

CARROLL MANOR/POINT OF ROCKS RECREATION COUNCIL

CONSTITUTION AND GOVERNING AUTHORITY

NAME AND PURPOSE

This association shall be known as Carroll Manor/Point of Rocks Recreation Council which may trade as Carroll Manor Recreation Council ("CMRC"). CMRC shall be and hereby is affiliated with the Frederick County Division of Parks and Recreation in accordance with the laws and agreements governing public recreation in Frederick County and the State of Maryland and is subject to those laws and agreements, in-so-far as they affect and prescribe the functions of the local organization. The principal operations for CMRC will include, but not be limited to, the present Valley and Carroll Manor Elementary School Districts of Frederick County, Maryland. CMRC will observe courtesy boundaries to the Southwest County Recreation Council at Lander Road and Ballenger Creek Recreation Council at Manor Woods Road. CMRC is recognized by the Frederick County Board of County Commissioners as a voluntary arm of the Frederick County Division of Parks and Recreation and will operate in accordance with Division Policy.

The purpose for which CMRC has been organized is to develop a well-rounded sports and recreation program for the people of the community; to effect proper coordination of all agencies and organizations in the community interested in sports and recreation; to help finance, publicize, and evaluate year-round programs of sports and recreation for all age groups; to exercise all the powers conferred upon the CMRC by the Frederick County Government or any agency thereof. No part of the net earnings of CMRC shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of CMRC shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of hereof, CMRC shall not carry on any activity which is not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

CMRC consists of dues paying adult members and shall be administered by a President, Vice President, Secretary, Treasurer, Sports Commissioners, and Three (3) At-Large Members (the "Executive Board or "Board"). All shall serve a term of one (1) year, unless removed or resigned, commencing on or about July 1 of each year. No person shall serve more than four (4) consecutive years in any one position, unless there are no nominations received at the time of the annual meeting for which a position is currently vacant. No person shall hold more than one office at any time with the exception of the office of Secretary and Treasurer.

MEMBERSHIP AND DUES

Any adult; regardless of sex, race, religion, nationality, gender, political persuasion or any other protected characteristic may become a member of CMRC if they reside within Frederick County and support the objective, rules and regulations of the organization; provided however such individuals shall be deemed non-voting members. Any parent, or guardian, having a child or children, who have registered in a minimum of one seasonal CMRC Athletic Program in the prior year or an individual who was registered in a minimum of one CMRC Recreation Program in the prior year are considered voting members. Membership runs from July 1 to June 30 each year.

Any voting member who has not paid his/her obligations relating to registration of his/her child(ren) in full may have his/her membership automatically terminated, and shall be requested to remove his/her child from the activity in which he/she is participating. In the event a member is terminated for non-payment, or has otherwise withdrawn their membership while in good standing, said member may be reinstated only upon the payment of such money or conditions as may be imposed by the Executive Board. Registration fees for a member may be waived at the discretion of a Sports Commissioner. and notification to the President, if the payment of same would work an undue hardship upon the member.

EXECUTIVE BOARD

The officers comprising the Executive Board shall be elected by the members at the annual meeting. The Board shall consist of four (4) elected officers (President, Vice President, Secretary, and Treasurer), the Sports Commissioners, and Three (3) members at-large who shall be assigned such duties as the Board may determine. Except as otherwise provided for herein, any matter coming before a vote of the Executive Board shall be approved by a simple majority.

POWER AND DUTIES OF THE EXECUTIVE BOARD

1. It shall be the duty of the Board to administer and supervise the activities of CMRC in accordance with this Constitution and Governing Authority.
2. The Board may review each Sports Commissioner's budget and may vote to modify such budget if such modification is determined to be in the best interests of CMRC.
3. Any officer or other member of the Board may be removed with or without cause at any time by affirmative vote of 2/3 of the Board.
4. The Board shall approve all programs and activities of the CMRC.
5. In the event of a vacancy occurring among the Board, such vacancy shall be filled by the Board; and the newly appointed member of the Board shall hold office until next election.
6. All coaches, and their assistants, shall be appointed by the Sports Commissioner.
7. The Board shall meet at least once a month, and the President shall select the place and date of all board meetings and provide all members of the Board with fifteen (15) days notice thereof.

