

## BYLAWS OF NEW WINDSOR COMMUNITY ACTION PROJECT, INC.

### ARTICLE I: NAME AND PRINCIPAL OFFICE OF THE CORPORATION

The name of this corporation shall be New Windsor Community Action Project, Inc. (hereinafter referred to as the Corporation). Its principal office will be P.O. Box 189, New Windsor, Maryland 21776.

### ARTICLE II: PURPOSES

The purposes of the Corporation are to protect and preserve the quality of life in New Windsor and environs and in the Carroll County area, to maintain and protect the environment of New Windsor and environs and of the Carroll County area, and to guard, perpetuate and preserve the health and well being of the citizens of New Windsor and Carroll County.

### ARTICLE III: MEMBERSHIP

#### A) General Membership (voting).

1) A General Member shall be a resident or property owner within the New Windsor mailing area or such area as the Board of Directors shall determine, who has completed a membership application and delivered the same to the Corporation's principal office together with the annual dues required by the Board of Directors.

#### B) Sustaining Membership (non-voting).

1) A Sustaining Member shall be any individual who supports the purposes and goals of the Corporation and pays the annual dues required by the Board of Directors.

C) The Board of Directors may in its discretion suspend the voting privileges of any member who has been and remains in default on his financial obligations to the Corporation for a period of six (6) months or longer.

D) Any member may resign by submitting written notice of resignation to the Secretary.

E) Annual dues shall be set by the Board of Directors.

### ARTICLE IV: MEETINGS OF MEMBERS

A) Meetings of the members shall be held at such place or places, either within or without the town of New Windsor, Maryland, as may from time to time be fixed by the Board of Directors.

B) The annual meeting of the members shall be held in August each year on the date fixed by the Chairman.

C) Special meetings of the members may be called by the Chairman, President, or one-third of the

Board of Directors, and shall be called by the President upon written application of ten (10) percent of the members of the Corporation.

D) Written notice of each meeting of the members, stating the place, day, and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than seven (7) nor more than fifty (50) days before the date of the meeting, either by telephone or by mail, by or at the direction of the Chairman, President or Secretary, to each member.

#### ARTICLE V: THE BOARD OF MEETINGS

A) The business and affairs of the Corporation shall be controlled and administered by its Board of Directors, hereinafter referred to as the Board.

B) The number of Directors of the Corporation is initially set at eleven. All Directors shall be general members of the Corporation.

C) The first Board of Directors shall be elected by the incorporators of the Corporation named in the Certificate and thereafter the Board shall be elected by the members of the Corporation at the annual meeting of the Corporation.

D) The term of office for each Director shall be three (3) years, except that the term of office for each member of the first Board of Directors shall be determined by the incorporators. Four directors shall be elected at the annual meeting the first year, four directors shall be elected the second year and three directors shall be elected the third year.

E) Nominations shall be made by a Nominating Committee appointed by the Board and shall be set forth in the notice of the annual meeting. A majority of the members of the Nomination Committee shall consist of members of the Corporation who are not then Directors. Each Director shall hold office for the term for which he is elected and until his successor shall have been elected and qualified.

F) Any vacancy occurring in the Board of Directors (other than a vacancy from the normal expiration of a term of office) may be filled by the affirmative vote of a majority of the then members of the Board of Directors, though less than a quorum of the Board. A Director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office. Any Director may resign by submitting written notice of resignation to the Secretary. Any Director may be removed from office at any time with or without cause by the affirmative vote of two-thirds of the Directors in office.

#### ARTICLE VI: MEETINGS OF THE BOARD OF DIRECTORS

A) Meetings of the Board of Directors, regular or special, may be held within or without the State of Maryland upon not less than two (2) days' notice to each Director, either personally, by mail or telephone. Neither the business to be transacted at, nor the purpose of any regular or special meeting of the Board of Directors need to be specified in the notice or waiver of notice of such

meeting. Regular meetings shall be held at least once each year or more often as established by resolution of the Board of Directors. Special meetings of the Board of Directors may be called by the Chairman or President or by written request of a majority of the Directors in office.

