

**CONSTITUTION AND BYLAWS  
OF THE  
CROMWELL VALLEY PARK COUNCIL**

**ARTICLE I  
Name and Jurisdiction**

**Section 1 - Name**

The name of the organization shall be the Cromwell Valley Park Council, herein referred to as the Council. The Council is a volunteer nonprofit organization formed for educational, scientific and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding provisions of any subsequent federal tax law.

**Section 2 - Jurisdiction**

The jurisdiction for the Council consists of all lands owned by Baltimore County and/or the State of Maryland known as Cromwell Valley Park, herein referred to as CVP or the Park. A description and map of the Council boundaries is available at Baltimore County, Maryland, Department of Recreation and Parks (BCDR&P) headquarters.

The Park and Council office location is 2002 Cromwell Bridge Road, Baltimore, MD 21234.

**Section 3 – Fiscal Year**

The Council fiscal year shall be from January 1<sup>st</sup> to December 31<sup>st</sup>.

**ARTICLE II  
Purpose and Objectives**

**Section I - Purposes**

The purposes of the Council are to represent the users of the Park to Baltimore County and to other government, civic and community organizations with a single voice for all of the Park, and to recommend, advise, promote, approve, develop and conduct, in cooperation with BCDR&P, the plans, programs, policies, and activities of the Park, ultimately evolving a balance of program, facility and park land use that is in keeping with the Master Plan of the Park and its revisions.

**Section 2 - Objectives**

- a. Support activities in the Park by people who indicate a desire and a willingness to help themselves and show the ability to govern themselves and their members in accordance with the rules and regulations of the Council, BCDR&P, and the laws of Baltimore County and the State of Maryland.
- b. Promote for the benefit of the general public the preservation, protection, maintenance and balanced use of the buildings and structures, the natural assets and landscape, and the historic sites in the Park while preserving the overall rural integrity of the Park.

- c. Promote community appreciation and understanding of the environment, wildlife, agriculture, and history associated with the Cromwell Valley Park for the enjoyment, education and benefit of present and future generations.
- d. Encourage innovative yet environmentally sound use of the land and natural and historic sites at the Park through land conservation, sustainable agriculture, passive recreation, environmental education, archeological discovery, research and historical interpretation.
- e. Coordinate shared use of the Park land, structures, equipment and facilities among the Council, leasehold organizations, programs and other groups active in the Park.
- f. Cooperate with and support BCDR&P and other County, State, and Federal governmental agencies in the preservation, restoration, conservation and maintenance of the buildings, structures and natural landscape in the Park.
- g. Recruit volunteers for the Park.
- h. Solicit funds from individuals, organizations, businesses, foundations and governmental bodies to support and enrich the Council's programs and projects.
- i. Enusre that all actions taken by the Council shall conform to the fundamental Principles and Policies of the Board of Recreation and Parks of Baltimore County. The Council shall operate as a unit in all policy interpretations.
- j. Carry on any and all additional activities incident, related or appropriate to the furtherance of the above objectives.
- k. Carry on any and all additional activities related or appropriate to the furtherance of the above objectives.

### **ARTICLE III** **The Council**

#### **Section 1 - Membership**

The Council shall consist of all members who have paid dues for the current year.

#### **Section 2 - Duties**

Council members with voting privileges (Article IV, Section 1 b.) shall:

- a. Elect Officers and Directors
- b. Have the authority to approve amendments to the Constitution and Bylaws
- c. Have the authority to approve motions to be forwarded to the Executive Board for its consideration

### **ARTICLE IV** **Council Membership and Dues**

#### **Section 1 – Membership**

Membership in the Council shall be open to all who are interested in the stated purpose (Article II, Section 1) of the Council without regard to race, creed, color, gender or national origin. Memberships may be held by individuals, families, and organizations. Voting privileges exist for all with current memberships who meet minimum requirements for meeting participation. (See Article V, Section 1 b.)

**Section 2 – Dues**

Membership shall be obtained by the payment of dues according to the types of membership. Membership dues amounts and classifications are documented in the Policies and Procedures Manual.