8. The President shall preside over all board meetings. However, in his/her absence the Vice President shall preside over said meeting.
9. The Board shall make recommendations to CMRC of policies and procedures and shall have the power to make such investigations as may deem necessary.
10. The Board shall have the power to appoint members to committees to handle certain CMRC business such as fundraisers, etc.
11. The Board shall supervise the solicitation of all funds, including but not limited to, registration fees, by CMRC.
12. Any capital expenditure over Five Hundred Dollars (\$500.00) shall be approved in advance by the Board.
13. The Board shall handle all matters pertaining to the officiating of all activities, acquiring insurance for CMRC, the making of contracts on behalf of CMRC, publicity, public relations.
14. The individual Sports Commissioners shall have the power to expel, suspend, censure, or admonish any member of CMRC, upon any charge affecting the members' honor, conduct, or violation of the Constitution and Governing Authority (provided the charge is made in writing and signed by the person making said charge) and after hearing thereon. Any written charge or charges against any member shall be provided to the Commissioner, who shall, within two (2) days, review the matter for consideration. After due consideration of the evidence at hand, the Commissioner shall, within a reasonable time, arrive at a decision and notify all persons concerned, including CMRC President, in writing of the Commissioner's decision. In the event that the judgment of the Commissioner is adverse to the accused, the accused shall have the right to appeal the decision to CMRC Executive Board. If the accused has been expelled or suspended by the Commissioner, and the accused is a coach, assistant coach, then the accused shall be relieved of his/her position pending the outcome of his/her appeal. Likewise, if the accused is a parent, said parent shall abide by the Commissioner's decision pending the outcome of his/her appeal. Any member that fails to abide by the decision of the Board may result in his/her child being removed from the activity associated with CMRC.
15. A majority of the Board shall constitute a quorum necessary to conduct the business of CMRC. Any vote coming before the Board shall be decided by a majority of those present at the meeting at which a quorum is present.
16. The Board shall furnish a copy of the Constitution and Governing Authority, to all members of CMRC upon request. The Constitution and Governing Authority shall also be posted on CMRC's website, if available.
17. The Board shall establish rules and codes of conduct for all members, Commissioners and coaches which shall be provided to them at the start of the fiscal year.

18. The Board shall handle, or cause to be handled, any other matters not covered elsewhere in the Constitution and Governing Authority.

19. From time to time, CMRC will develop new sports programs on a trial or interim basis. During the trial or interim basis, an Interim Commissioner will be appointed by the Board. An Interim Commissioner shall not be considered a member of the Board. However and after 2 continual years of operation or existence, the interim or trial period will be lifted and the sport will be considered permanent. At that time, the Interim Commissioner will be subject to the above election procedures and be a member of the Executive Board. Notwithstanding anything herein to the contrary, upon the unanimous decision of the Board, the two-year requirement may be waived.

20. A background check, which may include a consumer as well as investigative report, will be conducted in accordance with Frederick County Recreation Council procedures to determine eligibility for acting as a member of the Executive Board.

DUTIES AND RESPONSIBILITIES OF THE OFFICERS

President:	Conduct all meetings of the members, have general supervision of the affairs of CMRC, subject however to Board duties set forth above, to preserve the order, and enforce the Constitution and Governing Authority of CMRC. He/she shall sign or counter-sign all certificates, contracts, and other instruments of CMRC as directed by the Executive Board and approved by the County. He/she shall perform all other duties as are incident to his/her office, or are required of him/her by the Board to include appointing chairpersons for all committees, and voting in the event of a tie.
Vice President:	Assist the President and assume the President's duties in his or her absence. If a vacancy in the Presidency occurs during the normal term of office, the Vice President shall assume the duties of that position until the vacancy is filled by Executive Board appointment.
Treasurer:	The Treasurer shall keep regular books of all CMRC monies and also be charged with the responsibility of maintaining a bank account in the name of CMRC. The Treasurer shall disburse CMRC funds in payment of the just demands against CMRC, or as may be ordered by the Executive Board, taking proper vouchers for such disbursements. The Treasurer shall sign all checks issued by CMRC, and see that such

checks can be are signed by the President. The Treasurer will submit monthly and year-end financial records to the Division of Parks and Recreation. Additionally, he/she shall use these financial statements to prepare all applicable federal and state income tax or information returns as required.

Secretary:

The Secretary shall issue notice of all meetings. He/she is responsible for taking all meeting minutes and maintaining a permanent record of them. The Secretary shall issue a copy of meeting minutes to the Division of Parks and Recreation for each Board meeting. The Secretary shall be responsible for all CMRC correspondence, and other duties as required by the Board.

