

**BY-LAWS FOR THE  
WASHINGTON COUNTY AGRICULTURAL EDUCATION CENTER, INC.  
Washington County, Maryland**

These By-Laws replace any previous By-Laws of the Washington County Agricultural Education Center, Inc.

**BY-LAW ONE  
NAME**

The name of the corporation shall be "WASHINGTON COUNTY AGRICULTURAL EDUCATION CENTER, INC."

**BY-LAW TWO  
PRINCIPAL OFFICE**

The principal office of the Corporation shall be 100 W. Washington Street, Room 213, Hagerstown, Maryland 21740.

**BY-LAW THREE  
MEMBERSHIP**

A. The Board of Directors shall consist of nine (9) voting members who shall be appointed by the Board of County Commissioners of Washington County, Maryland. In addition to the nine (9) voting members, the Board of County Commissioners may appoint a County Commissioner or designee to serve as a voting, ex-officio member of the Board of Directors. The Board of County Commissioners may also appoint up to two (2) additional non-voting, ex-officio members to the Board of Directors. All members of the Board of Directors must be residents of Washington County.

B. The original term of three (3) members shall be for one (1) year; the original term of three (3) of the members shall be for two (2) years; and the original term of three (3) of the members shall be for three (3) years. Any subsequent terms of a member shall be for three (3) years. A member of the Board of Directors shall be eligible for reappointment for one (1) successive term only, and, following the second consecutive three (3) year term, shall be eligible for reappointment only following an intervening one (1) year period. At the end of a term, a member will continue to serve until a successor is appointed.

C. Vacancies occurring in the Board of Directors for any reason shall be filled for the unexpired term by the Board of County Commissioners. The Board of County Commissioners shall have the authority to remove any members of the Board of Directors when in its discretion the best interests of the community shall be served thereby. A vacancy

shall occur in the Board of Directors when the member has three (3) unexcused absences per year.

D. The members of the Board of Directors shall elect from among their members, a President, Vice President, Treasurer, and shall also elect a Secretary, who may or may not be a member of said Board of Directors. No two of such offices may be held by one member. The officers shall have the duties and powers usually attendant upon such officers, and such other duties and powers not inconsistent herewith as may be provided by the Board of Directors.

E. Any officer of the Corporation may be removed, with or without cause, by vote of a majority of the entire Board of Directors at a meeting called for that purpose.

F. Each active member shall be entitled to one vote in the affairs of the commission except for ex officio members who shall be non-voting members.

G. Membership in the Board of Directors may terminate by voluntary withdrawal as provided in these bylaws. All rights, privileges, and interest of a member in or to the Board of Directors shall cease on termination of membership. Memberships shall be nontransferable. Any member may, by giving written notice of such intention, withdraw from membership. Withdrawals shall be effective on fulfillment of all obligations to the date of withdrawal.

#### **BY-LAW FOUR MEETINGS**

A. Annual Meeting. There shall be an annual meeting of the Board of Directors during the month of November each year, unless otherwise ordered by the Board of Directors, for election of officers, receiving reports, and the transaction of other business. Meetings shall be subject to the Open Meetings Law and members of the public shall be entitled to attend all meetings of the Board of Directors. Notice of such meetings, issued by the Secretary, shall be mailed to the last recorded address of each member of the Board of Directors at least one (1) week before the time appointed for the meeting.

B. Quorum. A majority of the active members of the Board of Directors, when present at any meeting, shall constitute a quorum, and in case there are less than this number, the presiding officer may adjourn from time to time until a quorum is present.

C. Order of Business. The order of business at the annual meetings shall be as follows:

- (1) Call to order.
- (2) Reading of minutes of previous meeting.
- (3) Treasurer's Report.

- (4) Receiving communications.
- (5) Reports of officers.
- (6) Reports of committee heads.
- (7) Unfinished business.
- (8) New business.
- (9) Election of officers.
- (10) Adjournment.

The order of business may be altered or suspended at any meeting by a majority vote of the members present. The usual parliamentary rules as laid down in the latest edition of Robert's Rules of Order shall govern, when not in conflict with these bylaws.

