

2023

Bylaws



FREDERICK COUNTY COMMISSION
FOR WOMEN

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Frederick County Commission for Women

Bylaws as Amended 04/24/2023

Article I. Organization Name

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

Article II. Mission and Purpose

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

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

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

Article III. Authority

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

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

Section 3. County Executive. The Commission shall report to the County Executive of Frederick County.

Article IV. Membership, Diversity, Terms, Reappointments, Resignations, Vacancies

Section 1. Membership. The Commission shall consist of fifteen (15) Members. The Commission may recommend to the County Executive of Frederick County the appointment of citizens interested in pursuing the goals of the Commission. The County Executive appoints the Commission members with confirmation by the County Council. Each Commissioner must be a registered voter in Frederick County at time of appointment.

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

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

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

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

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

Section 7. Vacancies. Upon the death, disability, resignation, or removal of any Member, the County Executive of Frederick County, with consideration of recommendations made by the Commission, shall appoint an interested citizen to fill the unexpired partial term.

Article V. Membership, Meetings, Quorum, Attendance

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

Section 2. Regular Membership Meetings. The Commission will hold monthly public meetings with the exception of July when no meeting will be scheduled. A calendar of meeting dates shall be part of the public record, and shall be publicized. Special meetings may be called as needed by a majority of the Members in office or the Executive committee with three (3) business day's notice by phone or email.

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

Section 4. Membership Attendance. Any Member who fails to attend in person or virtually at least fifty (50%) percent of the regular Membership meetings during any period of twelve

(12) consecutive months shall be deemed to have resigned from the Commission. Twelve month period will be based on appointment date of Member. In the event that a member fails to meet the minimum attendance requirements, the President shall promptly forward the Member's name to the County Executive of Frederick County who shall appoint a replacement, with consideration of recommendations made by the Commission.

Section 5. Annual Review & Planning Meeting. Within the first three (3) months of each fiscal year (July, August, September) the Membership shall meet to evaluate the activities of the Commission, reevaluate the long-range plan and in following the requirement that "Each public entity subject to the Open Meetings Act must designate at least one employee, officer, or member to receive training on the requirements of the Act" a commissioner shall be designated during this planning meeting.

Article VI. Membership Voting

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

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

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

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

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

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

Article VII. Executive Committee Members, Duties, Annual Elections, Terms, Vacancies, Resignations

Section 1. Executive Committee. The Commission shall elect from its Membership an Executive Committee of five (5) Members including the President, Vice President, immediate Past President, Recorder, and Treasurer or if necessary, an At Large Member each year prior to the beginning of the new fiscal year. The terms of all Executive Committee Members shall commence July 1 and be in effect for that fiscal year. The Executive Committee shall:

1. Exercise executive decision making authority between Membership meetings;
2. Define agenda items for Membership meetings;
3. Develop and draft an annual report for approval of the Membership; and
4. Act on such matters as the Membership may direct.

Section 2. President. The President shall:

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

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

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

Section 4. Recorder. The Recorder shall:

1. Keep accurate minutes of all Membership and Executive Committee meetings in books provided for that purpose and distribute said minutes to the Membership no later than forty-eight (48) hours before the next scheduled regular Membership meeting; and
2. Keep accurate records of attendance of all Members at public meetings; and
3. Retrieve mail, voicemail and e-mail for the Commission; and
4. Be the custodian of the Commission records; and
5. In general, perform all duties incident to the office of Recorder and such other duties as from time to time may be assigned to the Recorder by the President or the Executive Committee necessary to support the purpose of the Commission.

Section 5. Treasurer. The Treasurer shall:

1. Serve as the Commission's liaison or representative to the Citizens Services Division of Frederick County; and
2. Submit in writing to the Commission quarterly summary financial reports for inclusion in the minutes;
3. Submit in writing to the Commission annual financial statements as of the end of the fiscal year; and
4. In general perform duties incident to the office of Comptroller and such other duties as from time to time may be assigned to the Comptroller by the President or the Executive Committee necessary to support the purpose of the Commission.

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

Section 7. Executive Committee Annual Elections. The Executive Committee Members shall be elected each year prior to the beginning of the new fiscal year with terms to commence July 1 of that year.

