

**MARYLAND ASSOCIATION OF SOCIAL SERVICES BOARDS RULES OF
OPERATING PROCEDURE AND INTERNAL STRUCTURE**

As amended and restated effective October 19, 2018

EXPLANATORY STATEMENT

WHEREAS, members of the various local Boards of Social Services in the State of Maryland have in the past met to discuss and act on issues of mutual concern as part of the Maryland Association of Social Service Boards (“MASSB”);

WHEREAS, members of the local Boards of Social Services wish to continue to meet and engage in activities as they determine appropriate, subject to future operation of MASSB as a component of - and with a separate sub-account within, the MASSB Foundation, which is a tax-exempt organization under 501(c)(3) of the Internal Revenue Code of 1986;

WHEREAS, members of the local Boards of Social Services recognize that an informal structure and rules of operating procedure will be necessary to carry forth their objectives within the MASSB Foundation; and

WHEREAS, these Rules of Operating Procedures and Internal Structure ("rules") are meant only to organize and regulate the association of local Boards with respect to governance for their collective state-wide efforts as a component fund within the MASSB Foundation, and their associated internal reporting subcommittees and executive systems.

NOW THEREFORE, in consideration of their mutual objectives, the local Boards of Social Services do hereby agree as follows, effective as of October 19, 2018:

ARTICLE 1. Name

This organization shall hereinafter operate as a component fund within the MASSB Foundation, shall continue to be known as the Maryland Association of Social Services Boards, and shall track its actions and finances through the “MASSB Main” component fund account within the MASSB Foundation.

ARTICLE II. Objective

This organization shall exist to facilitate the following objectives in conformance with the laws of the State of Maryland: -

- (a) To serve and advise local, state and federal elected officials on policies affecting the people served by the local Boards of Social Services,
- (b) To cooperate with others in furtherance of the objectives of this organization,

- (c) To act as a focal point for the concerns and education of the local Boards about matters of social welfare that involve family preservation and/or the protection of children and vulnerable adults,
- (d) To evaluate, sponsor and support legislation, rules and regulations, provided that such lobbying activities shall never constitute a substantial part of the MASSB Foundation's activities, nor shall they ever be performed to an extent that could reasonably be expected to jeopardize or to draw into question the MASSB Foundation's tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended,
- (e) To promote the general welfare of the people served by Local Departments of Social Services, and
- (f) To promote and coordinate the statewide efforts of the MASSB Foundation.

ARTICLE III. Membership

The membership of this organization shall be composed of all members of the local Boards of Social Services in the State of Maryland, and the local Commission of the Department of Social Services in 'Baltimore City (hereinafter referred to as "local boards"). Former board members, without voting privileges, may participate in association activities in an advisory capacity with the recommendation of any local Board of Social Services and the consent of the Executive Committee of the Association.

ARTICLE IV. Meetings

Section 1. Annual Conference Meeting. There shall be an annual conference meeting of the Maryland Association of Social Services Boards during the month of September or October, on a date or dates selected by the organization's officers. Written notice of annual conference meetings, stating the time and place, shall be given to the members at least one month in advance of the meeting date

Section 2. Regular Meetings. In addition to the annual conference meeting, the organization shall hold at least one regular meeting a year. Written notice of regular meetings, stating the time and place, shall be given to the members at least one month in advance of the meeting date.

Section 3. Special Meetings. Special meetings may be called by the chairperson of the Executive Committee, or upon written request of one-tenth of the local boards. Notice of all special meetings shall be in writing and mailed or delivered personally to the Chairperson of each local board, or their delegate at his or her last known address, at least seven days before such meeting. The nature of the business for which the meeting is called shall be stated in the notice. Only such business as stated in the notice shall be transacted at a special meeting.

Section 4. Quorum. A quorum shall consist of attendance in person/ by proxy of fifty percent of member boards.

ARTICLE V. Voting

Section 1. All votes taken in this organization shall be counted as one vote by each dues paying local board of each county or the City of Baltimore regardless of the number of delegates representing each jurisdiction.

Section 2. The members of each local board who attend a duly convened meeting of the organization shall be presumed to be authorized to vote on behalf of their board on any matter raised at the meeting.

Section 3. A local board of any county or City of Baltimore may vote by a proxy on any matter properly raised at any meeting. To be valid, a proxy must be in writing, signed by the Chairperson of the local board, and presented to the presiding officer of the meeting before the start of the meeting. A written proxy shall be valid for one meeting only.

ARTICLE VI. Officers

Section 1. In accordance with the voting rules set forth in Article V above, the organization shall elect its officers, at the annual conference meeting; provided that only current or former members of local boards are eligible to serve as officers of the organization. The officers of the organization shall be a Chairperson, Vice-Chairperson,, Secretary and Treasurer. Each officer shall serve until (1) his or her successor is elected and installed, (2) until being removed pursuant to Section 4 below, or (3) until the officer submits a written notice of resignation (that may be effective immediately or on a designated future date) to the other officers, whichever of the three comes first, at which time officer status shall immediately and automatically cease. Officers shall serve a two year term but no more than two consecutive terms.

