

2013

Bylaws



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1 **Frederick County Commission For Women**

2 ByLaws as Amended January XX, 2013

3
4 **Article I. Organization Name**

5
6 The name of this organization (hereinafter Commission) shall be the Frederick County
7 Commission For Women (FCCFW and CFW).

8
9 **Article II. Mission and Purpose**

10
11 **Section 1. Mission Statement.** To create a stronger community by addressing challenges
12 and fostering unlimited opportunities for all women.

13
14 **Section 2. Purpose.** The Commission shall serve the following purposes:

- 15 1. Provide a central agency for the collection and referral of activities and services of
16 interest to women;
- 17 2. Promote a positive image of women by recognizing their accomplishments;
- 18 3. Advocate for the County’s constituency to the legislature, the judiciary, the executive,
19 the media, and the public;
- 20 4. Identify, study, evaluate, and eradicate, as an advocate, discrimination against all
21 women;
- 22 5. Develop and implement programs that will expand women's educational and
23 employment opportunities;
- 24 6. Strengthen home life by directing attention to critical problems confronting women;
- 25 7. Educate women in the processes of seeking leadership roles;
- 26 8. Encourage women to seek political office, either elective or appointive;
- 27 9. Recommend such procedures, programs, or legislation as it may deem necessary and
28 proper to promote and ensure equal rights and opportunities for all persons, regardless
29 of their gender;
- 30 10. Advise and counsel the residents of Frederick County and all governmental agencies
31 on matters involving the needs of women and especially those matters relating to
32 discrimination or prejudice on account of gender;
- 33 11. Establish priorities and produce a prioritized Annual Plan;
- 34 12. Appoint committees to assist in carrying out any of the functions and duties of the
35 Commission; and
- 36 13. Establish, implement, and amend as necessary, Bylaws for the operation of the
37 Commission.

38
39 **Article III. Authority**

40
41 **Section 1. County Law.** The authority for the Commission is derived from Section 1-2-74,
42 et seq. of the Frederick County Code of Ordinances, which was adopted by the Board of
43 Commissioners in 1992.

44
45 **Section 2. State Law.** The authority for the Commission is also derived from the Code of
46 Local Public Laws of Frederick County, Section 2-2-69, which took effect in 1999.

47
48 **Section 3. Board of County Commissioners.** The Commission shall report to the Board of
49 County Commissioners of Frederick County.

50 **Article IV. Membership, Diversity, Terms, Reappointments,**
51 **Resignations, Vacancies**

52

53 **Section 1. Membership.** The Commission shall consist of fifteen (15) Members. The
54 Commission will recommend to the Board of County Commissioners of Frederick County the
55 appointment of citizens interested in pursuing the goals of the Commission. The Board of
56 County Commissioners is the final approving authority on all appointments to the
57 Commission. Each Commissioner must be a registered voter in Frederick County at time of
58 appointment.

59

60 **Section 2. Diversity.** The Commission shall include representatives of diverse community
61 interests including but not limited to gender, race, age, sexual preference, ethnicity, national
62 origin, disability, ability level, education, employment, economic standing, religion,
63 geography, and political affiliation.

64

65 **Section 3. Full Terms.** Each Member shall serve for a term of three (3) years. The terms of
66 the Membership shall be staggered so that one-third (1/3) of the Members shall be appointed
67 each year. Members shall continue in office until their successors are qualified and appointed.

68

69 **Section 4. Partial Terms.** Members appointed for partial terms after a term has begun serve
70 only for the rest of the term and until a successor is appointed and qualified. Members filling
71 partial terms shall still be eligible for two (2) consecutive full terms.

72

73 **Section 5. Reappointments.** Members may be reappointed, but may not serve more than
74 two (2) consecutive full terms.

75

76 **Section 6. Resignations.** A Member may resign at any time by giving a notice to the
77 Executive Committee or President. Unless otherwise specified in the notice, the resignation
78 shall take effect upon receipt thereof by the Executive Committee or President and the
79 acceptance of the resignation shall not be necessary to make it effective.

80

81 **Section 7. Vacancies.** Upon the death, disability, resignation, or removal of any Member,
82 the Board of County Commissioners of Frederick County shall appoint an interested citizen
83 to fill the unexpired partial term.

