

**Bylaws of  
Greater Sandy Spring Green Space, Inc.**

adopted June 2016

**Article I – Members**

**Section 1. Qualifications.** Each person who (i) supports the purpose of Greater Sandy Spring Green Space, Inc. (the “Organization”), (ii) pays dues on a timely and annual basis as required (and in the amounts set) by the Board of Directors, and (iii) provides a notice address (together with any other contact information reasonably requested by the Board of Directors) shall become a member (“Member”) of the Organization.

**Section 2. Annual Meeting of Members.** The annual meeting (“Annual Meeting”) of the Members shall be held each year for the purposes of updating the Members on the business of the Organization, electing directors, and transacting any other business which may be specified by the Board of Directors. Said Annual Meeting shall be held at a time and at a place to be determined by the Board of Directors. If no Annual Meeting is held in accordance with the foregoing provisions, a special meeting of Members may be held in lieu thereof, and any action taken at such meeting shall have the same effect as if taken at the Annual Meeting. Annual Meetings shall be open to the public.

**Section 3. Special Meetings.** Special meetings of the Members may be called at any time by a majority of the Board of Directors, or by a petition in writing that is signed by not fewer than 25% of the Members of the Organization and filed with the Secretary. Business transacted at a special meeting of Members shall be confined to the purposes stated in the notice of the meeting.

**Section 4. Voting.** At any duly convened meeting of the Members, the members present shall constitute a quorum. For any vote, the Board of Directors may provide for vote by proxy and provide the form of such proxy. Each Member shall have one vote for the purpose of any vote, subject to any restrictions contained in the Articles of Incorporation.

**Section 5. Notice.** Not fewer than fourteen (14) days prior to each Annual Meeting, notice shall be sent by mail or by email to all Members at their addresses listed in the records of the Organization, setting forth the date, time, and place of such meeting and indicating the nature of business to be transacted as at such meeting. No such notice need be given to any Member who waives in writing such notice or who is physically present at such meeting. Any written waiver shall be filed with the records of the meeting.

**Section 6. Fund Drives.** The Board of Directors may direct that special fund drives or other fund raising events be held.

**Section 7. Conduct of Meetings.** Meetings of the Members shall be presided over by the President of the Corporation or, if he or she is not present, by a presiding officer to be elected at the meeting. If the Secretary of the Corporation is not present, the presiding officer may appoint another person to act as Secretary for purposes of said meeting

**Section 8. Statement of Affairs.** The President or, if the Board of Directors shall determine otherwise, some other executive officer, shall prepare or cause to be prepared annually a full and correct statement of the affairs of the Organization, including a balance sheet and a financial statement of operations for the preceding fiscal year, which shall be presented at the Annual Meeting and placed on file within twenty (20) days thereafter at the principal office of the Organization in the State of Maryland.

**Section 9. Attendance at Meetings of the Board or Committees.** Any Member who is not a member of the Board of Directors may attend any meeting of the Board of Directors or its committees, but shall have no right to vote on any matter.

## **Article II - Board of Directors**

**Section 1. General Powers.** The property, affairs, and activities of the Corporation shall be managed by a Board of Directors of 5 to 15 people. The number can be decreased or increased by a resolution passed by a majority of the Board of Directors. The Board of Directors shall exercise all the powers of the Corporation as established by law, by the Articles of Incorporation or by these Bylaws.

**Section 2. Election.** The Members at the Annual Meeting shall fill any vacancy in the Board of Directors (whether created by the expiration of a director's term, resignation, or death) by a majority vote, and each Director so elected shall serve until removed by the Board of Directors, his/her term expires, or he/she resigns. A Director must be a Member of the Organization in order to be eligible for election to the Board of Directors.

**Section 3. Terms of Office.** The standard term for each director shall be 3 years.

**Section 4. Removal.** Any officer or director may be removed from office with or without cause by affirmative vote of a two-thirds majority of the current directors on the Board of Directors.

**Section 5. Vacancies.** In case of a vacancy, the remaining directors may elect a successor to hold office until the next Annual Meeting. Any term so filled shall not be considered a full term unless approved by the Members at the time of the election.

**Section 6. Call and Notice.** The Board of Directors shall meet on call by the President or on written request filed with the Secretary by a simple majority of the directors. The Secretary or President shall give reasonable notice to each director of the time, place, and date of each meeting by not later than ten days before the day set for the meeting. The notice shall be sent by mail or by email to the director's last known address (according to the Organization's records), or by written notice delivered personally to the director's residence or usual place of business not later than two days before the day set for the meeting. No notice of the time, place or purpose of any meeting need be given to any director who, in writing executed and filed with the records of the meeting (either before or after the holding thereof), a waiver of such notice or who attends

the meeting. The Board of Directors shall keep minutes of its meetings and a full account of its transactions.

**Section 7. Board Meetings.** The Board of Directors shall meet at least once per calendar quarter.

**Section 8. Quorum and Voting.** At every meeting of the Board, a quorum shall consist of a simple majority of the current directors serving on the Board of Directors. Unless otherwise specified in these Bylaws, the majority vote of those persons present at a meeting at which there is a quorum will prevail on all matters. Voting by proxy is not allowed. A vote by email is allowed if doing so was approved by two-thirds of the Board of Directors.

**Section 9. Participation in Meetings by Conference Telephone.** Directors of the Board may participate in a meeting through the use of a conference telephone or similar communications equipment, so long as all members participating in such meeting are in simultaneous communication with one another; all such Directors shall be deemed to be present in person at such meeting.

**Section 10. Compensation.** Directors shall receive no compensation for their services as such but may, by resolution of the Board of Directors, be allowed reimbursement for their expenses actually and reasonably incurred on behalf of the Corporation.

