

ARUNDEL RIVERS FEDERATION, INC. BYLAWS

ARTICLE I – Organization and Mission Statement

The Arundel Rivers Federation, Inc. (the “Federation”) is a Maryland non-stock corporation exempt under Section 501(c)(3) of the Internal Revenue Code and is dedicated to protecting, preserving, restoring and enhancing the waters of the South River, Rhode River, West River, Herring Bay, all associated watersheds and adjoining waters of the Chesapeake Bay and any other watersheds of the Chesapeake Bay that shall be added to the Federation’s jurisdiction from time to time as authorized by the Waterkeeper Alliance, Inc. (the “Jurisdictional Waters”). The name and purposes of the Federation are set forth in the articles of incorporation dated as of January 9, 2000 (the “Articles of Incorporation”).

In furtherance of the purpose set forth in the Articles of Incorporation, the objectives of the Federation are to:

- a) Reduce and prevent nutrients and other pollutants from entering its Jurisdictional Waters;
- b) Be the authoritative source for scientific information and innovative solutions for its Jurisdictional Waters;
- c) Advocate for new policies and ensure enforcement of existing laws to protect its Jurisdictional Waters;
- d) Engage, educate and empower partners throughout Anne Arundel County and the Chesapeake Bay; and
- e) Build the organizational and financial capacity to sustain the Federation’s work.

The board of directors (the “Board” and the “Directors,” respectively) shall periodically review, seek input from the Members and the Supporters (each as defined herein) and update these objectives to further the environmental mission of the Federation.

ARTICLE II – Policies

Section 1. The programs of the Federation shall be developed by the Directors and implemented by an executive director (“Executive Director”) through conferences, committees and projects.

Section 2. The Federation shall be non-profit, non-commercial, non-sectarian and non-partisan. It shall not endorse any commercial enterprise, political party or candidate.

Neither the name of the Federation nor the names of any of its Directors or Officers (as defined herein), in their official capacities, shall be used as an endorsement for any commercial concern or any political interest; provided, however, that the Federation and/or its Officers, in the name of the Federation, may enter contracts, joint projects, sponsorships or other cooperative ventures with other individuals and organizations that are non-profit, commercial, sectarian or partisan, in furtherance of the objectives set forth in Article I.

Section 3. The Federation may support or oppose legislative action by federal, state, county or local governments when such action is in the interest and betterment of its Jurisdictional Waters. The Federation, its constituent Riverkeepers and/or its Officers, in the name of the Federation, may initiate or participate in any litigation necessary and appropriate to further the objectives set forth in Article I.

Section 4. The Federation's cooperation with other organizations, agencies, programs or individuals and its participation in litigation may include activities outside the Federation's Jurisdictional Waters relating to the restoration of the Chesapeake Bay, the provision of environmental leadership and expertise and the generation of additional financial resources for the Federation.

ARTICLE III – Members and Supporters

Section 1. Any individual interested in and willing to pursue the goals and uphold the policies of the Federation is eligible for membership in the Federation. Applicants need only make a minimal annual contribution and support the goals and policies of the Federation as outlined in these bylaws (the "Bylaws") to be a member (a "Member"). Minimal annual contributions for membership shall be such as determined by the Board of Directors. Each Member shall have one (1) vote on any proposal or motion before the Federation for any changes to these Bylaws. For all other voting purposes, the Directors shall constitute the members of the Federation and, when meeting as Directors, may exercise the rights and powers of members, provided that the Members shall approve any changes to these Bylaws.

Section 2. All individuals, families and organizations that provide financial contributions to the Federation, volunteer support to the Federation or register their interest and support of the Federation's policies shall constitute the supporters of the Federation (collectively, the "Supporters"). For the avoidance of doubt, no Supporter shall exercise the rights and powers of a member unless such Supporter is a Director or except if the Supporter meets the definition of Member herein for purposes of in Article XI.

Section 3. The Board shall conduct at least one Member and Supporter meeting annually to report to the Members and Supporters on issues concerning the governance of the Federation and the objectives set forth in Article I, introduce new Directors and Officers to the Members and Supporters and respond to the questions of Members and Supporters concerning the foregoing matters.

Section 4. The Board and the Executive Director shall communicate regularly with the

Members and Supporters through electronic communications and mail. At the discretion of the Board, the Members and/or Supporters may be polled by electronic means. Significant issues may be presented to the Members and/or Supporters for their consideration through electronic means, mail or the annual Members and Supporters meeting.

