



## **What is Baltimore Green Works?**

Baltimore Green Works (BGW) is a nonprofit organization whose mission is to support environmental efforts that better the quality of life in Baltimore. BGW does this by convening forums for education, dialogue and the exchange of ideas, fostering partnerships with and between individuals and organizations that share our vision and by providing tools for communication and collaboration.

Since 2008, BGW has looked to capitalize upon the success of our past programming, the Baltimore City Sustainability Plan and the greater recognition that now is the time for people to engage in more sustainable practices. Here's what we've done so far...

**Baltimore Green Week:** *A weeklong series of locally sponsored environmentally focused events held by and for the citizens of Baltimore. The events are organized by day and theme according to the issue they relate such as "sustainable food day" and "climate change day." This weeklong series kicks off each year with the EcoFest, hosting 100+ vendors, musicians, artists, and exhibitors and 3-5,000 attendees.*

**EcoBall:** *One of the key goals of EcoBall while ostensibly being to raise money for future educational events is to put in practice what we preach as well as give opportunity for networking. With live music and delicious food, EcoBall has been a great forum for ecoactivists and locals alike to socialize and collaborate towards a more sustainable Baltimore while celebrating the first day of spring.*

**Sustainable Speakers Series:** *Sustainable Speakers events are predicated on bringing the experts to us. BGW was able to kick off the series with an interview with Michael Pollen, author of New York Times best-selling books, *In Defense of Food and Omnivores Dilemma*. At our most recent event BGW partnered with Will Allen of Growing Power Inc., and Baltimore City's Great Kids Farm where Will Allen gave a lecture on urban farms rooted in community, sustainable agriculture, and a commitment to making good food available to all. The full capacity attendance for both of these events is indicative of the city's general concern with environmental sustainability.*

Additionally, we provide a web-based **community calendar** of "green" events happening throughout the community and a free **resource guide** of local programs, products and businesses available in the Baltimore Metro area.



## **As a Board Member, what would I be responsible for?**

Baltimore Green Works (BGW) is a non-profit organization whose mission is to promote sustainable practices and environmental awareness in and around the Baltimore metro area. BGW does this by connecting with organizations and leaders who share our mission to offer programming and other resource opportunities on a year round basis. Our purpose in doing this is to provide our residential and business community members with the necessary information and resources required to create a clean, safe and healthy environment for all who live and work here.

Board members are voting Directors of the organization. They have the authority to establish policies and to exercise fiduciary responsibility that supports the mission of the organization. The Board of Directors of Baltimore Green Works are legally and ethically responsible for all activities of the organization.

Board members can act as coordinators of a specific program, which includes working with partners to plan and promote the event, secure a location, attend the event, and act as a liaison between the partners and the board. Other work may be necessary depending on the needs of the organization. Board members are expected to also volunteer during organizational programming.

Baltimore Green Works Board of Directors call for at least nine members, and each term is three years. The role of the Board of Directors is to set organizational policy and strategic direction, develop and promote programs, recruit partners, **solicit funding**, represent BGW in the community, and hire and evaluate staff. A variety of skill sets are ideal including an understanding of and commitment to the local community, business management experience, fundraising and marketing experience, and other skills and knowledge, which would assist Baltimore Green Works in meeting its mission.

### **Board responsibilities include:**

#### *Implementing the BGW Mission*

- Determining how Baltimore Green Works' mission, vision and values are carried out through long- and short-range planning and policy-making
- Establishing programming that furthers BGW's mission.
- Establishing partnerships with other groups to further BGW's goals
- Actively participating and assisting in executing programming

#### *Ensuring Financial Stability*

- Adopting an annual budget
- Providing fiscal oversight



### *Ensuring Organizational Growth*

- Employing and evaluating Baltimore Green Works Staff
- Recruiting, selecting, and orienting new Board members
- Nurturing an atmosphere of trust between Board and Staff, understanding the different roles of each
- Assessing the Board's performance and addressing areas that need improvement