**Section 3 – Membership Year**

- a. An applicant may apply for membership in the Council at any time during the year. Membership shall extend from the date that annual dues are paid until March 31st except when membership dues are collected on or after December 1<sup>st</sup> when the dues will cover membership through the following membership year. Dues will not be prorated.
- b. The membership year begins April 1st. Yearly renewal notification will be sent one month prior to renewal date. Members whose dues remain unpaid one month after renewal date will be sent a second and final notification. If dues remain unpaid two months after renewal date, those memberships will no longer be considered current.

**ARTICLE V****Council Voting Privileges, Procedures and Quorum Definition****Section 1 - Voting Privileges**

- a. Individual memberships shall have one vote. Memberships by Organizations shall have one vote. Family memberships shall have up to two votes. The following requirements govern exercising voting privileges.
- b. Members who have attended two Council and/or Executive Board meetings during the preceding twelve-month period, are 18 years of age or older, and have paid their required annual dues are eligible to vote.
- c. County employees of the Department of Recreation and Parks are ineligible to vote.
- d. Persons compensated for their activities at the Park shall not vote on a program for which they are compensated.
- e. Members must meet requirements specified above and be present to vote. No proxy votes will be allowed.

**Section 2 - Procedures**

- a. All meetings shall be governed by the rules contained in the most recent edition of Robert's Rules of Order.
- b. A Quorum is defined as ten Council members with voting privileges.
- c. A Quorum is required to conduct business of the Council.
- d. All votes will be by a show of hands unless otherwise agreed to by two-thirds of the members present.
- e. The Council's governance is stated in this document and in the Council's Policies and Procedures Manual.

## **ARTICLE VI Council Meetings**

### **Section 1 – Meetings**

Two meetings of the full Council shall be held on the second Monday of March and of September at the Sherwood House in Cromwell Valley Park unless otherwise ordered by the Council. The Annual Meeting shall be the March meeting. The time is designated by the Council.

### **Section 2 - Notification**

Notification of full Council meetings shall be included in the park newsletter or sent by e-mail or by regular post if e-mail is unavailable.

### **Section 3 – Postponements**

Postponements or rescheduling of meetings when deemed necessary shall be made by the President with the consent of three members of the Executive Board. Seven-day notice shall be provided to Council members of the new scheduled meeting date.

### **Section 4 – Special Meetings**

Special meetings may be called when deemed necessary by any four members of the Executive Board. Seven-day notice shall be provided to Council members of the Special Meeting date.

### **Section 5 – Reports**

- a. The President shall prepare a report for the Annual Meeting. This report shall provide a summary of committee and Executive Board activity during the previous calendar year.
- b. All Standing and Special Committee Chairpersons shall provide written reports to the Council President 30 days in advance of the Annual Meeting.
- c. The Treasurer shall prepare a report of the financial status and activity of the Council at the close of the completed fiscal year. This report shall be the basis for the Treasurer's report at the Annual Meeting.
- d. These reports shall be retained in the Council files by the Secretary.

## **ARTICLE VII Executive Board**

### **Section 1 - Members**

The Executive Board will consist of the Officers, Directors, Leaseholder representatives, and the Chairpersons of the Standing Committees.

### **Section 2 - President**

The President of the Council will act as President of the Executive Board.

**Section 3 – Regular meetings**

Except when full Council meetings are scheduled (Article VI, Section 1), regular meetings of the Executive Board shall be on the second Monday of each month at the Sherwood House in the Park. The Executive Board shall be permitted to change any meeting date, time and location, and to cancel meetings when necessary. Seven-day notice of such changes shall be provided to all Executive Board members.

**Section 4 – Special meetings**

Special meetings of the Executive Board may be called by the President or by any four members of the Executive Board. The purpose of each meeting shall be stated in the meeting notification. Seven-day notice of such meetings shall be provided.