ARTICLE IV - Officers, Directors, and Elections

Section 1. The officers of the Federation shall consist of a chair (the “Chair”), a vice-chair (the “Vice-Chair”), a secretary (the “Secretary”) and a treasurer (the “Treasurer”) (collectively, the “Officers”).

- a) Election. The Officers shall be elected by a majority of the Directors present at a validly called meeting at which a quorum of Directors is present (“valid meeting”). The Officers may, at the election of the Chair, be nominated by a nominating committee consisting of three (3) Directors, appointed by the Chair (the “Nominating Committee”).
- b) Board Membership. Each of the four (4) Officers shall also be a Director.
- c) Term. The term of each Officer shall be three (3) years.
- d) 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 Secretary or if there is no Secretary, to the other Officers. Resignation as an Officer does not constitute resignation from the Board.
- e) Vacancy. In the event a vacancy occurs in an Officer position, the vacancy may be filled for the remainder of the term by the vote of a majority of the Directors at a valid meeting.

Section 2. In addition to the Officers, five (5) to fifteen (15) additional Directors may be appointed to the Board. Upon determination, from time to time, of the need for additional Directors, the Board may be expanded by a majority vote of the Board at a valid meeting.

- a) Election. At each annual meeting of the Board, Directors to serve for the ensuing term shall be elected by a majority vote of the existing Directors.
- b) Term. The term of office for the Directors shall be three (3) years. The term of membership for any individual on the Board may be extended for an additional three (3) year term.
- c) Resignation. A Director may resign by submitting a written resignation to the Chair or to the other Directors, if the resigning Director is the Chair. Failure of any Director to participate in the activities of the Board

as evidenced by the failure to attend at least three-quarters (3/4) of the meetings of the Board in a twelve (12) month period will be considered cause for removal.

- d) Vacancy. In the event a vacancy occurs on the Board, the vacancy may be filled for the remainder of the term by the vote of a majority of the remaining Directors at a valid meeting.
- e) Classes. The Directors shall be divided into three (3) approximately equal classes (each, a "Class"). The first Class shall be comprised of those Directors whose term next expires on January 1, 2020 and every three (3) years thereafter; the second Class shall be comprised of those Directors whose term next expires on January 1, 2021 and every three (3) years thereafter; and the third Class shall be comprised of those Directors whose term next expires on January 1, 2022 and every three (3) years thereafter.

Section 3. An Officer or Director may be removed for cause by the vote of a majority of Directors. As used herein "cause" shall mean failure to attend three (3) consecutive Board meetings, dereliction of duty, conflict of interest or other acts deemed detrimental to the Federation by a majority of the Directors.

Section 4. In addition to the Directors, the Board may appoint, by a vote of the majority of Directors, individuals to serve as members emeritus (each, a "Board Member Emeritus"). Former Board members of the South River Federation and the West Rhode Riverkeeper Association may be appointed as Board Members Emeritus. A Board Member Emeritus may attend meetings and advise the Board, but no Board Member Emeritus shall vote on Board matters. To elect a Board Member Emeritus, the Directors must agree that the individual has made extraordinary contributions to the mission of the Federation. A Board Member Emeritus shall serve for life or until he or she resigns by submitting a written resignation to the Chair.

Section 5. The Directors shall serve without compensation. Directors may be reimbursed for pre-approved expenses reasonably incurred on behalf of the Federation. Nothing in this paragraph is intended to preclude a Director from receiving compensation for his/her service to the Federation in some other capacity, provided the transaction is consistent with the organization's conflict of interest policy and these Bylaws.

ARTICLE V – Duties of Officers and Directors

Section 1. The Board shall be the governing body of the Federation and shall formulate all Federation goals, policies and positions on matters of interest to the Federation consistent with these Bylaws, appoint the Executive Director and oversee the business of the Federation.

Section 2. The Chair shall preside at all meetings of the Federation, serve as an ex-officio

member of all committees, appoint all committee chairs, perform all other duties usually pertaining to the office and be responsible for carrying out the policies of the Board.

Section 3. The Vice-Chair shall act as principal aide to the Chair and shall perform the duties of the Chair in his/her absence.

Section 4. The Secretary shall ensure that an accurate record of all meetings of the Federation is kept and shall perform such other duties as may be delegated or required by the Chair and the Board.

Section 5. The Treasurer shall ensure that an accurate record of all receipts and expenditures is kept and that the financial records are maintained and reasonable controls over disbursement are maintained in order to insure accountability and stewardship of ARF funds. The Treasurer shall insure that monthly reports are submitted to the Board and that annual audits or financial reviews are conducted.

