

# By-Laws of Chesapeake Climate Leadership Alliance

## **Article I. Name/Location, Purpose and Mission of the Organization**

- 1.1 The name of the corporation shall be Chesapeake Climate Leadership Alliance, hereinafter referred to as the organization, the corporation or CCLA.
- 1.2 The principal offices of this corporation shall be in the state of Maryland. The corporation may have other such offices, either in or without the state of Maryland as the Board of Directors may determine.
- 1.3 The purpose for which this corporation shall be established, as described fully in the articles of incorporation, is: to advocate to stop global warming by formulating and evaluating positions on legislative and political issues of public concern; to encourage members of the public to communicate their views to the legislature; to gather and disseminate information on these issues of public concern; to support other organizations that are organized and operated for similar purposes, as allowed under the law; to promote, encourage and foster other air pollution/climate change activities as deemed appropriate by the board; and to conduct any other activities permissible for a corporation exempt from federal income tax under section 501(c)4 under Code.
- 1.4. Notwithstanding any other provisions of these By-Laws, no part of the net earnings of CCLA shall inure to the benefit of, or be distributed to, its members, members of the Board of Directors, officers, or other private persons, except that CCLA is authorized and empowered to pay reasonable compensation for services rendered.
- 1.5. Notwithstanding any other provision of these By-Laws, CCLA shall not carry on any activities not permitted to be carried on by a corporation exempt under Section 501(c)(4) of the Internal Revenue Code of 1986, as amended (the 'Code').
- 1.6 The Board of Directors may from time to time establish one or more separate segregated funds within the meaning of 26 USC §527(f)(3), or any successor section thereto for the purpose of influencing or attempting to influence the selection, nomination, election or appointment of individuals to public office, as provided in 26 USC §527(e)(2), provided that all of the provisions of those regulations are met, consistent with and not adversely affecting the organization's 504(c)(4) status.

## **Article II. Organizational Membership**

2.1 Any person may become a member of the organization by subscribing to the purposes of the organization and paying dues as set by the Board of Directors. There shall be no discrimination in membership on the basis of age, sex, race, national origin, sexual orientation, physical or mental ability, or political or religious belief.

2.2 Every member of the organization shall be entitled to one vote on each matter subjected to a vote of the membership.

2.3 Any member may resign from the organization by filing a written resignation with the Board of Directors or by not paying dues.

2.4 Membership in this organization is not transferable.

2.5 The Board of Directors may make provision for sponsoring, honorary, or any type of special membership. No such member shall have voting rights in the organization.

### **Article III. Board of Directors: Duties, Compensation, Composition and Terms of Office**

3.1 Throughout these By-Laws, members of the Board of Directors of the organization, whether they be officers of the Board or not, shall be referred to as “members of the Board,” “Board members,” or “Directors.”

3.2 Duties of the Board of Directors shall include:

- 1. hiring, supervising, evaluating and terminating the executive director of the organization;**
- 2. ensuring sound management and the overall financial health of the organization;** attending meetings of the Board and serving on subcommittees or task forces as necessary;

- 3. determining policies and programs for the organization and exercising final authority therefor;**
- 4. defining the community/geographic area which the organization shall serve,**
- 5. defining the organizational structure of the board and evaluating the board's effectiveness;**
- 6. being cognizant of strategies that the board and staff will use in the course of carrying out the board's policies;**
- 7. positively presenting the organization and its mission to the broader community;**
- 8. investigating and establishing connections with other organizations, alliances, and partnerships to further the goals of the CCLA.**

3.3 All members of the Board of Directors are expected to: attend all regular and special meetings of the Board, unless excused by the President; serve on subcommittees or task forces as necessary; and participate in fund raising on behalf of the organization.

3.4 No Board member shall engage in a program or take actions on behalf of the organization or invoke the organization's name except as authorized to do so by the President or other officer so designated by the President. No such actions may be contrary to the purposes, mission and policies of the CCLA.

3.5 No Board member shall receive monetary compensation for his or her services on the Board; however, the Board may allow for reimbursement of reasonable expenses incurred by Board members in fulfilling required duties.

3.6 Any compensation received by a Board member for contracted or other services to the organization outside the scope of their duties as Directors must be disclosed in a manner compliant with the organization's conflict of interest policy and with the laws of Maryland.

