

FREDERICK COUNTY 4-H CAMP & ACTIVITIES CENTER, INC.

BY-LAWS

ARTICLE I. PURPOSES OF CORPORATION

The purposes and activities of the corporation shall be accomplished within the provisions and limitations of Section 501 © (3) of the Internal Revenue Code amended.

ARTICLE II. OFFICES

The principal office of the corporation shall be located at 3702 Basford Road, Frederick, Maryland 21703 in the County of Frederick.

The corporation shall have and continuously maintain in the State of Maryland a registered address, whose address may be, but need not be, identical with the principal address in the State of Maryland, and be changed from time to time by the Board of Directors.

ARTICLE III. MEMBERS

Section 1. Members. The corporation shall be open to and composed of 4-H adult leaders, 4-H parents, 4-H donors of the Frederick County 4-H Program plus adult volunteers and supporters of the Frederick County 4-H Camp & Activities Center, Inc.

No persons shall be excluded from membership in the corporation solely because of race, creed, religion, sex, handicap or national origin.

Members shall not be subjected to annual dues.

Section 2. Voting Rights. Each individual member shall be entitled to one vote on each matter submitted to a vote of members.

ARTICLE IV. MEETING OF MEMBERS

Section 1. Annual Meeting. The annual meeting of the members for the election of directors and officers shall be held in the spring of each year with the date, place and time determined by the Board of Directors.

The membership shall receive an annual report from the President and written reports from each committee chairperson will be available and on file.

Section 2. Special Meetings. Special meetings of the members may be called at any time by the Board of Directors of the corporation.

Section 3. Notice of Meetings. Notice of all meetings shall be publicized in the 4-H newsletter and other communication methods at least ten days prior to annual meeting.

ARTICLE V. BOARD OF DIRECTORS

Section 1. Conduct of Business. The Board of Directors shall be composed of the five officers and nine directors. The property and business of the corporation shall be managed and controlled by its officers and directors. The Board of Directors shall not have the right to set dues or levy any other assessments against the members of the corporation in order to conduct business.

Section 2. Vacancy in Office. In the event there be a vacancy in the officers or directors, such vacancy shall be filled for the unexpired term by majority vote from the remaining members of the Board of Directors.

Section 3. Number of Directors The number of Directors shall consist of nine persons. Directors shall be elected for three years on a rotating basis with three being retired and three new ones being elected each year. A director having served three years may not succeed himself for one year.

Section 4. Additional Meetings Additional meetings of the Board of Directors may be called by or at the request ;of the President or half of the total Board. The person or persons authorized to call additional meetings of the Board may fix the place for holdings of any such meeting.

Section 5. Regular Meetings The Board of Directors shall meet on a regular monthly basis with time and place to be announced. All business shall be conducted by parliamentary rules and a quorum shall be required to transact any business.

ARTICLE VI. POWERS OF BOARD OF DIRECTORS

Section 1. General Powers The Board of Directors shall have, in addition to such powers as are hereinafter expressly conferred on it, all such powers as may be exercised by the corporation, subject to the provisions of the nonprofit corporation statutes, the provision of Section 501 (c) (3) of the Internal Revenue Code, the Articles of Incorporation, and the bylaws.

Section 2. Special Powers The Board of Directors shall have specific power to purchase or otherwise acquire property, rights or privileges for the corporation which the corporation has power to take at such prices and on such terms as the Board of Directors may deem proper. The Board may pay for such property, rights or privileges in whole or part with money or obligations of the corporation. The Board shall have the power to sell property.

To appoint employees, agents, clerks, assistants, factors, and trustees, and to dismiss them at its discretion, to fix their duties and salaries and to change them from time to time and to acquire security as it may deem proper.

To create, make and issue mortgages, bonds, deeds of trust, trust agreements and negotiable or transferable instruments, secure by mortgages or otherwise, and to do every act and thing necessary to effectuate the same.

To determine by whom and in what manner the corporation's bills, notes, receipts, acceptances, endorsements, checks, releases, contracts, or other documents shall be signed.

ARTICLE VII. OFFICERS OF THE CORPORATION

The officers of the corporation shall be President, a Vice President, a Recording Secretary, a Corresponding Secretary and a Treasurer.

