

TOWSON RECREATION COUNCIL, INC.

BY-LAWS

Adopted: December 15, 1964

Amended:

Unknown amendments,

May 31, 2016,

_____, 2025

ARTICLE I. NAME, ORGANIZATION AND GEOGRAPHICAL BOUNDARIES

A. Towson Recreation Council, Inc. ("TRC"), is a tax-exempt organization determined by the Internal Revenue Service in November 1988 according to Section 501(c)(3) of the Internal Revenue Code.

B. The geographic boundaries under TRC's jurisdiction will be:

Southern Boundary – Baltimore City Line

Western Boundary – Falls Road

Northern Boundary – Burke Avenue

Eastern Boundary – Loch Raven Boulevard

C. TRC's principal office is located in Baltimore County, State of Maryland. The Executive Board of Directors may change the principal office from one location to another within the same county by noting the changed address and effective date below, and such change of address shall not be deemed, nor require, an amendment of these bylaws:

New Address: _____

Dated: _____

New Address: _____

Dated: _____

ARTICLE II. THE MISSION OF TRC

To provide and promote affordable recreational activities in accordance with the laws and agreements governing public recreation in Baltimore County and the State of Maryland.

ARTICLE III. TRC GENERAL MEMBERSHIP

Members of TRC must be at least eighteen (18) years of age and will consist of the members of the Executive Board of Directors and the Program Commissioners ("General Membership").

ARTICLE IV. EXECUTIVE BOARD OF DIRECTORS

A. **FUNCTION:** The Executive Board of Directors shall have full power and authority to conduct the affairs and develop policies and procedures that provide for the good of TRC. Copies of all policies and procedures established by TRC shall be made available for public review on the official webpage of TRC.

B. **NUMBER OF DIRECTORS:** The Executive Board of Directors shall consist of the officers of the organization: President, Vice President, Treasurer and Secretary, and no less than three and no more than ten at-large members. The Executive Board of Directors strives to have a minimum of two at-large members with Program Commissioner experience, current or past.

C. **REMOVAL FROM OFFICE:** Directors who are absent for more than two meetings of the Executive Board of Directors within a twelve (12) month period, without just cause, may be asked to resign. The Board may remove any director at their sole discretion, with or without cause, by a majority vote.

D. **DISCIPLINARY ACTION:** The Executive Board of Directors is empowered to take disciplinary action against any program for their failure to comply with any policy, procedure, requirement, and/or decision of the Board, TRC or the Baltimore County Department of Recreation & Parks. Such action may include, but is not limited to, the imposition of a monetary penalty, suspension of the program, and/or revocation of the program's authority to operate.

E. **VACANCIES:** The Executive Board of Directors will have the power to fill a vacancy on the Board by a majority vote.

F. **RESCISSION:** Any action by the Executive Board of Directors may be rescinded at the next TRC General Meeting by a two-thirds vote of the general membership.

ARTICLE V. EXECUTIVE BOARD OF DIRECTORS OFFICERS: DUTIES AND RESPONSIBILITIES

A. **PRESIDENT:** It shall be the duty of the President to preside at all meetings of TRC and of the Executive Board of Directors; appoint committees as necessary; ensure compliance with all applicable rules, regulations, policies, and procedures of the Baltimore County Department of Recreation & Parks; and, perform the duties that are necessary in the normal conduct of the business of the organization.

B. VICE-PRESIDENT: The Vice-President shall perform the duties and function of the President at their request or during their absence, and when so acting, shall have the powers and authority of the President; and, have such other powers and duties as determined by the President.

C. SECRETARY: It shall be the duty of the Secretary to keep minutes of the Executive Board of Directors and General meetings; to record the attendance at all meetings and include the attendance as part of the minutes; serve as custodian of the official records of the organization; ensure the timely distribution of all notices affecting the organization and, have such powers and duties as determined by the President. Should the Secretary be absent, the presiding officer will appoint another member to assume the responsibilities of the Secretary.

