

# CHESAPEAKE CONSERVATION LANDSCAPING COUNCIL, INC.

## BY-LAWS

### ARTICLE I

#### OFFICES

**SECTION 1.** The name and purposes of Chesapeake Conservation Landscaping Council, Inc. henceforth “the Council,” are set forth in the Articles of Incorporation.

**SECTION 2.** The principal office of Chesapeake Conservation Landscaping Council, Inc. shall be located at 12610 Eveland Road, Ridgely, Maryland 21660.

**SECTION 3.** This corporation is organized exclusively for one or more of the purposes as specified in Section 501 (c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code.

**SECTION 4.** The mission of the Council, a coalition of individuals and organizations, is to research, promote, and educate the public about conservation-based landscaping practices to benefit the Chesapeake Bay watershed. The Council is committed to implementing best practices that result in a healthier and more beautiful environment that benefits residents and the region's biodiversity. The Council will work to advance the following principles:

- Build a diverse and broad coalition of public and private sector groups and leaders and homeowners;
- Reach a broader market to strengthen the macro economic benefits of conservation landscaping;
- Influence the setting of standards that define good conservation landscaping practices; and
- Inform and educate public policy decision makers to advance conservation landscaping activities

The long term goal of the Conservation Landscaping Council is to advance conservation landscaping practices that have significant ecological benefits for communities throughout the Chesapeake Bay Watershed. To achieve larger-scale conservation landscapes, the Council will consider a range of strategies and advance those deemed most desirable to achieve its goal. Strategies may range from public outreach campaigns, to advancing progressive public policies, to developing model best practices to demonstrate the benefits of conservation landscaping on small and large scales, to encouraging landscaping retailers to sell and promote native plants and to promote conservation practices.

The Council develops and advances strategies that will be useful in achieving the Council's goal and mission. Each committee will develop specific strategies that can advance the strategy identified below. Each strategy will include a range of specific actions that can be carried out to promote and advance conservation landscaping throughout the watershed. Strategies over time may change based on new resources or information that benefit the goal and mission of the organization or new partnership opportunities. However, for now the Council will focus on the following four strategies:

- Developing conservation landscaping standards of practice;
- Promoting conservation landscaping techniques;
- Training the public on conservation landscaping, and
- Measuring the impact and number of conservation landscaping activities.

## ARTICLE II

### NON-DISCRIMINATION

The Council shall not discriminate on the basis of race, color, creed, national origin, sex, age, sexual orientation, or disability, with respect to selection of Board members, or in connection with any other activity of the Council.

## ARTICLE III

### BOARD OF DIRECTORS

**SECTION 1. NUMBER** A Board of Directors consisting of not more than twenty-one (21) persons and not less than seven (7) persons shall manage the Council. The specific number of Directors shall be determined from time to time by the Board. In the event of the number of Directors being increased as provided in these By-Laws, the additional Directors shall be elected by the Directors already in office.

**SECTION 2. ELECTION** Governance Committee will nominate Directors and Officers. At each annual meeting, the Directors shall be elected to fill expiring terms for the ensuing year.

**SECTION 3. TERM** The term of a Director is three (3) years and begins on the first of January for the year elected and terminates on December 31 of the third year. A Director may not serve more than two (2) consecutive three (3) year terms, except to fulfill the term of Chairperson until a successor is elected. A Director may otherwise be re-elected after the elapse of one (1) year following the expiration of two consecutive full terms. Directors shall hold office for a term to be established at the next annual meeting. To insure proper rotation in office, one-third of the Board of Directors shall be elected at the first annual meeting of the Board to serve for one year, one-

third to serve for two years, and one-third to serve for a full three year term. At all subsequent annual meetings, each Board Director is elected for a term of three years, unless they are filling a vacancy for a Director whose full three-year term was not completed.

**SECTION 4. VACANCIES** Any vacancy may be filled by a majority vote of the remaining Board of Directors. The person so elected to the Board shall serve the remainder of the term of the member succeeded. Such person is eligible to be elected to two (2) full terms upon expiration of the term created by the vacancy.

**SECTION 5. REMOVAL** A Director may be removed, without cause, as determined by a two-thirds vote of the entire Board.

**SECTION 6. RESIGNATION** A Director may resign by submitting a written resignation to the Chairperson, or Vice Chairperson, if the resigning Director is the Chairperson.