B) Seven of the Directors shall constitute a quorum for the transaction of business. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. If a quorum shall not be present at any meeting of the Board, the Directors present thereat may adjourn the meeting from time to time, without notice other than the announcement of the meeting, until a quorum shall be present.

## ARTICLE VII: OFFICERS AND DUTIES

### A) Chairman of the Board

The Chairman shall be the chief executive of the Corporation and shall be preside at meetings of the Board of Directors and at meetings of the members.

### B) President

The President shall be the chief operating officer of the Corporation; he/she shall have general and active management of the affairs and financial activities and property of the Corporation, and shall see that all orders and resolutions of the Board of Directors are carried into effect. The President can act in the absence of a Chairman of the Board until a new chairman is appointed.

### C) Vice Presidents

The Vice Presidents shall respectively have such powers and perform such duties as may be assigned to them by the President. In the absence of the President, the Vice President , in the order determined by the Board of Directors, shall perform the duties and exercise the power of the President.

### D) The Secretary

The Secretary shall keep the minutes of all meetings of the Board of Directors, meetings of the Executive Committee and general meetings of the members. The Secretary shall perform such other duties as shall be assigned to him/her by the President. In the absence of the Secretary, the President shall designate some person to record the proceedings in place of the Secretary.

### E) The Treasurer

The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of the receipts and disbursements in books belonging to the Corporation and shall be responsible for depositing all moneys in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. He/she shall be responsible for disbursing the funds of the Corporation in accordance with the directions of the Boards of Directors, and shall render to the Board of Directors, at its regular meeting, or when the Board of Directors requires, an account of all his/her transactions as Treasurer and of the financial

condition of the Corporation.

F) The President, Vice Presidents, Secretary and Treasurer and Chariman shall be elected from among the Board of Directors by the Board of Directors. The officers shall be elected at the first meeting of the Board of Directors following the Annual Meeting.

G) The term of office for officers shall be one year with no more than three (3) consecutive terms served in the same office.

#### ARTICLE VIII: COMMITTEES

A) There shall be an Executive Committee consisting of the President, Vice Presidents, Treasurer, Secretary and Chairman of the Board. The Executive Committee shall have all the powers of the Board between meetings of the Board. All actions of the Executive Committee shall be recorded by the Secretary and presented to the Board at the next meeting for such action as is appropriate. The Executive Committee shall meet upon call of the Chairman or two of its members. Notice shall be by telephone, in person, or by mail at least twenty-four (24) hours prior to the meeting. A majority of its members shall constitute a quorum.

B) The President shall appoint members to special committees in furtherance of the purpose and business of the Corporation. Each such committee shall include as one of its members, a Director, who shall act as liaison to the Board of Directors. Each special committee shall exercise only the authority delegated to it in writing by the Board of Directors.

#### ARTICLE IX: ADVISORY BOARD

An Advisory Board may be formed. The Board of Directors may recommend candidates to the Executive Committee. Upon the Executive Committee's unanimous vote, these candidates shall be appointed to the Advisory Board. The Advisory Board members need not be members of the Corporation. The duties of the Advisory Board members shall be prescribed by the Executive Committee.

#### ARTICLE X: FISCAL POLICY AND CONTRACTS

A) Two signatures shall be required on all financial documents consisting of the President, Treasurer and/or Acting President.

B) The fiscal year of the Corporation shall begin July 1 and end June 30 in each year.

C) No Director, member, or employee shall expend or contract to expend, any money or incur any liability, unless the Treasurer or his designee shall first certify that funds for the designated purpose are available and the expenditure is authorized by the Board.

D) A complete audit of all of the Corporation's assets, records, and equipment shall be performed annually.

E) Bonding of officers shall be decided by a majority vote of the Board of Directors.

#### ARTICLE XI: AMENDMENTS

A) These bylaws may be altered, amended or repealed and new bylaws may be adopted by a majority of Directors in office at any regular or special meeting, provided that no such action shall be taken if it would in any way adversely affect the Corporation's qualification under Section 501(c)(3) of the Internal Revenue Code of 1954 (or any successor provision).

Adopted: July 25, 1988

David T. Duree, Chairman of the Board

Linda S. Cunfer, President

E. LaRue Sipes, Treasurer[extend]