

**BYLAWS OF THE
WICOMICO SHORES GOLF COURSE
ADVISORY BOARD
OF ST. MARY'S COUNTY**

Article I

NAME

The name of this organization as established by the Board of County Commissioners for St. Mary's County (hereinafter "Board of County Commissioners") shall be the Wicomico Shores Golf Course Advisory Board of St. Mary's County (hereinafter "Board").

Article II

PURPOSE OF THE BOARD

The purpose of the Board is to provide the Board of County Commissioners for St. Mary's County with advice and assistance concerning the Wicomico Shores Golf Course and issues, fees and policies relating to the Golf Course (hereinafter "the Public Activity").

Article III

FUNCTIONS OF THE BOARD

To accomplish its purpose, the Board shall meet regularly, consider and advise on the following related to the Public Activity:

1. Any duty or responsibility assigned to the Board by statute, public local law or ordinance;
2. Program operations;
3. Policies, procedures and potential areas of improvement;
4. Identification of needed improvements, safety issues, and capital projects regarding any physical facilities;
5. Adherence to current Federal, State and Local regulations and standards;
6. Use and implementation of quality control measures;
7. Operating expenses and revenues;
8. Public education; and
9. Identification of needs and the best interests of the citizens of St. Mary's County;

The Board shall report annually to the Board of County Commissioners.

Article IV

MEMBERSHIP

Section 1. Members.

Membership shall be in accordance with the legal authority governing the Board.

Section 2. Appointment.

All Board members shall be appointed by the Board of County Commissioners unless otherwise provided by the legal authority governing the Board.

Section 3. Tenure and Term of Office.

Terms of office shall be in accordance with the legal authority governing the Board.

Section 4. Voting.

Each voting member, including the Chairperson, shall be entitled to one vote on each matter submitted to a vote.

Section 5. Alternates.

The Board of County Commissioners may appoint one or more alternate members. If a member is absent, an alternate member may sit as a voting member and, once seated, shall be counted in determining a quorum.

Section 6. Attendance at meetings.

Members are expected to attend all meetings. If any appointed member fails to attend three (3) consecutive regular meetings, with or without reasonable cause, or is absent from 50% of the regularly scheduled meetings during any calendar year, the Chairperson shall notify the County Administrator of the absences, for appropriate action pursuant to paragraph 7 below.

Section 7. Removal of Board Members.

A member may be removed with or without cause by the Board of County Commissioners.

Section 8. Resignation.

Any member desiring to resign shall submit a resignation in writing to the County Administrator.

Section 9. Vacancies.

A vacancy, because of death, resignation, removal, disqualification or otherwise, shall be filled at the pleasure of the Board of County Commissioners.

Section 10. Compensation.

Members of the Board shall serve without compensation.

Section 11. Ethics Ordinance.

All members must adhere to the provisions of the St. Mary's County Public Ethics Ordinance.

**Article V
OFFICERS**

Section 1. Officers.

The Officers of the Board shall be a Chairperson, Vice-Chairperson and Secretary.

Section 2. Chairperson of the Board.

Except as otherwise provided by law or direction of the Board of County Commissioners, the Chairperson shall (1) preside at all meetings; (2) set the agenda for the meetings; (3) appoint all committees and subcommittees authorized by the members; (4) sign any document or instrument which the members have authorized to be executed; and (5) in general shall perform all duties as may be prescribed by the members from time to time.

Section 3. Vice-Chairperson.

In the absence of the Chairperson, the Vice-Chairperson shall perform all of the duties of the Chairperson and when so acting, shall have all the powers of, and be subject to, all the restrictions upon the Chairperson. The Vice-Chairperson shall perform such other duties as from time to time may be assigned by the Chairperson or, in the alternative, requested by a majority vote of the members.

Section 4. Secretary.

The Secretary shall cause to be made and maintained a record of proceedings, deposit copies of approved Board meetings minutes with the County Administrator and prepare correspondence and other materials as directed and authorized by the members.

Section 5. Election of Officers.