3.7 It is key to fulfilling the purpose and maintaining the focus of CCLA that the Board of Directors represent and reflect the diversity of the state to the greatest degree possible. Consistent with the organization's mission, the Board will include Directors from the various geographic regions. CCLA further recognizes that community is not defined simply by geography, and efforts will be made to ensure that the Board of Directors includes voices from communities that have been excluded from or underrepresented in power and decision making in the state of Maryland and the Chesapeake Bay area generally.

3.8 Upon the incorporation of CCLA, Directors will be those persons specified in the Articles of Incorporation of CCLA. If these Directors determine that it is desirable to elect

additional members of the Board, they shall create such positions and fill them in the same manner as vacancies in accordance with Section 4.6.

3.9 The permanent Board shall consist of at least five and not more than 15 Directors elected in the manner provided for in these By-Laws. To establish the board, as near as possible 1/3 of the original Directors shall be elected to three year terms, 1/3 to two year terms, and 1/3 to one year terms. Thereafter, all Directors of the Board shall be elected to terms of three years.

#### **Article IV. Nominations, Elections, Removal of Board Members and Officers**

4.1 The recruitment and nomination of candidates for Directors and Officers of the Board of Directors shall be a responsibility of the Board. The Board **may** also consider nominations for Directors received in writing from members of the organization not less than 10 days prior to the annual meeting.

4.2 Elections of Directors shall be held at the annual meeting. All members of the organization present at the annual meeting shall be entitled to vote in these elections. If the number of candidates does not exceed the number of vacancies on the Board, the Board may, at its discretion, present a slate of candidates for a vote of the members.

4.3 Following the election of the Board of Directors, the Directors elected at the annual meeting shall elect the officers at the same annual meeting by a majority vote of the Board of Directors.. Officers shall be President, Vice-president, Secretary, and Treasurer, and other officers designated by the Board from time to time. All Officers shall serve one year terms.

4.4 Should any Director be absent from 1/3 or more meetings in any one year, or should he/she have three consecutive unexcused absences, the Board of Directors shall send written notice to that Director requesting affirmation of the Director's interest in continuing his/her membership on the Board. If the Board receives no reply within 30 days, the Board may act to immediately terminate that Director's membership on the Board.

4.5 Any Director, having demonstrated malfeasance or having otherwise willfully caused harm to the organization, may be removed from the Board by a ~~2/3~~ majority vote **of the Board**. Prior to a meeting at which such vote occurs, the Board shall send written notice to the Director proposed to be removed stating the nature of the Board's concern and offering an opportunity for that Director to present and be heard by the Board.

4.6 Any vacancy occurring before the expiration of a term of office shall be filled at any time by a majority vote of the Board of Directors. Persons chosen to fill vacancies shall serve out the un-expired term.

#### **Article V. Duties of Officers**

5.1 The President shall: exercise general supervision over all business affairs of the organization; preside over meetings of the Board of Directors; see that all orders and resolutions of the Board are carried into effect; and report on all matters within his/her knowledge that should be brought to the attention of the Board and Staff in the best interest of the organization.

5.2 The Vice-president shall succeed to the temporary duties of the President wherein the President, by reason of illness, disability, or absence is unable to act and shall exercise the powers and perform the functions that from time to time are prescribed for him/her by the President. In the event of the resignation or death of the President, the Vice-president shall assume the duties of the President, until the next meeting of the Board of Directors, at which time the vacancy shall be filled according to Article IV, Section 4.6 of these By-Laws.

5.3 The Secretary shall be responsible for producing minutes of the meetings of the Board of Directors and shall have them available to distribute to the Board and the Executive Director of CCLA prior to the next regular meeting. He/she shall also be responsible for producing and distributing all written correspondence of the Board in a timely manner. Copies of such correspondence will be distributed to the Executive Director of CCLA for purposes of filing. The Secretary shall perform the duties of the Vice-President in the event that he/she cannot perform them and shall undertake other duties as assigned by the President.

5.4 The Treasurer shall review CCLA's annual operating budget and annual report in conjunction with the Executive Director of the organization and make recommendation to the Board regarding their approval. The Treasurer shall consult regularly with staff to assess the fiscal health of the organization. The Treasurer shall report to the Board on the status of revenue and expenditures in relation to the approved budget at least four times each year regular meetings of the Board, and at any point during the year in which finances become irregular. The Treasurer shall immediately report to the President any serious irregularities in the financial status of the organization or discrepancies in financial reports. The Treasurer shall also perform other duties as assigned by the President.