Section 2. Nominations and Elections. Nominations for the offices of Chairperson, Vice-Chairperson, Secretary and Treasurer shall be made in one of three ways:

- (a) Approximately three months prior to the annual conference meeting, the Executive Committee shall solicit nominations from local board members,
- (b) The Executive Committee must submit its own nominations,
- (c) Nominations must be made from the floor at the annual conference meeting at which an election is to be held

Officers shall be elected by a majority vote of the boards present in person or by proxy at the annual conference meeting. The Executive Committee shall notify the Chairperson of all local boards of all nominations, except those which will be made from the floor, one month prior to the annual conference meeting or any other meeting where there is to be a duly authorized election. The term of office of each officer shall commence at the close of the meeting at which the officer is elected and continue until the officer is relieved

by a duly elected successor.

Section 3. Duties of Officers

- (a) The Chairperson shall be the Chief Executive Officer of the organization. It shall be the duty of the Chairperson to preside at all meetings of the organization and the Executive Committee and to perform the duties which ordinarily pertain to the office of the Chairperson.
- (b) The Vice-Chairperson, in the absence of the Chairperson, shall perform the duties which ordinarily pertain to the office of the Chairperson, and shall serve as the Chairperson of any Legislative Committee that the organization's members or officers may appoint.
- (c) The Secretary will be responsible for maintaining records, in permanent form, of the minutes and business transactions of the organization. The Secretary shall disseminate letters or other correspondence necessary for the operation of the organization and its regular and special meetings or as may be directed by the Chairperson.
- (d) The Treasurer shall be charged with collection of custody of all the funds of the organization. The Treasurer shall notify each local board, on or about November 1, that annual dues are due. A written report shall be rendered by the Treasurer at each regular meeting and the annual conference meeting, or as required by the Chairperson. The Treasurer shall be a trustee of the MASSB Foundation, and shall also be the custodian of the organization's funds and financial records (as credited to the MASSB Main account within the MASSB Foundation) and perform such other duties as pertain to the Treasurer. At the completion of his/her term, the Treasurer of MASSB is charged with the responsibility of seeing that the financial records of the organization are audited by the Department of Human Services. The retiring Treasurer shall promptly, and in no event later than thirty (30) days after ceasing to be Treasurer, transfer to the organization's new Treasurer the bulk of the Association's funds, retaining only sufficient funds to pay any outstanding bills. The final transfer of funds must be completed within forty-five days following the end of the treasurer's term.

Section 4. Vacancies, and Removal of Officers. A vacancy in any office will be filled for the unexpired portion of the term, by an individual elected by the majority vote of the continuing officers. Any officer may be removed by majority vote of the other officers whenever in their judgment removal is in the best interests of the Association.

ARTICLE VII. Committees

Section 1. Standing committees. There shall be the following standing committees:

(a) Legislative Committee. This committee shall disseminate to local boards either at meetings or in another feasible , manner pertinent legislative information. While such information shall be shared for educational purposes to promote informed individual actions by Local Board members, neither the organization nor the MASSB Foundation shall engage in any lobbying efforts.

(b) Annual Local Board Conference Committee. This committee shall consists of various members representing a variety of jurisdictions within the Association. The Chairperson shall be responsible for convening this committee and coordinating with the Department of Human Services those activities associated with an annual conference of local boards.

There shall be a Chairperson of each standing committee who shall be selected by the Chairperson of the Association.

Section 2. Other Committees. The organization shall establish such other committees as required.

ARTICLE VIII. Executive Committee

Section 1. There shall be an Executive Committee composed of the elected officers and the Chairpersons of the standing committees, and the trustees of the MASSB Foundation.

Section 2. The Executive Committee may take such emergency actions as can not reasonably await a meeting of members. All other deliberations shall be in the form of recommendations to the memberships.

ARTICLE IX. Amendments

These rules may be amended by a (two-thirds) 2/3 vote of all member boards in the state, provided notice of the proposed amendment or amendments, together with the text thereof shall have been transmitted to the Chairperson of every board at least one month prior to the meeting at which the vote is to be held.

ARTICLE X. Organization Dues

Section 1. Organization dues shall be determined from time to time based on current needs by the Executive Committee, and approved by the membership.

Section 2. The financial year shall be from January 1 to December 31.

ARTICLE XI. Parliamentary Procedure

Section 1. Where these Bylaws are silent with respect to procedure, Robert's

Rules of Order, Newly Revised, shall be the parliamentary authority and the organization shall be governed thereby.

Section 2. The Chairperson may appoint a Parliamentarian, if it is deemed necessary or desirable.