

**MARYLAND ASSOCIATION OF RESOURCES FOR FAMILY AND YOUTH (MARFY)**  
**A PROGRAM OF**  
**MARYLAND ASSOCIATION OF NONPROFIT ORGANIZATIONS, INC.**

Executive Council Operating Guidelines

1. **NAME AND PURPOSES:** MARFY is a program of Maryland Association of Nonprofit Organizations, Inc. (“Maryland Nonprofits,” or “The Corporation”) MARFY is an association of child caring organizations that provide foster care, group homes and other services to help youth and families achieve stability.
  
2. **EXECUTIVE COUNCIL:**
  - 4.1. The MARFY Executive Council shall provide guidance and advice to the governing Board of Directors of Maryland Nonprofits related to MARFY member programming. The Executive Council shall be comprised of the highest-ranking staff person at each membership organization that wishes to be represented. All members of MARFY may be represented on the Council. Membership in MARFY is demonstrated by paying dues as established by Maryland Nonprofits.
  
  - 4.2. **Removal:** Any member of the Executive Council may be removed from the Council, with or without the assignment of any cause, by a vote of the majority of the members of the Council.
  
  - 4.3. **Resignation:** A member of the Executive Council may resign by submitting a written resignation to the Chair.
  
5. **OFFICERS OF THE EXECUTIVE COUNCIL:**
  - 5.1. **Election/Vacancies:** The officers shall consist of Chair, Vice-Chair and Secretary, and such additional Vice-Chairs or assistant secretaries or assistant treasurers as the Council may from time to time appoint. The officers shall be elected by the Executive Council, from among the members of the Council, at the first meeting of the Council following the annual meeting of the Corporation. Any vacancy occurring in any office, for whatever reason, shall be filled by the Executive Council and any Member of the Council so elected shall fulfill the term of his/her predecessor.
  
  - 5.2. **Term:** Officers shall serve a term of 1 year and until their successors are elected, or until they are removed for cause. No officer shall serve more than two (2) consecutive terms in the same office.
  
  - 5.3. **Removal:** An officer may be removed from office, with or without cause, as determined by a two-thirds (2/3) majority vote of the members of the Council present at any meeting at which there is a quorum.

- 5.4. Resignation: An officer may resign by submitting a written resignation to the Chair or Secretary. If the resigning officer is the Chair, the officer may resign by submitting a written resignation to the other Members of the Council. Resignation as an officer does not constitute resignation from the Council.
- 5.5. Authority and Duties: The Officers shall have the authority and responsibility delegated by the Executive Council as follows:
  - 5.5.1. The Chair shall preside at and conduct all meetings of the Executive Council and of the Executive Committee, which shall be comprised of the officers.
  - 5.5.2. The Vice-Chair shall perform the duties of the Chair if the Chair is unable to do so or is absent; and perform such other tasks as may be assigned by the Council and, at the request of the Chair, assist in the performance of the duties of the Chair.
  - 5.5.3. The Secretary shall keep accurate records and minutes of all meetings of the Executive Council; make available minutes of the previous meeting and distribute them in advance of each meeting; cause to be delivered all notices of meetings to those persons entitled to vote at such meeting; and maintain the minutes and a current listing, with contact information, of the members of the Council at the office of the Corporation.
  - 5.5.4. Other officers appointed by the Council shall perform such duties as may be specified in writing by the Council or by officers given authority over them.

## 6. COUNCIL MEETINGS:

- 6.1. Annual Meeting: The Annual Meeting of the Executive Council shall be held at such date and time as is determined by the Council.
- 6.2. Regular Council Meetings: Regular meetings of the Executive Council shall be held at least quarterly and may be scheduled more often by the Chair.
- 6.3. Notice of Meetings: Notice of regular Executive Council meetings, including the annual meeting, shall be in writing and delivered at least 10 days before the day of the meeting to all Executive Council members. Written notice of meetings may be delivered by electronic transmission. Failure of any member to respond to notice shall not invalidate the meeting or any action taken at the meeting.
- 6.4. Quorum: At meetings of the Executive Council, a quorum shall consist of a simple majority or fifty percent (50%) plus one (1) of the members of the

Council then serving, present in person including as defined in (6.6) below.

