

BYLAWS

CITIZENS for the PRESERVATION of PLEASANT VALLEY

ARTICLE I. IDENTITY

- 1.1 The name of this organization shall be "Citizens for the Preservation of Pleasant Valley" hereinafter called the Corporation, the Organization, or CPPV
- 1.2 The principal office of CPPV shall be in the area of Knoxville, County of Washington and State of Maryland.

ARTICLE II. PURPOSE

The purpose of the organization shall be:

- 2.1 To help protect the environment and quality of life and preserve the historic character of Pleasant Valley and surrounding area, as well as educate its citizens on environmental and historic matters on a non-profit, non-partisan basis through scientific, literary and educational activities and public events.
- 2.2 To coordinate with other non-profit, non-partisan groups and associations in activities to further the objectives stated in Section 2.1.
- 2.3 To provide a convenient forum in which interested citizens may have the opportunity to discuss and promote all such environmental and historical matters, as well as other civic issues, providing the foregoing shall be consistent with the content of Section 2.1 and the Articles of Incorporation of this organization.

ARTICLE III. MEMBERSHIP

- 3.1 Any Resident listed in Regular Membership locations below; who are eighteen years of age or older; and who believes in the objectives of CPPV and feels a sincere commitment to the furtherance of our

purpose, mission and goals shall be eligible for membership (Section 3.2.1) in the corporation, irrespective of race, creed or political persuasion. Membership in all other non-voting categories (Sections 3.2.2 and 3.2.3) is not restricted to Washington County, MD residency.

3.2 Membership Types:

3.2.1 *Regular Members (or Voting Members)*: Individuals whose primary residence is in Washington County, Maryland; Frederick County, Maryland; Loudoun County, Virginia or Jefferson County, West Virginia are entitled to join CPPV and to vote to the extent and in the manner prescribed in Section 3.7. They may be expected to take an active role in the organization's affairs as time, interest and ability permit.

3.2.2 *Associate Members*: These individuals have no voting privileges can reside anywhere in the United States. There is no obligation for the individual to take an active role in the organization, but are interested in furthering the causes of the organization.

3.2.3 *Patron Members*: This is a special membership category designed to accord recognition to those individuals, businesses or other non-profit organizations which have endorsed and publicly supported causes similar to those of CPPV. No voting privilege is accorded to Patron Members.

3.3 Application for Regular, Associate or Patron Memberships shall be made on a form provided for that purpose, and shall be acted upon by the Board at the first regular meeting following its receipt. Every new Regular Member shall, upon request, be provided with a copy of the most recent revision of these Bylaws.

3.4 Each new application for Regular or Associate membership shall be accompanied by the first year's donation, the suggested amount to be determined by the Board and listed on the application form.

3.5 Any society or organization not operated for profit, whose aims and objectives are not contrary to those of CPPV, may, on approval of the Board of this Corporation, be admitted as Patron Members.

Continuance of said membership shall be at the approval of the Board and may be terminated at any time by either party upon written notice to the other.

- 3.6 Members in all categories covered in Section 3.2 will be listed in a data base of Members, maintained by the organization. A copy of this list maybe provided to others as the Board may dictate.
- 3.7 Regular Members in good standing shall be entitled to one vote per individual, on matters brought to their attention by the Board. Voting shall be accomplished at a time and in a manner directed by the Board.
- 3.8 Any Member may be expelled by a majority vote of the Board for any of the following reasons: activities in the organization, public comments, support, or other actions contrary to the basic principles and policies of this organization, or who endanger effective operation of the group. Written notice and documentation of the concerns against the Member will be provided in addition to a reasonable opportunity for discussion during a meeting with the Board.
- 3.9 Any Member may apply for withdrawal from membership upon written notice to the Secretary-Treasurer. Said withdrawal shall become effective immediately upon receipt at the organization's principal office. Membership donations are not refundable.

ARTICLE IV. MEMBERSHIP MEETINGS

- 4.1 A biennial meeting of the membership shall be held at a time and in a place determined by the Board. Additional meetings of the general membership may be called by public notice at the discretion of the Board. The Secretary of the Board shall call a membership meeting on written request of five percent (5%) of the voting membership.
- 4.2 A quorum of the membership shall consist of (25) Members or five percent (5%) of the membership, whichever number is less. In the event that a quorum is not present at the meeting, it will be adjourned until a future date, with reasonable notice of the new time

and date to be given. Those then attending the second meeting will constitute a quorum.

- 4.3 Meetings will normally be conducted in an informal manner and are open to the general public. At the discretion of the President of the Board, or Vice President in the President's absence, Robert's Rules of Order Revised may be used in times of emergency to speed deliberation or discussion or for other good cause. Notice of general membership meetings shall be given at least ten (10) days before the meeting date. Said notice will be given through the public media. In cases of emergency, the ten (10) day advance notice provision may be waived: every effort will then be made to advise Regular Members. Board meetings shall be announced by the Secretary-Treasurer to Board Members at least six (6) days prior to the meeting date and shall be accompanied by an Agenda detailing the salient issues to be dealt with at the meeting.
- 4.4 As stated in Section 3.7, voting Members are entitled to one vote only. No Member shall be privileged to vote if he/she is in arrears of donations or has not been a Member of record for at least fifteen (15) days.
- 4.5 Absentee or proxy voting shall not be permitted on matters brought before the general voting membership.

ARTICLE V. OFFICERS, BOARD, AND COMMITTEES

5.1 OFFICERS

- 5.1.1 Officers of CPPV shall consist of the following: President, Vice-President, and Secretary-Treasurer. The Board may appoint persons to fill other posts as it deems necessary in the interest of the organization, subject to the limitations in Section 5.1.3. The President shall be the Chairman of the Board.
- 5.1.2 The officers shall be elected from the voting membership by the voting membership at the biennial meeting, upon presentation of a slate of candidates by the Nominating Committee (Section 5.3.1).

