

**BYLAWS  
OF  
C&O CANAL TRUST, INC.**

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## **ARTICLE I. INCORPORATION**

SECTION 1. Name. The name of the organization shall be known as the C & O Canal Trust, Inc. (the Corporation).

SECTION 2. Principal Place of Business. The principal place of business of the Corporation shall be located at 1850 Dual Highway, Suite 100, Hagerstown, MD 21740.

SECTION 3. Articles of Incorporation. The Articles of Incorporation of the Corporation were approved by the Maryland State Department of Assessments and Taxation on February 1, 2007. A copy of the Articles of Incorporation, as approved by the Board of Directors of the Corporation, has been inserted in the Corporate Minute Book.

SECTION 4. Resident Agent. The resident agent of the Corporation in the State of Maryland is the President, whose address is 1850 Dual Highway, Suite 100, Hagerstown, MD 21740.

## **ARTICLE II. DIRECTORS.**

SECTION 1. General Powers. The property, business, and affairs of the C & O Canal Trust, Inc. (the Corporation) shall be managed by its Board of Directors (the "Board") in accordance with these Bylaws and the purposes of the Corporation. The Board of Directors shall include a Chair, a Vice-Chair, a Secretary, and a Treasurer.

SECTION 2. Number of Directors. The number of authorized Directors shall be twenty-one (21) and may be increased or decreased from time to time by vote of the members of the Board, but in no case shall the number of Directors be less than one (1).

SECTION 3. Business of the Board. The Board of Directors conducts the Board's business, is governed by the bylaws, and conducts committee meetings. The business of the Board shall be conducted in accordance with the Guidelines for Board Service (the "Guidelines") which are incorporated herein by reference.

SECTION 4. Term of Office. The term of office for a Director shall be no more than two (2) years. Directors may serve up to three (3) consecutive terms. A director may return to the board after the completion of three consecutive terms only after a one (1) year break in service. The Board shall be self-perpetuating. The term of office for all Directors begins with the October 1<sup>st</sup> closest to the date of their election to the board. All board terms expire on September 30.

SECTION 5. Vacancies. Vacancies shall be filled by majority vote of the remaining members of the Board of Directors for the unexpired term.

SECTION 6. Quorum. A majority of the Directors in office shall constitute a quorum for the transaction of any business, but when there are four (4) or more Directors, at least three (3) Directors in attendance shall be required for a quorum. If at any meeting of the Board there shall be less than a quorum present, a majority of those Directors present may adjourn the meeting, without further notice, until a quorum shall have been obtained.

SECTION 7. Meetings. The Board of Directors shall meet at least three (3) times each year at such times and places as the Board of Directors, acting by and through the Chair shall determine. Special meetings may be held upon the call of the Chair or upon written request of three (3) Directors. Meetings may be conducted either in person or on a conference call in which a quorum of Directors is able to be heard and can participate.

SECTION 8. Notice. Written notice stating the place, date and hour of any Director meeting shall be delivered, either personally, by email or by regular mail, or faxed with a follow up confirmatory phone call, at least seven (7) days prior to regular Board meetings and the annual Director meeting, and at least two (2) days prior to a special meeting. Meetings may be held at any time without notice if all the Directors are present, or if at any time before or after the meeting those not present waive notice of the meeting in writing.

SECTION 9. Compensation. No Director shall receive any compensation for service in such capacity, except that the Board may by resolution provide for the reimbursement of actual expenses incurred in the performance of the duties of Director.

SECTION 10. Resignation. Any member of the Board of Directors may resign by tendering a resignation in writing to the Secretary. Such resignation shall be effective upon receipt by the Secretary, who shall distribute the resignation to all members of the Board of Directors.

SECTION 11. Removal. Any Director may be removed from the Board of Directors by the affirmative vote of two-thirds (2/3) of the Directors then in office at any regular or special meeting called for that purpose, for conduct detrimental to the interests of the Corporation or for refusal to render reasonable assistance in carrying out its purposes. Any such director proposed to be removed shall be entitled to at least five (5) days notice in writing of the meeting at which such removal is to be voted on and shall be

entitled to appear and be heard at such meeting. Any Director so removed must immediately return equipment or property of the Corporation in their possession or under their control.

SECTION 12. The Board of Directors is authorized and directed to take all appropriate actions, including the expenditure of funds, which are necessary to facilitate the conduct of the Corporation's business.

