

**ALLIANCE FOR THE CHESAPEAKE BAY, INC.
BY-LAWS**

As AMENDED and ADOPTED on July 8, 2016

ARTICLE I

MISSION AND PURPOSE

The Alliance for the Chesapeake Bay, Inc. is an independent, regional organization whose mission is to lead, support, and inspire local action to restore and protect the health of the Chesapeake Bay and its watershed.

The Alliance mission is fulfilled by:

- Bringing together individuals, organizations, businesses and governments in partnership to work on solutions, build a commitment from all segments of society, and ensure a broad base of participation in the Chesapeake Bay watershed restoration effort.
- Inspiring the people and communities of the watershed to be stewards of their local streams and to take part in the work of restoration, creating this connection through volunteerism, local programs, and education.
- Creating and launching innovative local and regional programs and measuring the results of actions that heal the land, clean up local rivers and streams, reduce storm water pollution, conserve and enhance watershed forests and farms, train and educate citizens and decision-makers, and enhance local communities.

The Alliance is organized exclusively for charitable, scientific, educational, and collaborative purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code and shall not be operated for profit. No part of the net earnings of the organization shall accrue to the benefit of or be distributable to any director, officer, or private person except where it is authorized to pay reasonable compensation for services rendered in support of the Alliance mission. The Alliance does not litigate. No part of the activities of the Alliance shall consist of participation in a political campaign on behalf of any candidate for public office.

ARTICLE II

NAME AND OFFICES

Section 1. NAME. The Corporation shall be known as the ALLIANCE FOR THE CHESAPEAKE BAY, INC. (the "Alliance")

Section 2: OFFICES. The registered office of the Alliance shall be located in the State of Maryland or such place as designated by the Articles of Incorporation. The Alliance may maintain additional offices at other places within or without the State of Maryland as the Board of Directors may designate.

ARTICLE III

BOARD OF DIRECTORS

Section 1. MEMBERS. The Alliance shall have a governing body known as the Board of Directors, hereinafter referred to as the Board, consisting of not less than sixteen or more than twenty-four members.

Section 2. TERMS OF OFFICE AND VACANCIES. Board members shall be elected for three-year terms, except as stated herein. The terms of office shall begin on January 1st following the election, unless the Board specifies a different date at the time of the election. A Board member may not be elected to more than two consecutive full three-year terms. However, a Chair or Chair-Elect who begins serving a term of office before his or her Board term expires, may continue to serve on the Board and as an officer until the end of the term of office to which he or she has been elected. Under special circumstances, Board members may be elected to serve lesser terms than three years in order to fulfill a departing member's term or other needs or until a successor is duly elected.

To the extent feasible, the membership of the Board will be distributed equally among the States of Maryland, Pennsylvania, Virginia, and the District of Columbia with a member from New York, West Virginia and Delaware desirable. Questions regarding the election or term of any Board member not covered by the bylaws shall be determined by the Board.

Section 3. POWERS. The Board shall direct the activities of the Alliance in accordance with the policies and directives approved by the Board. The Board shall have ultimate responsibility for the affairs and financial resources of the Alliance, including approval of an annual operating budget; electing Board members; employing an Executive Director who shall carry out the duties stated in Article IV, Section 2; approving a strategic plan and annual work plans; and performance of other duties as may be prescribed in the bylaws.

Section 4. MEETINGS. Meetings of the Board may be called by the Chair or by a majority of the voting members of the Board. Meetings will occur no less than four times per year with one meeting held prior to the end of June. At least a two week notice shall be given of the date and place of each meeting and the general nature of the business to be acted upon shall be given to all members of the Board by mail, electronic mail or in person, In the case of an event requiring Board action with shorter notice, , a meeting

may be called upon not less than three days' notice. A meeting or vote may be conducted by email so long as the Secretary maintains an adequate record of the business conducted, and any vote taken is recorded in official minutes.

Participation in a meeting of the Board can be by means of electronic or similar communications as long as all persons participating in the meeting can hear each other. Participation in an electronic meeting shall constitute presence at such meeting including for determining count toward a quorum.