### **Individual responsibilities include:**

- Being well-informed about BGW: the mission, history, core values, programs, who BGW serves, what the needs of BGW's clients are, and how BGW meets those needs.
- Representing BGW in the community
- Attending and participating in Board meetings
- Attending, participating, and volunteering at BGW events
- Reviewing Board meeting materials and responding in a timely fashion to all requests for board input. Being prepared to engage in discussion and vote on matters on the agenda
- Completing assignments in a timely manner
- Communicating to the Board needs, difficulties, and successes with assignments
- Making an annual personal financial contribution to BGW which will commensurate with the individual's ability
- Identifying and helping to recruit prospective board members
- Avoiding conflicts of interest in fact and appearance
- Understanding and adhering to Baltimore Green Works' By Laws and policies
- Participating in at least one BGW committee

### **Time Expectations**

- Attend and participate in all board meetings – annually there are 12 monthly board meetings, each a maximum of two hours long. Meetings are typically held on week-nights.
- An average of 5-10 hours per month for individual board responsibilities, committee work, and other BGW commitments.



## **BALTIMORE GREEN WEEK, INC.: BYLAWS**

### **ARTICLE I NAME AND LOCATION**

Section 1. Name. The name of this organization is Baltimore Green Week, Inc. (the "Corporation").

Section 2. Location. The office of the Corporation shall be in such location(s) as may be determined by the Board of Directors.

### **ARTICLE II PURPOSE**

The purposes of the Corporation shall be as set forth in the Articles of Incorporation.

### **ARTICLE III FISCAL YEAR**

The fiscal year of the Corporation shall commence on July 1 and end on June 30 of each year, or such other date as determined by a majority of the Board of Directors.

### **ARTICLE IV BOARD OF DIRECTORS**

Section 1. General Powers. The management and direction of the Corporation shall be delegated exclusively to the Board of Directors.

Section 2. Number/Composition. The number of Directors shall initially be seven (7) or such other number as may be determined from time to time by resolution of the majority of the entire Board of Directors then in office, but in any event shall not be less than five (5). The Immediate Past President (President Emeritus) shall serve for one year immediately following his/her term in an advisory capacity to the Board.

Section 3. Board Responsibilities. The Board of Directors shall be responsible for conducting the general business of the Corporation. The Board shall select all standing and special committees, designate duties, and may authorize compensation for justifiable expenses.

07/09/2010



**Section 4. Compensation.** The members of the Board of Directors and the elected officers of the Corporation shall serve without compensation for their services. Directors and officers may be reimbursed for expenses directly incurred on behalf of the corporation.

**Section 5. Nominations and Election of the Board.** Nominations for the Board of Directors may be made by anyone who has participated with the Corporation as a volunteer, participant or sponsor within the prior year. Nominations will be solicited by June 15<sup>th</sup>. The ballot, consisting of a list of nominees and those Board members who would like to continue on the Board, will be sent electronically to the existing Board members by the current Secretary by June 15<sup>th</sup> of each year. The Board will vote for the candidate(s) on or before June 30<sup>th</sup>. Both existing Board members and new candidates will be voted for in the election. The voters will have until June 30<sup>th</sup> to vote once for up to seven (7) candidates or any number of candidates that the Board had previously approved. The new Board shall meet on or before July 30<sup>th</sup>.

The Board will elect board members annually. Each Director shall hold office for a term of two (2) years. Directors may be elected to serve for up to three (3) consecutive terms; however, a Director holding the office of the Treasurer may be held for more than three (3) consecutive terms if approved by the affirmative vote of two thirds (2/3) of the members of the Board of Directors. A Director who has served for three (3) consecutive terms shall be eligible for re-election one (1) year after the expiration of the Director's third term.

Ballots will be received by the Corporation electronically via e-mail and results tallied by the Secretary and confirmed by the President. The seven (7) candidates who receive the highest number of votes will be elected to the next year board. Election results will be made public via the web site and/or email.

**Section 6. Advisory Board.** The Board of Directors may designate an Advisory Board consisting of persons who support the purposes of the Corporation and are willing to lend expertise and advice to the Board of Directors on an as needed basis. Advisory Board members may be recommended by any Board member or affiliate of the Corporation. The Board of Directors may vote on the recommendation of an Advisory Board member at any regular or special board meeting. Advisory Board members shall serve in an advisory capacity only and shall have no authority over actions taken by the Directors. Advisory Board members shall serve until release from service is recommended by and voted for approval by the Board of Directors at any regular or special meeting, a written resignation from the member is filed with the Secretary of the Board of Directors, or the Advisory Board member is elected as a Director of the Corporation.