D. Special Meetings. Special meetings of the Board of Directors may be called at any time by the President, and must be called at any time by the President, or in the President's absence, by the Vice President or Secretary, on the written request of five (5) members of the Board of Directors or upon the request of the Board of County Commissioners of Washington County, Maryland. One (1) week notice of any special meeting must be given to the members of the Board of Directors, and the notice must state the object of the meeting.

E. Open Meetings Law. Meetings of the Corporation shall be held in accordance with the State of Maryland Open Meetings Act.

#### BY-LAW FIVE OFFICERS

A. Elective Officers. The elective officers of the Board of Directors shall be the President, Vice President, Treasurer, and a Secretary. Other offices and officers may be established and appointed by the members of the Board of Directors at the regular annual meeting.

B. Terms. The President, Vice President, and the Secretary shall take office immediately upon their election; and shall serve for a term of three (3) years or until their term expires. Officers are eligible for re-election. Vacancies in any office must be filled for the balance of the term of such office by the Board of Directors at a special meeting.

C. President. The President shall be the chief officer of the organization, and shall be present at meetings of the Board of Directors. The President shall be a member ex

officio of all committees. The President shall communicate to the Board of Directors such matters and make such suggestions as may in the President's opinion tend to promote the welfare and increase the usefulness of the Board of Directors, and shall perform such other duties as are necessarily incident to the office.

D. Vice President. The Vice President shall perform all duties of the President during the absence of the President. The Vice President shall be a member ex officio of all committees.

E. Treasurer. The Treasurer shall have charge of and be responsible for all funds, securities, receipts and disbursements of the Corporation, and shall deposit, or cause to be deposited, in the name of the Corporation, all monies or other valuable effects in such banks, trust companies, or other depositories as shall, from time to time, be selected by the Board of Directors; the Treasurer shall render to the Board of Directors, whenever requested, an account of the financial condition of the Corporation, and, in general the Treasurer shall perform all duties incident or appropriate to the office of a Treasurer of a Corporation, and such other duties as may be assigned by the Board of Directors.

F. Secretary. The administration and management of the Board of Directors shall be vested in the Secretary. The Secretary shall coordinate the activities of the Board of Directors and perform such other duties as may be defined by the Board of Directors. It shall be the duty of the Secretary:

- (1) To give notice of and attend all meetings of the Board of Directors and all committees and to make provision for the keeping of a record of proceedings;
- (2) To conduct correspondence and to carry into execution all orders, votes, and resolutions not otherwise committed;
- (3) To keep a list of the members of the Board of Directors;
- (4) To prepare an annual report of the transactions and condition of the Board of Directors, and generally to act in the best interests of the Board of Directors.

#### BY-LAW SIX ELECTIONS

The election of officers shall take place annually at the time and place of the regular annual meeting. Candidates who receive a majority of votes so cast shall be elected.

**BY-LAW SEVEN  
AMENDMENTS**

These bylaws may be amended, repealed, or altered, in whole or in part, by a majority vote at any duly organized meeting of the Board of Directors, subject to the approval of the Board of County Commissioners of Washington County.

**BY-LAW EIGHT  
LIABILITIES**

Nothing in these bylaws shall constitute members of the Board of Directors as partners for any purpose. No member, officer, agent, or employee shall be liable for the acts or failure to act of any other member, officer, agent, or employee be liable for his or her acts or failure to act under these bylaws, excepting only acts or omissions arising out of his or her willful misfeasance.

Adopted this 25<sup>th</sup> day of March 2008.

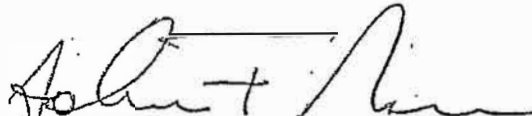
APPROVED BY:

ATTEST:

BOARD OF COUNTY COMMISSIONERS  
OF WASHINGTON COUNTY, MARYLAND



Joni L. Bittner, Clerk



John F. Barr, President

Approved for legal sufficiency:



Andrew F. Wilkinson,  
Assistant County Attorney