

THE CAROLINE HUMAN SERVICES COUNCIL, INC.

BYLAWS

ARTICLE I

Name, Location, Authority

Section 1.1 **Name.** The name of the Corporation shall be the Caroline Human Services Council, Inc. (hereinafter, the “Corporation”).

Section 1.2 **Location.** The principal office of the Corporation shall be 319 Bloomingdale Ave., Federalsburg, MD 21632 or such other location in Caroline County, Maryland as the Board of Directors of the Corporation (hereinafter, the “Board”) may determine.

Section 1.3 **Authority.** The Corporation shall function as Caroline County’s Local Management Board under *Article 49D of the Annotated Code of Maryland*, and shall endeavor to fulfill all of the obligations and responsibilities of that designation.

ARTICLE II

Mission, Purpose, Activities Powers

Section 2.1. **Mission.** The Caroline Human Services Council develops and promotes a caring environment that provides efficient and effective services to residents of Caroline County by working in partnership with public and private individuals, agencies, and organizations.

Section 2.2 **Purpose.** The Corporation is specifically organized, and shall be operated for, the benefit of Caroline County residents (hereinafter, the “Community”) in order to improve the availability and effectiveness of support services for children and families provided by the public and private sector. *The Corporation and the Board are committed to incorporating the values of diversity, equity, and inclusions (“DEI”) in the governance and operations of this corporation.*

Section 2.3 **Equity, Diversity and Inclusion**

The Caroline Human Services Council is committed to a diverse, inclusive, and equitable environment where all board members and staff feel respected and valued regardless of gender, age, race, ethnicity, national origin, sexual orientation or identity, disability, education, or any other bias.

We’re committed to being nondiscriminatory and providing equal opportunities for employment, volunteering, and advancement in all areas of our work.

We respect the value that diverse life experiences bring to our board and leadership, and we strive

to listen to their views and give them value.

We're committed to modeling diversity, inclusion, and equity and maintaining fair and equal treatment for all.

Our board's philosophy on our goals to provide informed leadership for diversity, inclusion, and equity include:

- We will strive to see diversity, inclusion, and equity in connection with our vision and mission for the benefit of those we serve.
- We aim to recognize and address inequities in our policies and programs.
- We commit to advocating for systemic inequities that impact our work at the board level and address it according to this policy and in accordance with our mission.
- We commit to challenging commonly accepted notions about what constitutes strong leadership within our organization.
- We commit to being transparent about diversity in all our interactions.
- We will dedicate our time and resources to expanding greater diversity within our board and leadership positions.
- We commit to leading with respect and tolerance and we encourage all Board members to express this in their work within our organization.

Section 2.4 **Activities.** The Corporation's activities shall include, but not be limited to, the following:

- planning, coordinating, and facilitating interagency projects and programs for the benefit of children, youth and families in the Community
- identifying, acquiring and distributing public and private funding for the benefit of the Community
- developing, monitoring and enhancing a system of communication among and between agencies in order to improve the delivery of human services to the Community
- establishing a public relations and outreach program to assure that services in the Community are need based
- and coordinating and disseminating assessment and evaluation data to facilitate the effective use of resources in the Community.

Section 2.5 **Powers.** The Corporation shall have the power to contract with participating public service agencies, other public or private institutions, organizations, and individuals to carry out the purposes of the Corporation. The Corporation shall be empowered to solicit, accept and even refuse donations of funds and property from all legal sources and to apply for and receive federal and state grants and other assistance. The Corporation, through a participating agency or on its own, may employ administrative, secretarial and other personnel as required to conduct the Corporation's business.

ARTICLE III Board of Directors

Section 3.1 **Function of the Board.** The property, business and affairs of the Corporation shall be managed and controlled by the Board, and all powers of the Corporation shall be exercised by or under the authority of the Board. The Board shall exercise general oversight of all programs and services supported or coordinated by the Corporation.

Section 3.2 **Number and Appointment of Directors.** The directors serving on the Board shall consist of the chief administrative heads (or his/her designee) of the following participating public agencies: Health, Public Schools, Social Services, Juvenile Services, and Mental Health. If a designee is appointed by the chief of an agency, then the designee shall have vested in him/her all the responsibility and authority of Board membership. In addition to these mandated directors, the Board shall consist of such other individuals from the public and private sectors as the Board deems appropriate to establish a balanced cross section of the Community. The Board may consist of up to twenty-one directors, which number may be increased or decreased at the Board's discretion, but which number shall in no event be less than the number required by applicable law. At such times as directors are to be appointed to the Board, the Nominating Committee shall make recommendations to the Board of candidates for the Board's selection and approval for submittal to and final appointment by the County Commissioners of Caroline County. Of the appointed members, up to four [4] may be Youth Members. Youth Directors shall have full voting rights.