84

85 **Article V. Membership, Meetings, Quorum, Attendance**

86

87 **Section 1. Membership Meetings.** All Commission meetings shall be at a Frederick
88 County location, be open to the public and be accessible to the handicapped. Minutes
89 shall be recorded for all Membership meetings.

90

91 **Section 2. Regular Membership Meetings.** The Commission will hold monthly public
92 meetings on the second Tuesday of each month with the exception of July where no meeting
93 will be scheduled. A calendar of meeting dates shall be provided to the Board of County
94 Commissioners of Frederick County at the earliest possible date, shall be part of the public
95 record, and shall be publicized. Special meetings may be called as needed by a majority of
96 the Members in office or the Executive committee with three (3) business days notice by
97 phone or email.

98

99

100 **Section 3. Membership Quorum.** A majority of the Members in office shall constitute
101 a quorum for the transaction of regular business.

102
103 **Section 4. Membership Attendance.** Any Member who fails to attend at least fifty (50%)
104 percent of the regular Membership meetings during any period of twelve (12) consecutive
105 months shall be deemed to have resigned from the Commission. Twelve month period will be
106 based on appointment date of Member. In the event that a member fails to meet the
107 minimum attendance requirements, the President shall promptly forward the Member's name
108 to the Board of County Commissioners of Frederick County who shall appoint a replacement.

109
110 **Section 5. Annual Review & Planning Meeting.** In the first three (3) months of each fiscal
111 year (July, August, September) the Membership shall evaluate the activities of the
112 Commission and reevaluate the long-range plan.

113 114 **Article VI. Membership Voting**

115
116 **Section 1. Vote.** Each Member may cast one (1) vote.

117
118 **Section 2. Resolutions.** Regular business shall be approved by a majority vote of Members
119 present.

120
121 **Section 3. Policy Statements.** Policy statements including all reports, pamphlets, and
122 endorsements for dissemination to the public shall be approved by a two-thirds (2/3) vote of
123 Members in office. This provision shall not be construed to require a vote for the issuance of
124 Commission newsletters or news releases; however, the same shall be subject to review by
125 members of the Executive Committee.

126
127 **Section 4. Absentee Voting.** Absentee ballots may be submitted in writing for votes on
128 Policy Statements and Bylaws amendments only. There shall be no voting by proxy.

129
130 **Section 5. Presumed Assent.** A Member who is present at a public meeting of the
131 Membership at which action on any Commission matter is taken shall be presumed to have
132 assented to the action unless the Member votes against such action or abstains from voting
133 because of an asserted conflict of interest or other reason.

134
135 **Section 6. Emergency Voting.** Between public meetings an emergency vote on a written
136 question may be taken by telephone or e-mail. This vote shall be subject to ratification by the
137 Commission at the next regular meeting.

138 139 **Article VII. Executive Committee Members, Duties, Annual Elections, 140 Terms, Vacancies, Resignations**

141
142 **Section 1. Executive Committee.** The Commission shall elect from its Membership an
143 Executive Committee of five (5) Members including the President, Vice President, immediate
144 Past President, Recorder, and Treasurer or if necessary an At Large Member at the first
145 meeting of the calendar year. The terms of all Executive Committee Members shall
146 commence July 1 and be in effect for that fiscal year. The Executive Committee shall:

- 147 1. Exercise executive decision making authority between Membership meetings;
- 148 2. Define agenda items for Membership meetings;

- 149 3. Develop and draft an annual report for approval of the Membership; and
150 4. Act on such matters as the Membership may direct.

151

152 **Section 2. President.** The President shall:

- 153 1. Preside at the meetings of the Executive Committee and the Membership; and
154 2. Have general and active management of the Commission between meetings of the
155 Executive Committee and of the Membership; and
156 3. Supervise implementation of the Annual Plan; and
157 4. Supervise implementation of all orders and resolutions of the Executive Committee
158 and the Membership; and
159 5. Serve as principal speaker of the Commission in all matters related to official policy
160 and actions approved by the Membership; and
161 6. Perform all duties incident to the office of President and such other duties as from
162 time to time may be assigned to the President by the Executive Committee or the
163 Membership by resolution.

