

BY-LAWS
of the
MONTGOMERY PARKS FOUNDATION, INC.
Reviewed and Approved January 1, 2006

Article One
Name and Purpose

- 1.1) The name of the corporation shall be The Montgomery County Parks Foundation, Inc. (hereinafter referred to as the "Foundation.")
- 1.2) The purpose of the Foundation are as set forth in the Articles of Incorporation: *"to preserve, promote and advance the acquisition, protection, use and development of park land located in Montgomery County, Maryland and owned and/or operated by the Maryland-National Capital Park and Planning Commission (hereinafter referred to as the "Commission") pursuant to applicable Park Master Plans and/or other Park Planning documents adopted by the Commission, in order to more adequately serve and provide facilities for the citizens and residents of Montgomery County, Maryland and to thereby lessen the burdens of government."*

Article Two
Membership

- 2.1) The Board of Trustees of the Foundation (hereinafter referred to as "The Board of Trustees" or the "Board") shall constitute the only voting membership.
- 2.2) The Board of Trustees of the Foundation may by affirmative vote of not less than three-fifths (3/5) of the members of the Board of Trustees designate one or more classes of non-voting members in the Foundation. The rights and conditions of membership shall be determined by the Board of Trustees when such class or classes are designated. No class of membership shall have the right to vote or otherwise participate in the management of the Foundation.

Article Three
Board of Trustees

- 3.1) The property, affairs and business of the Foundation shall be managed by a Board consisting of not less than ten (10) nor more than twenty-one (21) Trustees, who shall constitute the membership of the Board. Each Trustee shall be a legal adult. Not less than seventy-five percent (75%) of the elected Trustees shall be residents of Montgomery County, Maryland. Trustees shall serve four-year terms. A Trustee may succeed him or herself in office.
- 3.2) Trustee elections shall be conducted in the following manner: the Nominating Committee shall prepare a slate of candidates to be submitted to the new Board of Trustees for election. Once the election is complete, the list of new Trustees shall be forwarded to the Montgomery County Planning Board (hereinafter referred to as the "Planning Board") for ratification. The Planning Board shall review the list of new Trustees and ratify it within thirty (30) days of its submittal. If the Planning Board does not ratify the slate within the allotted time, it shall be deemed denied.
- 3.3) There shall be at least one annual meeting of the Board of Trustees during which the Board shall elect Trustees as required and conduct such other business as shall come before it. Other meetings of the Board of Trustees shall be held as established by the Board. Notice of such meetings shall be provided by the Secretary as provided in section 3.4 for special meetings.
- 3.4) Special meetings of the Board of Trustees shall be held whenever called by the President or by a majority of the other Trustees. Notice of all meetings shall be mailed, faxed, or e-mailed to each Trustee at least five (5) days before the day on which the meeting is to be held. Each such notice shall state the time, place and purpose of the meeting.
- 3.5) A majority of Trustees shall constitute a quorum for the purpose of conducting business at any meeting of the Board of Trustees. Unless otherwise provided in the By-Laws of the Foundation, the acts of a majority of the Trustees present at any meeting at which a quorum is present shall be the acts of the Board of Trustees.
- 3.6) Trustees must be present to vote.

- 3.7) Any vacancies in the Board may be filled for the un-expired portion of the term by a vote of the Board of Trustees at any meeting of the Board pursuant to the provisions of Section 3.2.
- 3.8) Any Trustee may be removed either with or without cause at any time by a vote of three-fifths (3/5) of all the Trustees of the Foundation at an election of Trustees or at a special meeting of the Trustees called for that purpose and the vacancy in the Board of Trustees caused by such removal shall be filled in the manner specified in Section 3.7 hereof.
- 3.9) Members of the Board of Trustees shall receive no salary or compensation for their services as Trustees. Trustees serving the Corporation as an officer or employee shall be entitled to reasonable compensation for such other services in an amount to be determined by the Board.
- 3.10) No member of the Board of Trustees shall be personally liable to the Foundation's creditors for any indebtedness or liability; nor shall any Trustee or Officer of this Foundation be personally liable for any indebtedness or liability of the Foundation. Any and all creditors of the corporation shall look only to the assets of the Foundation for payment. The Foundation shall provide adequate Directors and Officers Liability insurance at all times.
- 3.11) The Foundation will maintain an Operations Manual at its administrative office that includes information pertaining to rights, privileges, and responsibilities of Trustee service.

Article Four
Officers

- 4.1) The Officers of the Foundation shall be as follows: President, Vice-President, Secretary, Treasurer, and such other officers as the Board deems necessary and appropriate.
- 4.2) All Officers shall be elected by a majority of vote of the Board of Trustees from among the Trustees and shall hold office until their successors shall have been elected. All Officers are elected for two-year terms and may serve a maximum of two consecutive terms in the same position.
- 4.3) A vacancy in any office because of death, resignation, or otherwise, shall be filled by the Board of Trustees for the balance of the vacant terms pursuant to the provisions of Section 3.2.