Section 3.3 **Terms of Office.** Each director serving on the Board by virtue of his or her position with the five public agencies as described in Section 3.2 hereof, shall serve on the Board for the entire duration of his or her employment with the public agency. All other appointments shall officially begin on July 1st in the year of their appointment and continue until a successor has qualified and is appointed. Directors serve for staggered, three (3) year terms, to the end and intent that one-third of the appointed directors shall be eligible for appointment/reappointment each year. An individual may serve two (2) consecutive three (3) year terms, in addition to any portion thereof, and may be considered for reappointment to the Board after an absence of one (1) year. Youth Directors shall serve for a two [2] year term beginning at the close of the annual meeting in the June of their sophomore year and ending at the annual June meeting following graduation.

Section 3.4 **Removal of Directors.** By the affirmative vote of two-thirds of the directors serving on the Board, an appointed director may be removed from the Board, with or without cause and with the consent of the Caroline County Commissioners.

Section 3.5 **Vacancy on Board.** Vacancies on the Board shall be filled according to the same procedure provided in Section 3.2 hereof. Any director appointed to fill a vacancy shall serve for the unexpired portion of the term of the vacant position until his or her successor has qualified and is appointed. The individual serving out an unexpired term is eligible for appointment to his/her first full term.

Section 3.6 **Attendance.** Except with respect to those directors mandated by Section 3.2 hereof, if any director fails to attend three (3) consecutive regular Board meetings or fails to attend 75% of the Board meetings in a given year, the Board may declare that position vacant and proceed to fill the vacancy.

Section 3.7 **Compensation.** All directors serving on the Board shall serve without compensation. The directors may, however, be reimbursed for reasonable and necessary expenses incurred while discharging their official duties as directors of the Board.

ARTICLE IV Meetings

Section 4.1 **Regular Meetings.** Regular meetings of the Board shall be held at least four (4) times per year at such time and place as the Board determines. The purpose of regular meetings will be to consider and act on matters as deemed appropriate by the Board.

Section 4.2 **Quorum.** A quorum is required in order to constitute an official meeting with 51% of total Board membership present. A meeting in which a quorum is not satisfied will not be considered an official meeting and no votes or decisions from the meeting will be considered binding unless and until a majority of the voting members have ratified any actions considered.

Section 4.3 **Annual Meetings.** The annual meeting of the Board shall take place during the month of June at such time and place as the Board designates. The purpose of the annual meeting shall be to elect officers, review Policy and Procedures, review By-laws, receive reports of officers and committees, and transact such other business as necessary.

Section 4.4 **Special Meetings.** Special meetings of the Board may be called by the President or by a majority of the directors serving on the Board. The purpose of the meeting shall be stated in the call.

Section 4.5 **Notice of Meetings.** The President or Secretary of the Corporation shall ensure that each director serving on the Board receives reasonable advance notice of time, place and purpose of general, annual and special meetings. Notice may be sent to each director serving on the Board by mail, fax, or email.

Section 4.6 **Multi-Media Meetings.** Meetings may also be held through use of telephone or other communications media if all participants can hear and/or communicate. Participation in a meeting by these means shall constitute presence in person at a meeting.

Section 4.7 **Action by Directors.** In the absence of a quorum, the directors present by majority vote and without notice other than by announcement may adjourn the meeting until a quorum is present.

Any action required or permitted to be taken at a meeting of the Board may be taken by way of an electronic meeting where voting will constitute as an official meeting. Electronic votes will be filed with the minutes of the electronic meeting.

ARTICLE V

Officers

Section 5.1 **Officers.** The Corporation shall have a President, Vice-President, Secretary, Treasurer and such other officers as the Board shall determine.

Section 5.2 **President.** The President shall preside at all meetings of the Board and the Executive Committee; appoint members of committees and committee chairs; serve as an ex-officio member of all committees; and perform all duties incident to the office of a president of a non-profit entity and such other duties as may from time to time be assigned by the Board.

Section 5.3 **Vice-President.** The Vice-president shall serve in the absence of the President. In the event of a vacancy in the office of President, the Vice-president shall fill the vacancy until the Board elects a new President.

Section 5.4 **Secretary.** The Secretary shall keep or cause to be kept accurate minutes of all meetings of the Board and of the Executive Committee, and provide for the maintenance of all of the books and records of the Corporation. The Secretary shall supervise the giving of notice of all Board meetings, and shall carry out such other duties as may be determined by the Board.

Section 5.5 **Treasurer.** The Treasurer shall serve as chairperson of the Finance Committee and shall have the responsibility for overseeing all funds, securities, evidences of indebtedness and other property of the Corporation.

Section 5.6 **Terms of Office.** In addition to any portion of a term, each officer shall be elected to serve for one year or until a successor is elected. The term of office shall begin at the close of the annual meeting at which he/she is elected. No officer shall be eligible to serve more than three (3) consecutive terms in the same office.

Section 5.7 **Nomination and Election.** One month prior to the annual meeting of the Board, the Nominating Committee shall submit to the Board names of candidates for office. Elections of officers shall take place at the annual meeting. Nominations may be made from the floor provided the consent of the nominee has been secured.

Section 5.8 **Removal; Vacancies.** Any officer may be removed from office with or without cause by the affirmative vote of a majority of the Board. A vacancy in any office shall be filled for the unexpired portion of the term at the discretion of the Board at any regular meeting, or at a special meeting called for that purpose. In the event of a vacancy in the position of President, the Vice-president will assume that position temporarily until the Board elects a new President

Section 5.9 Compensation. All officers shall serve without compensation. The officers may, however, be reimbursed for reasonable and necessary expenses incurred while discharging their official duties as officers of the Corporation.

