

**Chesapeake and Ohio Canal Association, Inc.**  
**BYLAWS**  
**adopted by the Annual Meeting, 6 March 1999**  
**(as amended by the Annual Meeting, 7 March 2009 and 6 March 2010)**

**ARTICLE I**  
**Members**

1. **Section 1.** Any person who is interested in the purposes of the Chesapeake and Ohio (hereafter, C&O)
2. Canal Association and in the C&O Canal National Historical Park and the Potomac River Basin shall be
3. eligible for one of the following classes of regular membership:
4. A. Individuals. Dues shall be fifteen dollars per year.
5. B. Family, consisting of one or two adults, together with their dependant children, who reside in the
6. same household. Dues shall be twenty dollars per year.
7. C. Patron, consisting of individuals or families. Dues shall be twenty-five dollars per year.
8. **Section 2.** Each member, except for Family Members under eighteen years of age, shall have all of
9. the rights and duties of membership prescribed in the parliamentary authority. Each household shall receive
10. notices of meetings, newsletters and other mailings. Applications for membership by letter or form addressed
11. to the Association and accompanied by the applicable dues shall be immediately accepted and effective.
12. **Section 3.** Dues shall be assessed on a calendar year basis and shall be payable in advance on or before
13. January 1 each year. Individual or families joining for the first time between September 1 and December 31,
14. shall have dues credited to the following calendar year.
15. **Section 4.** Persons who participated in the hike from Cumberland, Maryland, to Washington, D.C.,
16. on March 20-27, 1954, known as the Justice Douglas-Washington Post Hike Party, shall be charter members.
17. **Section 5.** Upon the recommendation of the Board of Directors and by a three-fourths vote by ballot
18. at the Annual Meeting, honorary membership for a term determined by the Board of Directors may be conferred
19. upon any person or organization in recognition of notable services rendered to the Association. An honorary
20. member shall have none of the obligations of membership in the Association, but shall be entitled to all of the
21. privileges except those of making motions, voting and of holding office.

**ARTICLE II**  
**Officers**

22. **Section 1.** The officers of the Association shall be a President, a First-Vice President, a Second Vice-
23. President, a Secretary, a Treasurer, an Information Officer and fifteen Directors. These officers shall perform
24. the duties prescribed by these Bylaws and by the parliamentary authority adopted by the Association.
25. **Section 2.** At each Annual Meeting a Nominating Committee of six members nominated from the
26. floor shall be elected by a plurality vote, a tie for sixth place being decided by lot. It shall be the duty of this
27. committee to nominate **one**<sup>(1)</sup> candidate for each of the offices to be filled at the next Annual Meeting. The call
28. to the Annual Meeting shall identify all candidates and provide a short biography and statement of qualifications
29. for each. Additional nominations from the floor of candidates for officer shall be permitted.
30. **Section 3.** The officers, except the Directors, shall be elected by ballot to serve for a term of one
31. year or until their successors are elected. Five of the directors shall be elected by ballot by a plurality vote to
32. serve for a term of three years or until their successors are elected, any tie for fifth place being decided by lot.
33. In cases where there are no more candidates nominated for a position than can be elected to it, the ballot may
34. be dispensed with by unanimous consent. The terms of all officers shall begin at the close of the Annual
35. Meeting at which they are elected.
36. **Section 4.** No member shall hold more than one office at a time, and no member shall be eligible to
37. serve in office for more than nine immediately preceding, consecutive years.

**ARTICLE III**

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**Membership Meetings**

- 38. **Section 1.** The Annual Meetings of the Association shall be held on the first Saturday of March, or
- 39. within seventy-five days thereafter each year, as ordered by the Board of Directors and shall be for the purpose
- 40. of electing a Nominating Committee, electing officers, receiving reports of officers and committees, and for
- 41. any other business that may properly come before it. At least thirty days notice shall be given in the call.
- 42. **Section 2.** Special membership meetings may be called by the Board of Directors or shall be called
- 43. at the request of fifty members of the Association. The purpose of the meeting shall be stated in the call. At
- 44. least fifteen days notice shall be given.
- 45. **Section 3.** Twenty-five members of the Association shall constitute a quorum.