### **ARTICLE III. MANNER OF ACTING.**

SECTION 1. Manner of Acting. A majority of the votes cast on a matter where a quorum is present shall be necessary for the adoption thereof unless a greater proportion is required by law or these Bylaws.

SECTION 2. Alternative Action. Any action required by law to be taken at a meeting, may be taken without a meeting if a consent in writing by mail, fax, or email, setting forth the action so taken, is agreed to by all of those entitled to vote with respect to the subject matter thereof. Consent must be unanimous.

SECTION 3. Meetings Held In Whole or Part Through the Use of Telecommunications. Any one or more Directors or non-Director members of a committee may participate in a meeting of the Board or committee by means of a conference telephone or other telecommunications device which allows all persons participating in the meeting to hear each other or to see in written form the words of the other members (as may be accomplished through the use of a computer conference) and such participation in a meeting shall be deemed presence in person at such meeting.

### **ARTICLE IV. OFFICERS.**

SECTION 1. Officers. The officers of the Corporation shall be: Chair, Vice-Chair, Secretary, Treasurer, and President (an appointed position), and such other subordinate officers as the Board of Directors may from time to time appoint or authorize the Chair to appoint. The President serves as an officer of the Corporation by virtue of holding this position.

SECTION 2. Election and Term. At the Director's Annual Meeting, the Directors shall elect from amongst themselves a Chair, Vice-Chair, Secretary, and Treasurer, and such other officers as the Board shall by resolution have authorized. Except for the President, each Officer shall serve for a term of two years, starting on October 1 and ending on September 30. The President's term shall extend for the entire time he or she is employed as President of the Corporation.

SECTION 3. Vacancies. The term of office of any Officer shall terminate upon the election and qualification of a successor or upon the effective date of his or her resignation submitted in writing or via email to the Secretary of the Board of Directors (in accordance with Article II.9); upon his or her death; or upon a vote of two-thirds (2/3) of the Directors then in office to remove him or her from office (in accordance with Article II.11). Any vacancy among such officers shall be filled by the Board of Directors.

SECTION 4. Chair. The Chair shall: direct and execute all decisions of the Board of Directors; chair the Annual Board Meeting; preside at meetings of the Board of Directors and the Executive Committee thereof; shall be an *ex officio* voting member of all committees; and shall have such other duties and powers as the Board of Directors may from time to time prescribe or authorize.

SECTION 5. Vice-Chair. The Vice Chair shall have such powers and perform such duties as the Board of Directors may from time to time prescribe or as the Chair may from time to time delegate, provided that the Vice Chair shall act as Chair in the Chair's absence.

SECTION 6. Secretary. The Secretary shall ensure the keeping of minutes of all meetings of the Board including all votes and resolutions adopted, and shall record all such documents and records in a book kept for that purpose. The Secretary shall ensure the issuance of notices of all meetings, shall see to the filing of all reports required by governmental authorities, and shall perform such other functions and duties as the Board may from time to time prescribe.

SECTION 7. Treasurer. The Treasurer shall receive staff reports and provide Board reports about all funds, securities and assets of the Corporation. The Treasurer shall seek to ensure the keeping of full and accurate account of the Corporation's receipts and disbursements, and ensure that all monies and other assets are deposited in the name of the Corporation in such depositories or through such fiscal agents as the Board may from time to time prescribe. The Treasurer shall seek to ensure the disbursement of the funds and assets of the Corporation as ordered by the Board of Directors, and shall provide a financial report at each regular meeting of the Board. The Board of Directors may appoint and empower such Assistant Treasurers as shall be required to carry out the purpose of this section. The Treasurer shall furnish the Board with an operating and financial report at each regular meeting thereof.

SECTION 8. President. The President is hired by the Board of Directors. The President shall direct and execute all decisions of the Board of Directors and handle all day-to-day matters for the operation of the Corporation. The President shall be an *ex officio* voting member of the Board of Directors and act as the

chief executive officer of the Corporation. The President's duties shall include, but not be limited to, the hiring and discharge of employees; the execution of contracts or other instruments on behalf of the Corporation as the Board may authorize; and the signing of checks, drafts or other orders for payment of money provided that the Board may, by resolution, provide that such checks, drafts or other orders for payment above such amount as may be specified in the resolution shall require the countersignature of one or more specified officers of the Corporation. The President may, on behalf of the Corporation and subject to approval by the Board Chair (or designee in the absence of the Chair), sign Task Agreements with the National Park Service (NPS) which (a) modify the terms of existing agreements; or (b) principally obligate the Corporation to administrative responsibilities. All other Task Agreements must be approved in accordance with existing policies.