164

165 **Section 3. Vice-President.** The Vice President shall:

- 166 1. In the temporary absence of the President or in the event of the President's death,
167 disability, resignation, removal, or refusal to act, perform the duties of the President
168 with all the powers of and all the restrictions upon the President; and
169 2. Serve as the informal reference for ByLaws interpretation, and
170 3. Perform such other duties as from time to time may be assigned to the Vice-president
171 by the Executive Committee or the Membership by resolution.

172

173 **Section 4. Recorder.** The Recorder shall:

- 174 1. Keep accurate minutes of all Membership and Executive Committee meetings in books
175 provided for that purpose and distribute said minutes to the Membership within two (2)
176 weeks from the date of the meeting; and
177 2. Keep accurate records of attendance of all Members at public meetings; and
178 3. Retrieve mail, voicemail and e-mail for the Commission; and
179 4. Be the custodian of the Commission records; and
180 5. In general perform all duties incident to the office of Recorder and such other duties as
181 from time to time may be assigned to the Recorder by the President or the Executive
182 Committee necessary to support the purpose of the Commission.

183

184 **Section 5. Treasurer.** The Treasurer shall:

- 185 1. Supervise the accounts of the Commission and serve as the Commission's liaison or
186 representative to the County Treasurer; and
187 2. Submit in writing a quarterly summary financial report for the inclusion in the minutes;
188 3. Submit in writing annual financial statements; and
189 4. In general perform duties incident to the office of Comptroller and such other duties as
190 from time to time may be assigned to the Comptroller by the President or the Executive
191 Committee necessary to support the purpose of the Commission.

192

193 **Section 6. Ex-officio Executive Committee Member.** The immediate past President of the
194 Commission may, upon the expiration of the President's term as President, continue as the ex-
195 officio member of the Executive Committee for the period of one year. This section shall not
196 be construed to prevent the election of a retiring President as an Executive Committee
197 Member.

198

199 **Section 7. Executive Committee Annual Elections.** The Executive Committee Members
200 shall be elected at the first meeting of the calendar year with terms to commence July 1 of
201 that year.

202
203 **Section 8. Executive Committee Terms.** The Executive Committee Members including the
204 President, Vice President, Recorder, and Treasurer shall serve for one-year terms. Executive
205 Committee Members may be re-elected, but may not serve in excess of three (3) consecutive
206 terms.

207
208 **Section 9. Executive Committee Resignations.** An Executive Committee Member may
209 resign at any time by giving written notice to the Executive Committee or President. Unless
210 otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the
211 Executive Committee or President and the acceptance of the resignation shall not be
212 necessary to make it effective.

213 **Article VIII. Executive Committee Meetings, Quorum, Attendance**

214
215
216 **Section 1. Executive Committee Meetings.** The Executive Committee shall meet at the
217 time and place designated by it, or if no such designation has been made by the Executive
218 Committee, as designated by the President. All Executive Committee meetings are open to
219 all Members. Executive Committee meetings will be documented, including conference
220 meetings.

221
222 **Section 2. Executive Committee Quorum.** At any meeting of the Executive
223 Committee, a majority of Executive Committee Members in office shall constitute a
224 quorum for the transaction of business.

225
226 **Section 3. Executive Committee Attendance.** Any Executive Committee Member who
227 fails to attend at least fifty (50%) percent of the Executive Committee meetings during a
228 fiscal year shall be deemed to have resigned from the Executive Committee.

229
230 **Section 4. Executive Committee Removal.** Any one or more of the Executive Committee
231 Members may be removed with cause, by a majority vote of the Commission at the next
232 regular public meeting. Notice of removal vote shall be provided to the members in advance
233 and shall be placed on the agenda for the Commission meeting.

234 **Article IX. Other Positions, Terms, Vacancies, Removals**

235
236
237 **Section 1. Positions.** From the Membership, the members shall elect other positions or
238 agents to represent the Commission with other organizations as deemed necessary. These
239 positions shall be approved by a majority of the membership at the Commissions' regular
240 monthly public meeting in June of each year. The term of each position shall commence
241 immediately upon election.