**Section 5 - Responsibilities**

Executive Board members have a responsibility to:

- a. Participate in Council activities.
- b. Assist with programs and projects.
- c. Perform other duties as assigned by the President.
- d. Assist in fund raising.
- e. Bring items of concern or dissatisfaction to the attention of the Board.
- f. Suggest new programs and projects.
- g. Approve a Nominating Committee.
- h. Approve the annual budget.
- i. Review, make recommendations and vote on all proposed programs and projects according to approval procedure described in the Policies and Procedures Manual. Make recommendations as necessary regarding changes to programs and projects. Meeting minutes shall reflect these actions.
- j. Submit revisions and amendments to the Bylaws according to procedures set out in Article XII.

**Section 6 - Procedures**

- a. Any and all meetings shall be governed by the rules contained in the most recent edition of Robert's Rules of Order.
- b. A Quorum is defined as two-thirds of the members of the Executive Board.
- c. A Quorum is required to conduct business of the Executive Board.
- d. Each member of the Executive Board shall have one vote. No proxy votes will be allowed.
- e. Anyone dissatisfied with a decision of the Executive Board on any matter may apply the procedures for reconsideration as described in Robert's Rules of Order. With this procedure, an Executive Board member who originally voted on the winning side of an issue and who is convinced by the dissatisfied person that the issue should be reconsidered may make a motion for such reconsideration at the subsequent meeting of the Executive Board. If the motion passes, discussion of the issue resumes from its point just preceding the previous vote.
- f. Anyone dissatisfied with the final decision of the Executive Board regarding a proposed new or existing program or project may submit an appeal to the Baltimore County Board of Recreation and Parks.

**Section 7 – Leaseholder Representatives**

Each organization holding a lease with Baltimore County and conducting programs for the public at the Park shall be granted one position on the Council Executive Board. The representative shall be confirmed by the Officers and Directors at the first Executive Board meeting following the Annual Meeting. An alternate shall be recognized and shall act as substitute if the selected representative is unable to attend a Council or Executive Board meeting. The alternate representative may participate in all discussions but shall vote only on matters related to that Leaseholder. Through this representation, each Leaseholder organization will have one vote on the Executive Board of the Council.

Duties include:

- a. Representing the lease-holding organization on the Executive Board and at Council meetings.
- b. Presenting plans for new programs and proposed changes to structures or land use for consideration by the Executive Board.
- c. Communicating back to the lease-holding organization requests and decisions of the Council and Executive Board.
- d. Assisting the Executive Board with decisions on facility and land use at the Park.

**Section 8 – Conflict of Interest**

A person has a conflict of interest if that person has, directly or indirectly, through business, investment or family:

- a. An ownership of investment in any entity with which the Council has a transaction or arrangement; or
- b. A compensation arrangement with the Council or with any entity or individual with which the Council has a transaction or arrangement; or
- c. A potential investment interest in, or compensation agreement with, any entity or individual with which the Council is negotiating a transaction or arrangement.

It is the policy of the Council that all members of the Executive Board and all members of Council committees shall disclose all facts relevant to the actual, possible or perceived conflicts of interest and shall refrain from voting on any matters in which they have a possible conflict of interest.

## **ARTICLE VIII Officers & Directors**

**Section 1 - Officers**

The Officers of the Council shall be President, Vice President, Secretary, and Treasurer.

**Section 2 - Directors**

Four Directors shall be elected to serve as members-at-large of the Council.

**Section 3 - Terms**

- a. All Officers and Directors shall be elected to serve a two-year term. The President, Treasurer and two Directors shall be elected in odd-numbered years. The Vice President, Secretary and two Directors shall be elected in even-numbered years. All Officer and Director positions are limited to a maximum term of four consecutive years.
- b. The election of Officers and Directors shall be from the slate of Officers and Directors prepared by the Nominating Committee and any nominations from the floor.
- c. The election of Officers and Directors shall be by a majority vote of the Council members present and qualified to vote, providing a quorum of members is present (Article V, Section 2). Elections shall be by show of hands, or, if agreed by the Executive Board in advance of the meeting, paper ballots may be used; however, when there is only one nominee for an office, a voice vote shall be in order. Their term of office shall begin at the close of the Council meeting at which they are elected and shall continue until successors are elected or term limits have been reached. The election of Officers and Directors shall occur in March at the Annual Meeting.