Section 7. Regular Meetings. Regular meetings of the Board of Directors may be held without notice at such time and place as shall from time to time be determined by resolution of the Board, provided that notice of every resolution of the Board fixing or changing the time or place for the holding of regular meetings of the Board shall be emailed to each director at least three days before the first meeting held pursuant thereto. Any business may be transacted at any regular meeting of the Board.

Section 8. Annual Meeting. The Annual Meeting of the Corporation will be open to the public. Notice of the meeting will be posted on the web site and/or distributed by electronic mail to volunteers and donors. The annual meeting will be held within three (3) months after the election of the board of directors.

Section 9. Place of Meeting. The Board of Directors may hold their meetings and have one or more offices, and keep the books of the Corporation, either within or outside the State of Maryland, at such place or places as they may from time to time determine by resolution. The Board of Directors may hold their meetings in person or by conference telephone in accordance with the provisions of the Maryland General Corporation Law.

Section 10. Special Meetings. Special meetings of the Board of Directors shall be held whenever called at the request of a majority of the members of the Board of Directors or the President. The Secretary shall give notice of each special meeting of the Board of Directors, by emailing the same at least three days prior to the meeting to each director; but any such notice may be waived by any Director. Unless otherwise indicated in the notice thereof, any and all business may be transacted at any special meetings.

Section 11. Quorum: Meetings shall be convened when a quorum of the Board members is present. A majority of Board members present are required for a quorum.

Section 12. Action without a Meeting. Any action, which may be properly taken by the Board of Directors assembled in a meeting, may also be taken without a meeting, if consent in writing, or by facsimile transmission or other electronic means, setting forth the action so taken is signed by all of the Directors entitled to vote with respect to the action. Directors and Officers may also confirm their approval of the action individually via electronic means. Such consent shall have the same force and effect as a vote of the Directors assembled and shall be filed with the minutes.

Section 13. Vacancy. In the case of any vacancy in the Board of Directors through death, resignation, disqualification, removal or other cause, the remaining directors, by affirmative vote of the majority thereof, may elect a successor to hold office for the unexpired portion of the term of the director whose place shall be vacant, and until the election of his or her successor, or until he or she shall be removed, prior thereto, by an



affirmative vote of a majority of the Board.

Section 14. Removal. Any director may be removed from office with or without cause by the affirmative vote of a majority of the Board of Directors at a special meeting of the Board called for that purpose. In addition, the Board of Directors may remove a Director who fails to perform the responsibilities of the elected or appointed position, including the repeated failure to attend Board meetings by the approval of a majority of the Board.

Section 15. Committees. The Board of Directors may, by resolution, designate one or more committees, each committee to consist of one or more of the directors of the Corporation, which, to the extent provided in the resolution, shall have and may exercise the powers of the Board of Directors.

## **ARTICLE V OFFICERS**

Section 1. Election, Tenure and Compensation. The officers of the Corporation shall be a President, Vice President, Secretary and Treasurer, and such other officers as the Board of Directors from time to time may consider necessary for the proper conduct of the business of the Corporation. The President, Vice-President, Secretary, and Treasurer shall be elected bi-annually by the Board of Directors. Any additional officers shall be elected by a majority vote of the Board of Directors on or before June 30<sup>th</sup>. Any two or more of the above offices may be held by the same person, but no officer shall execute, acknowledge or verify any instrument in more than one capacity if such instrument is required by law or by these Bylaws to be executed, acknowledged or verified by any two or more officers.

In the event that any office other than an office required by law, shall not be filled by the Board of Directors, or, once filled, subsequently becomes vacant, then such office and all references thereto in these Bylaws shall be deemed inoperative unless and until such office is filled in accordance with the provisions of these Bylaws.