**SECTION 7. COMPENSATION OF DIRECTORS** Directors shall not receive any compensation for their services as such. However, each Director shall be entitled to receive from the Council reimbursement of reasonable expenses when pre-approved by the Chairperson of the Board of Directors and incurred while conducting the duties of a Director and/or Officer.

**SECTION 8. DUTIES** Board members are expected to attend the Annual Meeting and all regular meetings. Failure to attend two or more Board meetings per year may result in his/her replacement at the discretion of the Board. Directors are under a continuing obligation to disclose any actual or potential conflict of interest as soon as it is known, or reasonably should be known.

**SECTION 9. HONORARY DIRECTOR** The Board may confer on any person(s) the permanent title of Honorary Director(s). Honorary Directorship shall be non-voting, and such person(s) need not hold membership in the Council.

**SECTION 10. QUALIFICATIONS** Directors shall be of the age of majority in this state. Other qualifications for directors of this corporation shall be a professional interest in conservation landscaping and a general interest in supporting the function and mission of the Council.

**SECTION 11. LIABILITY** The Directors shall not be personally liable for the debts, liabilities, and the obligations of the Council.

**SECTION 12. INDEMNIFICATION** The Directors shall be indemnified by the Council to the fullest extent permissible under the laws of this state.

**SECTION 13 INSURANCE FOR CORPORATE AGENTS** Except as may be otherwise provided under provisions of the law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee or other agent of the Council) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Council would have the power to indemnify the agent against such liability under the Articles of Incorporation, these bylaws or provisions of law.

## ARTICLE IV

### OFFICERS

**SECTION 1. EXECUTIVE OFFICERS** The executive Officers of the Council shall be President and Chairperson, Vice-Chairperson, Secretary, Treasurer, and other such Officers as the Board from time to time considers necessary for the proper conduct of the business of the Council. The same person shall serve as both President and Chairperson.

**SECTION 2. ELECTIONS OF OFFICERS** The executive Officers shall be elected annually from and by the Board of Directors at its annual meeting.

**SECTION 3. TERM** Each Officer shall hold office for a term of one (1) year, and thereafter until Officer's successor is elected and qualified or until Officer's death, resignation or removal. The term limit for an Officer is three consecutive one-year terms.

**SECTION 4. RESIGNATION** An Officer may resign only by submitting a written resignation to the Chairperson. If the resigning Officer is the Chairperson, written resignation shall be submitted to the Vice Chairperson.

**SECTION 5. REMOVAL** Any Officer may be removed from office with or without cause by the affirmative vote of the majority of the Board.

**SECTION 6. VACANCY OF OFFICERS** In the case of any Officer vacancy, other than the Chairperson, through death, resignation, disqualification, removal or other cause, the remaining Directors, by affirmative vote of the majority, may elect a successor to hold office for the unexpired portion of the term of the Officer whose place is vacant, or until the election of the Officer's successor. In case of the vacancy of the office of Chairperson in these circumstances, the Vice-Chairperson shall become Chairperson for the unexpired term and for the following term of office of the Chairperson anticipated by the provision for normal succession of Vice-Chairperson to the office of Chairperson as set forth below.

**SECTION 7. AUTHORITY AND DUTIES** The Officers shall have the authority and responsibility delegated by the Board of Directors and as stated in these By-Laws.

**THE PRESIDENT and CHAIRPERSON** shall preside at all meetings of the Board and of the Executive Committee. Subject to the Board of Directors, the Chairperson shall have general charge of the business of the Council. The Chairperson shall keep the Board of Directors fully informed and shall freely consult with them concerning the business of the Council. The Chairperson may sign and execute all authorized bonds, checks, contracts, or other obligations in the name of the Council. The Chairperson shall do and perform such other duties as from time to time may be assigned by the Board of Directors. The Chairperson shall have the power to name the

chairperson and members of all committees, whether they are established by the Board of Directors or the Chairperson.

**THE VICE CHAIRPERSON** shall serve as Chairperson-Elect and perform all the duties of the Chairperson in the absence of the Chairperson, and in addition thereto, shall perform all other duties delegated by the Board of Directors. Upon the completion of the Chairperson's term, the Vice Chairperson will serve as Chairperson.