## Article VI. Committees

6.1 Committees and task forces may be established and staffed by the President with the advice and consent of the Board of Directors as necessary to assist in the management of the affairs of the organization. An Executive Committee may be formed to take action as needed between meetings of the Board. Such other standing committees as the Board deems useful may also be formed.

## Article VII. Meetings and Quorums

7.1 The Board of Directors shall establish the time and place for holding regular Board meetings and communicate such schedule to the Directors. Written notice shall not be required

for regular meetings. Electronic communication (e-mail) is acceptable for all written notice requirements of the Board.

7.2 Special meetings of the Board of Directors may be called by the President, or by 1/3 of the Directors, or by petition to the Board of Directors by not less than five percent of the organization's members. Written notice stating the place, day, hour and purpose of such meeting shall be mailed to each Board Director not less than three days nor more than 45 days prior to the day of such meeting.

7.3 The presence of at least fifty percent of the Board members at any duly warned or regular Board meeting shall constitute a quorum.

7.4 An annual meeting of the membership shall be held during the month of September in each year at the time and place to be determined by the Board of Directors. Each member of the organization shall be notified in writing of the time and place of the annual meeting at least 20 days in advance of the date. The purpose or purposes for which the annual meeting is to be held shall be stated in the notice. Ten percent of the membership shall constitute a quorum.

7.5 In the event that a question or dispute concerning procedure arises at any meeting of the Board of Directors, or of the membership, Robert's Rules of Order, Newly Revised, shall be the ultimate authority.

## Article VIII. Staff

8.1 The Board shall develop and maintain a current personnel policy for the Executive Director and all employees. It shall be the responsibility of the Executive Director to carry out the administration of the personnel policy.

8.2 The Board shall hire, supervise, evaluate and terminate the Executive Director of the organization. The Board shall conduct an annual performance review of the Executive Director in accordance with the personnel policy.

8.3 The Executive Director shall work under the direction of the Board of Directors. The Executive Director shall oversee the hiring, training, and termination of all staff under the terms of personnel policy and shall have responsibility for seeing that the staff carries out its responsibilities in accordance with the policies and directives of the Board of Directors.

8.4 No member of the Staff, including the executive director, shall have voting privileges on the Board of Directors or as a member of the organization.

## Article IX. Indemnification

9.1 Definitions. As used in this Article IX, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time, (the “Indemnification Section”) shall have the same meaning as provided in the Indemnification Section.

9.2. Indemnification of Directors and Officers. The CCLA shall indemnify and advance expenses to a Director or officer of CCLA in connection with a proceeding to the fullest extent permitted by law and in accordance with the Indemnification Section.

9.3. Indemnification of Employees and Agents. With respect to an employee or agent, other than a Director or officer, of CCLA, CCLA may, as determined by the Board of Directors, indemnify and advance expenses to such employee or agent in connection with a proceeding to the extent permitted by law and in accordance with the Indemnification Section.

## Article X. Fiscal Year

10.1 The fiscal year of the organization shall be the same as the calendar year.

## Article XI. Amendment of By-Laws

11.1 These By-Laws may be altered, amended, or repealed, and new By-Laws may be adopted by a two-thirds majority of the Board of Directors present at any meeting, provided ten-day advance written notice is made in accordance with these By-Laws and includes a description of the proposed alteration, amendment, or adoption of new by-laws.

## Article XII. Dissolution

12.1 In the event of the dissolution or final liquidation of corporation none of the property of the Corporation nor any of the proceeds thereof shall be distributed to or divided among the Directors or officers of the Corporation or inure to the benefit of any individual.

12.2 Upon dissolution, after all liabilities and obligations of the Corporation have been paid, satisfied and discharged, or adequate provisions made thereof, all remaining assets and property of the Corporation shall, by a 2/3 majority vote of the Board, be distributed to one or more organizations that is/are: organized and operated exclusively for environmental purposes similar to those of the Corporation; and exempt from federal income taxation under 501(c)4 or 501(c)3 of the United States Internal Revenue Code or the corresponding provisions of any subsequent federal tax laws.