Board Directors have the responsibility to participate actively in the organization and to attend Board Meetings and other Alliance events. Directors prepare in advance of each meeting and are diligent and responsive to Board affairs and the business interests of the organization.

Section 5. VOTING. Unless otherwise noted, a majority of the existing voting members of the Board shall constitute a quorum for the transaction of business and a majority of votes shall constitute an act of the Board. Past Chairs and Honorary Directors are not voting members and shall not count toward a quorum.

Section 6. BOARD RESPONSIBILITIES. The Board serves as the fiduciary authority for the organization and provides the strategic direction and leadership necessary to achieve the organization's goals. Board Directors responsibilities and functions include:

- Support the Executive Director and assess his or her performance as well as approval of compensation. Carry out the search for and selection of the Executive Director.
- Determine governing policies and short and long range plans.
- Approve annual budget, financial plans, financing strategies, and approve any major acquisitions or dispositions of assets or new business investments.
- Ensure that adequate policies, procedures and systems are in place to assure the accuracy of financial statements and compliance with laws and approve the selection of auditors and review and approve audits and tax filings.
- Approve organization compensation policies and benefit plans.
- Ensure legal and ethical integrity and accountability.
- Provide financial oversight of annual budget and ensure proper financial controls are in place to ensure that adequate resources are available for the organization.
- Establish goals and provide leadership for the organization's fundraising and development efforts.
- Make a financial gift of their discretion as a show of full support of the Board and seek sponsorship of the organization's programs and operating needs.
- Recruit and orient new Board Members and assess Board performance.
- Maintain, develop, or enhance relationships with partnering organizations, institutions and individuals in the Bay Watershed to advance the mission of the organization and maintain the strength of the Board.

Section 7. DUTY OF LOYALTY. Board Directors shall act in good faith without personal interests prevailing over the interests of the organization. Directors will avoid conflicts of interest and not use their position for personal gain. In the event that a personal interest exists, Directors will fully disclose this prior to the time that action is taken by the Board and abstain from taking action with respect to the matter. Directors will submit a signed conflict of interest declaration each year. Directors will treat all information of the organization with strict confidentiality.

Section 8. REMOVAL FROM BOARD. Any Board Director who has three absences per year from Board meetings shall, at the option of the Board, be removed.

Section 9: EX-OFFICIO AND HONORARY DIRECTORS. Past Chairs shall be entitled to be ex-officio members without vote and such membership shall be in addition to the limit of twenty-four on the Board and shall not affect the requirements for a quorum. The Board may elect other persons to serve at the pleasure of the Board as Honorary Directors without voting privileges and not affecting the requirements for a quorum.

ARTICLE IV

OFFICERS

Section 1. ELECTION AND TERMS. The officers of the Alliance shall be a Chair, Chair-Elect, Secretary, and Treasurer and the Executive Director. The Executive Director shall serve as an ex-officio member of the Board, and may be granted voting privileges upon approval by a majority vote of the Board of Directors, and serve as an ex officio member of the Executive Committee. The Chair, the Secretary, and the Treasurer shall be members of the Board and elected at the Fall Meeting of the Board. The terms of these officers shall begin on January 1 and shall be for two years and may be renewed by election of the Board. The term of the Chair-Elect shall run from their election as Chair-Elect until the Chair-Elect assumes the office of Chair and shall include overlap for effective transition of duties. The Chair shall serve for two years or until a successor is chosen and qualified. A person cannot serve as the Chair for two consecutive terms.

Section 2. DUTIES OF OFFICERS.

The Chair is elected by the Board and shall preside at all meetings of the Board of Directors and the Executive Committee. The Chair shall have the authority to represent the Alliance at meetings and to perform other duties customarily incident to the office of the Chair. The Chair shall provide direct liaison and counsel between the Board and the Executive Director to insure that Board decisions and policies are understood and duly implemented. The Chair shall have no responsibility for directing the day-to day affairs of the Alliance, which duty, among other things, is reserved to the Executive Director. If the Chair is unable to perform the duties, the Chair-elect shall serve as their

representative or the Board of Directors shall select a member of the Board to serve as Chair until the next regular election of officers.