**Section 11. Action taken without meeting.** Any action of the Directors may be taken without a meeting if a consent in writing setting forth the action taken is signed by two-thirds (2/3) of the Directors and filed with the minutes of the Corporation.

**Section 12. Enlargement of the Board.** If the Board of Directors increases the number of Directors, as provided in these Bylaws, the additional Directors shall be elected by a majority on the entire Board of Directors already in office, and shall hold office until the next Annual Meeting of Members.

**Section 13. Self-Dealing Transactions.** The Board shall not approve a self-dealing transaction except in accordance with this section and in compliance with the Maryland General Corporation Law. A self-dealing transaction is (i) one to which the Organization is a party and in which one or more of the directors has a material financial interest, or (ii) one between the Organization and one or more of its directors, or (iii) one between the Organization and any person in which one or more of its directors has a material financial interest. The Board of Directors may approve a self-dealing transaction if it determines that the transaction is fair, reasonable, and in the best interests of the Organization, and, after reasonable investigation, it determines that this Corporation could not have obtained a more advantageous arrangement with reasonable effort. Such determinations must be made by the Board in good faith and with knowledge of the material facts concerning the transaction and the Directors' interest in the transaction. Any Director with an interest in a self-dealing transaction must disclose that interest to the Board of Directors before the transaction is approved. The approval requires an affirmative vote of two-thirds (2/3) of the directors then in office, without counting the vote of the interested Director(s).

### **Article III - Officers and Committees**

**Section 1. Officers.** The officers of the Corporation shall be a President, a Vice President, both of whom become members of the Board if not already elected Directors, a Secretary, and a Treasurer. The Board of Directors shall elect all officers. Each officer shall serve for one year. The Board of Directors may, from time to time, appoint other officers as it deems necessary.

**Section 2. Powers and Duties.** The President's powers and duties shall include:

- a. Being the executive officer and overseeing the carrying out of programs.
- b. Presiding at all meetings of the members and of the Board of Directors.
- c. Signing or endorsing checks, drafts, and notes in conjunction with the Treasurer.
- d. Acting as an ex-officio member of all committees except the Nominating Committee.
- e. Presenting an annual report to the Members at the Annual Meeting or designating a representative to present said report.
- f. Signing all proposals, contracts and other instruments authorized by the Board.
- g. Overseeing the hiring and firing of all salaried executive staff.

The Vice President's duties shall include:

- a. Performing the duties of the office of the President upon the absence or disability of the President.
- b. Assisting the President upon the President's request.

The Secretary's duties shall include:

- a. Keeping minutes of all meetings of the membership, the Board of Directors and the Executive Committee.
- b. Maintaining a file of the official documents and records of the Corporation as directed by the Board.
- c. Mailing notices of all meetings of the membership, the Board of Directors and the Executive Committee.

The Treasurer's duties shall include:

- a. Collecting and receiving all monies due.
- b. Acting as custodian of these monies and depositing them in a bank or financial institution designated by the Board of Directors.
- c. Disbursing the corporate monies in accordance with the budget or upon order of the Board.
- d. Maintaining books and ledgers as directed by the Board.
- e. Preparing financial statements and presenting such statements to the Board on request.
- f. Reporting at the Annual Meeting of the membership.
- g. Performing such other functions as may be incident to the office.
- h. Arranging for insurance to protect the Corporation, Board of Directors and officers.
- i. Preparing all appropriate tax returns.

**Section 3. Executive Committee.** The Board of Directors may elect an Executive Committee, consisting of the President, and not more than four Directors, a majority of whom shall have power to act on behalf of the Board, with respect to enumerated issues, between the meetings of the Board and attend to such matters as require immediate attention, or which shall be committed to their care by the Board of Directors. Their proceedings shall be entered on the records of the Corporation and read at the next meeting of the Board. The Secretary shall give reasonable notice to each member of the Executive Committee of the time, date and place for each Committee meeting.

**Section 4. Committees.** The Board of Directors may appoint (or direct the President to appoint) such other committees as it deems necessary to implement the purposes of the Corporation.

**Section 5. Nominating Committee.** Not fewer than forty-five days prior to the Annual Meeting of the Members, the President, with the approval of the Board of Directors, may appoint a committee to nominate persons for the director positions becoming vacant. The Nominating Committee shall endeavor to select nominees that will result in a Board of Directors having as broad a representation of the community as reasonably possible.

#### **Article IV – Financial Affairs**

**Section 1. Fiscal Year.** The fiscal year of the Corporation shall end on December 31 of each year.

**Section 2. Bank Accounts and Investments.** The monies of the Corporation shall be deposited in federally insured banking institutions. Other investments may be made at the discretion of the Board of Directors, so long as the Board of Directors determines that acceptable levels of risk and return are maintained consistent with the goals of the Corporation and applicable Internal Revenue Service requirements.

**Section 3. Insurance.** The Board of directors shall secure insurance to protect the Corporation, the Board of Directors, and the officers from liability. The Board of Directors may secure insurance to protect its assets, employees or agents.

**Section 4. Budget.** The Board of directors shall approve a projected budget prior to the beginning of each annual meeting, which shall guide the Organization's annual expenditures. Notwithstanding the foregoing, the Board may approve reasonable modifications to the budget, including any emergency expenditures necessary for the survival or good standing of the Organization.

#### **Article V – Amendments**

**Section 1. Amendments.** These Bylaws may be amended by a two third (2/3) vote of the entire Board of Directors; provided that notice of the nature of the proposed amendment has been mailed or emailed to all directors at least thirty (30) days in advance of the meeting.