- 6.5. Voting: Except as otherwise provided in these Operating Guidelines, decisions of the Executive Council shall be by vote of a majority (fifty percent (50%) plus one (1) of those present assuming a quorum), but not less than one-third (1/3) of the members of the Executive Council then serving. Wherever possible, the Executive Council will strive for consensus in voting. Each member of the Executive Council shall have one vote. Members of the Executive Council may vote only in person or as defined in section 6.8 below. There shall be no proxy voting.
- 6.6. Telephone and Electronic Participation: Members of the Executive Council may participate in Executive Council meetings and vote on matters discussed therein, by means of a conference telephone or similar communications equipment by means of which all persons participating in such meeting can hear each other at the same time. Participation by such means shall constitute in person presence of the Member of the Executive Council at the meeting.
7. COMMITTEES: The members of the Executive Council, by vote of a majority of the Executive Council present at a meeting where there is quorum may designate one or more committees. Committees may be formed on an ad-hoc basis or may be a standing committee as provided below or in the resolution. The Executive Council Chair shall appoint the members and the Chair of all committees. All such appointments must be approved by the Executive Council either prior to the appointment or be ratified at the next Executive Council meeting. The Executive Council Chair may appoint to committees persons who are not members of the Executive Council of the Corporation. All committees created by the Executive Council shall be chaired by a member of the Executive Council or in the case of co-chairs at least one chair must be a member of the Executive Council unless otherwise specified herein. The Executive Council Chair shall serve as an ex officio member of all committees. Committee minutes must be kept and record the date and meeting agenda, those in attendance and any action taken by the committee minutes must be shared with the Executive Council, and must become part of the corporate record.
8. CONFLICT OF INTEREST: The Executive Council shall adopt a conflict of interest policy that covers Executive Council members and other volunteers with significant decision making authority with respect to the resources of the organization. The conflict of interest policy should identify the types of conduct or transactions that raise conflict of interest concerns, set forth procedures for disclosure of actual or potential conflicts, and should provide for review of individual transactions by the uninvolved members of the Executive Council. Approval by the disinterested members of the Executive Council shall be by vote of a majority of the members of the Executive Council in attendance at a meeting at which a quorum is present. An

interested party shall not be counted for purposes of determining whether a quorum is present, nor for purposes of determining what constitutes a majority vote of the members of the Executive Council in attendance. The policy should also require that the minutes of the meeting shall reflect that the conflict disclosure was made, the vote taken and, where applicable, the abstention from voting and participation by the interested party.

9. **COMPENSATION:** The members of the Executive Council shall serve without compensation. Members of the Executive Council may be reimbursed for pre-approved expenses reasonably incurred on behalf of the Corporation. Nothing in this paragraph is intended to preclude a member of the Executive Council from receiving compensation for his/her service to the Corporation in some other capacity, provided the transaction is consistent with the organization's conflict of interest policy and these Operating Guidelines.
10. **RECORDS:** The Executive Council shall keep correct and complete minutes of the proceedings of the Executive Council, and all committees, and shall keep at the principal office of the Corporation a record of the names and addresses of the members of the Executive Council.
11. **AMENDMENTS:** These Operating Guidelines may be amended by a two-thirds (2/3) vote of the members of the Executive Council present and entitled to vote at a meeting at which a quorum is present. Any proposed amendment(s) must be submitted to the members of the Executive Council in writing with written notice of the meeting to decide on the proposed amendment(s) at least ten (10) days prior to the meeting date.
12. **NON-DISCRIMINATION:** The Executive Council shall not discriminate against any person on the basis of age (40 and older), marital status, sex (including pregnancy, childbirth, and related medical conditions), race, color, national origin, citizenship status, ethnicity, sexual orientation, gender identity, disability: physical or mental, genetic information, or political or religious opinion or affiliation in any of its policies, procedures or practices.

Adopted by the Executive Council this \_\_\_ day of \_\_\_\_\_ 2017

Chair

Dated

I, the undersigned, being Secretary of the Corporation, hereby certify that the above is a true, complete

and accurate copy of the Operating Guidelines adopted by the Executive Council.

Secretary

Dated