

Chesapeake and Ohio Canal Association, Inc.

BYLAWS

Adopted by the Annual Meeting, 4 March 1999
(as amended by the Annual Meetings, 7 March 2009,
6 March 2010, 3 March 2012, 4 March 2017, and 20 March 2021)

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. Individual.
- B. Family, consisting of one or two adults, together with their dependent children, who reside in the same household.
- C. Patron, consisting of individuals or families.

The amount of dues for each class of membership shall be determined by the Board of Directors no later than the Board's regular August meeting in the calendar year before the new amounts shall take effect.¹

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. Individual 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 one² 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.

¹ Article I.1 was amended by the Annual Meeting on 20 March 2021.

² Article II.2 was amended by the Annual Meeting on 7 March 2009.

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 Meeting 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. The Board of Directors may order electronic or virtual sessions of the Annual Meeting or special membership meetings to be held when circumstances preclude holding a meeting where members would be at the same location. Such meetings must be conducted in a format in which all participants can hear and speak to each other at the same time.³

Section 4. 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. Upon order of the President, the Board of Directors may hold virtual meetings so long as all Board meetings have been given notice and all persons participating in the meeting are able to hear and speak to one another. Such participation shall constitute presence at the meeting.⁴

Section 4. A quorum of the Board 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 April 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 findings and recommendations at the Annual

³ Article III, Section 3 was added by the Annual Meeting on 20 March 2021.

⁴ Article IV, Section 3 was amended by the Annual Meeting on 20 March 2021.

Meeting for approval, and to perform such other reviews and studies that the President or Board of Directors may from time to time deem necessary.⁵

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.⁶

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 Tompath*, 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 by the President annually at the April Board meeting and shall make all arrangements for the Association's participation at fairs and festivals for the purpose 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, 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 attorneys⁷ 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 also 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**, appointed annually by the President at the April board meeting,⁸ shall conduct the level walker program by establishing and re-aligning current levels, appointing one or more level walkers 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.⁹

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.¹⁰

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.¹¹

⁵ Article VI.2 was amended by the Annual Meeting, 3 March 2012.

⁶ Article VI.3 was added to the Bylaws by the Annual Meeting, 7 March 2009.

⁷ Article VI.8 was amended by the Annual Meeting, 7 March 2009.

⁸ Article VI.9 was amended by the Annual Meeting, 4 March 2017.

⁹ Article VI.10 was amended by the Annual Meeting, 6 March 2010.

¹⁰ Article VI.11 was added by the Annual Meeting, 6 March 2010.

Section 15. Such other committees, standing or special, shall be appointed by the President as the Association or Board 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.

Amendments to the Bylaws

¹¹ Article VI.14 was added by the Annual Meeting, 7 March 2009.

Amendments to the 1999 Bylaws adopted by the Annual Meeting are shown below. Words in the original version that have been deleted are bracketed and struck out, and words added are shown in **bold**.

Article I, Section 1 was amended 20 March 2021. The amendment empowered the Board of Directors to set dues rates.

“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. Individual. [~~Dues shall be fifteen dollars per year.~~]

B. Family, consisting of one or two adults, together with their dependent 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.~~]

The amount of dues for each class of membership shall be determined by the Board of Directors no later than the Board’s regular August meeting in the calendar year before the new amounts shall take effect.”

Article II, Section 2 was amended 7 March 2009. The amendment emphasizes the intent of the original wording to limit the Nominating Committee’s slate to one candidate for each office:

“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 ~~[a]~~ **one** 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.”

Article III was amended 20 March 2021 to authorize the Board of Directors to order electronic or virtual sessions of the Annual Meeting:

“Section 3. The Board of Directors may order electronic or virtual sessions of the Annual Meeting or special membership meetings to be held when circumstances preclude holding a meeting where members would be at the same location. Such meetings must be conducted in a format in which all participants can hear and speak to each other at the same time.”

Article IV, Section 3 was amended 20 March 2021 to authorize the President to order virtual meetings of the Board of Directors:

“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. **Upon order of the President, the Board of Directors may hold virtual meetings so long as all Board meetings have been given notice and all persons participating in the meeting are able to hear and speak to one another. Such participation shall constitute presence at the meeting.”**

Article VI, Section 2 was amended 3 March 2012. It makes the appointment date of the Auditing Committee uniform with that of other standing committees, and expands the statement of duties:

“An Auditing Committee of two members shall be appointed by the President annually at the [~~December~~] **April** 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 findings and recommendations at the Annual Meeting for approval, **and to perform such other reviews and studies that the President or Board of Directors may from time to time deem necessary.”**

Article VI, Section 3 was a new section added to the Bylaws on 7 March 2009.

Article VI, Section 8 was amended 7 March 2009. The amendment removed the requirement that members of the Legal Advisory Committee must be actively practicing law and allows retired lawyers to serve on the committee:

“A Legal Advisory Committee of one or more members who are both members of this Association and attorneys [~~admitted to practice law in Maryland, Virginia, West Virginia or the District of Columbia~~] 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 also 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.”

Article VI, Section 9 was amended 4 March 2017. The amendment severed the position of Level Walker Chairman from the office of Second Vice President, and made the chairman an appointed position:

“A Level Walkers Committee, which shall be ~~chaired by the Second Vice President~~ **appointed annually by the President at the April board meeting**, shall conduct the level walker program by establishing and re-aligning current levels, appointing one or more level walkers for each level, and maintain records of utilization and cleanliness with regard to each level.”

Article VI, Section 10 *was amended 6 March 2010 to restructure the Membership Committee, change the title of its chair, and improve the statement of its duties:*

“A Membership Committee of ~~at least three~~ **one or more** members, one of whom shall be the Membership ~~Coordinator~~ **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 ~~Coordinator~~ **Chair** shall maintain an up-to-date membership list, **coordinate annual membership renewal campaigns, provide quarterly address lists to the newsletter printer, [extract useful statistics on memberships in the various classes and report on discernable trends]-and report membership statistics and trends to the Board.**”

Article VI, Section 11 *was a new section added to the Bylaws on 6 March 2010.*

Article VI, Section 14 *was a new section added to the Bylaws on 7 March 2009.*

Standing Rule of Order For the Processing of Proposed Amendments to the Bylaws (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 the proposed amendment 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 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.