**THE SECRETARY** shall keep minutes of all meetings, notify the Directors of the time and place of meetings, conduct the correspondence of the Council and maintain a current list of the Board of Directors and their addresses. The Secretary shall assure the safekeeping of the Council's charter and bylaws, bonds, stocks, certificates of deposits, or other evidences of investments including transaction records and correspondence relating to investments, deeds for property and other evidences of ownership of property belonging to the Council including all insurance policies owned by the Council.

**THE TREASURER** shall regularly review the operating statements of the Council and deliver all financial reports to the Board. He/she shall serve on all Board committees dealing with the finances of the Council. The Treasurer shall assure the prompt collection of all receivables due to the Council, and assure proper payment of all payables owed by the Council and the proper execution of all investment decisions of the Council's assets. The Treasurer shall assist the Chairperson in other matters as the Chairperson may request.

**OTHER OFFICERS** appointed by the Board shall perform such duties as may be specified by the Board or by Officers given authority over them.

## **ARTICLE V**

### **MEMBERS**

**SECTION 1. MEMBERS** The Directors of the Board shall constitute the members of the Council. In its discretion, the Board of Directors may establish a category of membership for contributors to the Council who shall be entitled to such privileges and benefits, as the Board of Directors shall determine from time to time. Members, unless they are Board Directors, shall not be entitled to vote or otherwise participate in managing the affairs of the Council.

## ARTICLE VI

### MEETINGS

**SECTION 1. ANNUAL MEETING** The annual meeting of the Board shall be held in October for the purpose of electing Directors to succeed those whose terms shall expire December 31 of that year, and for the transaction of such other corporate business as may come before the meeting.

**SECTION 2. REGULAR BOARD MEETINGS** Regular meetings of the Board shall be held semi-annually and may be scheduled more often by the Chairperson.

**SECTION 3. SPECIAL MEETINGS** Special meetings of the Board may be called at any time for any purpose or purposes by the Chairperson, Vice Chairperson, the Secretary or any Director upon the request in writing of a majority of all the Directors entitled to vote on the business to be transacted at such meeting. Such request shall state the purpose or purposes of the meeting. Business transacted at all special meetings of Directors shall be confined to the purpose or purposes stated in the notice of the meeting.

**SECTION 4. MEETING LOCATION** All meetings of the Board shall be held at Chesapeake Bay Foundation Merrill Building, Annapolis, Maryland or elsewhere as designated by the Board.

**SECTION 5. NOTICE OF MEETINGS** Written notice of each regular meeting of the Board shall be transmitted, to each Director at least ten (10) days before the meeting. Each notice shall state the place, day, and hour at which the meeting is to be held, briefly stating the purpose or purposes thereof. Notice of special meetings shall state that it is a special meeting and the purpose of the meeting, and may be given orally or in writing at least three days prior to the meeting. Failure of receipt of notice by any member shall not invalidate the meeting or any action taken.

**SECTION 6. QUORUM** A quorum shall consist of a majority of the entire Board of Directors. If at any meeting less than a quorum is present, a majority of those present may adjourn the meeting. The act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, other than Resolutions, as defined below, and except as may be otherwise specifically provided by law or by the Corporate Charter or by these By-Laws. Attendance by phone or electronic transmission shall be adopted by an affirmative vote of a majority of the entire Board of Directors, which may be in writing or by electronic transmission.

**SECTION 7. REQUIRED VOTE** An affirmative vote of a majority of a quorum present, as herein defined, shall be necessary for the passage of any motion, other than Resolutions. Resolutions shall include (a) approval of an annual budget, (b) the hiring/firing of the Executive Director, (c) approval of expenditures over \$10,000 not within an approved annual budget, and (d) amendments to the By-Laws or the Corporate Charter. Resolutions shall be adopted by an affirmative vote of a majority of the entire Board of Directors, which may be in writing, or by electronic transmission. Phone attendance shall require a roll call vote of all participants.

**SECTION 8. COMMITTEES** Committees shall be such as the Board shall provide except that there shall be an Executive Committee, Finance Committee and Governance Committee

appointed by the Chairperson. The Governance Committee shall be appointed no later than two months prior to the annual meeting of the Board of Directors. In addition to such committees as the Board shall provide, the Chairperson of the Board shall have the power to establish committees. The duties of the committees are as follows:

**Executive Committee** includes the Board's four officers (Chairperson, Vice Chairperson, Secretary and Treasurer) and is responsible for the following:

- Selecting, supporting, reviewing and managing Executive Staff,
- Acting for the full Board in the event of an emergency in which the full board cannot be convened, and
- Acting for the full Board in routine matters during months when the board does not meet.