- 4.4) The President shall be the elected executive officer of the Foundation, responsible for carrying out the directions and resolutions of the Board of Trustees. He or she shall preside at all meetings of the Board of Trustees and appoint all members of committees and chairs thereof and shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Trustees.
- 4.5) The Vice President shall perform the duties of the President in the President's absence or in the event of the President's inability or failure to act. When so acting, she or he shall have all the powers of and be subject to all the restrictions upon the President.
- 4.6) The Treasurer shall be the primary elected officer responsible for overseeing the Foundation's bank accounts, receipts, disbursements, and investment portfolio. His or her responsibilities include monitoring the deposit of funds in banking institutions approved by the Board of Trustees; maintaining an accurate and complete account of all money and funds received and disbursed and delivering routine reports at all meetings of the Board of Trustees; and performing all duties incident to the office of Treasurer and such other duties as may be prescribed by the Board of Trustees.
- 4.7) The Secretary shall act as the chief elected officer responsible for assuring that board meeting minutes are properly recorded and maintained in an official book, that all notices are given in accordance with the provisions of these By-Laws or as required by law, and other duties as may be assigned to the Secretary by the President or the Board of Trustees.
- 4.8) No Officer of this Foundation shall be personally liable to its creditors for any indebtedness nor liability; nor shall any Officer of this corporation be personally liable for any indebtedness or liability of the corporation. Any and all creditors of the corporation shall look only to the assets of the corporation for payment.

Article Five
Executive Director

- 5.1) The Board of Trustees may employ an Executive Director to attend to the day-to-day functions of the Foundation.
- 5.2) The Executive Director shall be the chief operating officer for the Foundation, attending to the day-to-day functions and serving as chief spokesperson. The Board of Trustees shall define the scope of the

Executive Director's responsibilities in a formal Job Description and through the policies it defines in the organization's Operating Manual. The Executive Director may hire additional professional and clerical staff as necessary and as authorized by the Board of Trustees.

- 5.3) The Executive Director may sign checks or make other disbursements for the Foundation's operating expense as may be authorized by the Board of Trustees.

Article Six **Executive Committee**

- 6.1) An Executive Committee shall be composed of the officers of the corporation and any other Trustees that the Board shall deem appropriate. The Executive Director shall be an ex-officio member, without voting rights, of the Executive Committee.
- 6.2) The President and Secretary of the Board of Trustees shall be President and Secretary respectively of the Executive Committee.
- 6.3) The Executive Committee shall meet no fewer than ten times each year at a time and place designated in an official notice. Special meetings may be called whenever requested by the President or upon the written request of a majority of the other members. Notice shall be in the same manner as provided in Section 3.4. A majority of members of the Executive Committee shall constitute a quorum for the transaction of business and a majority of the quorum shall be necessary in order to take any action.
- 6.4) The Executive Committee shall represent and act for the Board of Trustees when that body shall not be in session in all matters excepting the election of Officers and approval of the budget. The minutes and transactions of the Executive Committee shall be mailed, faxed or e-mailed to the members of the Board of Trustees following meetings of the Executive Committee.

Article Seven **Committees**

- 7.1) The Board of Trustees shall establish committees as necessary and maintain a description of their responsibilities in an Operations Manual maintained at the Foundation's administrative offices.

- 7.2) The President of the Board of Trustees shall appoint members to all current committees with the confirmation of the Board of Trustees.
- 7.3) The first person named to each committee by the President shall be the Chair of said committee.
- 7.4) The Executive Director shall serve on all committees except committees formed to address Personnel matters.

Article Eight
Use of Funds

- 8.1) The Foundation may only accept and authorize the use of funds for purposes authorized by the Montgomery County Planning Board, either through the approval of a planning document or through explicit approval of a particular project. The Director of the Department of Park and Planning has authority to give explicit approval for donations of less than \$50,000, and donations greater than \$50,000 must be approved by the Planning Board.

Article Nine
Fiscal Year

- 9.1) The Foundation shall operate on a fiscal year ending on December 31 each year.
- 9.2) No less often than every other fiscal year, the Foundation's books shall be audited by an independent professional accounting firm. In those years when no audit is conducted ("off-year"), the Foundation's books shall be reviewed by a professional accounting firm. If the Planning Board requests an audit in an off-year, the Foundation's books shall be audited by an independent professional accounting firm. The results of all audits and reviews shall be made available to all Trustees and the Planning Board.

Article Ten
Annual Report

- 10.1) The Foundation's Executive Director shall prepare an Annual Report and submit it to the Board of Trustees for review and then forward it to the Planning Board, with copies available to the general public upon request.

Article Eleven
Amendments

- 11.1) These By-Laws may be altered, amended or repealed, and new By-Laws may be adopted at any meeting of the Board of Trustees by a three-fifths (3/5) vote of the Board, provided that written notice of such proposed action shall be given to the Montgomery County Planning Board, which shall have thirty (30) days within which to accept or reject the proposed amendments. If the Montgomery County Planning Board fails to take action on the proposed change within thirty (30) days, the changes are deemed rejected and the Trustees shall be prohibited from voting on the changes. All Trustees and members shall be given at least ten (10) days prior notice of such meeting, in the manner herein described.