Section 5.10 Signature Authority. All Corporation officers shall have signature authority: President, Vice-President, Secretary, Treasurer and the Corporation Director. Check signing authority is given to all Officers and the Director. Upon change in any Officer or Director all signature authorities will be required to sign new signature cards for the bank. All checks must contain two authorized signatures.

ARTICLE VI Committees

Section 6.1 Standing Committees. The Standing Committees of the Corporation shall be: Finance, Service Review and Executive. All Committees of the Human Services Council will maintain written minutes to document attendance and business conducted at the meeting.

Finance Committee. The Finance Committee has the responsibility for oversight for the receipt and expenditure of all funds, securities, evidences of indebtedness and other personal property of the Corporation and provides for formal and informal audits.

Service Review Committee. The Service Review Committee provides an on-going review and assessment of the programs and services supported by the Corporation.

Executive Committee. The Executive Committee shall meet as needed and provide the following services:

- act on all questions that need immediate attention which may arise during the interval between meetings of the Board
- serve as the personnel committee
- perform a yearly evaluation of the Director
- such other duties as delegated by the Board

Members of the Executive Committee shall include the officers of the Corporation and the chair of the Finance Committee and the Service Review Committee. The chief administrative officers (or their designees) who are serving as directors on the Board pursuant to Section 3.2 hereof shall be ex-officio, voting members of the Executive Committee and will be counted for purposes of establishing a quorum for Executive Committee meetings. Meetings, notice, voting and quorum requirements of the Executive Committee shall follow those established for the Board under Article IV.

Section 6.2 Committee Membership. Each director may serve on at least one committee as

appointed by the President. The President shall serve as an ex-officio member on all committees, and the Treasurer shall serve as chair of the Finance Committee.

Section 6.3 Additional Committees. The Board shall have the authority to create other committees, standing or special, as it may deem necessary or appropriate.

ARTICLE VII Confidentiality and Conflict of Interest

Section 7.1 Confidentiality and Conflict of Interest. The Corporation shall establish, adopt, and periodically update, a written corporate policy that establishes procedures for maintaining confidentiality and for disclosing and addressing conflicts of interest or the appearance of conflicts of interest by directors serving on the Board, officers, employees, consultants and/or agents who provide services or furnish goods to the Corporation or to the Community. On any matter before the Board for approval, a director shall abstain from voting if he/she knowingly has a direct or indirect personal and/or financial interest in the matter. Such director shall be obligated to reveal his/her conflict of interest prior to discussion of any proposal so affected. The director may be counted as present for quorum purposes. Any director serving on the Board who provides services or has a direct or indirect personal and/or financial interest in any program funded through the Board shall not be assigned to the Service Review Committee.

ARTICLE VIII General Provisions

Section 8.1 Fiscal Year. The fiscal year of the Corporation shall be July 1 through June 30.

Section 8.2 Maintenance of Tax Exempt Status. The Corporation shall not carry on any activities that are prohibited by applicable federal or state law by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any future United States Internal Revenue Law).

Section 8.3 Equal Opportunity. The Corporation, and all parties with which it contracts in furtherance of the Corporation's purposes, shall be equal opportunity employers and shall ensure that all programs and services are provided without regard to an individual's race, color, religion, national origin, sex, age, sexual orientation, or disability.

Section 8.4. Indemnification. The Corporation shall indemnify and hold harmless any officer or director of the Corporation, or any agent or employee of the Corporation as the Corporation may deem appropriate, from and against any and all claims, liabilities, and cost of expenses (including reasonable attorney's fees), and any judgment, decree, fine, or penalties, imposed on or incurred by such individual for any act or omission committed or incurred while acting as an officer, director, agent or employee for the Corporation; provided, however, that there shall be no obligation to reimburse such individual, partially or wholly, by reason of that person's own willful or malicious conduct.

Section 8.5. **Insurance for Corporate Agents.** Except as may be otherwise provided under provision of law, the Board may authorize the Corporation to purchase and maintain insurance on behalf of any director, officer, or key employee of the Corporation for the purpose of protecting such individual from and against liabilities asserted against or incurred by the individual in such capacity, whether or not the Corporation would have the power to indemnify the individual against such liability under the Articles of Incorporation, these Bylaws, or provision of applicable law.

ARTICLE IX Conduct of Meetings

Robert's Rules of Order Newly Revised shall be the parliamentary authority for the conduct of meetings of the Board of Directors, except in cases where it conflicts with these bylaws or any special rules of order adopted by official vote of the Board.

ARTICLE X Amendment of Bylaws

These Bylaws may be amended or restated at any regular meeting of the Board by the affirmative vote of two-thirds of the directors serving on the Board; provided, however, that the text of the proposed amendment or restatement is sent to the membership at least 10 days prior to the regular meeting at which the vote is to be taken. These bylaws will be reviewed for amendments at each Annual Meeting of the Board or at least every (3) years and documented in the meeting minutes.