Sports Commissioners:

Recommend coaches and assemble coaching staffs; make sure background checks on coaches and parent volunteers have been completed; Provide support, guidance and development opportunities for coaches; To keep communication open between parents, coaches, and Board members; To maintain and manage equipment inventory and coach's supplies, and coordinate equipment distribution; Coordinate officiating; Maintain and be responsible for his/her budget; Serve as a contact person for vendors and suppliers for equipment reconditioning, equipment purchasing and uniforms; and To reconcile disputes within each Commissioners respective sport. Each Commissioner has the power to resolve any issue confronted him/her, providing that the Commissioner is not involved in the dispute. Appeals may be made to the Executive Board.

There will be at least one (1) Commissioner, or other representative, at meetings sponsored by the leagues in which CMRC is affiliated. The Commissioner shall represent the interests of the CMRC in these meetings and shall report to the Executive Board on their proceedings. Additional Commissioner duties may be

specified at the direction of the Executive Board.

At-Large Member:

Duties of At-Large Members shall be determined by the Board

MEMBERSHIP MEETINGS

The annual meeting of CMRC shall be held at a time and place to be fixed by the Executive Board; however, in no case shall the annual meeting be held later than March 31. Notice of such meetings shall be (i) e-mailed by the Secretary to those members who have provided an e-mail address; (ii) posted on the website; and (iii) distributed via flyers at sporting events or posted on the concession stand. Voting Members who are current and in good standing shall have one (1) vote.

A quorum shall consist of the members of CMRC present at a duly called meeting of CMRC with at least four executive board members present.

The purpose of the annual meeting shall be to receive reports of officers and committees; to hold elections for members of the Executive Board, including officers; and to act on any other matters which may properly come before CMRC. The meetings shall be governed in accordance with Robert's Rules of Order.

Special meetings of CMRC may be held at the call of the President or by at least four (4) members of the Executive Board. The secretary shall notify all members of the meeting at least ten (10) days prior to the date of the meeting; and said notification shall contain the reason for the meeting.

Members wishing to be present at a meeting, by proxy, may, in writing and duly executed in front of a witness, designate an attending member to vote in their place; and said written authorization shall be hand delivered by the attending member to the President or the Vice President. Any member who authorizes another to vote in his place shall be bound by said vote, and no appeal will be entertained by CMRC short of there being a showing of fraud in the obtaining of the proxy by the attending member. All members are entitled to the floor at the annual meeting of CMRC or other deliberative assemblies of CMRC.

NOMINATING AND ELECTIONS

Members will nominate persons on or before five (5) days before the scheduled annual meeting to serve as the President, Vice President, Treasurer, Secretary, the Sports Commissioners, and Three (3) members-at-large, all of which shall serve on the Executive Board. Any member of CMRC may at any annual meeting, nominate a member; provided, however, such nominated member shall be at the meeting to accept such nomination prior to being put on the ballot. All elections shall be by written ballot at the annual meeting and the majority of all votes cast shall be necessary to elect any candidate. The Secretary will tally the votes and report the results to the Members.

AMENDMENTS

The Constitution and Governing Authority may be amended by a two-thirds (2/3) vote of the members of CMRC who are present, in person or by proxy in writing, at any annual or special meeting called for said purpose. The notification proceedings for special meetings will be utilized. All amendments must be presented to the Division of Parks and Recreation prior to presentation to the members.

IMMUNITY AND INDEMNIFICATION

No person who serves without compensation, other than reimbursement for actual expenses, as a member of the Executive Board shall be liable for any civil damages as a result of any acts or omissions relating solely to the performance of his/her duties as a member of the Executive Board; provided, however, that the immunity conferred by this section shall not apply to any acts or omissions intentionally designed to harm or to any grossly negligent acts or omissions which result in harm to another person. Nothing in this section shall be construed as affecting or modifying any existing legal basis for determining the liability, or any defense thereto, of any person not covered by the immunity conferred by this section. Nothing in this section shall be construed as affecting or modifying the liability of any person subject to this section for any cause of action arising out of such person's operation of an automobile.

CMRC shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, or employee of CMRC against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of CMRC; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

FISCAL YEAR

The fiscal year CMRC will begin on July 1st.

DISSOLUTION

By a two-thirds (2/3) vote of the Executive Board, CMRC shall be dissolved. Upon such dissolution, the assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or shall be distributed to the Federal, State or Local government for a public purpose. Any such assets not so disposed of shall be disposed of by the Courts situated in Frederick County, Maryland. Notwithstanding, so long as a mortgage on CMRC's property is held or insured by the Secretary of Housing and Urban Development have the power to convey its property to the Secretary of Housing and Urban Development of his nominee, for exclusively public purposes.