meet at least twice yearly in addition to the annual meeting. The President shall decide at all duly constituted meetings of the membership if a quorum is present and shall so stipulate before any business is transacted. The President may adjourn the meeting and set a future date if a quorum is not present.
- E. Notices of the annual meeting or any other meetings where business will be transacted shall be sent to all members at least fifteen (15) days prior to the meeting. E-mail notification shall be deemed sufficient for those members with e-mail accounts. If an election, recall vote, or vote on a bylaw amendment is scheduled, such action must be specifically stated in the meeting announcement.
- F. Each member (whether individual or civic association) is eligible to cast one vote at each item of business requiring a vote. Proxy votes are not permitted.
- G. The President shall call a special meeting if requested by a petition stating the purpose of the meeting, if submitted by at least ten percent (10%) of the membership.

ARTICLE V — OFFICERS

- A. The Officers of the Alliance shall consist of a President, Vice President, Secretary, and Treasurer.
- B. These four officers shall each be selected by the Board of Directors from among its elected members.
- C. The term of office is one year, normally beginning at the start of the Alliance fiscal year (January 1). Officers may serve up to three consecutive terms in the same office. (Service of more than six (6) months in filling a partial term after a vacancy will constitute a term for this purpose.)

ARTICLE VI — BOARD OF DIRECTORS

A. The business of the Alliance shall be managed by a Board of Directors consisting of ten (10) elected members and an appointed legal counsel. All board members must be at least 18 years of age. All Directors shall have both voice and vote at all Board meetings.

B. The Board shall be responsible ensuring that the vision of the Alliance is advanced by its activities. The Directors shall receive information from and provide guidance to the committee chairs in carrying out their responsibilities. The Board will communicate Alliance activities and issues to members and address member concerns.

C. Each of the elected Directors shall be elected to a two-year term by the membership. Terms shall be staggered so that five (5) Directors are elected each year.

D. Each Director is expected to attend regularly scheduled meetings of the Board and as many special meetings as possible.

E. The President shall preside at all Board meetings. If absent, the Vice President shall preside.

F. The Directors may hold Board meetings at such times or places desired and without consent of the membership to carry out any business requiring immediate attention.

G. A majority of the Directors shall constitute a quorum.

H. The Board shall set the annual dues amount for members.

I. The officers of the Alliance shall be selected by the Board of Directors from among its elected membership.

J. The chairs of the standing committees shall be selected by the Board of Directors. Ad hoc committees may be constituted as deemed appropriate and necessary by the Board of Directors. The membership shall be apprised in a timely manner of committee chair assignments and any new committees established.

K. Powers not herein specifically vested in an officer or in the membership shall reside with the Board of Directors.

L. No Officer, Director, or committee chair shall receive any salary or compensation, but any Alliance member may be reimbursed for any expenses incurred in promoting the affairs of the Alliance so long as such expenditures were either budgeted or authorized by the Board of Directors, and bona fide written proof of each expenditure is submitted to the Treasurer. The legal counsel may be reimbursed for legal work performed for the Alliance and previously authorized by the Board.

ARTICLE VII — VACANCY OF OFFICER OR DIRECTOR

A. A vacancy left by a Director shall be filled for the remainder of the unexpired term by a special election at a membership meeting, provided notice of the election is stated in the meeting announcement.

B. A vacancy of an officer shall be filled for the remainder of the vacated term by the Board of Directors.

ARTICLE VIII — RECALL OF OFFICER OR DIRECTOR

A. Any Officer or Director may be recalled by a two-thirds majority by written ballot of the membership. Recall proceedings may be initiated by petition to the Board of Directors by at least thirty percent (30%) of the membership of the Alliance. The Board of Directors shall prepare ballots and conduct a vote within thirty (30) days after receipt of the petition.

ARTICLE IX — DUTIES OF OFFICERS

A. President

(1) The President shall be the chief executive officer and shall preside at all meetings of the membership and Board of Directors. The President shall have the power of general and active management of the Alliance business and shall see that all orders and resolutions of the Board and Membership are carried to completion.

(2) The President shall be an ex-officio member of all committees.

B. Vice President

(1) The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

C. Secretary

(1) The Secretary shall attend all meetings of the membership and Board of Directors and record the minutes of all proceedings. The minutes of all such meetings will be made available to the membership (e.g., at the Alliance web site) and printed copies kept in a book kept specifically for that purpose, which will be made available to any member upon request.

(2) The Secretary shall be responsible for notifying the membership of all regular and special meetings of the membership.

(3) The Secretary shall maintain the official membership list, coordinating with the Treasurer on dues payments.

(4) The Secretary will maintain copies of all non-financial correspondence, i.e., all correspondence not under the purview of the Treasurer, both outgoing and incoming.

D. Treasurer

(1) The Treasurer shall have custody of all Alliance funds and securities, keeping all monies belonging to the Alliance in a lawful depository (bank) that shall be designated by the Board of Directors. The Treasurer shall keep a full and accurate accounting of all receipts and disbursements in books belonging to the Alliance. The Treasurer shall pay the bills for all expenses properly incurred by the Alliance in a timely matter.

