

By-Laws

Mountain Maryland Hemp Alliance

Article I. Name

The name of the organization shall be Mountain Maryland Hemp Alliance, hereinafter referred to as the Alliance.

Article II. Mission, Purpose Goals

Section 1: Mission

The Mountain Maryland Hemp Alliance is a group focused on educating, supporting industry, sharing ideas, preserving farmland, and creating sustainable solutions that improve economic opportunities through the production of industrial hemp in western Maryland and surrounding counties in West Virginia and Pennsylvania.

Section 2: Purpose and Goals

Western Maryland boasts an organized, thriving hemp industry comprised of; regional **educational institutions**, producing applicable research and needed educational programs; **growers**, working together to produce excellent quality raw materials; **processors**, with the capacity to utilize locally-produced raw materials at a fair price and produce a wide variety of products; **distributors**, who take the final products to market; and a thriving **retail and wholesale markets**, that sells high quality products to a wide variety of types of customers. Below, the Alliance has identified ways to meet its mission:

- A. Increase local hemp production and the number of active growers
- B. Develop markets and distribution channels to increase access to locally produced hemp and value added hemp products
- C. Provide a clearinghouse for objective, comprehensive information and serve as a platform for collaborative, coordinated action
- D. Monitor all levels of industrial hemp policy and help inform hemp-related policy-makers via regional and statewide networks
- E. Promote diversification of farm rotational crops that include hemp
- F. Promote sustainable agriculture and permaculture
- G. Increase positive agricultural and environmental impacts by educating hemp producers and promoting stewardship and conservation of land, water, and natural resources
- H. Promote civic engagement and ethics in the hemp industry
- I. Increase education and awareness of western Maryland residents regarding the benefits of growing and using hemp related products.

Article III. Membership and Leadership

Section 1: Membership

a. Membership Eligibility

Membership is open to hemp growers, related businesses and organizations, government officials and educational institutions in western Maryland and the surrounding region.

- i. Membership shall be further defined as:
 1. Any individual;
 2. Family Unit – Further defined as a spouses and dependent children;
 3. Business and Organization – Any legally recognized form of business structure such as but not limited to a sole proprietorship, partnership, corporation or cooperative;
 4. Government entity – recognized by an incorporated town, county government, state government or federal agency; or
 5. Educational Institution – any recognized school or institution of higher education.
- ii. Membership applications shall name a primary member and list any individuals that will serve as a proxy for the primary member for the purpose of voting in the absence of the primary member.
- iii. An individual may serve as the primary member for only one membership.
- iv. An individual may only serve as a primary member or proxy for one membership at any meeting for the purpose of voting.

b. Membership Approval

Memberships will be approved by the Board of Directors (hereinafter referred to as the Directors) at the Directors meeting following the receipt of membership application. Once the application is approved by the Directors the applicant will be considered a member once the dues are received by the treasurer.

c. Membership Dues

Dues will be set at the Annual Membership Meeting. All memberships will be in effect from January 1st to December 31st of each year.

d. Membership Termination

Membership in the Alliance may be terminated by the Directors if any of the following events occur:

- i. Membership will be revoked for any member that fails to pay their dues by March 1st of each year;
- ii. Individuals representing the membership dies or the entity ceases to exist;
- iii. The board of directors by resolution finds that the membership has intentionally or repeatedly violated provisions of the bylaws, rules or regulations or willfully obstructed any lawful purpose or activity of Alliance; or
- iv. Any membership that communicates their intention to terminate membership by written notice to the Alliance.

e. Membership Reinstatement

Any member that is terminated may re-apply for membership by completing an application and if approved by the board, submit payment of dues.

- f. Rights and responsibilities of members
 - i. Members are expected to participate in the work of the Alliance;
 - ii. Members may participate in meetings in person or via electron means such as video or conference calls;
 - iii. Value each other's opinions, fully participate, actively listen, and use open communication methods;
 - iv. Help to maintain the direction, purposes and goals, functions, and responsibilities of the Alliance through participation in meetings and committees;
 - v. Have a voice in the Alliance by proposing motions and discussing properly made motions at the annual, regular and special meetings of the Alliance.