ARTICLE VI – Board Meetings

Section 1. Regular meetings of the Board shall be held at least quarterly. The Board may vote on any matter at a valid meeting, provided that prior written or electronic notice of the meeting is given to all Directors and the decision is approved in accordance with Article VI, Sections 4 and 5 below. Notice of regular Board meetings, including the annual meeting, shall be in writing or by electronic transmission and shall be delivered to all Directors at least seven (7) days before the day of the meeting.

Section 2. Special meetings of the Board may be called by the Chair or when deemed necessary by a majority of the Board. Notices of special meetings shall state that it is a special meeting being called and must be given in writing at least forty-eight (48) hours prior to the meeting time. Written notice of meetings may be delivered by electronic transmission. Failure of any Director to respond to a notice shall not invalidate the meeting or any action taken at the meeting.

Section 3. The privilege of participating in discussions, debates or other meeting business shall be limited to Directors in good standing and Board Members Emeritus.

Section 4. A count of a majority of the Directors shall constitute a quorum for conduct of business at regular or special meetings of the Board.

Section 5. Except as otherwise provided in these bylaws, decisions of the Board 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 Directors then serving. Each Director shall have one vote. Directors may vote only in person or as defined in Sections 6 and 7 below. There shall be no proxy voting.

Section 6. Any action which may be properly taken by the Board assembled in a

meeting may also be taken without a meeting, if it (i) is approved by unanimous consent given in writing or through electronic transmission setting forth the action taken, (ii) is signed by all of the Directors entitled to vote with respect to the action and (iii) is filed in the Board's minutes in paper or electronic form. Such consent shall have the same force and effect as a vote of the Directors assembled.

Section 7. Directors may participate in Board 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 Director at the meeting.

ARTICLE VII – Employees

Section 1. The Board may hire an Executive Director and authorize the hiring of other staff including one or more riverkeepers (each, a “Riverkeeper”), program coordinators and other employees. The Board shall directly establish the duties and responsibilities of the Executive Director. Other positions shall be authorized by the Board; provided, however, that all staff shall be hired and managed and all positions defined by the Executive Director.

ARTICLE VIII – Riverkeepers

Section 1. The Federation shall obtain licenses from the Waterkeeper Alliance, Inc. to maintain Riverkeepers for its Jurisdictional Waters. The Board and the Executive Director shall be responsible for overseeing and providing support for the work of each Riverkeeper and may authorize each Riverkeeper to appear in his or her own name, as a representative of the Federation, in litigation in furtherance of the objectives set forth in Article I.

ARTICLE IX – Committees

Section 1. Standing committees of the Federation shall consist of (i) an executive committee (the “Executive Committee”) that includes the Board governance function, as described in Article IX, Section 3 below, (ii) a finance committee (the “Finance Committee”) and (iii) a volunteers and resource development committee (the “Volunteers and Resource Development Committee”) (collectively, the “Standing Committees”). The Chair shall appoint the chairs and members of all committees. Any Director or Supporter in good standing may serve on committees, except as otherwise provided herein. All such appointments must either be approved by the Board prior to the appointment or ratified at the next Board meeting.

Section 2. Committee chairs shall present plans of work to the Board for approval by a majority of the Directors present or voting electronically prior to the execution of any programs requiring a commitment of ARF funds in excess of \$1,000. Committee chairs shall report on the activities of their committees at each regular meeting and electronically to the Chair and the Executive Director.

Section 3. The Executive Committee shall be comprised of the Chair, the Vice-Chair, the Secretary, the Treasurer and each Watershed Advisory Committee chair. No Supporter shall serve on the Executive Committee unless he or she is a Director. When the Board is not in session, the Executive Committee shall possess and exercise all powers of the Board in the management of the business and affairs of the Federation that lawfully may be exercised by the Board. The Executive Committee shall provide reasonable notice of meetings of the Executive Committee to all Directors and shall include a summary of the circumstances requiring any expeditious action taken by the Executive Committee. The Executive Committee shall then provide a complete report on such action along with minutes of the meeting at the next meeting of the Board. The Executive Committee is responsible for recommending and overseeing procedures for the evaluation of the job performance of the Executive Director and, as necessary, for succession planning.

