

THE MAGOTHY RIVER ASSOCIATION, INCORPORATED

BYLAWS

ARTICLE I. NAME; SEAL

The name of this corporation shall be: MAGOTHY RIVER ASSOCIATION, INC. (the “Association”). The Corporate Seal shall contain the inscription: “Magothy River Association, Inc., State of Maryland, 1946.”

ARTICLE II. PURPOSES

In furtherance and not in limitation of the purposes set forth in the August 22, 1946, Certificate of Incorporation Magothy River Association, Incorporated, it shall be the fundamental purpose of the Association to preserve, conserve, protect, defend and improve the quality of all life within the Magothy River, its watershed and environmentally-related areas. In furtherance and not in limitation of the foregoing statement of purpose, it shall be among the purposes of the Association, and it shall be within its objects and powers, to undertake all lawful and proper actions in order to:

- Preserve, protect, and improve the water quality of the Magothy River, and of its tributaries, creeks and streams;
- Preserve, protect, expand and improve the natural habitat available to fish, crabs, oysters and other water-based life, and to wildlife, birds, plants and human beings;
- Support the protection and expansion of forests, woodlands, tidal and non-tidal wetlands, plants, grasses and other environmentally-beneficial vegetation;
- Support environmentally-sensitive and balanced restraints upon land-usage, water-dependent facilities, roads, water systems, sewerage systems, structures and stormwater runoff systems;
- Support the utilization of non-structural, natural shore-erosion protection works;
- Encourage environmental education at all educational levels;
- Encourage safe and environmentally-sensitive navigation and recreation; and
- Take action in any legislative, administrative, judicial, educational or other forum available in order to advance the quality of all life within the Magothy River and its watershed.

ARTICLE III. MEMBERSHIP QUALIFICATIONS; DUES

A. QUALIFICATIONS FOR MEMBERSHIP:

1. *Individual Members.* Individual membership shall be open to all individuals, at least fourteen years of age, who own property or reside within the Magothy River watershed, and to such other individuals as the Board of Directors, in its sole discretion, determines will support the purposes and objectives of the Association.

- No individual, otherwise qualified, shall be denied membership on the basis of race, creed, national origin, gender, or disability.
2. *Association Members*: Membership in the Association shall be open to all community associations located, entirely or in part, within the Magothy River watershed, and to such other not-for-profit associations as the Board of Directors, in its sole discretion, determines will support the purposes and objectives of the Association.
  3. *For-Profit Organizations*. Membership in the MRA shall be open to for-profit organizations that the MRA Board of Directors, in its sole discretion, determines will support the purposes and objectives of the Association. Membership of such organizations may be terminated at any time by the Board of Directors.

#### B. MEMBERSHIP DUES

The Board shall establish such requirements for dues to be paid by members as a condition of membership as it may determine from time to time.

### ARTICLE IV. THE BOARD OF DIRECTORS

#### A. POWERS

The business and affairs of the Association shall be managed by or under the direction of a Board of Directors (the “Board”). The Board may exercise all such powers of the Association and do all such lawful acts and things as are not prohibited by statute or by the Articles of Incorporation or these Bylaws. The Board shall have the sole voting power of the Association, which shall include the power to alter, amend, or repeal the Bylaws or Articles of Incorporation or adopt new Articles of Incorporation and Bylaws.

#### B. NUMBER; ELECTION

The number of members of the Board shall be as determined from time to time by resolution adopted by the Board; but in no event shall be less than nine; provided that at all times one member of the Board shall be the President of the Association. The number of Directors may be increased or decreased from time to time by resolution of the Board or by amendment to these Bylaws. The President of the Association shall serve as Chair of the Board. The remaining Directors shall be elected (each for a three-year term on a staggered basis) by the affirmative vote of a majority of the members of the Board then in office at the annual meeting of the Board, and each member elected shall hold office until his or her successor is elected and qualified or until his or her earlier resignation or removal. Directors whose terms have expired shall be eligible to succeed themselves.

#### C. VACANCIES

Any vacancy occurring on the Board, including a vacancy resulting from an increase in the number of members, may be filled by the affirmative vote of a majority of the then members of the Board, although less than a quorum, or by a sole remaining member, and each Director so elected shall hold office until his or her successor is elected and qualified or his or her earlier resignation or removal.