(2) The Treasurer shall present a financial report at each meeting of the Board and membership.

(3) The Treasurer shall obtain a surety bond at the expense of the Alliance if requested by the Board of Directors.

(4) The work of the Treasurer is bound by the provisions of Article XI.

(5) The Treasurer's records shall be audited annually.

ARTICLE X — COMMITTEES

A. Most of the work of the Alliance in advancing its vision is carried out by its committees. Alliance members are strongly encouraged to serve on one or more committees. Membership on a committee is subject to approval by the Board of Directors, but such approval will be pro forma except in special circumstances stated by the Board.

B. Standing Committees. The following standing committees are established. The Board of Directors shall select chairs for each of the standing committees. At least one member of the Board of Directors shall serve on each standing committee.

(1) Research Committee. The Research Committee will obtain and compile information on any pertinent issue submitted by a member or at the direction of the Board. The committee will write reports or give presentations on their findings, as requested by the Board.

(2) Policy Committee. Based on information provided by the Research Committee, the Policy Committee will formulate policy recommendations consistent with the Alliance's vision and overall agenda. Such recommendations will be submitted to the Board for action.

(3) Outreach Committee. The Outreach Committee is responsible for publicizing the vision, goals, policies, and work of the Alliance to its members, the general public, and elected officials. The committee may work through newsletters, the Alliance web site, correspondence, advertisements, educational events, and participation in the public meetings of the Cecil County government.

(4) Finance Committee. The Finance Committee explores the funding needs of the Alliance, prepares its annual budget, identifies sources of funds, orchestrates fundraising activities, and tracks the money received. The Treasurer shall be a member ex officio of this committee but need not be its chair.

(5) Political Committee. The Political Committee surveys the character, record, and positions of candidates for local public office with respect to the vision and policy of the Alliance, and recommends which (if any) candidates should be supported by the Alliance. This committee may also take the initiative to seek out likely candidates and to encourage them to run with the support of the Alliance. The committee makes recommendations to the Board of Directors regarding the use of the political funds of the Alliance, including for voter education, advertising, or other types of support to approved candidates. Political activity is limited to that permitted in Section 501(c)(4) of the Internal Revenue Code.

C. Before each election and when otherwise necessary, a Nominating Committee shall be appointed by the Board of Directors, composed of three (3) members, at least one of whom shall be from the general membership (not a member of the Board). The committee will nominate members to fill vacancies in elective offices as required by these bylaws.

D. Ad hoc committees may be created as needed by the Board of Directors. The Board shall appoint the chair of each such committee.

ARTICLE XI — GENERAL FINANCIAL PROVISIONS

A. Funds of the Alliance shall be kept in a lawful depository, i.e., bank account. The Board of Directors shall prepare a proposed annual budget covering anticipated money requirements for consideration by the membership at a general meeting. The budget as approved at that meeting by a majority vote shall be authorization for expenditures by the Board or Committees. Expenditures beyond budget shall be approved by the Board of Directors; however, no expenditure shall exceed budget by more than the greater of two hundred dollars (\$200) or twenty percent (20%) of the line item. The total budget shall not be exceeded by more than ten percent (10%) without approval by majority vote at a meeting of the membership.

B. No funds in excess of the cash assets of the Alliance shall be expended, nor loans, notes, or other forms of indebtedness be incurred without approval by majority vote of the membership present at a general meeting or a meeting called specifically for that

purpose. Any such instruments of indebtedness shall be signed by no less than two Officers or Directors of the Alliance.

C. All disbursements of the Alliance shall be made by check.

D. All checks issued by the Alliance shall be signed by such Officer or Officers as the Board of Directors may from time to time designate.

E. The fiscal year of the Alliance shall be January 1 through December 31.

F. The financial records of the Alliance shall be open for examination by any member at any reasonable time.

G. All members must pay yearly dues set by the Board within the fiscal year.

H. No part of the assets of the Alliance, and no part of any net earnings of the Alliance, shall be divided among nor inure to the benefit of any Officer or Director of the Alliance or of any private individual, or be appropriated for any purposes other than those set forth in the Articles of Incorporation.

ARTICLE XII — AMENDMENTS

A. The bylaws of the Alliance may be amended by a two-thirds majority vote of either (a) the Board of Directors, or (b) the Alliance members present at a meeting when the vote is taken. Proposed amendments must be submitted to the membership at least fifteen (15) days before the vote is taken by either body, by circulated paper copies, e-mail, posting to the Alliance website, or some combination. Notice of a vote on bylaw amendments shall be contained in the announcement for the meeting at which the vote is taken.

B. No provision of these Bylaws shall be inconsistent with the Articles of Incorporation or with the laws of the State of Maryland.

END

Adopted January 9, 2008 by the Board of Directors