

Montgomery County, Maryland Auxiliary Communications Service

Bylaws

Article I — Name

The name of the Corporation as set forth in the Articles of Incorporation is **Auxiliary Communications Service of Montgomery County, Maryland, Inc.** Informally, the organization is often referred to as “Montgomery County Auxiliary Communications Service.” Within these Bylaws, the Corporation shall be referred to as MCACS.

Article II — Purposes

As stated in the Articles of Incorporation, MCACS is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article III — Mission

As stated in the Articles of Incorporation, the mission of MCACS is to develop and maintain a cadre of volunteers who are qualified and equipped to provide a wide range of supplemental telecommunications services supporting Montgomery County, Maryland during civil emergencies. MCACS resources may also be made available to other jurisdictions in times of need.

Article IV — Vision

Section A. In the furtherance of its mission, MCACS works closely with the Montgomery County Office of Emergency Management and Homeland Security (OEMHS). In addition, as provided in the Montgomery County Emergency Operations Plan, MCACS serves as an Emergency Support Function # 2 supporting organization.

Section B. MCACS is a body for coordinating the activities of individuals, businesses, and voluntary organizations having an interest in supporting the MCACS mission. The emphasis of MCACS is on development, preparedness, and coordination of telecommunications resources. When any MCACS resource is deployed, it will operate

under the direction of the Incident Commander, following Incident Command System principles.

Article V — Principal Office of the Corporation

The principal office of the Corporation shall be maintained at an address designated by the Board of Directors.

Article VI — Membership

Section A. Membership in MCACS is open to any person 14 years of age or older who lives, works, or studies in Montgomery County, and who supports the MCACS mission. Persons who do not live, work, or study in the County may be admitted as members at the discretion of the MCACS Board of Directors.

Section B. MCACS membership is also open to businesses and organizations that support the MCACS mission.

Section C. The following classes of membership are established:

- 1) Associate Membership may be granted to any qualified person who declares an interest in furthering the goals of the organization and completes a membership application.
- 2) Full Membership may be granted to Associate Members who complete required training and earn one or more capability endorsements.
- 3) Organizational Membership may be granted to businesses and organizations who intend to contribute technical resources or expertise consistent with the MCACS mission.
- 4) Honorary Membership may be granted by the Board to honor a significant achievement.

Section D. Prospective members shall submit an application for membership and fulfill the requirements for a specified class of membership as specified in the Membership Policy and Procedures. Upon acceptance by the Board, the applicant will be granted membership status in the appropriate class.

Section E. Membership may be revoked by a two-thirds vote of the Board upon determining that the actions of the member are contrary to the interests of MCACS.

Section F. The privileges and responsibilities of the various classes of membership shall be as described in the Membership Policy and Procedures.

Article VII — Dues

Section A. Membership dues shall be paid annually. The dues amount shall be established at the Annual Meeting. Dues shall be tendered to the Treasurer within 60 days following the date of the Annual Meeting upon reasonable notice from the Secretary/Treasurer of the amount to be paid.

Section B. Dues shall be prorated for new members. Half the annual amount shall be paid by new members who join MCACS between November 1 and January 31. New members who join between February 1 and the date of the Annual Meeting shall pay the full amount, but shall be given credit for that payment in the following year. Dues shall be tendered within 60 days following the acceptance of the new member into MCACS.

Article VIII — Governance

Section A. MCACS shall be governed by a Board of Directors, hereinafter referred to as the Board. There shall be only one class of directors. The duties and responsibilities of Board members shall be as prescribed by law and stated herein.

Section B. The Board shall be composed of four officers (a President, Vice-President, Secretary, and Treasurer) and three members at large. In addition, the director of OEMHS may designate a representative to serve on the Board in a non-voting, *ex officio* capacity.

Section C. Officers and Directors shall serve for a term of two years and shall perform the duties prescribed in the Bylaws. Nothing in this Section shall preclude a person from serving multiple terms in the same office.

Section D. Duties of officers shall be as follows:

- 1) The President shall preside at meetings, coordinate all activities of MCACS, and represent the interests of MCACS to external parties. The President may sign all contracts and agreements in the name of MCACS after they have been approved by the Board, serve as the representative of MCACS in meetings and discussions with other organizations and agencies, and otherwise perform all of the duties which are ordinarily the function of the office, or which are assigned by the Board.
- 2) The Vice President shall perform the duties of the President if the President is unable to do so or is absent; perform such other tasks as may be assigned by the Board and, at the request of the President, assist in the performance of the duties of the President.
- 3) The Secretary shall keep and maintain the minutes of meetings and records of activities; prepare correspondence on behalf of MCACS; and maintain a current listing, with contact information, of the Directors.