**ARTICLE IV**

**The Board of Directors**

- 46. **Section 1.** The officers of the Association, including the Directors, shall constitute the Board of
- 47. Directors.
- 48. **Section 2.** The Board of Directors shall have full power and authority over the affairs of the
- 49. Association, except those powers reserved by these Bylaws to the Annual Meeting; to fill vacancies among
- 50. the officers, except the office of President, until the next Annual Meeting; to adopt a capital and operating
- 51. budget for the fiscal year and to amend the same as necessary from time to time by a majority vote. The
- 52. Board is authorized to adopt from time to time standing rules relating to the details of administration of the
- 53. Association.
- 54. **Section 3.** Unless otherwise ordered by the Board, regular meetings of the Board of Directors shall
- 55. be held on the first Sunday of February, April, June, August, October and December. Special meetings of the
- 56. Board shall be called on ten days notice at the request of the Executive Committee or eight members of the
- 57. Board.
- 58. **Section 4.** A quorum of the Board of Directors shall be ten of its members.

**ARTICLE V**

**Executive Committee**

- 59. **Section 1.** The officers, except the Directors, shall constitute the Executive Committee.
- 60. **Section 2.** The Board of Directors may authorize the Executive Committee to perform, between
- 61. meetings of the Board, such duties as the Board may from time to time deem expedient. The Executive
- 62. Committee may act in cases of urgency which may require action before the Board of Directors can meet in
- 63. regular or special session.
- 64. **Section 3.** The Executive Committee shall meet at the call of the President or upon the request of
- 65. 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**

- 66. **Section 1.** An **Archives Committee** of one or more members shall be appointed by the President
- 67. annually at the April Board meeting. Its duty shall be to oversee the organization and classification of the
- 68. Association=s archival special collection at the Gelman Library of the George Washington University. It shall
- 69. also have the duty of reviewing any archival material donated to or generated by the Association and assessing
- 70. its value for retention or adding to the special collection.
- 71. **Section 2.** An **Auditing Committee** of two members shall be appointed by the President annually at
- 72. the December Board meeting. It shall be the duty of this committee, after the close of the fiscal year, to audit
- 73. the financial books and records of the Association as maintained by the Treasurer and report its finding and
- 74. recommendations at the Annual Meeting for approval.
- 75. **Section 3.** A **Bylaws Committee** of at least three members shall be appointed by the President
- 76. at the April meeting of the Board. It shall be the duty of this committee to review all proposed amendments

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77. to these Bylaws to ensure that they are not in conflict with any provisions of the Articles of Incorporation,  
78. other articles of the Bylaws, or any other regulations to which the Association may be subject. The committee  
79. shall report its recommendation on each proposed amendment to the Board of Directors, which may  
80. recommend approval or disapproval of the amendment by the membership of the Association.<sup>[2]</sup>

81. **Section 4. An Editorial Review Committee** appointed by the President at the April Board meeting  
82. shall consist of the Editor and Assistant Editors whose duty it shall be to edit and publish a newsletter  
83. *Along the Towpath*, portions of which shall also be published on any world wide web site maintained by the  
84. Association.

85. **Section 5. An Environmental Committee** of one or more members shall be appointed by the  
86. President annually at the April Board meeting. It shall identify and report to the Board or the Annual Meeting  
87. on threats to the historic and environmental integrity of the C&O Canal and the Park from proposed  
88. construction or other environmental intrusions and recommend actions or positions that the Association should  
89. take.

90. **Section 6. A Festivals Committee** of one or more members shall be appointed annually by the  
91. President at the April Board Meeting and shall make all arrangements for the Association=s participation at  
92. fairs and festivals for the purposes of attracting new members and publicizing the Association and the Park.