Section 2: Leadership

a. Board of Directors

- i. The Board of Directors shall govern the business and affairs of the Alliance and shall be empowered to adopt all necessary policies, rules and regulations not inconsistent with the Bylaws. The policies, rules and regulations may be established for the operation of the alliance, the guidance of the officers, Coordinator and/or employees, and the management of the Alliance. The Board of Directors shall hire and fire employees of the Alliance, and determine duties, salaries, and other conditions of employment.
- ii. The Board of Directors will consist of 9 members elected from the prior calendar year's membership. For the initial Board of Directors, three board members will be elected to a one year term, three board members to a two year term and three board members to a three year term. After the initial board is selected all board of directors will be elected to a three year term at the expiration of the current term.
- iii. Board members will be elected at the annual meeting of the Alliance and will serve the three-year term, ending in the third year annual meeting. Membership may cast a one vote for each open director position. The members that receive the highest number of votes shall be elected.
- iv. There will be no limits on the number of terms that a Board of Director member serves.
- v. Any vacancy in the Board of Directors, other than by expiration of a term of office, shall be chosen and filled by a majority vote of the remaining Directors. The elected Director will finish the term of the vacated Director.
- vi. Director positions will be terminated if the Director:
 - 1. Ceases to be a member under any of the circumstances listed under Membership Termination;
 - 2. Is absent from an excess of three meetings without approval of the Board of Directors; or
 - 3. Resigns the position of director in writing to the Board of Directors.

b. Officers of Board of Directors

- i. The officers of the Alliance shall be elected from the Board of Directors at the Annual Meeting. Officer terms shall begin at the close of the meeting and serve until the close of the following Annual meeting.
- ii. The officers shall be elected by the membership by secret ballot with the Director getting the most votes winning the office.

- iii. The officers shall consist of a Chair, Vice Chair, Secretary and Treasurer. The following are the duties of the officers:
 - 1. Chair:
 - a. Presides at all meetings of the members and of the Board of Directors;
 - b. Serves as the representative of the Alliance in all matters of business representing the Alliance;
 - c. Prepares an agenda and provides agenda in written form at least one week in advance of any meeting of the membership or Board of Directors;
 - d. Performs all duties incident to the office of the Chair and such other duties as may be prescribed by the Board of Directors from time to time.
 - 2. Vice Chair:
 - a. In the absence of the Chair, or in the event of the inability or refusal to act, the Vice-Chair shall perform the duties of the Chair, and when so acting, shall have all the powers of and be subject to all of the restrictions upon the Chair; provided, however, that in the case of death or resignation of the Chair, the Board of Directors may declare the office vacant and elect a successor;
 - b. Performs such other duties as from time to time may be assigned by the Board of Directors or Chair.
 - 3. Secretary:
 - a. Takes minutes of the meetings of the members, of the Board of Directors, and committees to be kept on file;
 - b. Sees that all meeting notices are duly given in accordance with these Bylaws, or as required by law;
 - c. Supervises custody of the records of the Alliance;
 - d. Keeps a register of the names and mailing addresses of all members to be kept on file;
 - e. In general, performs all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Board of Directors or Chair.
 - 4. Treasurer:
 - a. Supervises and records the collection of all funds;
 - b. Deposits all funds with the fiscal authorities of the Alliance;
 - c. Reports at meetings of the board of directors and membership the financial standing of the Alliance;
 - d. Prepares an annual budget for approval at the annual meeting;
 - e. Performs such other duties as may be prescribed by the Board of Directors or Chair.

c. Coordinator

The Board of Directors may hire or appoint an individual to serve as the Coordinator of the Mountain Maryland Hemp Alliance. The Coordinator will carry out the day to day operation of the Alliance which may include but is not limited to: communications with alliance members, oversight of any employees, workgroups and or committees established by the Alliance, and applying for funding on behalf of the Alliance. The work of the Coordinator will be directed by the Board of Directors and be in line with the Purpose and Goals of the organization. The Chair of the Board of Directors may serve as interim Coordinator until this position is filled. The Coordinator is not a voting member of the Board of Directors.