D. TREASURER: The Treasurer shall have charge of, and be responsible for, all monies, funds, receipts, and disbursements of the organization; ensure deposit of all monies received in the appropriate financial institution; ensure compliance with the financial procedures of TRC; provide a timely accounting of the financial condition of the organization; perform the normal duties associated with the position of treasurer; supervise the activities of TRC Accountant; ensure compliance with all applicable tax regulations, and, perform additional duties as determined by the President.

ARTICLE VI. ELECTIONS

A. TERM OF OFFICE: The President shall be elected for a two-year term and all other Executive Board Members will be elected to one-year terms. All Executive Board Members can serve multiple, consecutive terms, or until their successors have been duly elected and installed.

B. NOMINATING PROCESS: The TRC Secretary will solicit an open call for nominations a minimum of thirty days before the November meeting via email. Nominations may be made from the floor of the General Meeting during elections. Self-nominations are valid and accepted.

C. ELECTIONS: Elections shall be held at the November general meeting by the General Membership in attendance or their proxies, written in text or email, in attendance and those elected will commence their term of office on January 1 of the following year.

ARTICLE VII. MEETINGS

A. GENERAL MEETINGS: General meetings of TRC shall be held in-person two times per year at minimum. A quorum for a General Meeting shall consist of the General Membership attending.

1. Voting privileges are extended to any TRC Member in good standing.
2. Any program which is not represented at a minimum of 100% of General Meetings during the fiscal year may be suspended from activity by a majority vote of the Executive Board of Directors.
3. The following actions will require a majority vote of the General Membership:
 - a. Election and removal of directors;

- b. Amendment of articles and bylaws;
- c. Approval of merger or consolidation with another corporation;
- d. Election to wind up or dissolve the corporation,
- e. Sale of corporate assets;
- f. Approval of a transaction involving an interested director or officer

B. EXECUTIVE BOARD OF DIRECTOR MEETINGS: Regular Executive Board of Directors meetings shall be held at least every two months as determined by the Executive Board of Directors. A quorum is four members.

1. Any official action of the Executive Board of Directors shall require a quorum. Any member unable to attend a meeting of the Executive Board of Directors may assign his/her proxy in writing, email or text, to another member. Any proxy so assigned may be used to constitute a quorum. Vacancies on the Executive Board of Directors will not be counted in establishing a quorum.

C. SPECIAL MEETINGS: Special Meetings of the General Membership or Executive Board of Directors may be called at any time at the discretion of the TRC Executive Board President.

D. NOTIFICATIONS: The TRC Executive Board Secretary will be responsible for notifying members of any meetings and determining the form and manner of the notice.

ARTICLE VIII. COMMITTEES

The TRC Executive Board President may appoint additional committees as needed, determine the scope of their duties and responsibilities, and set a time frame for interim and/or final reports.

ARTICLE IX. PROGRAMS

A. All TRC Programs must support and strengthen the Mission of TRC, as stated in TRC's Bylaws.

B. Proposals for new programs must be submitted to the Executive Board Vice President in the form and manner prescribed on TRC's website. Persons proposing a new program must present their request in person to the Executive Board at a regularly scheduled Executive Board meeting. Approval requires a majority vote of the Executive Board.

C. All programs must have a volunteer Program Commissioner, volunteer board and bylaws in place to provide a framework for governing the program and to allow the program to exist and thrive for years to come.

D. Program Commissioners will abide by the TRC Program Commissioner Handbook as found on the TRC website.

E. Each Program Commissioner or their representative must provide a status report at each General Membership meeting, to include topics such as registration information, accomplishments, staffing, needs, facilities, problems, concerns, etc.

F. Every adult volunteer and staff of every TRC program, whether volunteer or paid, must successfully pass Baltimore County Recreation & Parks mandated background checks. In no scenario may any adult represent TRC, volunteer for TRC, work for TRC or act on behalf of TRC in any capacity if the background check for the individual is not current and successfully screened with Baltimore County Recreation & Parks.

G. Program Commissioners, board members, coaches and all other volunteers, contractors and individuals associated with TRC shall treat the email addresses and other personal data of TRC participants as confidential to TRC and shall not share this data outside of TRC without the express written consent of the TRC Executive Board.