Except where otherwise expressly provided in a contract duly authorized by the Board of Directors, all officers and agents of the Corporation shall be subject to removal at any time by the affirmative vote of a majority of the whole Board of Directors, and all officers, agents and employees shall hold office at the discretion of the Board of Directors or of the officers appointing them.

**Section 2. Powers and Duties of the President. The President shall be the chief executive officer of the Corporation and shall have general charge and control of all its**



### **business affairs and properties.**

Section 3. Vice President. The Vice-President shall assist the President with all responsibilities regarding administration of the Board activities. In the event that the President is unable to perform any of his or her duties as President, the Vice President may fill in for the President. Section 4. Secretary. The Secretary shall give, or cause to be given, notice of all meetings of members and directors and all other notices required by law or by these Bylaws. The Secretary shall record all the proceedings of the meetings of the directors. The Secretary shall maintain a roster of organization volunteers, supporters and donors, and the Board Calendar.

Section 5. Treasurer. The Treasurer shall have custody of all the funds and securities of the Corporation, and he or she shall keep full and accurate account of receipts and disbursements in books belonging to the Corporation.

Section 6. President Emeritus. The immediate past president of the Corporation shall serve as President Emeritus in a non-voting capacity to advise the Board and assist with public outreach.

Section 7. Vacancies. Any vacancy occurring in any office, for whatever reason, shall be filled by the Board of Directors, and any Director so elected shall fulfill the term of his/her predecessor.

## **ARTICLE VI COMMITTEES**

Section 1. Executive Committee. The Board may establish an Executive Committee which will consist of the President, Vice President, Secretary and Treasurer.

Section 2. Committees/Generally. The Board may establish both permanent and special ad hoc committees as it deems necessary and shall stipulate the length and term that special ad hoc committee shall have. The President shall appoint the Chair for all committees.

Section 3. Permanent Standing Committees. Permanent Standing Committees may be established to ensure the important activities are carried out each year. Each Permanent Standing Committee shall be chaired by a member of the Board of Directors appointed by the President who shall have the responsibility of reporting to the Board of Directors of the committee's activities on a monthly basis. Each committee has the responsibility of working closely with all other committees in order to achieve an integrated approach to



the Corporation's programs.

#### **ARTICLE VII AUDIT**

The Board may appoint an independent auditor to audit the books and transactions of the Corporation at the close of the fiscal year. The completed audit report shall be provided to all members of the Board. It shall be available upon reasonable request to be viewed by a supporter, donor, sponsor or other responsible party after the audit has been reviewed by the Board.

#### **ARTICLE VIII CONFLICT OF INTEREST**

Any Board member, officer, employee, or committee member having an interest in any matter(s) presented to the Board of Directors or a committee of the Corporation for action, shall give prompt, full and frank disclosure of the interest to the Board of Directors or committee prior to its action. The body to which such disclosure is made shall determine, by majority vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, use personal influence on, or participate (other than to present factual information or to respond to questions) in the discussions or deliberations with respect to such contact or matter(s). Such person may not be counted in determining the existence of a quorum at any meeting where the contract or matter(s) is under discussion or is being voted upon. In such cases, the President Emeritus shall have voting privileges in order to determine a quorum and to break a tie. The minutes of the meeting shall reflect the disclosure made, the vote thereon and, where applicable the abstention from voting and participation, and whether a quorum was present.

#### **ARTICLE IX INDEMNIFICATION**

The Corporation shall indemnify its directors and officers to the fullest extent permitted by Maryland statutory or decisional law, as amended or interpreted. Indemnification shall include the advancement of related expenses, upon a determination by the Board of Directors or independent legal counsel appointed by the Board of Directors (who may be regular counsel for the corporation) made in accordance with applicable statutory standards. Such indemnification shall only be to the extent permitted of organizations that are exempt from Federal Income Tax under section 501(c) (3) of the Internal Revenue Code of 1986 (or corresponding provisions of any future United States Internal Revenue Law).



## **ARTICLE X EXONERATION**

To the fullest extent permitted by Maryland statutory or decisional law, as amended or interpreted, no director or officer of this Corporation shall be personally liable to the Corporation or its members for money damages. The foregoing limitation of director and officer liability shall only be to the extent permitted of organizations which are exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law). No amendment of the Articles of Incorporation or repeal of any of its provisions shall limit or eliminate the benefits provided to directors and officers under this provision with respect to any act or omission, which occurred prior to such amendment or repeal.

