

BYLAWS  
OF  
GREATER SANDY SPRING GREEN SPACE, INC.

Article I – Members

Section 1. Qualifications. All persons who support the purpose of the organization may become Members upon approval of the Board of Directors and payment of dues. Members and contributors will pay dues and have voting rights in accordance with the following schedule:

<u>Category</u>	<u>Amount</u>	<u>Term of Voting Rights</u>
Member	\$25 or more In a fiscal year	One year ending December 31 <sup>st</sup>

Section 2. Annual Meeting. The Annual meeting of the Members for the purposes of electing directors and transacting any other business which may be specifies by the Board of Directors shall be held in the first calendar quarter of each year 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 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.

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 petition in writing signed by not fewer than 25% of the Members of the Corporation and filed with the Secretary. Business transacted at all special meeting of Members shall be confined to the purpose or purposes stated in the notice of the meeting.

Section 4 Voting. At any meeting of the Members, the Members present shall constitute a quorum. The Board of Directors may provide for vote by proxy and the form of such proxy. Each member shall have one vote for the purpose of electing directors subject to any restrictions contained in the Articles of Incorporation.

Section 5 Notice. Not fewer that thirty (30) days prior to each meeting, notice shall be mailed, postage paid, to all Members at their addresses listed in the records of the Corporation setting forth the date, time and place of such meeting and indicating the nature of business to be transacted as such meeting. No notice of the time, place or purpose of any meeting need be given to any member who, in writing, executed and filed with the records of the meeting before or after the holding thereof, waives such notice or attends the meeting.

Section 6 Fund Drives. The Board of Directors may direct special fund drives or other fund raising events be held. Monies received under such fund drives or events shall not qualify donors for member status.

Section 7. Conduct of Meetings. Meetings of the Members shall be presided over by the President of the Corporation or, if he is not present, by a Vice President, or, if none of said officers is present, by a chairman to be elected at the meeting. The Secretary of the Corporation, or if he is not present, any Assistant Secretary shall act as secretary of such meetings; in the absence of the Secretary and any Assistant Secretary, the presiding officer may appoint a person to act as Secretary of the meeting who shall make a record of the proceedings. Roberts Rules of Order shall govern all meetings.

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 Corporation, including a balance sheet and a financial statement of operations for the preceding fiscal year, which shall be submitted at the Annual Meeting and placed on file within twenty (20) days thereafter at the principal office of the Corporation in the State of Maryland.

Section 9 Attendance at Meetings of the Board or Committees. Any Member 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 consisting of not less than eleven (11) nor more than twenty five (25) people as may be initially determined by the Incorporators and as may be determined thereafter from time to time by a majority of the current directors on 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 elect directors and each director shall serve until removed or a successor is elected and qualified. A Director shall be a Member of the Corporation.

Section 3. Terms of Office. All members of the Board of Directors shall be elected to no more than two consecutive three-year terms. A Member may be re-elected to the Board of Directors after the lapse of at least one year following the completion of two consecutive three-year terms. The terms of members of the Board of Directors shall expire on a rotating basis, with no more than one-third (1/3) of the director's terms expiring at any one time.

Section 4. Removal. Any officer or director may be removed from office with or without cause by affirmation vote of a 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 for the remainder of the vacant term. Any term so filled shall not be considered a full term unless specified by the directors 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 shall give reasonable notice to each director of the time, place and date of each meeting by notice in writing mailed, postage paid, not later than the tenth day before the day set for the meeting and addressed to the director's last known post office address according to the Corporation's records, or by electronic communications or notice in writing delivered personally to the director's residence or usual place of business not later than the second day 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, waives such notice or who attends the meeting. Robert's Rule of Order shall govern all meetings. The Board of Directors shall keep minutes of its meetings and a full account of its transactions.

Section 7. Annual Meeting. The Annual Meeting of the Board of Directors shall be held within thirty days after the Annual Meeting of Members and at such time as the Board of Directors shall determine by resolution. Notice of the time, date and place of the Annual Meeting of the Board of Directors shall be given in the manner set forth in Section 6.

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 actually present at a meeting at which there is a quorum will prevail on all matters. There shall be no voting by proxy.

Section 9. Participation in Meetings by Conference Telephone. Members of the Board may participate in a meeting through 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. Informal Action by Directors. 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. In the event of the numbers of Directors being increased as provided in these Bylaws, the additional Directors so provided for 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 the section and in compliance with the Maryland General Corporation Law. A self-dealing transaction is one to which the Corporation is a party and in which one or more of the directors has a material financial interest or a transaction between this Corporation and one or more of its directors or between this Corporation 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 the Board determines that the transaction is in the best interests of and is fair and reasonable to the Corporation, and after reasonable investigation under the circumstances, determines that this corporation could not have obtained a more advantageous arrangement with reasonable effort under the circumstances. Such determinations must be made by the Board, in good faith, with knowledge of the material facts concerning the transaction and the directors' interest in the transaction, and by a 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 of not already elected Directors, a Secretary and a Treasurer. The Board of Directors at its Annual Meeting or whenever a vacancy occurs shall elect all officers. Each officer shall serve for one year or until removal or a successor is elected and qualified. The Board of Directors may, from time to time, appoint such 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 of financial institution designated by the Board of Directors.
- c. Disbursing the corporate monies in accordance with the budget or upon order of the Board and signing checks together with the President and/or other authorized officers.
- 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 a bond 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 (to be appointed at the Annual Meeting of the Board in such manner as the Board shall determine), a majority of whom shall have power to act 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. The Board of Directors may authorize committees to exercise any powers of the Board.

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 shall 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 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 budget prior to the beginning of each fiscal year. However, the Board may approve non-budget emergency expenditures.

#### Article V – Amendments

Section 1. 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 to all directors at least thirty (30) days in advance of the meeting.