- 4) The Treasurer shall ensure there is timely and adequate management of financial resources and reporting to enable the Board to monitor the organization's financial resources. The Treasurer shall advise the Board of any significant financial matters that require action by the Board. If required, the Treasurer shall ensure that the board engages a qualified auditor for an annual examination of the financial statements. The Treasurer shall serve as a member of the Finance Committee and may serve as the chair of the Finance Committee.

Section E. Board members and officers shall be elected by the MCACS members. Elections shall occur biennially. The President shall solicit and present a slate of nominees to the membership at least two weeks prior to the Annual Meeting at which an election is to take place. Nominations may also be made from the floor. No person shall be elected to Board unless he or she has agreed to serve.

Section F. Vacancies shall be filled by special election within 60 days, unless the vacancy occurs during the 60 days immediately prior to a regularly scheduled election.

Section G: Any Director may be removed from office, with or without the assignment of any cause, by a vote of the majority of the Directors in office at any meeting of the Board convened in compliance with these by-laws, provided that written notice of the intention to consider removal of such Director has been included in the notice of the meeting. No Director shall be removed without having the opportunity to be heard at such meeting, but no formal hearing procedure need be followed.

Section H: A Director may resign by submitting a written resignation to the President or to the other Directors, if the resigning Director is the President. Failure to attend three (3) consecutive Board meetings without excuse shall constitute a resignation from the Board.

Article IX — Meetings

Section A. The Board shall meet at regular intervals as specified by the Board, but not less than quarterly. Four Board members shall constitute a quorum. Board meetings shall be open to attendance by the membership.

Section B. General meetings of the MCACS membership shall be held as specified by the Board, but not less than annually. Notice of the annual meeting shall be announced on the MCACS website and delivered to members via email at least 10 days and no more than 30 days before the day of the meeting. Notices of special meetings shall state that it is a special meeting being called and shall be posted on the MCACS website and delivered to members via email at least 48 hours prior to the meeting time. Failure of notice to any member shall not invalidate the meeting or any action taken at the meeting.

Section C. Special meetings may be called by the President, a majority of the Board, or upon petition by the greater of twenty percent or seven MCACS members eligible to

vote. Business transacted at special meetings shall be confined to the purposes of the meeting stated in the notice of the meeting.

Section D. Directors may participate in Board meetings and vote on matters discussed therein, by means of a conference telephone or similar communications equipment by means of which all persons participating in such meeting can hear each other at the same time. Participation by such means shall constitute in person presence of the Director at the meeting.

Article X — Finances

Funds shall be kept in a secure location such as a commercial bank or credit union.

Article XI — Committees

Section A. Standing committees may be established by the Board as required to plan and execute activities of MCACS.

Section B. Special committees may be established by the President for a limited duration and purpose.

Section C. Neither the President nor the Board may delegate to committees the following powers: the power to amend the bylaws; the power to hire or fire chief executives; the power to amend articles of incorporation; the power to approve dissolution, merger, or transfer of assets of the corporation; and the power to take any action that requires approval of the Board by law. Committee minutes must reflect any action taken by the committee on behalf of the Board, must be shared with the Board, and must become part of the corporate record. The President may appoint persons to chair and serve on those committees, and may appoint persons who are not Directors of the Corporation to those committees. All such appointments must be approved by the Board either prior to the appointment or be ratified at the next Board meeting.

Article XII — Maintenance of License Grants

The Board may designate one or more MCACS members to apply for, maintain, and serve as trustee of licenses issued by the Federal Communications Commission that are deemed necessary to fulfill the MCACS mission.

Article XIII — Conflict of Interest

The board shall adopt a conflict of interest policy that covers members and volunteers having significant decision-making authority with respect to the resources of the

organization. The conflict of interest policy should identify the types of conduct or transactions that raise conflict of interest concerns, set forth procedures for disclosure of actual or potential conflicts, and should provide for review of individual transactions by the uninvolved Directors. Approval by the disinterested Directors shall be by vote of a majority of Directors in attendance at a meeting at which a quorum is present. An interested party shall not be counted for purposes of determining whether a quorum is present, nor for purposes of determining what constitutes a majority vote of Directors in attendance. The policy should also require that the minutes of the meeting shall reflect that the conflict disclosure was made, the vote taken and, where applicable, the abstention from voting and participation by the interested party.