The members shall elect a Chairperson, Vice-Chairperson and Secretary from its membership every year, and it may also elect such other officers as may be necessary from its membership. Election of officers shall take place at an annual meeting to be held in the month of January.

Section 6. Term of Office.

The term of office shall be for a period of one year. Each officer shall hold office until his/her successor has been duly elected.

Section 7. Removal.

Any officer elected by the members may be removed from office by a vote of two-thirds of the members.

Section 8. Vacancies.

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by a majority vote of the members for the unexpired portion of the term.

Article VI

COMMITTEES

The members may, from time to time, establish subcommittees to study specific matters and report to the full forum.

Article VII

MEETINGS

Section 1. Regular Meetings.

Regular meetings of the members shall be held at least four (4) times in calendar year. A schedule of regular meetings for each calendar year shall be adopted prior to the commencement of the calendar year.

Section 2. Special Meetings.

Special meetings may be scheduled by a majority vote of the members or called by the Chairperson, and shall be called by the Chairperson upon the written request of any four (4) members of the Board.

Section 3. Notice.

Written or electronic notice of all meetings shall be provided to each member at least seven (7) calendar days prior to the date set for such meeting.

Section 4. Recessed Meetings.

Any regular or special meeting may be recessed upon a majority vote of the members and may be reconvened without additional notice provided that the date, time and place at which the meeting shall be reconvened is determined and announced in open session at the time of the recess.

Section 5. Open Meetings Act.

All meetings, including meetings of committees and subcommittees, shall be scheduled and conducted in accordance with the St. Mary's County Open Meetings Act. No executive session may take place except upon the advice of the Office of the County Attorney.

Section 6. Agenda.

The Chairperson shall ensure an agenda is prepared for each regular and special meeting and the agenda shall, in general, be as follows:

1. Call to Order
2. Roll call to determine the presence of a quorum
3. Presentation of minutes from the previous meeting
4. Presentation of Officers' and Committee Reports
5. Discussion of Old Business
6. Discussion of New Business
7. Adjournment

Section 7. Quorum and Voting.

Except as otherwise provided by law or direction of the Board of County Commissioners, a majority of the members established in accordance with the legal authority governing the Board shall constitute a quorum for the transaction of business at any meeting. All decisions shall be made by majority vote of the members present, including the Chairperson, at any meeting where a quorum is present and able to participate in the decision. In the absence of a quorum, all actions taken at the meeting shall be subject to ratification by the Board at the next meeting at which there is a quorum present.

Article VIII

PARLIAMENTARY AUTHORITY

The "Rules of Order for St. Mary County Boards and Commissions," as amended from time to time, shall govern meetings unless inconsistent with these bylaws and any special rules of order. If such rules are not in force and effect, and except as otherwise provided by law or direction of the Board of County Commissioners, the rules contained in the current edition of Robert's Rules of Order Newly Revised, including the provisions of §49 entitled "Procedure in Small Boards," shall govern; provided, however, that all motions must be stated and shall require a second. The Chairperson shall rule on all parliamentary matters. No proceeding or action shall be deemed invalid on the sole basis that the proceeding occurred or the action was taken without compliance with rules of order.

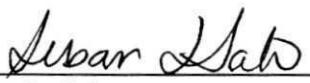
Article IX

AMENDMENTS

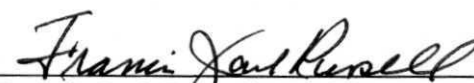
These Bylaws may be amended by the Board of County Commissioners.

ADOPTED by the Board of County Commissioners for St. Mary's County this 21 day of June, 2011, to be effective on 1 July, 2011.

ATTEST:

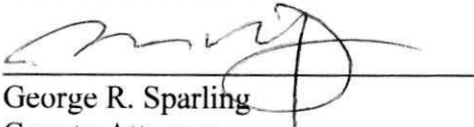


Susan L. Sabo
County Administrator

By: 

Francis Jack Russell, President

APPROVED AS TO FORM AND
LEGAL SUFFICIENCY:



George R. Sparling
County Attorney