242
243 **Section 2. Other Position Terms.** The term of a position shall be the duration of the term
244 of the Commission for Women administration under which they serve.

245
246 **Section 3. Other Position Vacancies.** Upon the death, disability, resignation, or removal of
247 any officer the President shall appoint a Member to fill the unexpired partial term.

248

249 **Section 4. Other Position Removals.** Any position may be removed by majority vote of the
250 Executive Committee or the Membership whenever in its judgment the best interest of the
251 Commission would be served thereby.
252

253 **Article X. Committees and Special Project Teams**

254
255 **Section 1. Committees - General.** The Commission shall maintain Committees and
256 Special Project Teams as it deems proper. Committees shall be determined for the next fiscal
257 year at the Annual Planning Retreat.

258
259 **Section 2. Committees - Legislative.** The Legislative Committee shall be a standing
260 committee from year-to-year, and it shall monitor, summarize, recommend and report on
261 legislation, which may affect the women of Frederick County.
262

263 **Section 3. Special Project Teams.** Special Project Teams may investigate problems,
264 analyze issues, formulate tactics, recommend solutions, and with the approval of the
265 Membership, implement strategies, within the structure of one of the duly constituted
266 Committees. Special Project Teams may be established from time to time by a majority vote
267 of Membership. Special Project Teams may work in conjunction with other Frederick County
268 organizations or governmental agencies.
269

270 **Section 4. Committee Chair.** Each Committee shall elect a chairperson who is a
271 Commissioner. The Committee Chair shall:

- 272 1. Convoke and preside at Committee meetings; and
- 273 2. Coordinate the work of the Committee; and
- 274 3. Arrange for Committee meeting minutes to be recorded and provided to the
275 Commission; and
- 276 4. Provide regular committee status updates to the rest of the Membership; and
- 277 5. Perform all other duties normally associated with a Committee Chair.
278

279 **Section 5. Citizen Team Members.** Volunteers as individuals or as representatives of
280 county organizations may serve on Special Project Teams or Committees.
281

282 **Section 6. Committee Member Terms.** Committee Members shall serve for the duration of
283 the fiscal year.
284

285 **Section 7. Policy.** Committees shall operate in accordance with Commission policy and
286 shall take no public action without authorization of the Membership.
287

288 **Article XI. Fiscal Year, Appropriations Budget, Funding, and** 289 **Compensation**

290
291 **Section 1. Fiscal Year.** The Commission shall have a fiscal year commencing on July 1
292 and ending on June 30.
293

294 **Section 2. Appropriations Budget.** By September 1 each year, the Executive Committee
295 shall prepare an annual appropriations budget for the approval of the Membership. This
296 budget is for submission to the Board of County Commissioners of Frederick County for
297 inclusion in the County Budget. The approved budget shall constitute authority to disburse
298 funds in accordance therewith.

299 **Section 3. Funding.** To administer the programs developed by the Commission, it shall
300 seek, in addition to budgeted appropriations, financial assistance and support from private
301 organizations and governmental agencies.
302

303 **Section 4. Compensation.** Members shall serve without compensation, but may be
304 reimbursed for expenses actually and necessarily incurred by them in the performance of
305 their duties.
306

307 **Section 5. Commission Earnings.** No part of the earnings of the Commission shall inure to
308 the benefit of or be distributable to its Members, officers, employees, or agents.
309

310 **Section 6. Signature Authority.** Unless authorized by the Membership and the County, no
311 Member, officer, employee, or agent of the Commission shall have the power or authority to
312 bind the Commission by any contract or engagement or to pledge its credit or to render it
313 financially liable for any purpose or to any amount.
314

315 **Article XII. Indemnification of Members, Officers, Employees, and** 316 **Agents**

317
318 **Section 1. Liability Insurance.** Liability insurance coverage shall be provided under the
319 Frederick County public officials insurance policy.
320

321 **Section 2. Indemnification.** The members of the Commission are covered under the
322 County's public insurance policy for indemnification in accordance with Section 2-418 of the
323 Corporations and Associations Article of the Annotated Code of Maryland as amended.
324