**Governance Committee** is appointed by the Chairperson and is responsible for the following:

- Recruiting and nominating potential Board Directors,
- Training Board Directors,
- Recognizing Board Directors for their accomplishments,
- Nominating officers,
- Evaluating Board Directors, and
- Recommending policy regarding board governance.

**Finance Committee** includes the Treasurer and at least one other member appointed by the Chairperson. It is responsible for the following:

- Representing the Board, keeping the Board abreast, and making recommendations regarding fiduciary matters.

## ARTICLE VII

### FISCAL MATTERS

**SECTION 1. BANK ACCOUNTS** Officers or agents shall be designated by the Board of Directors to have authority to deposit funds of the Council in banks or trust companies from time to time as designated by the Board of Directors. Such Officers or agents shall be authorized by the Board of Directors may withdraw any or all of the funds of the Council so deposited in any such bank or trust company, upon checks, drafts or other instruments or orders for the payment of money, drawn against the account or in the name or behalf of this Council, and made or signed by such Officers or agents.

Each bank or trust company with which funds of the Council are so deposited is authorized to accept, honor, cash and pay, without limit as to amount, all checks, drafts or other instruments or orders for the payment of money, when drawn, made or signed by Officers or agents so designated by the Board of Directors until written notice of the revocation of the authority of such Officers or agents by the Board of Directors shall have been received by such bank or trust company.

There shall be certified to the banks or trust companies in which funds of the Council are deposited, the signature of the Officers or agents of the Council so authorized to draw against the

same. In the event that the Board of Directors shall fail to designate the persons by whom checks, drafts and other instruments or orders for the payment of money shall be signed, as provided in this Section, all of such checks, drafts and other instruments or orders for the payment of money shall be signed by the Chairperson or a Vice Chairperson and countersigned by the Secretary or Treasurer of the Council.

**SECTION 2. LOANS** Officers of the Council shall be designated by the Board of Directors to have authority to effect loans, advances or other forms of credit at any time or times for the Council from such banks, trust companies, institutions, Councils, firms or persons. The Board of Directors shall designate when loans, advances or other forms of credit are necessary. As security for the repayment of such loans, advances, or other forms of credit the Board may assign, transfer, endorse and deliver, either originally or in addition or substitution, any or all stocks, bonds, rights and interests of any kind in or to stock or bonds, certificates of such rights or interests, deposits, accounts, documents covering merchandise, bills and accounts receivable and other commercial paper and evidence of debit at any time held by the Council. For such loans, advances or other forms of credit they may make, execute and deliver one or more notes, acceptances or written obligations of the Council on such terms, and with such provisions as to the security or sale or disposition thereof as such Officer or agents shall deem proper.

**SECTION 3. FISCAL YEAR** The fiscal year of the Council shall be the calendar year beginning January 1 and ending December 31 of that same year unless otherwise provided by the Board of Directors.

**SECTION 4. BONDING** The Officers of the Council shall be bonded as deemed adequate by the Board.

## ARTICLE VIII

### SUNDRY PROVISIONS

**SECTION 1. EXECUTIVE DIRECTOR** The Executive Director shall be appointed or terminated by the Board under terms and conditions as it may prescribe. He/she shall act as the Executive Staff of the Council and shall have primary responsibility for the administration of the Council subject to the direction and review of the Board. He/she shall have responsibility for the Council's facilities and grounds, for the hiring, firing and direction of the staff, for the efficiency of the Council's service to the public, and for the operation of the Council under the financial conditions set forth in the annual budget. He/she shall attend all regular and special Board meetings and act in an advisory capacity to the Board.

**SECTION 2. AMENDMENTS** The power to amend the By-Laws of the Council shall be vested in the Board of Directors of the Council. Amendment or alteration of the By-Laws shall be by a majority vote of the Board, provided a copy of such amendment or alteration has been sent to each of the Directors at least ten (10) business days prior to the meeting at which the same is to be acted upon.

I, the undersigned, being Secretary of the Council, hereby certify that the above is a true, complete and accurate copy of the By-Laws as adopted by the Board of Directors on

---

---

Pamela Rowe, Secretary