**Section 4 – Removal from Office**

An Officer or Director may be removed from office without cause if absent from three consecutive meetings, or an Officer or Director may be removed from office for cause. A two-thirds vote of the entire Executive Board is required for removal. Such action shall be brought to the floor of the meeting held one month prior to the meeting at which the voting shall take place, or by providing notice in writing no less than ten days prior to the meeting at which the voting shall take place. Cause must be shown for removal from office.

**Section 5 - Resignation**

After the resignation or release of an Officer or Director, the Executive Board shall elect a replacement to complete his/her term, with the exception of the President, whose vacancy shall be automatically filled by the Vice President. The Council shall recognize all releases and resignations by certified mail.

## **ARTICLE IX**

### **Duties of Officers & Directors**

**Section 1 - President**

- a. Preside at all meetings, if possible, and prepare a printed agenda for each meeting.
- b. Be an ex officio member of all committees, except the Nominating and Audit Committees.
- c. Maintain regular contact with the Department of Recreation & Parks.
- d. Call special meetings or special committee meetings when advisable with the consent of three Officers or Directors (Article VI, Section 4).
- e. Appoint members to comprise the Nominating Committee (Article X, Section 6).

- f. Appoint individuals to serve on the Audit Committee (Article XI, Section 5).
- g. Provide that a comprehensive written Annual Report be submitted at the Annual Meeting, such report then to be filed with the Secretary.
- h. Conduct any and all meetings in accordance with the latest edition of Robert's Rules of Order.
- i. Co-sign checks drawn on Council funds as required.
- j. Assign to the Directors the responsibility for each of the following: short and long term planning for the Council, Executive Board training, documenting and maintaining all policies and procedures agreed upon for Council operations, and monitoring the performance of each Executive Board member.
- k. Direct lobbying activity that has been approved by BCDR&P with State and local government on matters within the Council's jurisdiction (Article I, Section 2).

### **Section 2 – Vice President**

- a. In the absence of the President, assume the duties of the President.
- b. Assist the President in carrying out the policies of the Council.
- c. Perform periodic reviews of programs to ensure compliance with Council objectives, and work closely with the Treasurer on program budget monitoring.
- d. Serve on the Finance and Program Committees.
- e. Co-sign checks drawn on Council funds as required.
- f. Perform other duties as assigned by the President.

### **Section 3 - Secretary**

- a. Record proceedings of all annual, regular and special meetings of the Executive Board, and the Council.
- b. Supply necessary copies of the meeting materials.
- c. Be responsible for the maintenance of all Council records including the Council's bylaws and archives except for financial and membership records.
- d. Keep a record of all motions stated, count and record all votes.
- e. Maintain a record of Council members attending Council and Executive Board Meetings.
- f. Issue timely meeting announcement reminders.
- g. Notify Council members of slate of candidates at least 30 days prior to Annual Meeting.

### **Section 4 - Treasurer**

- a. Keep an accurate and up to date record of all monies received and distributed for the Council and for all of the programs.
- b. Monitor the budget for programs, staff, Officers and Council committee activities.
- c. Receive and deposit in the Council financial account(s) all monies.
- d. Co-sign checks drawn on Council funds with either the President or Vice-President as required.
- e. Receive completed expense request forms from the Park staff and Board members or other members.
- f. Provide, in writing, monthly reports to the Executive Board and general membership, itemizing receipts, disbursements, and current balances.

- g. Prepare a written Annual Financial Report for submission at the Annual Meeting.
- h. Serve as a member of the Budget Committee.
- i. Serve as a member of the Finance Committee (Article X, Section 1.a.1).
- j. Prepare and file all financial forms and reports required by the Council.

### **Section 5 - Directors**

- a. Assist the Officers and Committee chairpersons in performing their duties and take over their responsibilities at any meeting they are unable to attend.
- b. Assume responsibility for short term and long term planning for the Council and provide training for the Executive Board as assigned by the President.
- c. Ensure that all policies and procedures for Council operations are documented and maintained in the Policies and Procedures Manual.
- d. Monitor the performance of each Officer and Committee Chairperson.
- e. Perform other duties as assigned by the President and as directed in the Policies and Procedures Manual.