325 **Article XIII. Parliamentary Rules of Procedure**

326
327 Except as otherwise provided herein, all proceedings and actions under these Bylaws
328 shall be governed by Roberts Rules of Order Newly Revised.
329

330 **Article XIV. Amendments**

331
332 These Bylaws may be amended or repealed at any duly convoked meeting of the Membership
333 by the affirmative vote of two-thirds (2/3) of the Members in office provided written notice
334 of any proposed amendment or repeal has been sent by e-mail to each Member not fewer than
335 thirty (30) days before the date of the public meeting.
336

337 No Bylaws may be amended or repealed in contravention of an ordinance establishing
338 the Frederick County Commission For Women or any law, which supersedes said
339 ordinance.
340

341 **Article XV. Dissolution**

342
343 Upon dissolution of the Commission, the Executive Committee shall make provisions for the
344 payment of any outstanding liabilities to the extent of the appropriated budget of the
345 Commission. All remaining funds shall be returned to the general fund of the County.
346

347 **Article XVI. Ratification**

348

349 This **16th** day of **February 1993**, these Bylaws are hereby adopted and ratified by the
350 undersigned constituting the entire Membership of the Frederick County Commission For
351 Women.

352

353 Gail A. Pate, President
354 Deborah McCoy, Vice-President
355 M.C. Devilbiss, EC
356 Sandra West, EC
357 Sandra L. Smith, Recorder
358 Emile Y. Angelety
359 Donna E. Becker
360 Lynn Burkett •
361 Laura J. Lake
362 Louise E. Lynch
363 Rosemary Orthmann
364 Lavonne Steffy Radonovich
365 Catherine T. Smith
366 Nancy J. Zyrkowski

367

368 The **12th** day of **March 1996**, these Bylaws were amended by the undersigned Members
369 of Frederick County Commission For Women.

370

371 Louise E. Lynch, President
372 M.C. Devilbiss, Vice-president
373 Barbara Jones, EC
374 Laura J. Lake, EC
375 Beverly Fleming
376 Lou Lichti
377 Rosemary Orthmann
378 Gail A. Pate
379 Sandra West

380

381 The **13th** day of **April 1999**, these Bylaws were amended by the undersigned Members
382 of the Frederick County Commission For Women.

383

384 Madelyn Blair, President
385 Teri Heger, Vice President
386 Mary Ann Barone, EC
387 Holly Wallace, EC
388 Nancie (Bauman) Wolfe, EC
389 Nikki Darling-Kuria, Comptroller
390 Bonnie Diebler
391 Earlene Thornton
392 Deb Voso

393

394

395

396

397 The ____ day of _____ **2005**, these Bylaws were amended by the undersigned Members of
398 the Frederick County Commission For Women.

399

400 Darby Jones, President
401 Bunny O'Dell, Vice President
402 Debbie Truelove, Comptroller
403 Debra Borden, Recorder
404 Maggi Hays
405 Connie Castenara
406 Diane DeMarco
407 Francina Baldi

408

409 The **14th** day of **June 2011**, these Bylaws were amended by the undersigned Members of
410 the Frederick County Commission For Women.

411

412 Jennifer Charlton-Shuldes, President
413 Jacque Brown, Vice President, Acting Recorder
414 Hebba Hassanein
415 Susan Mender
416 Valerie Dougherty
417 Amanda Haddaway
418 Vivian Laxton
419 Tish Honse
420 Diana Halleman
421 Katie Barkdoll
422 Melissa Curtis-Cherry

423

424 The **12th** day of **February 2013**, these Bylaws were amended by the undersigned
425 Members of the Frederick County Commission For Women.

426

427 Sharon Dobson, President
428 Cher Woehl, Vice President
429 Tish Honse, Recorder
430 Valerie Dougherty, Treasurer
431 Linda Roth, Member-At-Large
432 Natalie Abbas
433 Jennifer Charlton-Shuldes
434 Christine Ferguson
435 Diana Hallerman
436 Hebba Hassanein
437 Susan Mender
438 Cindy Miller
439 Veralynn Morris
440 Olga Hernandez-Smith
441 Shellome Walters

442