

# **Frederick County Nature Council Constitution**

Ratified xxx, 2012

Supersedes January, 2008

## **Article I – Name**

*Section 1.* The name of this organization shall be the Frederick County Nature Council , hereinafter referred to as FCNC.

*Section 2.* The FCNC shall be and is hereby under the auspices of the Frederick County Division of Parks and Recreation and will perform in accordance with the laws and agreements governing public recreation in Frederick County and the State of Maryland and is subject to those laws and agreements insofar as they affect and prescribe the functions of the local organization.

*Section 3.* The FCNC shall support both Fountain Rock Park and Nature Center (FRNC) and Catoctin Creek Park and Nature Center (CCNC).

## **Article II – Purpose**

*Section 1.* The purpose of the FCNC is to provide support and advocacy for Fountain Rock and Catoctin Creek Parks by establishing, maintaining, and enhancing four primary goals: Stewardship, Volunteerism, Membership, and Fundraising opportunities.

*Section 2.* No part of the net income to the organization shall inure to the benefit of or be distributable to its members, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the organization shall not participate in or intervene in (including the publishing or distribution of statements) and political campaign on behalf of any candidate for public office.

*Section 3.* Notwithstanding any other provision of these articles, this organization shall not carry on any activity which is not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Code.

## **Article III – Membership**

*Section 1.* Membership of the FCNC is open to any individual who supports the mission purpose, rules and regulations of the organization.

*Section 2.* Voting members are individuals who attended at least two previous Council meetings or Council functions in the past year or otherwise actively participated on the Council.

*Section 3.* Each member of the FCNC shall be entitled to one vote.

#### **Article IV – Officers**

*Section 1.* The officers of the FCNC shall consist of at least a President, Vice President, Secretary, and Treasurer. The officers will form the Executive Body.

*Section 2.* The officers shall be elected from its membership by a majority vote of the members present at the Annual Meeting. Nominations shall be submitted to the membership at least one month prior to the Annual Meeting.

*Section 3.* The term of office for officers shall be for one year. If no nominations are available at the time of elections to fill an office, the Executive Body may appoint an officer until a nomination becomes available. This appointment is subject to the Appointee's acceptance.

*Section 4.* The duties of the FCNC officers shall be as follows:

- A. President: Chair all meetings of the membership and provide supervision of the affairs of FCNC to preserve order, promote the purpose and enforce the by-laws of FCNC. He or she shall sign or counter-sign all certificates, contracts and other instruments of FCNC as directed by the Executive Body and approved by the County. He or she shall perform all other duties as are incident to the office or are required of him or her by FCNC, including appointing chairpersons for all committees and voting in event of a tie.
- B. Vice President: Assist the President and assume the President's duties in his or her absence. If a vacancy in the Presidency occurs during the normal term of office, the Vice President shall assume the duties of that position until the position is filled by Executive appointment. The Vice President shall have the responsibility for all **Recreation Council Volunteer Applications**.
- C. Treasurer: Maintain financial records and bank account for FCNC. He or she shall disburse FCNC funds in payments of the just demands against FCNC or as directed by the Executive Body. Receipts of all disbursements are to be maintained. He or she shall sign all checks issued by FCNC. He or she shall submit regular financial statements at FCNC meetings and shall submit the annual financial report to the County Division of Parks and Recreation. He or she shall file all necessary forms with Federal, State and local tax authorities. He or she shall create and maintain separate allocations of funds for each Park.
- D. Secretary: Maintain written records of FCNC meetings. He or she shall issue notice of all meetings, take meeting notes, maintain meeting attendance records and

provide copies of meeting minutes at FCNC meetings. He or she shall be responsible for FCNC correspondence and other duties required by the Executive Body.

*Section 5.* In event an officer fails to perform the duties as described or is absent under the following conditions:

- A. Without notice for 2 consecutive meetings or
- B. With or without notice for 4 consecutive meetings;

The office shall be deemed vacant unless the Executive Body grants an exception. Any vacated office, whether by above means or by resignation, shall be filled by Executive appointment until the term expires at the next Annual meeting, except as noted herein for a vacancy in the role of President.

**Article V – Quorum**

A quorum shall consist of 51% of voting members (present or electronic), including at least two members of the Executive Body.

**Article VI - Amendments**

The Constitution and By-Laws may be amended at any meeting by two-thirds vote of the members present at said meeting. Written notice of the amendment shall be presented to all FCNC members and the County Division of Parks and Recreation not less than 15 days prior to said meeting.

**Article VII – Dissolution**

*Section 1.* If FCNC is inactive by not electing or appointing officers as described herein, or is inactive by failure to meet at least once in any consecutive four month period, all assets shall be assigned to the Division of Parks and Recreation according to section 2 below.

*Section 2.* Upon dissolution of FCNC, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future Federal tax code, or shall be distributed to the Federal, State or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in Frederick County Maryland exclusively for such purposes.

**Signatures:**

**President:** \_\_\_\_\_

**Date:** \_\_\_\_\_

**Vice President:** \_\_\_\_\_

**Date:** \_\_\_\_\_

**Treasurer:** \_\_\_\_\_

**Date:** \_\_\_\_\_

**Secretary:** \_\_\_\_\_

**Date:** \_\_\_\_\_

**County Representative:** \_\_\_\_\_

**Date:** \_\_\_\_\_