## **ARTICLE X Committees**

### **Section 1 – Standing Committees**

Standing Committees are listed below. These committees shall consist of at least three Council members including the chairperson. Duties shall include but not be limited to those listed. Additional information on committee duties are described in the Policies and Procedures Manual. The plans and work of any standing or special committee is subject to the agreement of the Executive Board through the review process for new programs, projects and initiatives as defined in the Policies and Procedures Manual of the CVPC.

- a. Finance
  - 1) The committee shall consist of a chairperson, the Council Vice President, and the Council Treasurer and additional Council members as needed.
  - 2) Budget
    - a) Responsible for the formulation of the annual Council budget for the ensuing fiscal year to be submitted to the Executive Board by September 15<sup>th</sup> for approval at the October Executive Board meeting.
    - b) Consult with other standing committee chairs and with the Director of the Park when formulating this budget.
  - 3) Development
    - a) Help identify major capital and operating needs.
    - b) Identify fundraising and special events for the financial support of the Park and the Council.
    - c) Monitor grants to ensure that the Grant Manager meets the required deadlines.
  - 4) Membership
    - a) Collect dues.

- b) Maintain the membership roll.
- c) Plan for membership drives.
- b. Buildings and Grounds
  - 1) Identify needs for the preservation and maintenance of the facilities, structures (e.g. lime kilns), and land in the Park.
  - 2) Plan for and assist with improvement of facilities, structures (~~i.e. lime kilns~~), land, and their use.
  - 3) Review any proposals of projects or initiatives affecting buildings and grounds and assist in the decision process of the Executive Board. (Ref.: Article VII, Section 5.)
  - 4) Committee responsibilities
    - a. Heritage (historical preservation and archives)
    - b. Fields
    - c. Wildlife habitat
    - d. Gardens
    - e. Trails
    - f. Facilities
- c. Programs
  - 1) The committee shall consist of a chairperson, the Council Vice President, and at least one additional Council member. (Article VIII, Sections 2.d.).
  - 2) Review any proposals for programs and special events for environmental impacts, volunteer requirements, potential income, adherence to the mission of the Park, etc. and assist in the decision process of the Executive Board. (Ref.: Article VII, Section 5.)
  - 3) Oversee the program criteria for new and existing programs (educational and other), projects, special events, exhibits, and grants.
  - 4) Ensure proper collection and reporting of monies generated by programs and ensure that such monies are promptly turned over to the Treasurer.
- d. Communications
  - 1) Plan for membership drives.
  - 2) Generate publicity for the Park and Council activities.
  - 3) Promote relationships with businesses and service organizations.
  - 4) Support for the publication of a newsletter.
  - 5) Support a web site.
- e. Volunteers
  - 1) Identify interest and skills of members and volunteers and provide linkage to appropriate program or committee.
  - 2) Recruit and to coordinate the training and certification of volunteers.
  - 3) Assist in providing material for volunteers.
  - 4) Ensure volunteer hours are effectively tracked and submitted to the park manager.

## **Section 2 - Budget**

All standing committees whose activities require Council funding shall submit a proposed annual budget to the Finance Committee by August 15<sup>th</sup> for the next fiscal year.

**Section 3 – Annual Report**

All standing committees shall submit a written annual report to the President 30 days prior to the Annual Council Meeting.

**Section 4 - Chairpersons**

All standing committee chairpersons shall be elected by the current Executive Board to serve for the current membership year. The elections shall take place at the Executive Board Meeting subsequent to the Annual Meeting. If a standing committee chair position is vacant due to resignation or termination, the President shall appoint a chairperson to fill the remainder of the vacant term.

**Section 5 - Attendance**

All standing committee chairpersons will attend the scheduled Executive Board meetings. Inability to comply may result in the removal of a Committee chairperson from his/her position on the Board. Absence from three consecutive Executive Board meetings without cause may be grounds for removal from a standing committee chair position. Removal requires a two-thirds vote of the Executive Board.