The officers of the corporation shall hold office until their successors are chosen and qualify in their stead. Any officer elected or appointed by the Board of Directors, may be removed either with or without cause at any time by the affirmative vote of a majority of the whole Board of Directors.

The Board of Directors shall consist of nine directors and five officers for the corporation. The Executive committee shall consist of five (5) officers.

All officers, except the treasurer, shall be elected for one year, subject to re-election for two additional one year terms. The Treasurer shall be elected for a three-year term, subject to reelection for two additional three-year terms.

Section 1. Duties of the President. The President shall be the chief executive officer of the corporation. It shall his/her duty to preside at all meetings of the members and directors; to have general and active management of the business of the corporation, to see that all orders and resolutions of the Board of Directors are carried into effect; to execute or to authorize the execution of all contracts, agreements, deeds, bonds, mortgages and other obligations and instruments, in the name of the corporation. He/ She shall have the general supervision and direction of the Board of the corporation and shall see that its duties are properly performed.

Section 2. Vice President The Vice President shall be vested with all the powers and required to perform all of the duties of the President in his/her absence or disability and shall perform such other duties as may be prescribed by the Board of Directors.

Section 3. Recording Secretary The Recording Secretary shall attend all meetings of the corporation, and the Board of Directors. He/She shall act as clerk thereof and shall record all of the proceedings of such meetings. He/She shall give the proper notice of meetings of members and directors, and shall perform such duties assigned by the President or the Board of Directors.

Section 4. Corresponding Secretary The Corresponding Secretary shall be responsible for written communications from the officers and directors of the corporation and shall record all said communications in a book kept for that purpose. He/She shall perform other duties assigned by the President or by the Board of Directors.

Section 5. Treasurer The Treasurer shall have custody of the funds and securities of the corporation and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation and shall deposit all monies and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors. A monthly treasurer's report shall be presented at Board of Director meetings.

The Treasurer shall give the corporation a bond, if required by the Board of Directors, in such sum and in form and with security satisfactory to the Board of Directors for the faithful performance on the duties of the office and restoration to the corporation, in case of death, resignation or removal from office, of all books, vouchers, reports, money or other property of whatever kinds in his possession, belonging to the corporation. He/She shall perform such other duties as the Board of Directors may from time to time prescribe or require.

Section 6. Duties of Officers May Be Delegated In the case of the absence or disability of an officer of the corporation or for any reason deemed sufficient by a majority of the Board, the Board of Directors may delegate his or her powers to any other officer or to any Director for the time being.

ARTICLE VIII. ADVISORY AND OTHER COMMITTEES

Section 1. Creation of Committees The Board of Directors may, by resolution or resolutions passed by a majority of the whole Board, authorize an advisory committee and one or more other committees, each to have at least one director of the corporation as a member.

Section 2. Advisory Committee The Advisory Committee shall deal directly with the membership of the corporation to handle suggestions, questions, complaints and all items relating to the business of the corporation and shall discuss all such matters directly with the Board of Directors. The Advisory Committee will promptly thereafter communicate the decision or answers of the Board of Directors to the member or members raising the questions, suggestions or complaints. Members of the Advisory Committee shall attend all meetings of the Board of Directors in order to be in a better position to answer any questions from the membership.

Section 3. Committee Meetings Committees shall meet at stated times or on notice to all by any of their own number. They shall fix their own rules of procedure. A majority shall constitute a quorum, but the affirmative vote of a majority of the whole committee shall be necessary in every case. Committees shall keep regular minutes of their proceedings and report to the Board of Directors.

ARTICLE IX. AMENDMENTS OF BY-LAWS

These By-Laws may be amended, altered, repealed, or added to at any annual or special meeting by affirmative vote of two-thirds (2/3) vote of those in attendance.

Prior notice of proposed By-Laws amendments must be publicized at least 30 days before the annual meeting. Copies may be obtained from the Corresponding Secretary.

ARTICLE X. NOMINATING COMMITTEE

The Nominating Committee shall be appointed by the President at least 90 days before the Annual Meeting. A report of the nominees shall be made by the Nominating Committee at least 30 days before the annual meeting. The Nominating Committee should consist of 4-H leaders, parents, volunteers, donors and supporters of the Frederick County 4-H Program and the Frederick County 4-H Camp & Activities Center, Inc.

Amended April, 2010