

# **AGRICULTURE BUSINESS COUNCIL FREDERICK COUNTY, MARYLAND**

## ***BYLAWS***

### **ARTICLE I. NAME**

The name of this organization is the Agriculture Business Council ("Council").

### **ARTICLE II. PURPOSE**

The Council is an advisory body to Frederick County Government for the purpose of investigating methods to support, promote, develop and preserve the agriculture industry in Frederick County.

### **ARTICLE III. AUTHORITY**

The authority of the Council derives from an affirmative vote of the former Board of County Commissioners in an open meeting conducted on January 29, 2002.

### **ARTICLE IV. POWERS AND DUTIES**

Among its power and duties, the Council shall:

- A) Serve as an advisory board for the County Executive, County Council and the Office of Agriculture on economic issues affecting the agricultural industry in Frederick County;
- B) Provide information pertinent to the County's agricultural resources and opportunities;
- C) Make recommendations on issues that affect the agricultural industry and its economic viability to the Office of Agriculture;
- D) Provide expertise and support to the Office of Agriculture on matters relating to operations, committees and community affairs;
- E) Provide expertise and support on marketing strategies in relation to business and economic development;
- F) Actively pursue input from the agriculture community to promote retention and expansion of existing agricultural businesses, with a focus on developing and preserving the agricultural industry in Frederick County; and
- G) Have no authority to employ any staff.

### **ARTICLE V. MEMBERSHIP**

#### **Section 1. Composition**

The Council shall be comprised of ten (10) members who shall be appointed by the County Executive and confirmed by the County Council. Eight (8) of the members shall have experience and expertise in the agriculture industry. In addition, the Council shall have two (2) at-large members appointed by the County Executive and confirmed by the County Council. To the extent possible the committee will include representatives from the following agriculture industries: agribusiness, agri-tourism, beef, dairy, equine, grain, horticulture, specialty crops, craft beverages, and others. The Council will represent a diverse cross section of the industry in Frederick County.

## Section 2. Appointment and Terms

Members will serve for a 3-year term without compensation. Members may be reappointed but may not serve more than two (2) consecutive 3-year terms. Members initially appointed to fill a term of less than 3 years shall be eligible to serve an additional two (2) consecutive 3-year terms. Any member may resign at any time by giving written notice of such resignation to the Office of the County Executive. Any member of the Council who shall fail to attend at least fifty percent (50%) of the meetings during any period of twelve (12) consecutive months shall be considered to have resigned. Vacancies shall be filled on the same basis as the original appointments for the unexpired terms. Members shall continue in office until their successors are appointed and qualified. A Council member may be removed by the County Executive with or without cause.

## **ARTICLE VI. OFFICERS AND DUTIES**

Section 1. The officers of the Council shall minimally consist of a Chair, a Vice Chair, and a Secretary selected by the members of the Council. One person shall not hold more than one office at the same time.

Section 2. The officers shall have the following duties:

- a) The Chair shall preside over all meetings and act as the chief executive of the Council. The Chair may sign instruments, which the Council has authorized to be executed, and shall perform all duties incident to the office of chair as may be prescribed by the Council. The Chair or Chair's designee, in collaboration with County Staff, will develop and distribute the agenda and any materials related to Council business five (5) days in advance of a Council meeting.
- b) The Vice Chair shall perform the duties of the Chair in their absence, or when unable to serve.
- c) The Secretary, in collaboration with County Staff, shall be responsible for taking the minutes of all Council meetings and distributing the minutes for the previous meeting at least five (5) days in advance of the next Council meeting.
- d) At least one of the officers of the Council must receive State-approved training on the Maryland Open Meetings Act.

Section 3. At its annual meeting in December, the members of the Council shall select a Chair, Vice Chair, and Secretary from its membership. The Officers shall serve for a 1-year term and are limited to two (2) consecutive terms in office.

Section 4. An officer may resign their office at any time by giving written notice to the Chair of the Council or, in the case of the resignation of the Chair, to the Vice Chair. Such resignation shall take effect at the time specified in the notice or, if no time is specified, then immediately.

Section 5. An officer may be removed as an officer, with or without cause, by a majority vote of the Council members at any regular meeting, or at a special meeting called expressly for that purpose.

Section 6. A vacancy in any office shall be filled by a majority vote of the Council.

## **ARTICLE VII. STAFF**

The Director of the Office of Agriculture, with the assistance of the Senior Business Development Specialist, shall facilitate Council meetings. In coordination with the Chair, Vice Chair, and Secretary, Staff will schedule meetings, develop, and distribute agendas, and record and distribute minutes for the Council.

## **ARTICLE VIII. MEETINGS**

Section 1. The Council shall meet bi-monthly and scheduled accordingly and called at the judgment of the Chair and/or Vice-Chair. Meeting locations shall be in Frederick County, open to the public, and accessible to persons with disabilities. If the meeting is virtual, then it must be accessible to the public via a toll-free number so that members of the public can hear the meeting. In the case of a virtual meeting, a quorum will be established when a majority of Council members are connected to the meeting with a functioning internet connection or telephone connection that allows all members to be heard by the public and all other participating members.