The Chair-Elect is elected by the Board and shall have such powers and perform such duties as may be delegated by the Chair. It is anticipated that the Chair and Chair-Elect will have complementary expertise regarding programmatic and financial/development issues.

The Secretary is elected by the Board and shall ensure that accurate records of the Alliance are established and maintained. The Secretary shall see that minutes are kept of all meetings of the Board and the Executive Committee; shall attend to serving of all notices; may sign with the Chair in the name of the Alliance all contracts and instruments of conveyance authorized by the Board; shall have charge of records as the Board may direct, all of which shall be open at reasonable times for examination of any record upon application at the Alliance office during business hours; and shall perform such other duties incident to the office of Secretary as the Board may direct.

The Treasurer is elected by the Board and shall ensure that accurate financial records of the Alliance are established and maintained. The Treasurer shall advise the Chair and Executive Director as to the most appropriate investments to be made with available funds. The Treasurer shall ensure that the financial accounts are audited by an external agent at the close of each financial year (December 31) and at other times as directed by the Board; and shall perform such other duties incident to the office of Treasurer as the Board may direct. The Treasurer shall serve as Chair of the Finance Committee.

The Executive Director shall be the chief executive officer of the Alliance under the general direction and control of the Board and shall perform the following duties: provide supervision and direction to all administrative, development, communications, and program staff, including the hiring of employees, evaluation of performance, giving of awards to employees, and terminating staff members; bring new proposed program activities or initiatives to the Programs Committee for review; present reports to the Board detailing the status of ongoing activities, the status and trends in the organization's health and finances, and the initiation, elimination, and results of program activities; work with the Chair to develop agendas for and issue notices of all meetings of the Board; keep such papers, records, and other documents pertaining to the business of the Alliance; and perform such other duties incident to the office.

Section 3. REMOVAL FROM OFFICE. Except where otherwise expressly provided in a contract authorized by the Board, all officers, directors, and agents shall be subject to removal at any time by the affirmative vote of a majority of the whole Board. Other officers, agents, and employees, other than officers elected or appointed by the Board, shall hold office at the discretion of the committee or officer appointing them.

ARTICLE V

EXECUTIVE COMMITTEE

Section 1. MEMBERSHIP. The Executive Committee shall consist of the officers and Committee Chairs of the Alliance and such others as the Board shall designate. The Executive Committee shall consist of not less than four members. Vacancies shall be filled by the Board as needed.

Section 2. POWERS. The Executive Committee shall act between meetings of the Board as needed. Its actions shall not conflict with actions taken by the Board. All actions shall be reported to the Board at the next succeeding meeting after the action was taken and may be subject to revision or alteration by the Board, provided that acts or rights of third parties are not adversely affected. The Executive Committee shall perform an annual evaluation of the Executive Director based on objective criteria and accomplishment of long-term strategic goals.

ARTICLE VI

FINANCE COMMITTEE

Section 1. MEMBERSHIP. The Finance Committee shall consist of the Treasurer and not less than three members appointed by the Chair.

Section 2. POWERS. In addition to any powers given to it by the Board, the Finance Committee shall support the Executive Director and staff in developing annual budgets to carry out business goals, help define sound business practices, and provide advice as needed on the organization's accounting guidelines and procedures. The Finance Committee shall recommend investment and financing strategies and will select and have authority to appoint the Alliance's independent auditor.

ARTICLE VII

GOVERNANCE COMMITTEE

Section 1. MEMBERSHIP. The Chair shall appoint a Governance Committee Chair and a Committee of not less than three members.

Section 2. POWERS. In addition to any powers given to it by the Board, the Governance Committee provides direction and support to the Board of Directors in terms of Board operations and is keeper of the By-laws. The Committee defines qualifications for Board membership, identifies and recommends qualified individuals to be members of the Board of Directors, recommends individuals to be officers for the Board of Directors,

provides orientation to and ongoing expectations for Board members, administers surveys of the Board of Directors and coordinates and ensures the performance evaluation for the Alliance Executive Director is completed.