## **ARTICLE XI INSURANCE**

The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation. The insurance shall cover against any liability, asserted against and incurred by such person in any capacity or arising out of such their position, whether or not the Corporation would have the power to indemnify the person against such liability under the provisions of the Article.

## **ARTICLE XII MISCELLANEOUS PROVISIONS**

Except to the extent prohibited by law, the indemnification provided in Article IX above, shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under the Articles of Incorporation, any bylaw, agreement, vote of disinterested directors or otherwise, both as to action in his or her official capacity and as to action in any other capacity while holding office, and shall continue as to a person who has ceased to be a director, officer, employee or agent of the Corporation and shall ensure to the benefit of the heirs, executors, administrators or such person.

## **ARTICLE XIII INSPECTION OF CORPORATE RECORDS**

These bylaws, the roster of Directors, the roster of volunteers and supporters, the books of accounts, and the minutes of proceedings of the Board of Directors and of the committees shall be open to inspection at reasonable days and reasonable hours no later than ten (10) days after receipt of a written request, addressed to the President or the Secretary of the Corporation for any purpose reasonably related to the request for viewing



the Corporate records. Such records shall be made available for the same purpose at any Board of Directors meeting when requested by at least three (3) members of the Board of Directors. Inspections may be carried out by an Authorized Agent or Attorney who has the right to make extracts or copies at his/her own expense.

#### **ARTICLE XIV SIGNATURE AUTHORITY**

All checks, notes, acceptances and orders for payment of money shall be signed by the President, Vice-President, or Treasurer. For expense over \$1,000, the check will require two signatures from the list above. The President, Vice-President or Treasurer shall sign all contracts, leases and deeds of any kind. The Board of Directors may designate additional agents of the Corporation with signature authority to take the place of any one of the officers listed above.

#### **ARTICLE XV AMENDMENTS**

These bylaws may be amended by a simple majority vote of the Board of Directors present and entitled to vote at a meeting at which a quorum is present or by email vote where the majority of the Board of Directors concurs. Any proposed amendments(s) must be submitted to the Directors 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 or email vote.

#### **ARTICLE XVI DISSOLUTION**

The Corporation may be dissolved by a two-thirds vote of the Board or Directors then serving provided that notice of the proposed dissolution has been submitted to the Directors in writing with the written notice of the meeting date to decide on the proposed dissolution at least thirty (30) days prior to the meeting date. In the event of dissolution, the Board of Directors shall dispose of all of the net assets of the Corporation exclusively to such organization(s) which are organized and operated exclusively for charitable or educational purposes and shall at the time qualify as an exempt organization under section 501(c)(3) of the Internal Revenue Code. The Court in the jurisdiction in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations shall dispose of any remaining assets not disposed of by the Board.

*Adopted by the Board of Directors this 2nd day of July 2009.*



## Board Application

To be considered for a position on the FY2012 Baltimore Green Works Board, this form must be completed and received by email at [bgw@baltimoregreenworks.com](mailto:bgw@baltimoregreenworks.com) by 5pm on **June 24th**. The completed form should be no longer than one page. After new board members have been elected, all applicants will be notified by email about the decision. Thank you for considering Baltimore Green Works.

Name:

Email:

Mailing Address:

Phone Mobile and Home or Work:

1. In 50 words or less why should you be a Baltimore Green Works board member?
2. For the areas below in which you feel you can make a contribution to Baltimore Green Works briefly describe your experience, skills, and knowledge.

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Administrative Tasks

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Fundraising

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Marketing, Promotion, and Outreach to Communities

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Program Planning

1. List your major commitments to other entities outside of a 40-hour workweek and if applicable the expected end date for each commitment through 2011.
2. On average how much time can you devote to BGW on a monthly basis?

All Board members receive an orientation to the organization and the role/expectations of the Board. BGW requires that Board members attend monthly meetings that are usually held for two hours during the week in the early evening. Regular attendance and active participation are essential.