Section 2. The presence, in person or remotely, of a majority of members shall constitute a quorum for the transaction of regular business.

Section 3. Special meetings may be held to address issues of a sensitive, significant, or urgent nature that cannot wait until the next regular meeting date. Special meetings shall be conducted according to procedures governing regular meetings and, when possible, shall be scheduled by the Chair, in consultation with Staff, with at least seven (7) days' notice provided to all Council members.

Section 4. All meetings and notices shall comply with the requirements of the Maryland Open Meetings Act.

Section 5. Closed Sessions. Nothing contained herein shall be construed to prevent the Council from holding closed sessions from which the public may be excluded in accordance with State law, but no resolution or recommendation shall be finally acted upon at such a closed session.

Section 6. Meetings shall be conducted in accordance with the most recent version of Robert's Rules of Order.

Section 7. Agendas for each Council meeting shall be developed by the Chair, Vice Chair, and County Staff and provided to the members in advance of the meeting. Agenda items and supporting documentation should be sent to the Senior Business Development Specialist no later than two (2) weeks prior to the meeting and then forwarded to the Council no later than one (1) week prior to the meeting. The Office of Agriculture will set the agenda with input received from the Council members. The agendas will be posted to the County website before each meeting, as required by the Maryland Open Meetings Act.

Section 8. The order of business at regular meetings shall be substantially as follows.

- Call to order and establishment of a quorum
- Approval of minutes of previous meetings
- Public comment
- Old Business
- New Business
- Administrative Business
- Comments and Announcements
- Adjournment

Section 9. The minutes of all Council meetings, including a record of those in attendance, excused and unexplained absences, shall be kept by the Secretary and/or County Staff who has been trained on the requirements of the Maryland Open Meetings Act. Copies of such minutes shall be sent to all members of the Council prior to the next meeting. The Office of Agriculture will retain the minutes for at least the minimum time-period required by the Maryland Open Meetings Act. Minutes will be posted to the FCG website following approval by the Council.

Section 10. Recording Votes. Council members' votes and abstentions shall be recorded on each motion by County Staff.

Section 11. Tie Votes. A tie vote by the Council shall be interpreted as a defeat of the motion upon which the vote was taken.

## **ARTICLE IX. COMMITTEES**

The Chair of the Council may appoint standing committees and their chairpersons as needed from the membership of the Council and shall assign the responsibilities of these committees. The Chair may also establish ad hoc committees to assist in carrying out the Council's responsibilities. Standing and ad hoc committees may include non-members. The chairperson of a committee must be a member of the Council duly appointed by the Chair.

## **ARTICLE X. CONDUCT OF COUNCIL MEMBERS**

Section 1. Representing the Council. A member shall not speak, offer testimony, or present written or verbal comments on behalf of the Council except as authorized by a vote of the Council. In any public or private statement concerning Council affairs, members shall indicate whether they are speaking as an authorized representative of the Council or for themselves. A member shall not speak, offer testimony, or present written or verbal comments regarding closed session items.

Section 2. Conduct at Meetings. Members shall conduct themselves at Council meetings in a fair, understanding, and courteous manner. They shall seek to be considerate of all individuals, attitudes, and differences of opinion involved in official Council business.

Section 3. Gratuities and Entertainment. Members shall not accept gifts or compensation from any person or entity involved in matters that come before the Council or matters which may reasonably be anticipated to come before the Council.

Section 4. Conflict of Interest. Members of the Council shall comply with the Frederick County Ethics Ordinance (Frederick County Code, Chapter 1-7.1) and, if unclear, as interpreted by the Office of the County Attorney. In the event of a possible conflict of interest, it shall be the responsibility of the member to bring the possible or actual conflict to the attention of the Chair. In any case where there is an actual conflict of interest, the member shall be recused and shall not participate as a member in the matter and must leave the room in which the Council is meeting.

## **ARTICLE XI. ADOPTION AND AMENDMENT OF THE BYLAWS**

Section 1. The Bylaws shall not take effect until ratified by a majority of the voting Council members and approved by the County Executive.

Section 2. The Bylaws may be amended at any meeting of the Council by an affirmative vote of at least two-thirds (2/3) of the voting members of the Council, provided the amendments have been submitted to the members in writing at a previous meeting and reviewed by the Office of the County Attorney.

Section 3. Copies of these Bylaws and a list of current members shall be provided to all members and will be posted on the County website. The Bylaws and the membership lists are public records.

Section 4. Variance. Upon a majority vote of the Council members (if a quorum is present) at a meeting, these Bylaws may be temporarily modified or suspended to accommodate extenuating circumstances.

Approved:

  
County Executive  
Frederick County, Maryland

3/17/25  
Date