Section 4. The Federation shall establish a watershed advisory committee for each of its Jurisdictional Waters, including but not limited to a South River watershed advisory committee (the “South River Watershed Advisory Committee”), a West River and Rhode River watershed advisory committee (the “West/Rhode River Watershed Advisory Committee” and, together with the South River Watershed Advisory Committee and any other watershed advisory committees established pursuant to this Section 4, the “Watershed Advisory Committees”). The chair of each Watershed Advisory Committee shall be a Director and a member of the Executive Committee. Each Watershed Advisory Committee shall consist of between five (5) and fifteen (15) Supporters. Subject to the direction and authorization of the Executive Director and/or the Board, as applicable, the Watershed Advisory Committees shall provide support to each Riverkeeper, help coordinate volunteers, plan events, conduct fundraising, develop new programs, and serve as the point of contact within the Federation for matters concerning the relevant Jurisdictional Waters and take other actions as appropriate in furtherance of the objectives stated in Article I with respect to the relevant watershed. Each Watershed Advisory Committee shall be responsible for establishing its own procedures in coordination with the Executive Director and the relevant Riverkeeper.

Section 5. Other committees may be created for specific purposes by the Chair at any time.

ARTICLE X – Indemnification and Advance of Expenses

Section 1. To the maximum extent permitted by Maryland law in effect from time to time, the Federation shall indemnify and, without requiring a preliminary determination of the ultimate entitlement to indemnification, shall pay or reimburse reasonable expenses in advance of final disposition of a proceeding to (a) any individual who is a present or former Director or Officer or employee of the Federation and who is made or threatened to be made a party to the proceeding by reason of his or her service in that capacity; or (b) any individual who, while a Director or Officer or employee of the Federation and at the request of the Federation, serves or has served as a director, officer, partner, trustee, member or manager of another corporation, limited liability company, partnership, joint

venture, trust, employee benefit plan or other enterprise and who is made or threatened to be made a party to the proceeding by reason of his or her service in that capacity; provided, that the acts or omissions of such individual in such capacity are not found by a court of competent jurisdiction to constitute fraud, gross negligence or willful misconduct. The rights to indemnification and advance of expenses provided by these Bylaws shall vest immediately upon election of a Director or Officer. The indemnification and payment or reimbursement of expenses provided in these Bylaws shall not be deemed exclusive of or limit in any way other rights to which a person seeking indemnification or payment or reimbursement of expenses may be or may become entitled under any bylaw, resolution, insurance, agreement or otherwise.

Neither the amendment or repeal of this Article IX nor the adoption or amendment of any other provision of the charter of the Federation or these Bylaws inconsistent with this Article IX, shall apply to or affect in any respect the applicability of the preceding paragraph with respect to any act or failure to act which occurred prior to such amendment, repeal or adoption.

ARTICLE XI - Amendments to the Bylaws

Section 1. These Bylaws may be amended at any regular or special meeting of the Federation membership by a two-thirds (2/3) vote of the Members present and Members voting by proxy, provided that notice of the amendment has been submitted in writing, or on the Federation website, at least one (1) month prior to such meeting. The Chair may solicit Member votes by proxy through electronic or mail communications and vote such proxy votes during any meeting of the membership voting on amendments to the Bylaws.

ARTICLE XII - Parliamentary Authority

Section 1. All proceedings of the Federation, unless otherwise specified herein, will be conducted according to “Robert's Rules of Order.”

ARTICLE XIII – Corporate Records

Section 1. The Federation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board and all Standing Committees, and shall keep at the principal office of the Federation a record of the names and addresses of the Directors as well as its Articles of Incorporation, Bylaws and Board-approved policies. The Federation shall make available to the public its application to the IRS for tax exempt status, its IRS determination letter and its three most recently filed IRS Form 990s. Upon written request, all books and records of the Federation may be inspected by any Director within three (3) business days.

ARTICLE XIV – Conflict of Interest

Section 1. The Board shall adopt a conflict of interest policy that covers Directors, Officers, staff members and 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 provide for review of individual transactions by the uninvolved Directors. Approval by the disinterested Directors shall be by vote of a majority of Directors 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 Directors 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 or parties.

ARTICLE XV – Dissolution

Section 1. The Federation may be dissolved by a two-thirds (2/3) vote of the Directors then serving provided that notice of the proposed dissolution has been submitted to the Directors in writing or electronically with 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 shall dispose of all of the net assets of the Federation exclusively to such organization(s) which are organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code. Any remaining assets not disposed of by the Board shall be disposed of by the Court in the jurisdiction in which the principal office of the Federation is then located, exclusively for such purposes or to such organizations.

ARTICLE XVI – Certain Items of Interest

Section 1. The Executive Director shall cause certain items of interest to the Members and Supporters to be posted to the Federation’s website, including these Bylaws, the Federation’s conflict of interest policy, links to all other watershed organizations in Anne Arundel County and any other items of interest as determined from time-to-time by the Board.

Approved at South River Federation Member Meeting, October 30, 2018.