93. **Section 7. A Finance Committee** composed of the Treasurer and two other members shall be  
94. appointed by the President at the April meeting of the Board. It shall be the duty of this committee to prepare  
95. amendments as needed during the year to the adopted budget (which may be adopted by a majority vote) and,  
96. at the December Board meeting, to present a budget for the following fiscal year for adoption by the Board  
97. and presentation to the Annual Meeting for its information.

98. **Section 8. A Legal Advisory Committee** of one or more members who are both members of this  
99. Association and attorneys<sup>[1]</sup> shall be appointed by the President at the April Board meeting each year. Upon  
100. request, it shall advise the Association on legal issues of concern to it. It may call on other members of the  
101. Association who are experts in the fields of accounting, insurance, scientific issues and other areas for advice  
102. and assistance as necessary.

103. **Section 9. A Level Walkers Committee**, which shall be chaired by the Second Vice-President, shall  
104. conduct the level walker program by establishing and re-aligning current levels, appointing one or more level  
105. walker for each level, and maintain records of utilization and cleanliness with regard to each level.

106. **Section 10. A Membership Committee** of one or more members, one of whom shall be the  
107. Membership Chair, shall be appointed by the President annually at the April meeting of the Board.  
108. It shall be the duty of this committee to encourage the growth and retention of membership. The Membership  
109. Chair shall maintain an up-to-date membership list, coordinate annual membership renewal campaigns, provide  
110. quarterly address lists to the newsletter printer, and report membership statistics and trends to the Board.<sup>[3]</sup>

111. **Section 11. A Nature Committee** of one or more members shall be appointed annually by the  
112. President at the April Board meeting. It shall be the duty of this committee to promote interest in the C&O  
113. Canal=s natural bounty and to work to understand and preserve the flora, fauna and other natural attributes  
114. along the canal.<sup>[4]</sup>

115. **Section 12. A Programs Committee** of at least three members shall be appointed by the President  
116. at the April meeting of the Board whose duty it shall be to make all arrangements for the Justice Douglas Hike  
117. and the Heritage Hike, coordinate with the Membership Committee in arranging a new member event and  
118. prepare and arrange for the Annual Meeting and other similar events.

119. **Section 13. A Public Relations and Publications Committee**, chaired by the Information Officer,  
120. shall act as a liaison with the membership, general public and the media. With the approval of the President,  
121. it may issue press releases and with the approval of the Board, may publish books, pamphlets, graphics and  
122. other informational and educational materials.

123. **Section 14. A Special Projects Committee** of at least five members shall be appointed by the  
124. President at the April meeting of the Board. It shall be the duty of this committee to undertake projects of  
125. interest to the Association, and to advise the Board of Directors of recommended actions or positions that  
126. the Association should take on such issues.<sup>[2]</sup>

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127.           **Section 15.** Such other committees, standing or special, shall be appointed by the President as the  
128. Association or Board of Directors shall from time to time deem necessary to carry on the work of the  
129. Association. The President shall be *ex officio* a member of all committees except the Nominating Committee.

**ARTICLE VII**  
**Affiliations**

130.           The Association may affiliate with such other not-for-profit organizations having objectives  
131. similar to, or compatible with, those of this Association by action of the Board of Directors.

**ARTICLE VIII**  
**Parliamentary Authority**

132.           The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern  
133. the Association in all cases to which they are applicable and in which they are not inconsistent with these bylaws  
134. and any special rules of order the Association may adopt.

**ARTICLE IX**  
**Amendment of Bylaws**

135.           These Bylaws may be amended at any meeting of the membership of the Association by a two-thirds  
136. vote, provided the text of the amendment has been submitted in writing with the call to the meeting.

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[1] Amended 7 March 2009.

[2] This section added 7 March 2009.

[3] Amended 6 March 2010.

[4] This section added 6 March 2010.

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**Standing Rules For Processing Proposed Amendments  
(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 proposed amendments 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 of the amendment 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.