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

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

Article VIII. Executive Committee Meetings, Quorum, Attendance

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

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

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

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

Article IX. Other Positions, Terms, Vacancies, Removals

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

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

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

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

Article X. Committees and Special Project Teams

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

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

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

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

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

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

Section 6. Committee Member Terms. Committee Members shall serve for the duration of the fiscal year.

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

Article XI. Fiscal Year, Annual Report, Funding, and Compensation

Section 1. Fiscal Year. The Commission shall have a fiscal year commencing on July 1 and ending on June 30.

Section 2. Annual Budget Review. Within thirty (30) days after the Annual Review & Planning meeting, the Executive Committee shall prepare an annual appropriations budget for the current fiscal year for the approval of the Membership. The approved budget shall constitute authority to disburse funds within the current fiscal year in accordance therewith. A separate annual budget report containing information requested by the County Executive of

Frederick County shall be submitted to the County Executive of Frederick County by the deadline specified by their office. The report will include a recommended appropriation for the Commission's operation for the next fiscal year.

The Executive Committee shall meet with the Citizen Services Division (CSD) in October of each year regarding the annual appropriations budget for the Commission and likely expenditures for the coming fiscal year. The Executive Committee shall present to the Commission regarding the meeting with CSD and provide their recommendations. The Commission shall vote as to whether to accept the base budget or to submit an appeal. The Treasurer shall notify CSD of the decision and submit the appropriate documentation to CSD.

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

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

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

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

Article XII. Indemnification of Members, Officers, Employees, and Agents

Section 1. Liability Insurance. Liability insurance coverage shall be provided under the Frederick County public officials insurance policy.

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

Article XIII. Parliamentary Rules of Procedure

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

Article XIV. Amendments

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

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

Article XV. Dissolution

Upon dissolution of the Commission, the Executive Committee shall make provisions for the payment of any outstanding liabilities to the extent of the appropriated budget of the Commission. All remaining funds shall be returned to the general fund of the County. This provision shall expire July 1, 2022.

Article XVI. Ratification

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

Gail A. Pate, President
Deborah McCoy, Vice-President
M.C. Devilbiss, EC
Sandra West, EC
Sandra L. Smith, Recorder
Emile Y. Angelety
Donna E. Becker
Lynn Burkett
Laura J. Lake
Louise E. Lynch
Rosemary Orthmann
Lavonne Steffy Radonovich
Catherine T. Smith
Nancy J. Zyrkowski

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

Louise E. Lynch, President
M.C. Devilbiss, Vice-president
Barbara Jones, EC
Laura J. Lake, EC
Beverly Fleming
Lou Lichti
Rosemary Orthmann
Gail A. Pate
Sandra West

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

Madelyn Blair, President
Teri Heger, Vice President
Mary Ann Barone, EC
Holly Wallace, EC

Nancie (Bauman) Wolfe, EC
Nikki Darling-Kuria, Comptroller
Bonnie Diebler
Earlene Thornton
Deb Voso

In **2005** (exact date not known), these Bylaws were amended by the undersigned Members of the Frederick County Commission For Women.

Darby Jones, President
Bunny O'Dell, Vice President
Debbie Truelove, Comptroller
Debra Borden, Recorder
Maggi Hays
Connies Castenara
Diane DeMarco
Francina Baldi

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

Jennifer Charlton-Shuldes, President
Jacque Brown, Vice President, Acting Recorder
Hebba Hassanein
Susan Mender
Valerie Dougherty
Amanda Haddaway
Vivian Laxton
Tish Honse
Diana Halleman
Katie Barkdoll
Melissa Curtis-Cherry

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

Sharon Dobson, President
Cher Woehl, Vice President
Tish Honse, Recorder
Valerie Dougherty, Treasurer
Linda Roth, Member-At-Large
Natalie Abbas
Jennifer Charlton-Shuldes
Christine Ferguson
Diana Hallerman
Hebba Hassanein
Susan Mender
Cindy Miller
Veralynn Morris
Olga Hernandez-Smith
Shellome Walters

The **24th** day of **April 2023**, these Bylaws were amended by the undersigned
Members of the Frederick County Commission for Women.

Maura Page, President
Melissa Atherholt, Vice President
Cindy Shubin, Recorder
Kate O'Leary, Treasurer
Marquerite Vacca-Kaye
Edwina Benites-LM
Lakshmi Darbha
Valerie Dougherty
Lois Jarmin
Shauna Mulcahy
Rosario Campos
Sesha Jupudi