

Cecil Land Use Association, Inc. (CLUA) Bylaws

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

ARTICLE I — DEFINITION

The Cecil Land Use Association, 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 Association, Inc., is organized as a not-for-profit “educational organization” as defined in Section 501(c)(3) of the U.S. Internal Revenue Code.

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

ARTICLE II — AIMS AND PURPOSES

A. Vision Statement: **The Cecil Land Use Association 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 Association is formed are below and are listed in the Articles of Incorporation. These purposes guide the Association’s activities.

(1) Generally, to educate, motivate, and organize the citizens of Cecil County, Maryland, to support and advocate for the preservation of open spaces, and for sound and balanced environmental and land use policies, for the benefit of all of our citizens

(2) To conduct objective research, and to educate and speak out on behalf of clean water, clean air, and balanced zoning, and for the good health of the Chesapeake Bay, its tributaries and local watershed, at public forums, in publications, and before public bodies of the County and of the State of Maryland..

(3) To collaborate with other nonprofit and business organizations, public entities and persons dedicated and active in efforts to win support of the citizens of Cecil County for far-sighted environmental policies, laws, and programs.

(4) To raise funds and sponsor activities within the environmental, scientific, and the general community for the study, appreciation and enhancement of the County, and the sustainability of its lands and waterways, for the use and enjoyment of future generations.

(5) To ease the burdens of government by supporting local, state and federal efforts to preserve the Chesapeake Bay and its tributaries in and surrounding Cecil County, by participation in reasonable and enlightened comprehensive planning, and by assisting public authorities to

educate the citizenry about sound land use planning, and measures to enhance the livability and richness of the natural attributes of our County..

ARTICLE III — MEMBERSHIP

A. Membership in the Association shall consist of individual members.

(1) Any person who shares the vision of the Association as set forth in Article II may be a member provided they pay the prescribed dues. Participation in the activities of the Association, 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 Association. 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. Denial or Termination of Membership

The Board of Directors reserves the right to deny or terminate the membership of any individual who does not share the Association's vision, brings disrepute to the Association, threatens the Association's tax-exempt status, or who is disruptive to the smooth functioning of the Association in advancing its vision. (The Association 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 Association 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 Association 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 Association shall meet at least twice yearly including 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 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 Association shall consist of a President, Vice President, Secretary, and Treasurer.

B. These officers shall be selected by the Board of Directors from among its elected members, although the Treasurer may be elected without being on the Board of Directors.

C. The term of office is one year, normally beginning at the start of the Association 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 Association shall be managed by a Board of Directors consisting of no fewer than 5 nor more than 9 elected members. 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 for ensuring that the vision of the Association 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 Association 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. Powers not herein specifically vested in an officer or in the membership shall reside with the Board of Directors.

J. No Officer, Director, or committee chair shall receive any salary or compensation, but any Association member may be reimbursed for any expenses incurred in promoting the affairs of the Association 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 Association 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 selection of the Board of Directors.

ARTICLE VIII — RECALL OF OFFICER OR DIRECTOR

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 Association. 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 Association 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 Association 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 Association funds and securities, keeping all monies belonging to the Association 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 Association. The Treasurer shall pay the bills for all expenses properly incurred by the Association 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 Association 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 Association in advancing its vision is carried out by its committees. Committees are formed to meet the goals of the Association and may change from year to year.

B. Association 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.

C. Chairs of committees will be selected by the Board of Directors. The membership shall be apprised in a timely manner of committee chair assignments and any new committees

established.

D. A Nominating Committee will be formed at least three months before the next election to develop a slate of candidates.

ARTICLE XI — GENERAL FINANCIAL PROVISIONS

A. Funds of the Association 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 Association 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 Association.

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

D. All checks issued by the Association 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 Association shall be January 1 through December 31.

F. The financial records of the Association 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 Association, and no part of any net earnings of the Association, shall be divided among nor inure to the benefit of any Officer or Director of the Association 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 Association may be amended by a two-thirds majority vote of either (a) the Board of Directors, or (b) the Association 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 Association 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 18 October 2013 by the Board of Directors