Article IV. Meetings

Section 1: Annual Membership Meeting

- i. The Board of Directors will establish an annual membership meeting to be held during January of each year.
- ii. The annual meeting date will be set as part of the annual meeting schedule which is approved at the annual meeting the previous year.
- iii. During the annual meeting, the membership will elect Board of Directors and vote on any business that is properly brought before the meeting.
- iv. Business to be conducted during the annual meeting must be placed on the agenda for the annual meeting at least one week in advance of the meeting by providing written notice to the Chair.
- v. The chair shall prepare a written agenda to be sent to all members at least 5 days prior to the annual meeting.
- vi. There shall be no quorum requirement at the annual meeting.

Section 2: Regular Meetings

- i. Regular meetings of the alliance will be conducted on an every other month basis starting in March and continuing till December of each year.
- ii. A schedule for regular meetings dates and times shall be adopted at the annual membership meeting.
- iii. Regular meetings shall be open to all members and invited guest of the membership.
- iv. Business to be conducted during regular meetings should be placed on the agenda at least one week in advance of the meeting by providing written notice to the Chair. If time allows, members may bring up items of business at the conclusion of the regularly scheduled agenda.
- v. A written agenda and minutes of the previous meeting will be provided to all members at least 5 days in advance of the meeting.
- vi. Any member may participate in the discussion of agenda or properly proposed motions at the meeting.
- vii. Voting at regular meetings will be limited to Board of Director members.
- viii. A quorum of at least 50% of the Board of Directors must be present in order to conduct business at the regular meetings.

Section 3: Special meetings

- i. Special meetings may be called by the Chair or at the request 5 or more Alliance members
- ii. Notice of special meetings and agendas must be provided in writing to members at least one week in advance
- iii. All other conditions of regular meetings will be followed during special meetings.

Section 4: Executive Session of Board of Directors

- i. May be called by the Chair or at the request of three members of the Board of Directors
- ii. Will be open only to Directors of the Board and invited members and guests.
- iii. Will be used for matters of personnel issues and time sensitive issues that require Board of Director action.
- iv. Notice must be given in writing at least 24 hours in advance to all Board of Directors and invited members and guests
- v. A quorum of at least 50% of the Board of Directors must be present in order to conduct business at the Executive Session meetings.

Section 5: Voting

- i. Each membership will have one vote.
- ii. Voting must be in person or by official electronic meeting means by the member or their proxy.

Article V. Committees

Committees of the Alliance can be formed ad hoc at the annual meeting, regular meetings or special meetings of the Alliance provided they are:

- i. Properly moved and approved committees will serve at the pleasure of the Alliance for designated periods of time.
- ii. The Chair shall appoint a committee chair and members to each ad hoc committee
- iii. The committee chair will be responsible for convening committee meetings, providing each committee member with written notice of meetings time and location at least 5 days prior to the meeting.
- iv. The committee chair will be responsible for conducting meetings of the committee or designating a committee member to conduct meetings in their absence.
- v. The committee chair will be responsible for providing a written report to the Chair of the Board of Directors at least one day prior to the annual meeting or regular meetings of the Alliance.
- vi. Committee recommendations will be subject to the approval of the Board of Directors unless specifically given the power to act by the board of directors.

Article VI. Conduct of Business

Robert's Rules of Order Newly Revised will be used to guide the voting process of the Alliance.

Article VII. Statement of Nondiscrimination

Mountain Maryland Hemp Alliance programs, activities, and membership are available to all without regard to race, color, sex, gender identity or expression, sexual orientation, marital status, age, national origin, political affiliation, physical or mental disability, religion, protected veteran status, genetic information, personal appearance, or any other legally protected class.

Article VIII. Amendments

These Bylaws may be amended, revised or repealed by a two-thirds vote at an annual, regular or special meeting. The text of any amendment, revision or repeal must be presented at an annual, regular or special meeting. The bylaw amendment will be placed on the agenda for the next regularly scheduled meeting of the Alliance for a vote of the membership present at such a meeting.

Article IX. Fiscal Agent

The Alliance will create a Memorandum of Understanding with the Western Maryland Resource Conservation and Development Council to serve as the fiscal agent. The Memorandum of Understanding will be renewed annually until such time as the Alliance chooses to either change fiscal agents or form a formal organizational structure of its own.

Article X. Dissolution

Dissolution of the Alliance may occur with a majority vote of Alliance members. Any assets remaining in the Alliance's name will be distributed to an organization with a similar mission, by a majority vote of the remaining members.

Adopted April 8, 2020.