**Section 6 – Nominating Committee**

A Nominating Committee composed of at least three Council members shall be nominated by the President and approved by a two-thirds vote of the Executive Board. The Nominating Committee shall prepare:

- a. a slate of candidates for open Officers and Directors positions and forward this information to the Secretary for communication to the Council members 30 days prior to the Annual Meeting, and
- b. a list of prospective standing committee chairpersons in advance of the April Executive Board meeting.

**Section 7 – Special Committees**

The President may appoint, with approval by a two-thirds vote of the Executive Board, special committees when needed. Each special committee shall exist for no more than twelve months, unless an extension is granted by a two-thirds vote of the Executive Board. A committee shall be dissolved when its purpose is completed or by a two-thirds vote of the Executive Board.

**Section 8 – Council President**

The Council President shall be an ex-officio member of all committees except the Nominating Committee and Audit Committee.

**Section 9 - Reporting**

Committees shall report only to the Executive Board. They may not speak for the Executive Board without Board approval.

**Section 10 - Responsibilities**

All committee chairpersons have a responsibility to:

- a. Participate in Park activities.

- b. Assist with programs and projects.
- c. Assist in fundraising.
- d. Bring items of concern or dissatisfaction to the attention of the Board.
- e. Suggest new programs and projects.
- f. Perform other duties as assigned by the Council President.

## **ARTICLE XI**

### **Finances**

#### **Section 1 - Aid**

The Council may solicit aid for the accomplishment of the Council's purposes. All monies raised shall be used for the Council objectives listed in Article II, Section 2.

#### **Section 2 - Disbursements**

All disbursements shall be made by check (Article VIII).

#### **Section 3 - Budget**

See responsibilities of the Finance Committee with respect to the budget (Article X, Section 1).

#### **Section 4 – Audit Committee**

The President shall appoint an Audit Committee composed of two individuals who are not authorized to sign checks for the Council. This committee shall be appointed in December and complete its work within sixty days after the close of the fiscal year. The Audit Committee shall report its findings at the next Executive Board meeting.

#### **Section 5 - Expenditures**

The expenditures of all standing committees shall be in accordance with the annual Council budget. Requests for additional funds shall be approved by the Executive Board before they are spent or before any commitment is made to spend the funds.

#### **Section 6 – Collection & Reporting**

The Program Committee shall ensure proper collection and reporting of monies generated by programs and that such monies are promptly turned over to the Treasurer.

#### **Section 7 - Donations**

Monies donated for a specific purpose may be spent only as designated, unless the purpose is modified in writing by the donor.

#### **Section 8 – Assets**

No part of the assets of the Council shall inure to the benefit of, or be distributable to, its members, Directors or Officers. It is the objective of the Council to monitor the use of all properties within the Park under the guidance of the Council and to safeguard the earnings of all programs run through the Council. These are to be used for the benefit of

the general public and for charitable, educational, recreational, agricultural, scientific and historic activities.

### **Section 9 - Dissolution**

Upon the dissolution of the Council, the Executive Board shall pay or make provision for payment of all of the liabilities of the Council. The Executive Board shall then dispense all of the assets of the Council to those organizations developed and operated exclusively for educational, scientific, or charitable purposes that qualify as exempt organizations under 501(c)(3) of the Internal Revenue Code of 1954 (or to the corresponding provision of any future United States Internal Revenue Code), as the Executive Board shall determine. Any assets remaining shall be dispensed by the Court of Common Pleas of Baltimore County exclusively for such purposes or to such organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

## **ARTICLE XII Amendments**

### **Section 1 - Amendments**

Proposed changes to these Constitution and Bylaws shall be submitted to the Executive Board for review thirty days prior to the meeting in which the changes are considered by vote for approval. The Executive Board may approve the proposed revision of the Constitution and Bylaws by a two-thirds vote. If approved by the Executive Board, proposed changes shall then be submitted to the Board of the Baltimore County Department of Recreation and Parks for approval. Upon approval by the Board of Recreation and Parks, the proposed revision of the Constitution and Bylaws shall be submitted in writing to Council members at least ten days prior to the meeting in which the vote to adopt the changes will take place. Bylaws may be adopted by two-thirds vote of the Council members present.