H. Program staff, either paid or volunteer, serve at the pleasure of the Program Commissioner and the Executive Board and may be removed, with or without cause, at the sole discretion of the Program Chair or Executive Board. Removal of program volunteers and staff or the Program Commissioner by the Executive Board requires a majority vote of the Executive Board.

I. The Executive Board may suspend any program or activity for non-compliance with any current law, legal requirement, policy, procedure, rule and/or regulation of TRC, Baltimore County Recreation and Parks, and/or Baltimore County Public Schools by a majority vote of the Executive Board. The suspension may be lifted once the program/activity returns to full compliance upon Executive Board approval. The Executive Board may revoke the authorization of any program/activity for said non-compliance by a majority vote of the Executive Board.

ARTICLE X. FINANCES

A. GENERAL FINANCIAL POLICY:

1. All members of TRC shall follow the "Financial Procedures" as approved by the Executive Board of Directors.
2. The fiscal year for this organization shall begin on January 1 and end of December 31st.
3. All bank or investment accounts shall be placed under the supervision of TRC Treasurer. Either the TRC President or TRC Treasurer is authorized to open an account on behalf of TRC or individual Programs and the TRC President or TRC Treasurer is authorized to make changes to any existing account; no other person is authorized. Any account of TRC must have at a minimum two (2) signatories, the President and the Treasurer, Vice President or Secretary.
4. The Treasurer's Report shall include the balance in all accounts.

5. The Treasurer will oversee a review of the financial records of TRC according to the protocols established by the Internal Revenue Service, the State of Maryland, the Executive Board of Directors and/or the Baltimore County Department of Recreation and Parks.
6. No part of the assets of this TRC shall be used for the benefit of, or be distributable to its members, directors, officers, or other private person, except in reasonable compensation for services rendered or reimbursement for legitimate expenses in furtherance of its stated objectives.
7. Should this council be dissolved, its assets must be distributed to either another recreation council, or another organization exempt under Section 501(c)(3) of the Internal Revenue Code.

B. GENERAL FUND:

1. The purpose of the General Fund is to finance new and existing Programs when needed, promote Special Events, and provide funding for the operation of TRC.
2. Each Program shall contribute to the General Fund by means of an annual assessment, the amount to be determined by the Executive Board of Directors.
3. The Treasurer shall transfer assessments for the General Fund from Program Fund Accounts in August. Assessments will be based upon the activity's prior year's registration.

C. PROGRAM FUNDS:

1. All funds derived from individual Programs, including cash, shall be deposited into the common treasury. A program fund balance will be maintained by the TRC Accountant or TRC Treasurer.

ARTICLE XI. GRIEVANCES

The Executive Board of Directors is committed to the amicable resolution of any grievance, complaint, or dispute that may arise. The Executive Board of Directors shall maintain procedures to address any grievance that may arise which will be posted on TRC's website.

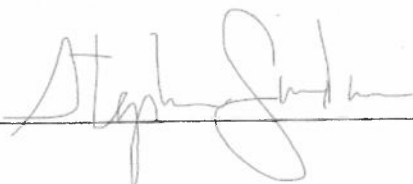
ARTICLE XII. AMENDMENTS

A. BY-LAWS COMMITTEE: The President shall appoint a By-Laws Committee consisting of at least two (2) members of TRC upon a motion to amend the By-Laws at a TRC General Meeting or Executive Board of Directors meeting. The Committee shall draft the appropriate changes and submit their recommendation to the Executive Board of Directors in advance for a vote.

B. ADOPTION: The President shall submit the amendments to the membership for a vote at the next scheduled TRC meeting along with the recommendation of the Executive Board of Directors. Adoption will require a majority vote of the General Membership in attendance.

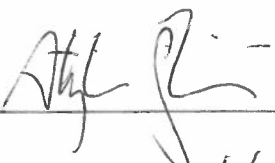
We, the undersigned, are current executive directors of TRC, and we consent to, and hereby do, adopt the foregoing bylaws consisting of this document, as the bylaws of this corporation.


Adopted by the TRC Executive Board of Directors on September 25th, 2025


Signed:  TRC Executive President

Signed:  TRC Executive Treasurer

Adopted by TRC membership on _____

Signed:  TRC Executive President

Signed:  TRC Executive Secretary

Signed:  General Member as witness