ARTICLE VIII

DEVELOPMENT COMMITTEE

Section 1. MEMBERSHIP. The Chair shall appoint a Development Committee Chair and a Committee of not less than three members.

Section 2. POWERS. In addition to any powers given to it by the Board, the Development Committee establishes and implements fundraising programs and oversees strategies for membership, capital campaigns, and major gifts. The Committee ensures staff execution of development strategies and Board participation in fundraising.

ARTICLE IX

PROGRAMS COMMITTEE

Section 1. MEMBERSHIP. The Chair shall appoint a Programs Committee Chair and a Committee of not less than three members.

Section 2. POWERS. In addition to any powers given to it by the Board, the Programs Committee provides strategic guidance for the establishment of new program areas and recommendations to the Executive Director for the expansion, refinement, or elimination of existing programs. The Committee assists the Alliance staff in monitoring program results, evaluating success, and seeking new sources of support for programs activities.

ARTICLE X

ADDITIONAL COMMITTEES

Except as otherwise provided in these bylaws, standing or temporary committees may be established by the Board for any purpose within the scope of the mission of the Alliance. The Chair shall appoint the members of all committees and task forces, except as otherwise directed by these bylaws or by the Board. All committees and task forces shall report on their activities as directed by the creating authority.

ARTICLE XI

BOARD MEMBER NOMINATION AND ELECTION PROCEDURES

Section 1. NOMINATIONS. The Governance Committee and Chair shall review and recommend candidates for vacant Board positions and officers. The Governance Committee shall, via written or electronic means, give notice to the Board and its officers. Nominations for the Board or its officers may be submitted from members, staff, and Board Members.

Section 2. ELECTIONS. Election of officers and Board members may be by mail ballot, facsimile ballot, digitally signed electronic ballot, or by vote of the Board members at any meeting of the Board and must receive a quorum of votes to be appointed. Appointment of Board Members or officers shall occur at a Board meeting. Elections of new Board Members will be scheduled whenever practicable for the Fall Board Meeting.

ARTICLE XII

MEMBERSHIP

The Alliance may provide opportunities for membership to enhance outreach and build program support. Membership shall be open to any person or organization. An individual or organization becomes a member through a donation of the minimum annual membership dues or through the donation of at least two hours of volunteer time in the service of Alliance programs. Members may receive regular updates via newsletters, email, and social media, special recognition, and invitations or discounts for Alliance events.

ARTICLE XIII

FINANCES AND CONTRACT OBLIGATIONS

Section 1. FISCAL YEAR. The fiscal year of the Alliance shall be the calendar year.

Section 2. AUTHORIZATION FOR PAYMENT. Payment of funds from the Alliance shall be by the Executive Director in accordance with the annually approved budget. Others may be authorized to issue checks, such as the Director of Finance, Maryland State Director, the Chair, and/or the Treasurer, as designated through Board resolution.

Section 3. CONTRACTS AND AGREEMENTS. Contracts and agreements in the name of the Alliance shall be valid when executed by either the Chair or the Executive Director. The Board Chair may endorse the application for a grant on behalf of the Board when needed to satisfy grantee requirements for formal Board support or resolution.

ARTICLE XIV

INDEMNIFICATIONS

The Alliance shall indemnify a present or former director or officer of the Alliance in connection with a proceeding to the fullest extent permitted by and in accordance with 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (concerning Indemnification).

ARTICLE XV

AMENDMENTS

These bylaws may be amended at any time by a majority vote of the Board of Directors.

ARTICLE XVI

SEAL

The seal of the Alliance shall be and consist of the word "SEAL" over which shall be inscribed the initials of one of the Alliance's officers; Executive Director, Board Chair or Secretary.

ARTICLE XVII

PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Alliance in all cases to which they are applicable and not inconsistent with these bylaws.

ARTICLE XVIII

DISSOLUTION

If the Alliance should ever cease to exist as a Corporation, any assets above and beyond that amount required to meet the obligations of the Alliance shall be disposed of by the Board to a nonprofit organization(s) or institution(s) with a mission similar to that of the Alliance. In no event shall any member benefit from such assets except for authorized expenses incurred in conducting Alliance business.