Article XIV — Indemnification

The Corporation shall indemnify its directors and officers to the fullest extent permitted by Maryland and federal law including the payment of related legal expenses.

Article XV — Exoneration

To the fullest extent permitted by Maryland or federal law, no director or officer of this Corporation shall be personally liable to the Corporation or its members for money damages. Board members shall not be automatically exonerated in the case of intentional misconduct. No amendment of the Articles of Incorporation or repeal of any of its provisions shall limit or eliminate the benefits provided to directors and officers under this provision with respect to any act or omission which occurred prior to such amendment or repeal.

Article XVI — Insurance

The Board shall evaluate the organization's needs for insurance coverage as appropriate for its activities including but not limited to general liability insurance, and directors and officers liability insurance.

Article XVII — Compensation

The Directors of MCACS shall serve without compensation. Directors may be reimbursed for expenses reasonably incurred on behalf of the corporation. Nothing in this paragraph is intended to preclude a Director from receiving compensation for his/her service to MCACS in some other capacity, provided the transaction is consistent with the organization's conflict of interest policy.

Article XVIII — Corporate Records

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Directors, and all committees, and shall keep at the principal office of the Corporation a record of the names and addresses of the Directors as well as its articles of incorporation, current bylaws, and board approved policies. The corporation shall make available to the public its application to the IRS for tax exempt status, its IRS determination letter, and its most recently filed IRS form 990. All books and records of the Corporation may be inspected by any Director within three (3) business days of written request.

Article XIX — Signature Authority

All checks, notes, acceptances, and orders for payment of money shall be signed by any individual(s) authorized by the Board as described in the organization's financial policies. All contracts, leases and deeds of any kind shall be signed by the President, Vice President or any other agent of the Corporation designated by the Board.

Article XX — Fiscal Year

The fiscal year of the Corporation shall be from January 1st to December 31st.

Article XXI — Action Without Meeting

Any action which may be properly taken by the Board assembled in a meeting may also be taken without a meeting, if unanimous consent in writing setting forth the action taken is signed by all of the Directors entitled to vote with respect to the action. Such consent shall have the same force and effect as a vote of the Directors assembled and shall be filed with the minutes.

Article XXII — Parliamentary Authority

Robert's Rules of Order shall govern all procedural matters not governed by these Bylaws.

Article XXIII — Amendments

Section A. Amendments to this Charter may be proposed by a two-thirds majority of the Board or by written petition signed by the greater of twenty percent or seven MCACS members eligible to vote and delivered to the Secretary. Proposed amendments must be delivered to the Secretary not less than 60 days before the meeting at which the

amendment is to be considered. The proposed amendment, initiating petition (if any), position statements provided by any member, the Board's official position on the proposed amendment, and a copy of this Article, shall be distributed by the Secretary to each MCACS member at least 30 days prior to the meeting at which the amendment will be considered. The amendment shall pass upon an affirmative vote of at least two-thirds of the members present who are eligible to vote.

Section B. Amendments to the Bylaws require an affirmative vote of two-thirds majority of the Board, by ballot, subject to ratification by two-thirds of the members eligible to vote who are present at a regular or special meeting called to consider the amendment. The proposed amendment, position statements provided by any member, the Board's official position on the proposed amendment, and a copy of this Article, shall be distributed by the Secretary to each MCACS member at least thirty days prior to the regular or special meeting at which the amendment will be considered.

Article XXIV — Non-Discrimination

The Corporation shall not discriminate against any person on the basis of age, sex, race, color, national origin, ethnicity, sexual orientation, gender identity, disability, or political or religious opinion or affiliation in any of its policies, procedures or practices.

Article XXV — Dissolution

Dissolution of MCACS shall require the affirmative vote of no less than 80 per cent of the members eligible to vote, following voting procedures as specified in the Bylaws. Upon dissolution and following the payment of all debts, the Board shall dispose of all of the net assets of the Corporation exclusively to such organization(s) which are organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization under section 501(c)(3) of the Internal Revenue Code. Any remaining assets not disposed of by the Board shall be disposed of by the Court in the jurisdiction in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations.