

# THE C&O CANAL ASSOCIATION

## Leadership Directory

C&O Canal Association



Founded in 1954

*Updated by*  
Dward Moore  
**DRAFT**  
**2/6/2011**

*Minor Revisions*  
Susan VanHaften  
**6/5/2018**

## Preface

This document has been developed as an aid to recruiting and training individuals who wish to serve in leadership positions in the C & O Canal Association. Its purpose is to ensure that individuals who are recruited for or appointed or elected to committee chairs, the board of directors, or officer positions in the Association are aware of:

- their authority under the governing documents of the Association;
- the duties and responsibilities of their position; and
- the time and skill requirements for their position.

The Association's aim in making this directory available is to ensure that

- prospective leaders have not only the desire to serve, but also understand the time and skills requirements necessary to serve successfully; and
- all essential duties and responsibilities of the leadership positions are clearly identified, so that no essential task "falls through the cracks" during an individual's tenure or during the transition from one leader to another.

The C & O Canal Association hopes that this document will inspire members to seek leadership positions where their specific knowledge, skills, and abilities will enable them to help lead the Association in the achievement of its goals.

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## Introduction

The Chesapeake and Ohio Canal Association (C&OCA) is a citizen's association concerned with the conservation of the natural and historical environment of the C&O Canal and the Potomac River Basin through which the Canal extends. The Association traces its origins to the group that Supreme Court Justice William O. Douglas established in 1954 to save the Canal from development as a highway and to preserve it for the public and for future generations.

Justice Douglas and a band of companions challenged the opinion-shapers of the day to walk with them and come over to the view that the C&O Canal should be a national park, not a highway. They were among the few who realized that the scenic and historic canal along the Potomac was a national treasure worth preserving. The hike, a grueling eight-day trek from Cumberland to Washington, won the public's attention and approbation. Douglas and his hiking group decided to form the C&O Canal Association to carry forward an extended campaign for the canal park. The Association held annual "reunion" hikes for all comers to promote the park idea and called upon Congress to pass legislation establishing a C&O Canal National Historical Park. It took seventeen years of hiking and lobbying before the goal was achieved on January 8, 1971 with the signing of the bill by President Richard Nixon creating the Chesapeake and Ohio Canal National Historical Park.

The mission of C&OCA includes supporting the National Park Service in its efforts to protect and promote the 184-mile towpath and the open spaces within the C&O Canal National Historical Park.

Membership in C&OCA is open to all persons with an interest in the C&O Canal National Historical Park and the Potomac River Basin. Annual membership dues are \$15 individual, \$20 family, and \$25 patron, assessed on a calendar-year basis, and includes subscription to the newsletter, *Along the Towpath*. Dues should be mailed to the C&O Canal Association, PO Box 366, Glen Echo, MD 20812-0366.

The Association sponsors events to raise funds for such things as new canal boats and aqueduct repairs. Association members visit local organizations and politicians to educate them on the needs of the Canal and to encourage groups to work together to support and use the Canal. C&OCA also conducts VIP (Volunteers in the Park) working parties to help the National Park Service physically weed, paint, and repair natural as well as man made damage to the Canal and properties on it.

The Association sponsors many activities for the enjoyment of Canal users for educational purposes and to support the Canal. C&OCA offers many types of hikes along the Canal. There are frequent short hikes with expert guides to explain the history of the Canal and artifacts found along it, or point out natural phenomena such as plants, animals, and geological formations. Every five years, the

Association also arranges the 184-mile Douglas Memorial Hike; a two-week event with meals, camping (or motels), and transportation. Other activities include short and long bike hikes and canoe trips as well as interpretive visiting at some of the lockhouses.

Both members and non-members are invited to participate in these activities which are posted on the Association web site ([www.candocanal.org](http://www.candocanal.org)) and in the newsletter. Most of the events are free, but where necessary a small fee is charged and participants are asked to sign hold-harmless waivers.

The old canal company assigned level walkers to sections of the towpath. Their job, in part, was to make minor repairs and report the need for other repairs. Today, our Association divides the Canal into 69 levels, each two to four miles in length. Our level walkers volunteer to walk their levels one or more times a year. Level walkers pick up trash, observe flora, fauna, park visitors, and parked vehicles. They report on the condition of historic structures and hazards such as downed trees and towpath pot holes. Level walkers put data they collect and their volunteer hours on a standard form. This information is shared with the Park to alert them to any dangerous situations and necessary maintenance along the Canal towpath.

C&OCA is a non-profit organization as defined by section 501(c)(3) of the Internal Revenue Code and all contributions are tax deductible to the fullest extent of the law. A copy of our current financial statement is available upon request by writing to C&OCA at the address above or calling 301-983-0825. Documents and information submitted to the State of Maryland under the Maryland Charitable Solicitations Act are available from the Office of the Secretary of State for the cost of copying and postage.

C&OCA maintains a web site at [www.candocanal.org](http://www.candocanal.org). The webmaster's e-mail address is [webmaster@candocanal.org](mailto:webmaster@candocanal.org). C&OCA also maintains a telephone number for information and inquiries: 301-983-0825.

# Organization

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## Officers

The following officers are elected for a one-year term by the membership of the Association at the Annual Meeting.

- President
- First Vice President
- Second Vice President
- Secretary
- Treasurer
- Information Officer

The officers function under the authority outlined in Article II and IV of the bylaws. They are all subject to the term limitations identified below.

Officers are expected to attend and participate in all meetings of the Board of Directors and the annual general membership meeting.

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## Board Of Directors

The Board of Directors is comprised of the six officers of the Association and fifteen (15) directors. It is established in Article II, section 1, of the Association's bylaws and functions under the authority of Article IV of the bylaws.

The directors function in accordance with Article II and IV of the bylaws. Five members of the board are elected each year by the membership of the Association to three year terms.

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## Executive Committee

Article V of the bylaws specifies that the officers shall constitute an Executive Committee, which the Board of Directors may authorize it to perform, between meetings of the board, such duties as the Board may from time to time deem expedient. The Executive Committee meets at the call of the president or upon the request of three of its members and reports any action it has taken at each meeting of the board. The Executive Committee also acts in cases of urgency that require action before the board of directors can meet in regular or special session.

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## Term Limitations

All officers and directors are eligible for re-election for up to nine consecutive years. This may be a combination of terms as an officer and director. An officer or director upon completing nine consecutive years must step down for at least one year before becoming eligible to be elected again. Chairs of standing committees serve as designated in the

bylaws. Where not specified in the bylaws, the chairs of standing and other committees serve at the pleasure of the president with no specific term limit.

## **ELECTED OFFICE DESCRIPTIONS**

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### **President**

*Written by: Bob Perry  
Last Updated: 2010*

#### *Authority*

The position of President of the Association is established in accordance with Article II, section 1, of the Bylaws.

#### *Duties & Responsibilities*

The president shall be the chief elected officer of the Association. The president shall preside at meetings of the Association, the Executive Committee, and of the Board of Directors, and shall be a member ex-officio of all committees except the nominating committee. The president shall also, at the Annual Meeting and at such other times as might be deemed proper, communicate to the membership or the Board of Directors information or proposals to help in achieving the purposes of the Association.

The president shall meet with the superintendent of the C&O Canal National Historical Park to discuss issues regarding the association and the park as frequently as necessary. The president shall offer assistance, financial or in other appropriate ways, to the park to ensure the park is positioned to undertake actions necessary for the good of the park.

#### The President:

- appoints necessary committees;
- represents the Association in a variety of forums;
- plans and chairs board and general meetings;
- adheres to the Association's Articles of Incorporation and bylaws and assures the integrity of the board process;
- reviews financial reports and to advise the board of these reports and any necessary actions by the board.

#### *Required Skills*

Leadership, public speaking, guiding the proceedings of meetings,

#### *Time Requirements*

10-20 hours per month

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**First Vice President**

*Written by: Dave Johnson  
Last Updated: 2010*

**Authority**

The position of First Vice President of the Association is established in accordance with Article II, section 1, of the bylaws.

**Duties & Responsibilities**

The first vice president shall represent the Association and perform any and all duties required of the President during his or her absence.

The incumbent is a member of the Executive Committee and the board of directors and performs such other duties as may be assigned by the president. The first vice president succeeds to the office of president if that office becomes vacant through death or resignation, serving until a new president is elected at the next Annual Meeting.

**Required Skills**

Leadership

**Time Requirements**

5-10 hours a month

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**Second Vice President**

*Written by: Bill Burton  
Last Updated: March 2005*

**Authority**

The position of Second Vice President of the Association is established in accordance with Article II, section 1, of the bylaws.

**Duties & Responsibilities**

The second vice-president of the Association is a member of the Executive Committee and the board of directors. The second vice president also serves as the chair of the Level Walker Committee. This requires attendance and participation at executive committee and board of directors meetings or activities. As an officer, the second vice-president provides input and helps determine the priorities, responsibilities, vision, and direction of the Association. The second vice-president supports the president, first vice-president, board, and Association as appropriate in other activities.

**Required Skills**

Organizational and communication abilities; computer literate.

**Time Requirements**

200 hours a year for Level Walker chair and 2nd VP

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**Secretary**

*Written by: Bill Holdsworth & Charlotte Loveless  
Last Updated: 2018 by Susan VanHaften*



*Authority* The position of Secretary of the Association is established in accordance with Article II, section 1, of the Bylaws.

*Duties & Responsibilities* The secretary is a member of the Executive Committee and the Board of Directors.

The secretary:

- Attends Board meetings and the Annual meeting, and records proceedings.
- Prepares minutes of each Board meeting and the Annual meeting that include copies of the reports submitted by Committee Chairs.
- Emails out a draft of the minutes to Board members and Committee chairs as soon as possible after each Board meeting and the Annual meeting.
- Accepts corrections to the minutes from Board members and Committee chairs.
- Emails a draft agenda to the President two weeks before each meeting to insure that all items the President wishes to address are listed on the agenda and to verify the name of the Park employee who will attend the Board meeting.
- Emails out the agenda and the draft minutes (with any corrections) to Board members and Committee Chairs a week before each meeting, asking Committee Chairs to email the Secretary a copy of their committee reports.
- Should a Board member or a Committee Chair not have access to email, mails draft minutes and agendas to the individuals.
- Makes copies of the agenda for Board meetings and for the Annual meeting to ensure that there are enough copies for everyone in attendance.
- Maintains electronic files for each Board meeting and the Annual meeting that include the minutes and the Committee Chair reports.
- After the Board approves a set of minutes, uploads the minutes and the attached Committee Chair reports to the Association's Minutes folder on Dropbox.
- Maintains an official binder with the approved minutes of meetings, written Committee reports, and with other material from the meetings.
- Determines when to send official binders to the Association's archives housed in George Washington University's Gelman Library. Even though minutes and Committee reports are kept electronically, the Secretary may want to keep paper files awhile before submitting them to the Archives.
- Ensures that all incoming Board members and Committee Chairs sign the Association's conflict of interest statement; maintains the Association's file of conflict of interest statements.

*Required Skills* Written communication skills.

*Time Requirements*            The duties of the secretary require approximately ten (10) hours per month.

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**Treasurer**

*Written by: Dave Johnson  
Last Updated: June, 2007*

*Authority*                    The position of Treasurer of the Association is established in accordance with Article II, section 1, of the bylaws.

*Duties & Responsibilities*    The Treasurer is an officer of the Association and is a member of the board of directors and the Executive Committee, and is chairman of the Finance Committee.

The Treasurer is entrusted with the custody and control of all funds and accounts of the Association and keeps them safely and account for them in accordance with procedures approved by the board of directors and required by Federal and State regulations. The Treasurer cannot disburse funds except by authorization of the board of directors, and must be bonded for a sum sufficient to protect the Association from loss. The approved operating budget constitutes authority to make disbursements for all expenses covered by the budget.

The treasurer:

- maintains a double-entry bookkeeping system, including a journal, a general ledger, and such subsidiary books and records as are required;
- collects all revenue, including income from membership dues, contributions, sales, and activity fees;
- deposits all revenue in the Association's bank account;
- maintains a permanent register to record all cash and checks received and deposited in the bank;
- records all dues payments and contributions received;
- forwards all membership forms received from new members and renewals in a timely manner to the membership chair, indicating date received and dues paid;
- makes all disbursements by check;
- records each disbursement on a voucher, enclosing invoices and/or receipts;
- reconciles the checkbook to the bank statement on a monthly basis;
- as chairman of the Finance Committee:
  - prepares the call for estimates for the annual operating budget;
  - formulates the proposed annual operating budget, based on the estimates received from other officers and committee chairs;

*Duties &  
Responsibilities  
(continued)*

- reviews the proposed annual operating budget with the members of the Finance Committee;
- prepares the Finance Committee budget report to the board of directors for presentation at the December board meeting;
- prepares amendments to the adopted budget as needed during the year, and submit the same " to the board of directors for approval;
- maintains custody of the keys to the Association post office box;
- collects all mail from the post office on a regular basis, and forwards mail addressed to other officers and managers in a timely fashion;
- maintains custody of the inventory of sales items and/or records of those items assigned to the custody of others.
- fills mail orders for sales items (or forward such orders to the custodian of the requested items);
- forwards a list of contributors to Association funds to the person designated to prepare letters of acknowledgment on a timely basis;
- submits a quarterly listing of the names of all contributors to Association funds to the editor of *Along the Towpath* for publication in the newsletter;
- prepares letters annually to all contributors of donations of \$250 or more, certifying whether they did or did not receive any goods or services in return for their donation, as required by the Internal Revenue Service;
- makes available all books and records to the Auditing Committee;
- maintains custody of the Association's Articles of Incorporation;
- reports on the financial condition of the Association when requested by the president or the board of directors, including at each regular meeting of the board;
- prepare and distribute a financial report for the previous fiscal year (consisting of a balance sheet showing assets, liabilities, and fund balances; statement of income and expenses; and such other statements as required) to the board of directors at its February meeting, and to the general membership at the Annual Meeting;
- prepares similar statements on a quarterly basis (3-31, 6-30, 9-30) for distribution to the board of directors;
- prepares a condensed version of the annual report for publication in the March issue of *Along the Towpath*;
- prepares and submits Form 990 or 990EZ to the Internal Revenue Service annually by the date required by law;

- prepares and submits Maryland Personal Property tax return to the Maryland Department of Assessments and Taxation annually by the date required by law;
- prepares and submits Maryland Charitable Organizations Registration forms to the Secretary of State annually by the date required;
- prepares and submits Maryland Sales and Use Tax return to the Comptroller of Maryland by the date required; and
- is responsible for such other duties as may arise or be subsequently assigned.

*Required Skills* The incumbent must possess a basic knowledge of double-entry bookkeeping.

*Time Requirements* The duties of the treasurer require approximately 40 hours per month.

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**Information Officer**

Written by: Bill Onorato  
Last Updated: 2010

*Authority* The position of Information Officer of the Association is established in accordance with Article II, section 1, of the bylaws.

*Duties & Responsibilities* The information officer serves as the Chair of the Public Relations and Publications Committee.

The Information Officer:

- distributes such information about the Association as the board of directors and the president, or other officers of the Association shall request to be circulated and such other information as the information officer determines shall further the goals and purposes of the Association;
- issues press releases to area media as appropriate including newspapers, TV, and radio and other interested organizations such as The Potomac Conservancy, Friends of Historic Great Falls Tavern, and Nature Conservancy. Subjects of the releases should normally include such C&OCA events as hikes, canoe trips, and volunteer activities, unless the event leader considers publicity inappropriate;

*Duties & Responsibilities (continued)*

- publishes a calendar of events with information corresponding to the calendar published in the Association's newsletter;
- provides for the distribution of flyers promoting the major spring and fall hikes. (The NPS will distribute "approved" copies if you take them to one of the visitor's centers. Contact the Public Affairs Assistant or Chief of Interpretation for approval.);
- attends selected events sponsored by the National Park Service that provide an opportunity to inform the general public about the Association;
- updates C&OCA's recorded telephone message as needed;
- responds to any significant voice mail messages, or refer them to an appropriate source of information;
- attends to the miscellaneous printing, copying, supplies, and postage budgeted for information officer;
- directs the activities of the Association's webmaster (who serves as liaison with entity that maintains Association Web Site domain registration), and includes fees for domain registration and monthly website fees in budget;
- approves requests to add or alter substantive information on the Web site;
- ensures that the website remains current and sends the webmaster new content as appropriate;
- prepares proposed budget for the information officer's expected expenditures for the year;
- submits bills for information officer activities to the treasurer of the Association;
- informs the membership about events and issues through mass e-mail messages, if his or her time permits;
- chairs the Public Relations and Publications Committee;
- acts as a spokesperson for the Association in dealing with the media, as needed and appropriate; and
- carries out such other information activities helpful to the Association as time and resources permit.

The Information Officer may delegate portions of his or her duties to members of the Public Relations and Publications Committee

*Required Skills*

Basic writing and communication skills.

*Time Requirements*

Approximately 10-30 hours per month, depending on how much is delegated to committee members.

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## Directors

*Written by: David Johnson  
Last Updated: 2010*

### *Authority*

Article IV of the Association's bylaws establishes the Board of Directors and the position of director.

### *Duties & Responsibilities*

Article IV.2 of the bylaws assigns the Board of Directors full power and authority over the affairs of the Association, except those powers reserved by the bylaws to the general membership at the annual meeting.

Directors are expected to attend and participate in all meetings of the Board of Directors and the annual general membership meeting.

All directors are expected to serve on at least one of the standing committees described in Article VI of the bylaws

Specified responsibilities of the Board of Directors include:

- a. Fill vacancies among the officers (except President) between annual meetings. (Article IV.2)
- b. Adopt a budget for the fiscal year. (Art. IV.2)
- c. Adopt standing rules relating to details of administration of the Association. (Art. IV.2)
- d. Authorize the executive committee to perform, between board meetings, such duties as the board may deem expedient. (Art. V.2)
- e. Recommend approval or disapproval of proposed bylaw amendments by the general membership. (Art. VI.3)
- f. Approve publication of books, pamphlets, graphics and other informational and educational materials. (Art. VI. 13)
- g. Authorize affiliation with other not-for-profit organizations having objectives similar to, or compatible with, the Association. (Art. VII)

### *Required Skills*

Directors are elected by the general membership of the Association. Five directors are elected at each annual meeting to serve a term of three years.

### *Time Requirements*

Regular board meetings are held on the first Sunday of even numbered months. Meetings typically last about three hours. Meeting sites alternate between Montgomery County and Washington County, varying members' travel time. The annual membership meeting may involve an all-day commitment of time.

Committee responsibilities also involve time commitments, which will vary depending on the committee.

## Standing Committee Descriptions

The following committees are mandated by Article V and VI of the Association's bylaws:

- Archives Committee
- Auditing Committee
- Bylaws Committee
- Editorial Review Committee
- Environmental Committee
- Executive Committee
- Festivals Committee
- Finance Committee
- Legal Advisory Committee
- Level Walkers Committee
- Membership Committee
- Nature Committee
- Nominating Committee
- Programs Committee
- Public Relations and Publications Committee
- Special Projects Committee

Committee chairs are expected to attend and participate in all meetings of the Board of Directors and the annual general membership meeting.

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### ARCHIVES COMMITTEE

*Written by: Molly Schuchat  
Last Updated: July 2007*

#### *Authority*

Article VI, Section 1. of the Association Bylaws establishes an Archives Committee. The committee consists of one or more members who are appointed by the President annually at the April Board meeting.

#### *Duties & Responsibilities*

The Archives Committee reviews and selects archival material donated to the Association and oversee the organization and classification of the Association's archival collection.

The archives are in special collections in room 200 of the Gellman Library, George Washington University. The wealth of material about people, programs (including numerous pictures) and finding aides are available to interested researchers and the curious. The duties of the Chair of the Archives Committee are to:

- asses all material submitted from time to time by members to assure that it is germane and not a duplicate of material in the archive; and
- send approved material to the archives'.

The Committee has no budget, nor expenses. The Gellman Library maintains the archive, but the Association has the right to remove material for display temporarily.

#### *Required Skills*



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## **Auditing Committee**

*Written by: John Wheeler  
Last Updated: 2007*

### *Authority*

Article VI, section 2, of the Association's bylaws establishes the Auditing Committee. The committee consists of two members who are appointed by the president annually at the December board meeting.

### *Duties & Responsibilities*

The Auditing Committee is responsible for auditing the financial books and records of the Association after the close of the Association's fiscal year (December 31). The Audit Committee has assumed these two additional areas of responsibility:

- assuring that the treasurer carries out the assigned duties of that office; and
- reporting to the membership on the treasurer's performance.

**Oversight of the Treasurer.** Because the Association is small and has no salaried employees, internal controls which would be present in a larger organization, most notably segregation of incompatible functions, are not part of the existing accounting system. The treasurer has complete control of the assets of the Association, and can expend them at his/her discretion. Accordingly, the Association is vulnerable to errors of omission or commission on the Treasurer's part. It is the Audit Committee's responsibility to assure that the treasurer expends funds only in the association's interests or as directed by the board, and faithfully discharges the other duties of the office.

The Audit Committee should begin its tenure on the first day of the year it will audit, and should monitor fiscal activity and reporting on a current basis. It has been the practice to appoint an audit committee after the close of the fiscal year. Under this system, the Audit Committee reviewed the records and issued an opinion based on their accuracy.

*Duties & Responsibilities  
(continued)*

In addition to the risk of discovering that the Audit Committee has failed its primary responsibility to the Association [“the horse has been stolen and the barn door is still unlocked”] this approach is unfair to the treasurer. The treasurer assumes a heavy responsibility, and, except for concealed fraud, is entitled to be formally discharged of responsibility for the closed year by the audit report. The Audit Committee cannot provide such assurances unless it monitors activity on a current basis.

- Recording and reporting the Association’s fiscal transactions. So long as all transactions are recorded, and are reported in sufficient detail to meet the tax reporting requirements, the treasurer is entitled to deference in the choice of format used to record, summarize, and report fiscal activity. Recording and reporting funds received, like payment of obligations, should be timely. Unless there is evidence of fraud, the Audit Committee should make every effort to resolve with the Treasurer any concerns it may have, so that a “clean” audit opinion may be issued.
- Assuring the Association’s fiscal obligations are timely met. The Audit Committee needs to know key due dates and to assure that they are met at the time they are due. Minor oversights such as late payment of the telephone bill do not require action. Late payment of the Association’s major financial obligations is cause for concern, and may require immediate Board action. Late financial reporting risks losing the Association’s tax exempt status. When one or more of these conditions occurs, it must be corrected promptly; after the year ends is apt to be too late. Reporting is a matter of the Audit Committee’s judgment.

*Required Skills*

*Time Requirements*

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## **Bylaws Committee**

*Written by: David Johnson  
Last Updated: 2010*

### *Authority*

Article VI, section 3, of the Association's bylaws establishes the Bylaws Committee. The president appoints at least three members at the April board meeting.

### *Duty & Responsibilities*

- Review all proposed amendments to the bylaws to ensure that they are not in conflict with any provisions of the Articles of Incorporation, other articles of the bylaws, the traditional and stated goals and purposes of the Association, or any other regulations to which the Association may be subject.
- Consult with cognizant officers and committee chairs to determine if a proposed amendment would be feasible if enacted.
- If necessary, edit the wording of a proposed amendment to ensure that there is uniformity of style and no ambiguity.
- Report its recommendations on each proposed amendment to the Board of Directors, which may recommend approval or disapproval of the amendment by the membership of the Association.
- Prepare and present a report on each proposed amendment, together with the recommendation of the Board of Directors, to the membership of the Association at a general membership meeting, in accordance with Article IX of the bylaws.
- Following the adoption of an amendment by the membership of the Association, correct article and section designations, punctuation and cross-references and make such other technical and conforming changes as may be necessary to reflect the intent of the Association.

### *Required Skills*

Committee members should have long-term experience in the administration of the Association and possess substantial institutional knowledge of its affairs. It is desirable that at least one member of the Legal Advisory Committee serve on the Bylaws Committee.

### *Time Requirements*

The committee meets at the call of the chairman when there is business to consider. Because amendments are infrequent, there are extended periods during which committee duties impose no time requirements on members. However, they should be prepared to respond whenever a proposal is submitted. Preliminary reviews may be conducted by correspondence rather than at a meeting. Report preparation may be simple or time-consuming, depending on the complexity of the arguments to be summarized.

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## **Editorial Review Committee**

*Written by: Ned Preston and Matthew Teigen*

*Last Updated: January, 2007*

### *Authority*

Article IV, section 4, of the Association's bylaws establishes the Editorial Review Committee, consisting of the newsletter's editor and assistant editors. The president appoints the editor and assistant editors at the April board meeting.

### *Duties & Responsibilities*

The Editor:

- Oversees the timely publication of the Association's quarterly newsletter, *Along the Towpath*, in accordance with the Newsletter Guidelines (Appendix G):
- reports to the president and the board of directors;
- chairs the Editorial Review Committee; and
- works closely with the information officer and is an ex officio member of the Public Relations and Publications Committee:

Specific duties include:

- assembling the content of each issue of the newsletter by receiving and/or soliciting articles, reports, features, notices, images, and inserted forms;
- editing the content to ensure that it is accurate, readable, and meets appropriate standards;
- laying out the newsletter, or working with another person or organization to accomplish that task;
- arranging for review of each issue by the Editorial Review Committee;
- working with a printer to ensure proper and timely publication and distribution;
- working with the membership chair to ensure that the printer receives the mailing list in a timely manner;
- coordinating with the webmaster to post the newsletter and/or appropriate news items or articles on the Web site; and

*Duties & Responsibilities  
(continued)*

- submitting the annual budget for the newsletter to the treasurer.

*Required Skills*

*Time Requirements*

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## **Environmental Committee**

*Written by: Fred Mopsik  
Last Updated: February 11, 2007*

*Authority*

Article VI, section 5, of the Association's bylaws establishes the Environmental Committee. The president appoints one or more Association members to the committee at the April board meeting.

*Duties & Responsibilities*

The Environmental Committee is charged with maintaining the purposes and goals of the C&O Canal National Historical Park. It maintains an awareness of proposed developments surrounding the Park and tries to defend the Park from any conflicts with its aims. This defense of the Park is one of the prime missions of the Association and is one of the purposes cited for the founding of the Association.

*Duties & Responsibilities  
(continued)*

The specific duties of the Environmental Committee include:

- monitoring any developments involving the Park;
- assessing the developments for compatibility with the goals of the Park;
- attending meetings, developing testimony, forming strategies, and engaging in any relevant activities to further the integrity of the Park;
- consulting and coordinating with other organizations to further the goal of the Park;
- maintaining a good working relationship with the Park staff to further the committee's work;
- identifying and reporting to the board or the Annual Meeting any threats to the historic and environmental integrity of the C&O Canal and the Park from proposed construction or other environmental intrusions; and
- recommending actions or positions that the Association should take on such threats.

Committee meetings are on an "as needed" basis. Electronic exchanges are important.

*Required Skills*

## *Time Requirements*

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### **Executive Committee**

*Written by: E. C. Eklund  
Last Updated: January 2008*

#### *Authority*

Article V of the Association's bylaws establishes the Executive Committee, consisting of the president, first vice-president, second vice-president, secretary, treasurer, and information officer.

#### *Duties & Responsibilities*

The Executive Committee is charged under the bylaws with performing such duties as the board of directors may from time to time deem expedient. The Executive Committee acts in cases of urgency which may require action before the board of directors can meet in regular or special session.

The committee must make a complete report of any action it takes at each board meeting.

#### *Required Skills*

#### *Time Requirements*

The Executive Committee meets at the call of the president, or upon request of three of its members.

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### **Festivals Committee**

*Written by: Rita Bauman  
Last Updated: March 2005*

#### *Authority*

Article VI, section 6, of the Association's bylaws establishes the Festivals Committee. The committee consists of one or more Association members who are appointed by the president at the April meeting of the board of directors.

## *Duties & Responsibilities*

The general purpose of the Festivals Committee is to make all arrangements for the Association's participation at fairs and festivals to:

- attract new members to the Association; and
- publicize the Association and the Park.

Specific duties of the Festivals Committee are to:

- decide which festivals to participate in by reviewing last year's participation to determine if any should be dropped and by identifying any new festivals that would be appropriate to get the Association's name out to the general public;
- prepare an annual budget and submit to the Association's board of directors for approval;
- send the list of festivals to the editor of the newsletter for publication and to the information officer for inclusion on the Web site calendar;
- obtain festival applications from the sponsoring organizations, and return completed applications to the sponsoring organizations in a timely manner;
- forward a request for payment to the treasurer so the fee can be deducted from festivals budget. (Fee is forwarded by treasurer to the organization.);
- prepare a Festivals Committee report to be given at Annual Meeting.
- prepare volunteer sign-up sheets for the Annual Meeting and spring hike;
- prepare items to have on the booth table at the festival – sale items, information about particular area, brochures, etc.;
- send letter reminding volunteers of time and date of event giving phone number and e-mail address in case a volunteer has to contact event manager;
- take canopy, table, chairs, information items, sale items and the display unit to the event and set them up, prepare a bank to give change for sale items and arrange to give the money that is collected to the Park Service or the treasurer, as appropriate;
- prepare financial report on the money collected on sale items and donations and send the report with the money to the treasurer; and
- maintain inventory list and submit it to the treasurer, annually.

## *Required Skills*

## *Time Requirements*

## **Finance Committee**

Written by: Linda Willard and Dave Johnson  
Last Updated: July 2007

### *Authority*

Article VI, section 7, of the Association's bylaws establishes the Finance Committee. The committee consists of the treasurer and two other members who are appointed by the president at the April meeting of the board of directors.

### *Duties & Responsibilities*

The principal duties of the Finance Committee are to:

- prepare amendments to the adopted budget as needed during the year; and
- present a proposed budget for the following fiscal year at the December board meeting for adoption by the board and presentation to the Annual Meeting for members' information.

Additional responsibilities of the Finance Committee as delegated by the president and assumed by the chair may include:

- evaluating investments;
- designing and implementing a system of internal controls;
- articulating a policy for assigning undesignated funds; and
- reviewing money proposals such as establishment of new "funds" and diversion/transfer of unused set aside funds.

### *Required Skills*

### *Time Requirements*

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## **Legal Advisory Committee**

*Written by: Helen Shaw  
Last Updated 2010*

### *Authority*

Article VI, section 8, of the Association's bylaws establishes the Legal Advisory Committee. Members of the committee are appointed by the president at the April meeting of the board of directors.



*Duties & Responsibilities*

The principal duty of the Committee is to advise the Association on legal issues of concern to it. The Committee may call on other members of the Association who are expert in the fields of accounting, insurance, scientific issues, and other areas for advice and assistance as necessary.

Any officer, Board member, or committee chair is free to request informal comment on proposed actions from the Committee.

The Committee primarily advises the Board on internal matters. It should be noted that the Davies Legal Fund is utilized to hire expert services and outside attorneys to defend the integrity of the Canal and is not under the Committee's jurisdiction.

*Required Skills*

The Committee consists of one or more members of the Association who are also attorneys.

*Time Requirements*

Committee meetings are on an as needed basis.

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**Level Walkers Committee**

*Written by Bill Burton  
Last Updated: 2010*

*Authority*

Article VI, section 9, of the Association's bylaws establishes the Level Walkers Committee, chaired by the second vice-president.

*Duties & Responsibilities*

The primary responsibility of the Level Walkers Committee is to conduct the level walker program. Specifically, the Level Walkers Committee is responsible for:

- promoting program awareness and recruiting level walkers;
- assigning levels to level walkers;
- receiving and tracking reports from the level walkers; and
- reporting on level walker activities and findings to the board, National Park Service, and the membership.

*Duties & Responsibilities  
(continued)*

**Program Awareness.** The level walker program is the most popular volunteer activity of the Association. In some cases, new members join the Association because of their interest in becoming level walkers. The program is promoted at community interest activities and special events by the Festivals Committee and at Association meetings or events by the Level Walkers Committee chair. The following duties support program awareness and information. (Documents are provided to the Festivals Chair or other event representatives upon request.)

- maintaining an up-to-date level walker list;
- maintaining an up-to-date "What Are Level Walkers?" fact sheet;
- providing "What Are Level Walkers?" and applications for the membership at Association events such as the Annual Meeting, Douglas Hike, Heritage Hike, or other events as appropriate; and
- Providing a "Welcome to the Association" letter with a brief description of the level walkers program to the Membership Committee chair for distribution to new members.

**Level Assignments.** There are 69 levels, defined by the Association, which vary from 1.2 miles to 5.66 miles. The origination and termination points are usually identified by a landmark or milepost. A volunteer interested in the program can request a specific area or not to exceed distance to travel on the application. Using this information along with the coverage needed on levels, the Level Walker chair provides the volunteer several levels to consider. The amount of visitor traffic on a level and the report frequency of the current level walkers are used to determine if a level needs more coverage. There are usually several level walkers assigned to a level with an objective of receiving at least one report a year on each of the levels. The following duties support the level assignment process:

- Receive level walker applications and verify Association membership (which is required to become a level walker);
- Determine several levels in the most need of additional coverage within the desired area and respond to the applicant with an overview of the levels;

*Duties & Responsibilities  
(continued)*

- provide copies of the "Level Walker Guidelines", level report formats, a description of the level with access information, origination and terminating points, and highlights of the level are sent to the applicant. A map of the level is also included; and
- enter the level walker's name(s) with contact information, date of assignment, and level assignment in a computer database or word-processing file.

**Level Walkers Reports.** To maintain an active status, level walkers are required to walk and report on their level at least once a year. The frequency of reports varies greatly among the level walkers with some reporting every couple of weeks, others report monthly or quarterly, and some only once a year. Level walkers are provided an email report template which identifies the areas that should be included in each level walker's report. When requested, new level walkers are provided a written (for USPS mail) report template which identifies the areas that should be included in the report. The following duties support the level walker reporting process:

- Receive reports from the level walkers via email, which requires the Chair to have an email address, and by U.S. Mail.
- If a condition requiring park maintenance is included in the report, forward the information to the NPS Chief of Maintenance.
- If a serious and hazardous condition is reported, forward the information immediately to the NPS Communications Center. In some cases the level walker will have already copied NPS on an email report.
- Respond to the level walker, acknowledging receipt of the report and notifying them of any action taken. A comment on the report content should also be included in the response, as well as thanking them for their volunteer efforts in support of the Park.
- Enter information in a computer database or word-processing file for future reference and documentation. This information should at a minimum include, the name(s) of the level walker, the level, date walked, date report received, number of volunteer hours reported, and any significant items reported.
- Maintain one copy of the report for the Association archives, and provide copies of the reports quarterly to the Park Service.

*Duties & Responsibilities*  
(continued)

**Reporting by the Chair.** The Level Walker chair consolidates the information from the level walker assignments and reports received. This information is used to provide various summary reports to NPS, the board of directors, and the membership. The following duties support the chair's reporting activities:

- provide a report on level walker activities at each bi-monthly board meeting. At a minimum the report should contain the number of reports received, number of levels covered, number of volunteer hours worked for both the reporting period and year to date. Level walker assignments or resignations and significant items reported should also be included;
- provide a report to NPS at the end of their fiscal year (September 30th) for the previous year that includes the total number of volunteer hours, and the names and addresses of the level walkers that contributed to those hours;
- prepare an "On the Level" article for the Association's quarterly newsletter, *Along the Towpath*. This article is normally due to the editor by the 15th of February, May, August and November, which is 30 days prior to scheduled newsletter delivery date. "On the Level" includes a brief highlight from the reports for each of the level walkers on each level. Level walker assignments and resignations, number reports received, and an opening paragraph related to level walker activities are also included. The March issue of "Along the Towpath" should also include a year-end report listing the active level walkers by level with the number of reports each submitted; and
- Prepare a year-end report for the Annual Meeting in March. This offers an opportunity to recognize the level walkers, present a few high level statistics from the previous calendar year, and to address on any level walker initiatives, concerns, or accomplishments.

Some other activities related to level walkers include:

- Another Association program is the Volunteers In the Park (VIP) which supports NPS by coordinating or conducting group efforts for improvements in the Park. The Level Walker chair may identify potential projects, based on information contained in level walker reports, which could be best completed by a group of members. This information is forwarded to the VIP chair for consideration as a group project.

*Required Skills*

Organizational and communication abilities, computer literate.

*Time Requirements*

200 hours a year total for Level Walker Chair and 2nd VP

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**Membership Committee**

*Written by: Barbara Sheridan*

*Last Updated: April 3, 2005*

*Authority*

Article VI, section 10, of the Association's bylaws establishes the Membership Committee. The committee consists of one or more members who are appointed by the president at the April meeting of the board of directors. One of the committee members serves as the membership chair.

*Duties & Responsibilities*

The general responsibilities of the membership chair are:

- maintaining a current membership list;
- extracting useful statistics on memberships in the various classes; and
- reporting on discernable trends.

Specifically the membership chair:

- keeps track of the Association's 1,100+ member's information in a computer database. The information includes address, phone, e-mail address, etc. It is important to process changes to this information as they occur;
- maintains a supply of membership brochures which are distributed to the C&O Canal NHP Visitor Centers, REI, and COCA members who request them for personal distribution;
- orders and maintains a supply of membership cards in the categories of Individual Member, Family and Patron. This supply must be inventoried annually with an eye towards budgeting any re-printing of cards;
- orders and maintains a supply of COCA decals which are included in the "New Member" package and are also available for sale to members for \$1.00 each. These decals are expensive and the cost is deducted from the Membership Committee budget over a several-year span equal to anticipated (or real) depletion; and
- processes all new, potential; or renewal memberships as follows.

*Duties & Responsibilities*  
(continued)

**New Members.** When a new member joins the Association, the membership coordinator:

- sends a "New Member" package containing a letter from the current president, a copy of the COCA bylaws, COCA decal, membership card, and name tag;
- sends the new member a copy of the latest *Along the Towpath* about a week later. If a new newsletter is due out in 2 to 3 weeks (and the new member is on the list for the printer), it sent from the printer; and
- sends a letter from the Level Walker chair (which contains a sign-up form) and information on level walkers A week or so later. This could be expanded to include information on other volunteer opportunities.

**Potential Members.** These are individuals who have either sent in a "Towpath Pin" card or membership application with no dues included. The membership chair:

- sends an invoice for dues as specified on their application, a self-addressed envelope, and a copy of the latest *Along the Towpath*.
- sends a reminder notice if there is no response after 6 to 8 weeks. (If there is still no response, no further action is taken.)

**Membership Renewals**

- The membership chair develops the membership renewal form and submits it to the newsletter printer in time for insertion in the December newsletter. (All memberships are based on the calendar year.)
- As renewals are received by the treasurer, they are forwarded to the membership chair for processing.
- The membership chair compares the data on the form for each member (name, address, phone, e-mail, membership type, etc.) with the information in the database and makes all necessary corrections.
- The membership chair then fills out and signs the appropriate membership card, places the return address, postage and printed address label on an envelope, and mails to the member in a timely manner.
- If the current membership renewal form contains a survey or other questionnaire, this information is then recorded in a separate Word document or Excel spreadsheet to be delivered to the board at the next meeting or to the appropriate committee chair.
- All comments and/or suggestions on any renewal form are recorded on a separate Word document and presented to the board for consideration and/or action.

*Required Skills*

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**Nature Committee**

Written by: Peter Whitney & Carol Galaty  
Last Updated: March 4, 2007

*Authority*

Article VI, section 11, of the Association's bylaws establishes the Nature Committee. The committee consists of one or more members who are appointed by the president at the April meeting of the board of directors.

*Duties & Responsibilities*

The Nature Committee was formed to promote an interest in the C&O Canal using a focus on the park's natural bounty as an additional attraction to the Canal's fascinating history and to understand and preserve the flower and fauna along the Canal.

The objectives of the Nature Committee are to:

- develop slide shows of the flowers and fauna along the Canal for exhibit to the public, and at annual meeting of the Association;
- promote and conduct guided educational nature hikes;
- gradually build inventories of plant and animal species over the length of the whole park, as well as specific sections of the park and making inventories of certain areas at certain times of the year;
- promote understanding of the sound reasons why plants cannot be removed from the park without specific authorization of the park officials; and
- remove certain invasive plant species.

Where possible digital photos of species in flower and animals can be collected.

If declining plant species are listed on the inventory, they need a highlighted discussion next to their listings indicating that they are to be left for the enjoyment of everyone else and that they nearly never survive transplanting.

The decisions about which species to remove *and not* remove and *careful attention to proper identification* are paramount. Before any removals, park officials and board and committee members must carefully choose those to be removed and indicate why removal of a particular species helps the park.

*Required Skills*

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## **Nominating Committee**

*Written by: Carol Galaty & Dave Johnson  
Last Updated: June, 2007*

### *Authority*

Article II, section 2, of the Association's bylaws specifies that six members nominated from the floor shall be elected by a plurality vote at the annual meeting to serve on the Nominating Committee.

### *Duties & Responsibilities*

The Nominating Committee is responsible for nominating one candidate for each of the offices to be filled at the next Annual Meeting. Specifically, the Nominating Committee is responsible for:

- identifying appropriate candidates for the open positions of officers and directors;
- determining their willingness to run for office;
- assuring that the membership receive a biography and statement of qualifications of each candidate in the call to the Annual Meeting;
- ensuring that candidates are members in good standing; and
- conducting the election process at the Annual Meeting.

The Nominating Committee chair can be the first person nominated by the members or can be elected by the committee members at their first meeting. The chair:

- obtains the assessment of the president as to the incumbents' ability and the desirability of their continuing to serve;
- reviews the term limits of existing Officers and checks with incumbent officers and directors to determine their willingness to continue to serve;
- formulates a list of those positions where incumbents are willing to run again and where there are open positions to be filled, including, where possible, suggested candidates for the open positions;
- calls a meeting of the Nominating Committee no later than mid-September to review the list of open positions, brainstorm candidates and assign committee members responsibilities for such activities as: coming up with additional candidate names, if needed; contacting proposed candidates to ensure that they are informed of the responsibilities of the position; and are willing and



*Duties & Responsibilities  
(continued)*

- qualified to run for the position; and obtaining their biographies for the Association's November Newsletter;
- ensures that there is one candidate to fill each vacant position and that the list of candidates and their bios are sent to the newsletter in a time for the November deadline; and
  - makes all of the arrangements for presenting the candidates, prepares the ballots, conducts the election, and announces the winners at the Associations Annual Meeting in March.

*Required Skills*

The Nominating Committee Chair should be a knowledgeable member of the Association who understands the goals and needs of the Association, the responsibilities of the various offices and directors, and has a wide knowledge of the Association members, their talents, and interests.

Committee members should have strong leadership skills and organization. The positions also require good communication and persuasion skills, as it is often stressful to identify candidates and talk people into filling all of the available positions.

*Time Requirements*

Positions on the Nominating Committee normally require only an average of a few hours a month between September and March. The committee should meet at least once in person; however, the majority of the meetings can be conducted by e-mail

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**Programs Committee**

*Written by: Thomas Perry  
Last Updated: 2010*

*Authority*

Article VI, section 12, of the Association's bylaws establishes the Programs Committee. The committee consists of at least three members who are appointed by the president at the April meeting of the board of directors.

*Duties & Responsibilities*

The duties and responsibilities of the Programs Committee are to prepare a schedule of activities for the coming year for publication in the newsletter and on the Web site. Other than certain recreational activities whose enumeration follows, the events, times, and places are solicited from other officers and board members. The Programs Committee then takes special responsibility for planning and carrying out the events, including overseeing the signing of liability statements.

*Duties & Responsibilities  
(continued)*

Regular events include:

- The spring (Douglas) and fall (Heritage) hikes, moving about from one area of the Park to another. This involves securing a bus, place to eat, and program.
- Several canoe trips offered during the course of the year.
- A "Through Bike Ride" in October each year, and other shorter rides from time to time.
- The Continuing Hike Series in coordination with hike leaders in November to avoid conflicts with the other activities.
- The Annual Meeting and banquet in Williamsport for which the chair secures a hall and obtains a speaker or other after-dinner activity.

*Required Skills*

Organization, attention to detail, and good communication skills.

*Time Requirements*

Committee meets annually in person, communicates periodically via e-mail and phone as needed.

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**Public Relations & Publications Committee**

*Written by: Carol Galaty  
Last Updated: July 10, 2007*

*Authority*

Article IV, section 13. of the Association's bylaws establishes a Public Relations and Publications Committee. This committee is chaired by the Information Officer.

*Duties & Responsibilities*

The Public Relations and Publications Committee acts as a liaison with the membership, general public and the media. With the approval of the president, it issues press releases and with the approval of the board, publishes books, pamphlets, graphics, and other informational and educational materials.

*Required Skills*

*Time Requirements*

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## Special Projects Committee

Written by: Carl Linden  
Last Updated: March 2006

### *Authority*

Article VI, section 14, of the Association's bylaws establishes the Special Projects Committee. The committee consists of at least five members, who are appointed by the president at the April meeting of the board of directors.

### *Duties & Responsibilities*

The Special Projects Committee manages the Association's campaign (fund raising, public education, and communication with public representatives) to achieve the current project goals.

The Special Projects Committee's duties and responsibilities include:

- fundraising for a needed project as a means of leveraging Congress to appropriate monies for such project. The prime responsibility for the Park lies with Congress, but experience shows that our representatives often need prompting from civic associations like ours and the interested. The manifestation of public support and interest in a Canal project that our association is able to muster can get the attention of our elected representatives for maintaining and enhancing the key Canal structures of the C&O Canal National Historical Park.
- educating and making the public aware of the projects that need to be done and are critical to the viability of the Park. This includes, for example, the preparation of educational materials in various forms (pamphlets, videos, presentations to civic associations, articles in *Along the Towpath*, newspaper articles, TV appearances, special events, etc.). In these endeavors the committee recruits pro bono assistance of skilled professionals.

*Duties & Responsibilities  
(continued)*

- maintaining contacts with the Superintendent of the Park and key people on his staff, keeping abreast of the deliberations in the C&O Canal Federal Advisory Commission regarding Canal projects, maintaining relationships with and, when appropriate, making our views on projects that need attention known to members of the area's Congressional delegation, working with other organizations where there is a common interest in getting a particular project done, and, generally, keeping up contacts with people who are interested in the Canal's preservation and who are and can be influential in supporting needed projects.

*Required Skills*

*Time Requirements*

In view of the ongoing urgency of preserving and maintain1ng the Canal's key structures, the committee meets regularly every few weeks, keeping itself informed on Canal projects, and discussing what actions can be undertaken in support of essential projects in the Park. Its members share in undertaking various assignments related to the projects the Committee is currently concentrating upon.

## Other Committees & Positions

OTHER COMMITTEES – The president may appoint such other committees, either ad hoc or permanent, as are deemed necessary. These committees presently include:

- Sales Committee
- Symposium Committee
- VIP (“Volunteers In the Park”) Committee
- Youth Membership Committee

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### Sales Committee

*Written by: Bill Hibbard  
Last Updated: February 4, 2007*

#### *Purpose*

The Sales Committee defines, supervises, and manages the operation of the Association’s merchandise sales, including online orders, festival booths, and special event sales.

#### *Authority*

The committee is established and functions under the authority of the board. Committee members are appointed by the president. The committee generates and submits periodic operations reports as requested by the board. The store manager, the treasurer, and the festival chairperson are ex officio members of the committee. Other members may be appointed by the president. The committee chair is elected by the committee members.

#### *Duties & Responsibilities*

Specific responsibilities of the committee include:

- accepting and processing incoming online orders, verifying stock availability, and forwarding payments to the treasurer;
- maintaining a database of all online orders;
- packaging and shipping orders;
- maintaining stock inventory, including reordering depleted stock and periodic inventories;
- providing marketing of association sales;
- recommending changes in sales items carried;
- submitting recommendations to the board for approval;
- stocking and staffing booths at association-supported community festivals and meetings;
- generating and submitting periodic reports, including sales records, inventory reports, committee operating expenses, and other reports as needed or requested;

*Duties & Responsibilities  
(continued)*

- maintaining records of committee expenditures and submitting budget requests for the Association's annual budget production; and
  - reviewing and promoting opportunities for new sales venues
- Activities described above may be performed by people who are not members of the committee but work under the direction of the committee.

*Required Skills*

Because of geographic dispersion, it is expected that committee communications will employ email correspondence as its primary mode.

*Time Requirements*

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**Symposium Committee**

*Written by: Karen Gray  
Last Updated: 2010*

*Purpose*

To work for an annual educational event that will focus substantively, but not necessarily exclusively, on any subject or subjects related to the Chesapeake and Ohio Canal and/or the C&O Canal National Historical Park.

*Authority*

The committee is established and functions under the authority of the board. The president will appoint a committee chair annually and Committee members.

*Duties & Responsibilities*

1. Unless the event is sponsored solely by the C&O Canal Association, to assist in the formation of a Partnership Committee that will be made up of representatives that have been officially approved by the partner organizations.
2. To provide the board with a working budget for the event that includes realistic incomes and expenses, and an amount that the C&O Canal Association board is asked to underwrite. If a Partnership Committee is formed, the budget will show the underwriting or contribution-in-kind made by each partner. In the event that funding by the Association or a Partnership appears inadequate at any point during the planning, execution, or finalization of the event and all agreements made concerning it, to notify the president as soon as reasonably possible and provide the board with recommended actions.

*Duties & Responsibilities  
(continued)*

3. Within the agreed upon budget, to design, create, execute, and conclude all arrangements or contracts necessary for the event or to assist the Partnership Committee when there is such, in such activities and arrangements as are necessary for the successful execution and conclusion of the event and all agreements made to bring it about.

4. When a partnership exists, the Symposium Committee will assure at all times that the Partnership Committee conducts business in a manner cognizant of relevant laws and standards for nonprofit activities of this nature; and that all partners on the Partnership Committee are sharing in the expenses and necessary work to plan, execute, and fully conclude the event and agreements made concerning it. In the event that at any point the Partnership Committee fails to function appropriately, the Symposium Committee will notify as soon as reasonably possible the C&O Canal Association president so that the Executive Committee or board may consider appropriate actions.

*Required Skills*

1. Ability to communicate by email with the C&O Canal Association officers and the Partnership Committee when one is formed and to attend at least half of the Symposium Committee and/or Partnership Committee meetings which may take place anywhere within 25 miles of the C&O Canal.

2. Abilities such as those related to planning, contracting, and/or executing a public event. Skills and experiences particularly needed on the committee are those related to contracting for services for public events; finding speakers and experts in the subject of the event; and handling money and accounting arrangements.

*Time Requirements*

5 to 15 hours a month and the time required to be present during the event itself unless an emergency or unexpected situation makes it extremely difficult or inappropriate.

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## VIP (“Volunteers in the Park”) Committee

Written By: Jim Heins  
Last Updated: 2010

### *Purpose*

The VIP program was started to assist the National Park Service (NPS) in carrying out needed clean up and improvement projects that it does not have the staff to carry out. Volunteers are recruited by email to participate in scheduled events that include such activities as: vegetation removal, painting the canal boats, repair of picnic area equipment, installation of wayside exhibits and other projects as determined by the NPS.

### *Authority*

The committee is established and functions under the authority of the board. Committee coordinator is appointed by the president. All other participants, except assistant coordinator, are voluntary at time of each project.

### *Background*

In 2010 there were 74 members names on the volunteer mailing list and 9 non-members of the Association. The amount of volunteer time and number of volunteers is dependant on the type of projects completed each year.

- Average number of workers per project generally between 9-15.
- Total number of volunteers for a given year ranges between 24 and 50
- Volunteer hours amounted to 475 to 1050 hours per year.

### *Duties & Responsibilities*

The responsibilities of the committee chair include:

- working with NPS to identify park needs/projects and realistic dates of activities;
- ensuring that project dates are included in the yearly calendar;
- working with the editor of *Along the Towpath* and the information officer as often as necessary to have appropriate committee/project information included in newsletters, Web site, and emails;
- writing articles for newsletters;
- informing membership of each project in a timely manner. Following-up with specific details for those who volunteer for a specific project and sending a “thank you” after completion;



*Duties & Responsibilities  
(continued)*

- organizing each project, visiting the site ahead of time, and working with NPS staff to have their support, help, and assistance for supplies;
- planning the project to be able to access Park Service vehicles necessary and obtaining and bringing all supplies designated for the project.
- completing all forms required by the Park Service for volunteers;
- keeping up to date on all requirements of the Park Service to be identified by a recognized supervisor for NPS; and
- preparing reports necessary for board meetings and the Annual Meeting.

*Required Skills*

The committee coordinator uses the computer for keeping project records, preparing project sign-in sheets and uses a group e-mail list for mailings.

*Time Requirements*

The job of committee coordinator generally requires 20-25 hours per month which includes administrative duties as well as time working with the volunteers on the projects themselves.

There are no official meetings, only work projects that last about 3 hours and are scheduled as needed. Volunteers come when they can and often bring their lunch to picnic with other workers when the project is completed.

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**Youth Committee**

*Written By: Marlow Madeoy  
Last Updated: March 6, 2007*

*Purpose*

The purpose for the Youth Committee is to

- enhance youth membership to achieve an age balance; and
- integrate younger members to the Association by increasing the number of teenagers, young adults, and young couples (ages 20 through 35), who are more difficult to reach.

*Authority*

The committee is established and functions under the authority of the board. Committee members are appointed by the president.

### *Duties & Responsibilities*

The Youth Committee's main task is to come up with possible strategies to attract "youth" to join the C&O Association by

- finding ways to reach young people and motivate their interest in the Association;
- going to schools, churches, and other community civic organizations where families are present as part of the outreach;
- targeting specific interest groups that are more likely to join the C&O Canal Association; and
- designing and leading activities that provide incentives to retain membership such as sponsoring day hike and canoe trips.

### *Required Skills*

### *Time Requirements*

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## Other Positions –

### Webmaster

*Written By: Ned Preston & Matthew Teigen  
Last Updated: January 2007*

#### *Authority*

The webmaster for the C&O Canal Association is under the direction of the information officer, while receiving a lot of web content from the editor of the Association's newsletter, *Along the Towpath*.

#### *Duties & Responsibilities*

Besides providing background information, an online store, membership information, and some flavor such as photos and essays, the website serves users with timely information in its calendar of events, news section (usually upcoming events, often detailing ones listed on the calendar), and echoes selected National Park Service's news releases.

Although the information officer has the final word, it is the webmaster's responsibility to:

- make content updates as directed;
- make graphic, style, layout and information-design decisions;
- design, code, ensure site usability, and update content;
- serve as a technical liaison between the Web-host and Association officers;
- assign e-mail aliases; and
- maintain control over registrant contact information, name servers, and other technical parameters related to domain, host, and client-side code.

#### *Required Skills*

Experience in designing and maintaining web sites.

#### *Time Requirements*

## **APPENDIX A: ASSOCIATION BY-LAWS**

**Chesapeake and Ohio Canal Association, Inc.**  
**BYLAWS**  
**adopted by the Annual Meeting, 6 March 1999**  
**(as amended by the Annual Meeting, 7 March 2009 and 6 March 2010)**

### **ARTICLE I**

#### **Members**

**Section 1.** Any person who is interested in the purposes of the Chesapeake and Ohio (hereafter, C&O) Canal Association and in the C&O Canal National Historical Park and the Potomac River Basin shall be eligible for one of the following classes of regular membership:

- A. Individuals. Dues shall be fifteen dollars per year.
- B. Family, consisting of one or two adults, together with their dependant children, who reside in the same household. Dues shall be twenty dollars per year.
- C. Patron, consisting of individuals or families. Dues shall be twenty-five dollars per year.

**Section 2.** Each member, except for Family Members under eighteen years of age, shall have all of the rights and duties of membership prescribed in the parliamentary authority. Each household shall receive notices of meetings, newsletters and other mailings. Applications for membership by letter or form addressed to the Association and accompanied by the applicable dues shall be immediately accepted and effective.

**Section 3.** Dues shall be assessed on a calendar year basis and shall be payable in advance on or before January 1 each year. Individuals or families joining for the first time between September 1 and December 31, shall have dues credited to the following calendar year.

**Section 4.** Persons who participated in the hike from Cumberland, Maryland, to Washington, D.C., on March 20-27, 1954, known as the Justice Douglas-Washington Post Hike Party, shall be charter members.

**Section 5.** Upon the recommendation of the Board of Directors and by a three-fourths vote by ballot at the Annual Meeting, honorary membership for a term determined by the Board of Directors may be conferred upon any person or organization in recognition of notable services rendered to the Association. An honorary member shall have none of the obligations of membership in the Association, but shall be entitled to all of the privileges except those of making motions, voting and of holding office.

### **ARTICLE II**

#### **Officers**

**Section 1.** The officers of the Association shall be a President, a First-Vice President, a Second Vice-President, a Secretary, a Treasurer, an Information Officer and fifteen Directors. These officers shall perform the duties prescribed by these Bylaws and by the parliamentary authority adopted by the Association.

**Section 2.** At each Annual Meeting a Nominating Committee of six members nominated from the floor shall be elected by a plurality vote, a tie for sixth place being decided by lot. It shall be the duty of this committee to nominate **one**<sup>(1)</sup> candidate for each of the offices to be filled at the next Annual Meeting. The call to the Annual Meeting shall identify all candidates and provide a short biography and statement of qualifications for each. Additional nominations from the floor of candidates for officer shall be permitted.

**Section 3.** The officers, except the Directors, shall be elected by ballot to serve for a term of one year or until their successors are elected. Five of the directors shall be elected by ballot by a plurality vote to serve for a term of three years or until their successors are elected, any tie for fifth place being decided by lot. In cases where there are no more candidates nominated for a position than can be elected to it, the ballot may be dispensed with by unanimous consent. The terms of all officers shall begin at the close of the Annual Meeting at which they are elected.

**Section 4.** No member shall hold more than one office at a time, and no member shall be eligible to serve in office for more than nine immediately preceding, consecutive years.

## **ARTICLE III**

### **Membership Meetings**

**Section 1.** The Annual Meetings of the Association shall be held on the first Saturday of March, or within seventy-five days thereafter each year, as ordered by the Board of Directors and shall be for the purpose of electing a Nominating Committee, electing officers, receiving reports of officers and committees, and for any other business that may properly come before it. At least thirty days notice shall be given in the call.

**Section 2.** Special membership meetings may be called by the Board of Directors or shall be called at the request of fifty members of the Association. The purpose of the meeting shall be stated in the call. At least fifteen days notice shall be given.

**Section 3.** Twenty-five members of the Association shall constitute a quorum.

## **ARTICLE IV**

### **The Board of Directors**

**Section 1.** The officers of the Association, including the Directors, shall constitute the Board of Directors.

**Section 2.** The Board of Directors shall have full power and authority over the affairs of the Association, except those powers reserved by these Bylaws to the Annual Meeting; to fill vacancies among the officers, except the office of President, until the next Annual Meeting; to adopt a capital and operating budget for the fiscal year and to amend the same as necessary from time to time by a majority vote. The Board is authorized to adopt from time to time standing rules relating to the details of administration of the Association.

**Section 3.** Unless otherwise ordered by the Board, regular meetings of the Board of Directors shall be held on the first Sunday of February, April, June, August, October and December. Special meetings of the Board shall be called on ten days notice at the request of the Executive Committee or eight members of the Board.

**Section 4.** A quorum of the Board of Directors shall be ten of its members.

## **ARTICLE V**

### **Executive Committee**

**Section 1.** The officers, except the Directors, shall constitute the Executive Committee.

**Section 2.** The Board of Directors may authorize the Executive Committee to perform, between meetings of the Board, such duties as the Board may from time to time deem expedient. The Executive Committee may act in cases of urgency which may require action before the Board of Directors can meet in regular or special session.

**Section 3.** The Executive Committee shall meet at the call of the President or upon the request of three of its members. It shall make a complete report of any action taken by it at each meeting of the Board.

## **ARTICLE VI**

### **Committees**

**Section 1.** An **Archives Committee** of one or more members shall be appointed by the President annually at the April Board meeting. Its duty shall be to oversee the organization and classification of the Association's archival special collection at the Gelman Library of the George Washington University. It shall also have the duty of reviewing any archival material donated to or generated by the Association and assessing its value for retention or adding to the special collection.

**Section 2.** An **Auditing Committee** of two members shall be appointed by the President annually at the December Board meeting. It shall be the duty of this committee, after the close of the fiscal year, to audit the financial books and records of the Association as maintained by the Treasurer and report its finding and recommendations at the Annual Meeting for approval.

**Section 3.** A **Bylaws Committee** of at least three members shall be appointed by the President at the April meeting of the Board. It shall be the duty of this committee to review all proposed amendments to these Bylaws to ensure that they are not in conflict with any provisions of the Articles of Incorporation, other articles of the Bylaws, or any other regulations to which the Association may be subject. The committee shall report its recommendation on each proposed amendment to

the Board of Directors, which may recommend approval or disapproval of the amendment by the membership of the Association.<sup>[2]</sup>

**Section 4.** An **Editorial Review Committee** appointed by the President at the April Board meeting shall consist of the Editor and Assistant Editors whose duty it shall be to edit and publish a newsletter *Along the Towpath*, portions of which shall also be published on any world wide web site maintained by the Association.

**Section 5.** An **Environmental Committee** of one or more members shall be appointed by the President annually at the April Board meeting. It shall identify and report to the Board or the Annual Meeting on threats to the historic and environmental integrity of the C&O Canal and the Park from proposed construction or other environmental intrusions and recommend actions or positions that the Association should take.

**Section 6.** A **Festivals Committee** of one or more members shall be appointed annually by the President at the April Board Meeting and shall make all arrangements for the Association's participation at fairs and festivals for the purposes of attracting new members and publicizing the Association and the Park.

**Section 7.** A **Finance Committee** composed of the Treasurer and two other members shall be appointed by the President at the April meeting of the Board. It shall be the duty of this committee to prepare amendments as needed during the year to the adopted budget (which may be adopted by a majority vote) and, at the December Board meeting, to present a budget for the following fiscal year for adoption by the Board and presentation to the Annual Meeting for its information.

**Section 8.** A **Legal Advisory Committee** of one or more members who are both members of this Association and attorneys<sup>[1]</sup> shall be appointed by the President at the April Board meeting each year. Upon request, it shall advise the Association on legal issues of concern to it. It may call on other members of the Association who are experts in the fields of accounting, insurance, scientific issues and other areas for advice and assistance as necessary.

**Section 9.** A **Level Walkers Committee**, which shall be chaired by the Second Vice-President, shall conduct the level walker program by establishing and re-aligning current levels, appointing one or more level walker for each level, and maintain records of utilization and cleanliness with regard to each level.

**Section 10.** A **Membership Committee** of one or more members, one of whom shall be the Membership Chair, shall be appointed by the President annually at the April meeting of the Board. It shall be the duty of this committee to encourage the growth and retention of membership. The Membership Chair shall maintain an up-to-date membership list, coordinate annual membership renewal campaigns, provide quarterly address lists to the newsletter printer, and report membership statistics and trends to the Board.<sup>[3]</sup>

**Section 11.** A **Nature Committee** of one or more members shall be appointed annually by the President at the April Board meeting. It shall be the duty of this committee to promote interest in the C&O Canal's natural bounty and to work to understand and preserve the flora, fauna and other natural attributes along the canal.<sup>[4]</sup>

**Section 12.** A **Programs Committee** of at least three members shall be appointed by the President at the April meeting of the Board whose duty it shall be to make all arrangements for the Justice Douglas Hike and the Heritage Hike, coordinate with the Membership Committee in arranging a new member event and prepare and arrange for the Annual Meeting and other similar events.

**Section 13.** A **Public Relations and Publications Committee**, chaired by the Information Officer, shall act as a liaison with the membership, general public and the media. With the approval of the President, it may issue press releases and with the approval of the Board, may publish books, pamphlets, graphics and other informational and educational materials.

**Section 14.** A **Special Projects Committee** of at least five members shall be appointed by the President at the April meeting of the Board. It shall be the duty of this committee to undertake projects of interest to the Association, and to advise the Board of Directors of recommended actions or positions that the Association should take on such issues.<sup>[2]</sup>

**Section 15.** Such other committees, standing or special, shall be appointed by the President as the Association or Board of Directors shall from time to time deem necessary to carry on the work of the Association. The President shall be *ex officio* a member of all committees except the Nominating Committee.

## **ARTICLE VII**

### **Affiliations**

The Association may affiliate with such other not-for-profit organizations having objectives similar to, or compatible with, those of this Association by action of the Board of Directors.

## **ARTICLE VIII**

### **Parliamentary Authority**

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Association may adopt.

## **ARTICLE IX**

### **Amendment of Bylaws**

These Bylaws may be amended at any meeting of the membership of the Association by a two-thirds vote, provided the text of the amendment has been submitted in writing with the call to the meeting.

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[1] Amended 7 March 2009.

[2] This section added 7 March 2009.

[3] Amended 6 March 2010.

[4] This section added 6 March 2010.

**Standing Rules For Processing Proposed Amendments  
(adopted by the Board of Directors, 7 December 2008)**

a. Amendments to the bylaws may be proposed by any individual or group of members of the Association. Proposed amendments should be submitted in writing to the president.

b. All proposed amendments, from whatever source, shall be referred to the Bylaws Committee for review. The review will ensure that the proposed amendment is consistent with the Articles of Incorporation, other articles of the bylaws, the traditional and stated goals and purposes of the Association, and other laws and regulations affecting the Association (for example, IRS rules affecting our 501(c)(3) status). The committee may consult with cognizant officers and committee chairs to determine if the proposal would be feasible if enacted. The committee may also edit the wording of a proposed amendment to ensure that there is uniformity of style and no ambiguity.

c. The committee will report proposed amendments to the Board of Directors, with a recommendation for or against adoption.

(1) If a majority of the board favor the proposed amendment, it will be submitted to the next annual meeting (or a special meeting) to be voted on in accordance with Article IX. The board's recommendation that the membership vote for adoption of the amendment will be noted in the call to the meeting.

(2) If a majority of the board oppose a proposed amendment, the amendment will be submitted to the membership meeting for consideration unless the member(s) that submitted it agree to its withdrawal. The board's recommendation against adoption of the amendment, and the reasons for their recommendation, will be noted in the call to the meeting.



## **APPENDIX B: ARTICLES OF INCORPORATION**

### ARTICLES OF INCORPORATION

OF

CHESAPEAKE AND OHIO CANAL ASSOCIATION, INC.

FIRST: I, Matthew S. Watson, whose post office address is 1914 Sunderland Place, N.W., Washington, D.C. 20036, being at least eighteen (18) years of age, am hereby forming a corporation under the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereafter called the "Corporation") is CHESAPEAKE AND OHIO CANAL ASSOCIATION, INC.

THIRD: The purposes for which the Corporation is formed are:

(a) The Corporation is organized exclusively for educational and charitable 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 of 1954 (or the corresponding provision of any future United States Internal Revenue Law), and, more specifically, to receive and administer funds for such charitable and educational purposes, all for the public welfare, and for no other purposes, and to that end to take and hold, by bequest, devise, gift, purchase, or lease, either absolutely or in trust for such objects and purposes or any of them, any property, real, personal or mixed, without limitation as to amount of value, except such limitations, if any, as may be imposed by law; to sell, convey, and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend the income there from for any of the before-mentioned purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received; to receive any property, real, personal or mixed, in trust, under the terms of any will, deed of trust, or other trust instrument for the foregoing purposes or any of them, and in administering the same to carry out the directions, and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal as well as the income, for one or more of such purposes, if authorized or directed in the trust instrument under which it is received, but no give, bequest or devise of any such property shall be received and accepted if it be conditioned or limited in such manner as shall require the disposition of the income or its principal to any person or organization other than a "charitable organization" or for other than "charitable purposes" within the meaning of such terms as defined in Article NINTH of these Articles of Incorporation, or as shall in the opinion of the Board of Directors, jeopardize the federal income tax exemption of the Corporation pursuant to section 501(c)(3) of the Internal Revenue Code of 1954, as now in force or afterwards amended; to receive, take title to, hold, and use the proceeds and income of stocks, bonds, obligations, or other securities of any corporation or corporations, domestic or foreign, but only for the foregoing purposes, or some of them; and, in general, to exercise any, all and every power for which a non-profit corporation organized under the applicable provisions of the Annotated Code of Maryland for scientific, educational, and charitable purposes, all for the public

welfare, can be authorized to exercise, but only to the extent the exercise of such powers are in furtherance of exempt purposes.

(b) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the Corporation 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 Article THIRD hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Corporation 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 these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

(c) Included among the educational and charitable purposes for which the Corporation is organized, as qualified and limited by subparagraphs (a) and (b) of this Article THIRD are the following:

(i) To bring into close contact with each other and the United States Department of Interior persons interested in the Chesapeake [sic] and Ohio Canal and the Potomac River Basin.

(ii) To present, organize and facilitate programs teaching about and using the Chesapeake and Ohio Canal and the Potomac River Basin by itself or in cooperation with the United States Department of Interior or other organizations.

(iii) To publish papers, documents, reports, and magazines relating to the dissemination of information concerning the Chesapeake and Ohio Canal and the Potomac River Basin.

(iv) To assist the United States Government in maintenance, restoration and protection of the Chesapeake and Ohio Canal.

(v) To undertake activities for the protection of the environment.

(vi) To cooperate with other individuals and organizations with the same goal.

(vii) To receive gifts and grants of money and property of every kind and nature and to administer the same for the purpose of promoting the objects of this corporation.

(viii) To engage lecture halls, construction equipment and facilities and do all things necessary for the advancement of the purposes of this corporation.

(ix) To engage generally in any cases or objects to promote the above purposes or purposes similar thereto and to do anything necessary or proper for the accomplishment of these purposes.

FOURTH: The principal office address is 6718 Persimmon Tree Road, Bethesda, MD 20034. The name and post office address of the Resident Agent of the Corporation in this State is 6718 Persimmon Tree Road, Bethesda, Maryland 20034. Said Resident Agent is an individual actually residing in this State. The resident agent is John Chandler.

FIFTH: The Corporation is not organized for profit; it shall have no capital stock and shall not be authorized to issue capital stock. The number of qualifications for, and other matters relating to its members shall be as set forth in the by-laws of the Corporation.

SIXTH: The number of Directors of the Corporation shall be twenty-one (21), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3). The names of the Directors, who shall act until the first Annual Meeting or until their successors are duly chosen and qualified, are:

1. Bruce W. Wood
2. William (Bill) Davies
3. Lyman Stucker
4. Margot Foster
5. John Chandler
6. Karen Gray
7. Victor Conrad
8. Ralph Donnelly
9. Carl Linden
10. Nancy Long
11. Bonnie Troxell
12. James C. Bryant
13. Susan (Butch) Henley
14. Hal Larsen
15. Kent Minichiello
16. Al Stanley
17. Brad Haigh
18. Rita Hirrlinger
19. Dave Johnson
20. Joan Paull
21. Sue Ann Sullivan

SEVENTH: Upon the dissolution of the Corporation's affairs, or upon the abandonment of the Corporation's activities due to its impracticable or inexpedient nature, the assets of the Corporation then remaining in the hands of the Corporation shall be distributed, transferred, conveyed, delivered and paid over to any other charitable

organization (as hereinafter defined) of this or any other State, having a similar or analogous character or purpose, in some way associated with or connected with the corporation to which the property previously belonged.

EIGHTH: The Corporation may by its By-Laws make any other provisions or requirements for the arrangement or conduct of the business of the Corporation, provided the same be not inconsistent with these Articles of Incorporation nor contrary to the laws of the State of Maryland or of the United States.

NINTH: In these Articles of Incorporation,

(a) References to "charitable organizations" or "charitable organization" mean corporations, trusts, funds, foundations, or community chests created or organized in the United States or in any of its possessions, whether under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, organized and operated exclusively for charitable purposes, no part of the net earnings of which inures or is payable to or for the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda or otherwise attempting, to influence legislation and which do not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidates for public office. It is intended that the organization described in this Article NINTH shall be entitled to exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 195, as now in force or afterwards amended.

(b) The term "charitable purposes" shall be limited to and shall include only religious, charitable, scientific, testing for public safety, literary, or educational purposes within the meaning of the terms used in Section 501(c)(3) of the Internal Revenue Code of 1954 but only such purposes as also constitute public charitable purposes under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, including but not limited to, the granting of scholarships to young men and women to enable them to attend educational institutions.

TENTH: (a) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(b) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

(c) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

(d) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

(e) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

ELEVENTH: (1) As used in this Article ELEVENTH, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

(2) The Corporation shall indemnify a present or former director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or, (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceedings, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 24 day of December, 1985, and I acknowledge same to be my act.

/s/ Matthew S. Watson



# Fourth of July 1829.

## LAYING THE CORNER-STONE of one of the Eastern Locks of the Chesapeake and Ohio Canal.

The ensuing Anniversary of National Independence, having been fixed upon as an appropriate day for laying the Corner-Stone of one of the Eastern Locks of the **Chesapeake and Ohio Canal**, the following arrangements for the day have been made by the Committee appointed for that purpose.

The President of the United States and the gentlemen attached to his family—Heads of Departments—Post-Master General and Attorney General of the United States—Foreign Ministers and Representatives—Masonic Societies—the President and Directors of the Chesapeake and Ohio Canal Company and their Officers—the Members of the several Corporations—and other invited Guests and Citizens of the District, will assemble at *SEMME'S HOTEL*, in Georgetown, at nine O'clock, and at half past nine, on the firing of a signal gun, the company thus assembled, will move in procession to the ground near the mouth of Rock Creek, in the following order :

- 1 — *The Grand Lodge of the District of Columbia,*
- 2 — *The Marine Band of Music,*
- 3 — *The Standard of the United States, borne and supported by four non-commissioned officers,*
- 4 — *The Committee of Arrangement, consisting of the Mayor and two members of each Corporation of the District*
- 5 — *The President and Directors of the Chesapeake and Ohio Canal Company,*
- 6 — *The President of the United States and the gentlemen attached to his family*
- 7 — *The Heads of Departments, Postmaster General, and Attorney General of the United States,*
- 8 — *Judges of the Circuit Court of the District of Columbia,*
- 9 — *The Foreign Ministers, Representatives and Consuls,*
- 10 — *The Engineers and Officers of the Canal Company, and Contractors,*
- 11 — *The members of the three Corporations and their Officers.,*
- 12 — *Citizens of the District generally,*

*An appropriate place will be assigned the volunteer corps.*

While the procession is moving, a National salute will be fired, and another on the conclusion of the ceremony.

Col. John I. Stull, Col. C. Andrews and Major C. P. Thompson, are appointed Marshals of the day, with power to appoint such assistants as they may deem necessary.

*By Order of the Committee,*

**JOHN KURTZ,**  
SECRETARY.

**JOHN COX,** MAYOR,  
CHAIRMAN.