SECTION 9. Other Officers. The duties and terms of office of any other officers or assistant officers appointed pursuant to Section 1 of this Article II shall be described by the Board of Directors or by the Chair if so authorized by the Board of Directors.

SECTION 10. Surety. The Board of Directors may require the Chair, Treasurer, or any other officer or assistant officer to furnish such surety as it may from time to time determine.

SECTION 11. Compensation of Officers. Officers may be paid such reasonable compensation as the Board of Directors may from time to time authorize and direct, except that no officer who is a member of the Board may receive any compensation for services rendered in his or her capacity as a Director.

SECTION 12. Authority to take Action. At least two of the Chair, Secretary, Treasurer, and President of the Corporation shall have the authority to execute all documents necessary to obtain tax exempt status for the Corporation under local, state, and Federal laws.

SECTION 13. Bank Accounts. The Chair or Treasurer, acting jointly with the President of the Corporation, shall have the authority to open such bank accounts as they deem necessary or appropriate to carry out the operations of the Corporation.

SECTION 14. Transacting Business Outside Maryland. For the purpose of authorizing the Corporation to do business in any state, territory, or dependency of the United States or any province of Canada or any foreign country in which it is necessary or expedient for the Corporation to transact business, the officers of the Corporation are authorized to appoint and substitute all necessary agents or attorneys for service of process, under the corporate seal, to make and file all necessary certificates, reports, powers of attorney and other instruments as may be required by the laws of such state, territory, dependency,

province or country to authorize the Corporation to transact business therein and withdraw therefrom, to revoke any appointment of agent or attorney for service of process, and to file such certificates, report revocations of appointment, surrenders of authority and/or other instruments as may be necessary to terminate the authority of the Corporation to do business in any such state, territory, dependency, province, or country.

SECTION 15. Expenditures by President. The President does not require Board approval for expenditures that are covered by the Board-approved budget or budget amendments. Approvals of un-budgeted expenditures shall be pursuant to Board Resolution governing delegated authority that shall be examined no less than every five (5) years.

SECTION 16. The Chair shall conduct an annual performance review of the President as well as provide Board-approved goals for the following year.

#### **ARTICLE V. ADDITIONAL BOARDS.**

SECTION 1. Additional Boards. In addition to the Board of Directors, the Corporation may include one or more additional Boards, established in accordance with the Guidelines. Such additional Boards shall have no decision making authority.

SECTION 2. General Rights and Powers. Non-Director members of any additional Boards of the Corporation shall not have voting rights. Except as may otherwise be provided by law, the Articles of Incorporation, or by these Bylaws, the number, qualifications, rights, privileges, dues, fees, responsibilities, and the provisions governing the withdrawal, suspension, and expulsion of members shall be determined by the Board of Directors. Any right of members of any additional Boards to title or interest in or to the Corporation, its properties and franchises, shall cease and divest upon termination of membership on such additional Boards, except that the liability of a member of such additional Board for sums due the Corporation shall survive such termination unless otherwise expressly provided by the Board of Directors.

#### **ARTICLE VI. COMMITTEES.**

SECTION 1. Committees of Directors. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of two or more Directors, which Committees, to the extent provided in said resolution, shall have and exercise the authority of the Board in the management of the Corporation, except that no such committee shall have the authority of the Board in reference to: amending, altering, or repealing the Articles of

Incorporation or Bylaws; electing, appointing or removing any member of any committee or any Director or officer of the Corporation; adopting a plan of merger, dissolution, consolidation, or approving the sale, exchange, mortgage, or distribution of all or substantially all of the property and assets of the Corporation; revoking proceedings for dissolution; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board or any individual Director of any responsibility imposed thereon by law.

SECTION 2. Executive Committee. The Executive Committee of the Board of Directors shall be composed of the following members of the Board of Directors: Chair, Vice-Chair, Secretary, Treasurer, and President, and such other Directors as determined by the Chair. The Executive Committee shall have such powers and shall perform such duties as the Board may delegate to it in writing from time to time, including the immediate oversight in management of the business affairs of the Corporation. The Executive Committee shall be organized and shall perform its functions as directed by the Board and shall report periodically to the Board. Any action duly taken by the Executive Committee within the course and scope of its authority shall be binding upon the Corporation. The Executive Committee may be abolished at any time by the vote of a majority of the whole Board of Directors, and during the course of the committee's existence, the membership thereof may be increased or decreased and the authority and duties of the Committee changed by the Board of Directors as it may deem appropriate.