Nominations may be submitted by Regular Members not later than fifteen (15) days in advance of the election.

5.1.3 All Officers, will be elected to the Board for two year terms and shall be eligible for an additional two year term. No Officer may serve more than two consecutive terms in any given office. This limitation may be waived if the organization is unable to fill positions.

5.1.4 Authorities and Duties

5.1.4.1 The President shall convene regularly scheduled Board meetings, shall preside or arrange for other Officers to preside at each meeting in the following order: Vice-President, and then Secretary-Treasurer. The President may sign all contracts and agreements in the name of the Corporation after the Board has approved them, serve as the representative of the Corporation in meetings and discussions with other organization, and otherwise perform all of the duties which are ordinarily the function of the Corporation, or which are assigned by the Directors.

5.1.4.2 The Vice-President shall perform the duties of the President if the President is unable to do so or is absent; perform other tasks as may be assigned by the Board and, at the request of the President, assist in the performance of the duties of the President. In the event that the office of the President becomes vacant, the Vice-President shall automatically become President.

5.1.4.3 The Secretary-Treasurer has responsibilities which may be performed by the Secretary-Treasurer or may be delegated to others as needed. These responsibilities are to keep accurate records and minutes of the Corporation; make available copies of the minutes of the previous meeting and insure they have been distributed in advance of each meeting; insure all notices of meetings are delivered to persons entitled to vote at such meeting; maintain the Minutes Book of the Corporation and a current listing, with phone numbers and addresses, of the Directors; deposit funds of the Corporation into the proper accounts of the Corporation; record all receipts and disbursements from such account or accounts; prepare the books and records of the finances of the Corporation; prepare financial reports

of the accounts for each board meeting; and prepare and file all end of the year financial reports, as well as federal and state tax reports.

5.2 BOARD (OF DIRECTORS)

- 5.2.1 The Board (of Directors) shall consist of a total of four Members; President, Vice-President, and Secretary-Treasurer, plus a Board Member At Large. All Members of the Board shall be eligible to serve no more than two (2) consecutive two (2) year terms in the same position, unless no one else is available to fill the position. They shall, in any case, serve in office until their successors are elected and seated. The Board Member At Large will be elected by the CPPV Officers for a two (2) year term and will not exceed two consecutive terms unless no one else is available to fill the position. Normally, the Board Member At Large can not cast a formal vote as an Officer when Board decisions are made. However, if a vote by the Officers results in a tie, or if one more person is needed to establish a quorum, the Board Member At Large may cast a formal vote for said decision.
- 5.2.2 All Board Members shall be elected by secret ballot at the annual meeting and must be Regular Members in good standing.
- 5.2.3 No Board Member shall engage in any activity which contravenes or is prejudicial to the interests of the organization. Conflicts of interest, whether by reason of employment or otherwise, shall be deemed as rendering a Director unsuitable to hold office.
- 5.2.4 A quorum of the Board shall consist of not less than three members of the Board.
- 5.2.5 Voting by the Board shall be accomplished at a time and in a manner agreed too by the Board members.
- 5.2.6 A Director may be removed from office for just cause by a majority vote of the Board, provided that he/she has been given at least fifteen (15) days written notice by the Board's Secretary-Treasurer or other designated official. Such notice shall state the specific charges against the individual and shall provide an opportunity to answer said charges during the Board meeting at which the vote is taken.

The motion to remove from office shall be included in the Agenda sent to Board Members before the meeting at which the vote is to be taken.

- 5.2.7 Absence without good cause from three (3) successive regular Board meetings shall be presumed to indicate a Director's voluntary resignation.
- 5.2.8 The Board shall meet at least yearly. Additional meetings may be called as required by any Board member with due notice being given as prescribed in Section 4.3.
- 5.2.9 The Board shall appoint a Nominating Committee from Regular Members, excluding officers, whose duty will be to select candidates for nomination as potential Officers and Directors of the Board thirty (30) days in advance of the Annual Meeting Elections.
- 5.2.10 The Board shall appoint special secretarial aid, such as membership and corresponding secretaries, as required.

5.3 COMMITTEES

5.3.1 NOMINATING COMMITTEE

- 5.3.1.1 The Nominating Committee shall select a slate of candidates from among the voting (Regular) membership to fill upcoming vacancies on the Board. This does not include the Board Member At Large, which is approved by the Board. It will present to the voting membership at the Annual Meeting at least one (1) or more candidates for each position to be filled. Members can submit a nomination for the Board Member At Large position.
- 5.3.1.2 Nominations shall be publicized at least thirty (30) days prior to the Annual Meeting. Additional nominations may be submitted by any Regular Member, and must be received by the Secretary at least fifteen (15) days before the Elections.
- 5.3.2 The President may designate such standing and special committees as required. All appointments to said committees and respective areas of operation or purpose are subject to Board approval.

ARTICLE VI. FISCAL YEAR

The Fiscal Year shall begin on January 1 and end on December 31. Reports on Membership and Accounts will be submitted as part of the Secretary-Treasurer's Report and may be subject to external audit.

ARTICLE VII. AMENDMENTS

These bylaws may be amended by a two-thirds majority vote of the corporation's Regular Members quorum, provided a written notice of the proposed change(s) showing the exact old and new language of the affected bylaws section(s) has been furnished to the voting membership at least fifteen (15) days in advance of the meeting at which the proposed change(s) in the bylaws is to be voted on.