SECTION 3. Other Committees. Other Committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be appointed in such manner as may be designated by resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee need not be Directors of the Corporation, and the Chair of the Corporation, in consultation with the committee chair, shall appoint the members thereof, and may remove any such member whenever in his or her judgment the best interest of the Corporation shall be served by such removal.

SECTION 4. Term of Office. Each member of a committee shall continue as such until a next annual meeting of the Board of Directors and until a successor is appointed, unless the committee shall be sooner terminated or such member is removed from such committee, or unless such member shall cease to qualify as a member thereof. A Board member who has been assigned to a committee may resign from that committee provided he/she remains a member of at least one active committee.



SECTION 5. Chair. One member of each committee shall be appointed Committee Chair by the Chair, acting in consultation with the President and Vice-Chair of the Corporation's Board of Directors, except as otherwise provided in these Bylaws. A Committee Chair must be a Director in good standing.

SECTION 6. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

SECTION 7. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of the majority of the committee members present at a meeting at which a quorum is present shall be the act of the committee.

SECTION 8. Cooperative Agreements and Tasks. All Cooperative Agreements and Tasks from the NPS shall be reviewed and approved by the Executive Committee.

SECTION 9. Time-sensitive Decisions. The Chair, at his or her discretion, may direct time-sensitive matters to the Executive Committee for decision rather than to the entire Board of Directors. The Chair, or the Chair's designee, shall promptly notify the Board of the matter and the outcome.

## **ARTICLE VII. MISCELLANEOUS PROVISIONS.**

SECTION 1. Dissolution. The Corporation may be dissolved and its assets and liabilities liquidated in such manner as the Board of Directors shall resolve provided that such dissolution and liquidation shall be in accordance with the Articles of Incorporation and such laws and regulations as may be applicable thereto.

SECTION 2. Fiscal Year. The fiscal year of the Corporation shall run from October 1 to September 30.

SECTION 3. Corporate Seal. The official seal shall contain the name of the Corporation and shall be in such form as the Board of Directors shall determine. The official seal may be used by printing or otherwise placing, affixing, or reproducing it upon any paper or document.

SECTION 4. Amendment. These Bylaws may be amended or repealed or new Bylaws adopted upon the affirmative vote of two-thirds (2/3) of the full Board of Directors at any annual, regular, or special meeting provided that a description, summary, or the actual text of such proposed change is included with a notice delivered at least five (5) days prior to the vote, unless notice is waived by unanimous agreement of the Board.

SECTION 5. Indemnification. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a Director, officer, employee, or agent of the Corporation, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement by him in connection with such action, suit or proceeding to the full extent permitted by the laws of Maryland. Any indemnification shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification is proper in the circumstances because the person met the applicable standard of conduct set forth in the Corporations and Associations Article of the Annotated Code of Maryland, as amended. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled by law or under any bylaw, agreement, or vote of members or disinterested Directors.

SECTION 6. Confidentiality. Confidential information about the organization - which includes organizational information about programs, activities, employees, and transactions that has not yet been made public - shall not be disclosed or used without authorization from the Chair or President. Failure to comply shall result in the removal of the Director.

SECTION 7. Conflict of Interest. The members of the Board of Directors, principal officers, and members of committees ("Organizational Leaders") with Board-delegated powers owe duties of care, loyalty, and obedience to the Organization. To identify and resolve conflicts of interest, any such Organizational Leaders shall disclose to the Board situations or areas in which they have – either directly or indirectly, through business, investment, or family – an actual or potential ownership, investment, or compensation interest. The unconflicted Organizational Leaders shall determine the extent to which the conflicted Leader may participate in any discussion, and whether that person may vote on the matter. Before entering into any such transaction or arrangement, the Organization shall determine that it is fair, reasonable, and in the best interests of the Organization. Each member of the Board of Directors shall be required to sign an annual Conflict of Interest statement.

SECTION 8. Waiver. The Board may waive any By-law or portion thereof if approved by a two-thirds vote of the entire Board. Any proposed waiver must be submitted to the Board in writing or by e-mail at least fourteen (14) days prior to a vote on such waiver.

The Bylaws were adopted and approved by a majority of the Board of Directors at a meeting held on: March 9, 2007 and were amended as set forth above in accordance with Article VII, Section 4 of the ByLaws at a meeting held on June 23, 2017:

Attested by: Michael C. Mitchell, Chair

Adopted on: June 23, 2017