D. MEETINGS

1. *Annual Meeting.* A regular annual meeting of the Board shall be held each year at the date, time and place designated by the Chair, or at such other date, time and place as shall be determined by the Board and designated in the notice of the meeting. At the annual meeting, the Board shall approve the budget and elect the members of the Board for the coming year.
2. *Regular Meetings.* The Board may provide by resolution the date, time and place for the holding of regular meetings, other than the annual meeting of the Board, without any other notice than such resolution.
3. *Special Meetings.* Special meetings of the Board may be called by or at the request of the Chair upon two days notice to each member. Such meeting shall be held on such date and at such time and place as shall be designated in the notice of the meeting.
4. *Quorum.* At any meeting of the Board, a quorum shall consist of one-third of the members then in office present in person or by conference call or electronic means.
5. *Attendance.* Members of the Board may attend meetings in person or by conference call or other electronic means.

C. COMMITTEES

1. *Executive Committee.* There shall be an Executive Committee of the Board consisting of its officers and such other members as the Board shall appoint. The Executive Committee shall have and may exercise all powers of the Board at any time between meetings of the Board.
2. *Additional Committees.* The Board may create and appoint members to such other committees as it deems desirable from time to time and may charge those committees with such responsibilities and grant them such authority as it may deem appropriate. Members of additional committees appointed by the Board need not be members of the Board.

ARTICLE V. OFFICERS

A. GENERAL

The officers of the Association shall be a President, one or more Vice-Presidents, a Recording Secretary, a Corresponding Secretary, a Treasurer, and such other officers as the Board at any time may deem desirable.

B. APPOINTMENT/ELECTION

1. *General.* At its annual meeting, the Board shall elect the officers for the coming year.
2. *Vacancies.* The Board shall fill any vacant office for the remainder of that officer's term.
3. *Removal.* The Board may remove any officer by a majority vote of the Board

C. DUTIES

1. *President.* The President shall be the chief executive officer of the Association; shall preside at all meetings of the Association, the Board, and the Executive Committee; shall have the active and general management of the Association, subject to such action as may be taken by the Board; and shall perform such other duties as may be assigned by the Board.
2. *Vice-Presidents.* The Vice-Presidents shall perform such duties as may be assigned by the President or the Board.
3. *Secretaries.* The offices of Recording Secretary and Corresponding Secretary may be held by the same person or two different persons. The Recording Secretary shall keep a record of all actions of the Board and of the Executive Committee; shall keep a record of the names and addresses of all Board and committee members; shall notify Board members and Association members of the time and place of meetings; shall maintain a roster of the names and addresses of all members of the Association; and shall maintain all other Association records. The Corresponding Secretary shall prepare correspondence and public relations for the Association, including press releases, position papers, letters to the editor, grant applications, and brochures. The Secretaries shall also perform such other duties as may be assigned by the President or the Board
4. *Treasurer.* The Treasurer shall have custody of the Association's funds and securities; shall keep a record of the finances of the Association; shall report the financial condition at each meeting of the Board; and shall perform such other duties as may be assigned by the President or the Board.
5. *Reimbursement.* The Officers shall be reimbursed for all reasonable expenses they incur incident to their offices.

ARTICLE VI. INDEMNIFICATION AND EXCULPATION

A. INDEMNIFICATION

Unless expressly prohibited by law, the Association shall fully indemnify any person made, or threatened to be made, a party to an action, suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that such person, or such person's testator or intestate, is or was a director, officer, employee or agent of the Association or serves or served any other enterprise at the request of the Association, against all expenses (including attorneys' fees), judgments, fines and amounts paid or to be paid in settlement incurred in connection with such action, suit or proceeding.

B. EXCULPATION

To the fullest extent permitted by Maryland statutory or decisional law, as amended or interpreted, no director or officer of this Association shall be personally liable to the Association or its members for money damages; provided, however, that the foregoing limitation of director and officer liability shall only be to the extent permitted of organizations which are exempt from Federal income tax under section 501 (c)(3) of the Internal Revenue Code of 1986) or the corresponding provisions of any future United

States Internal Revenue Law). No amendment of the Articles of Incorporation or repeal of any of its provisions shall limit or eliminate the benefits provided to directors and officers under this provision with respect to any act or omission which occurred prior to such amendment or repeal.

ARTICLE VII. NOTICE

Whenever notice is required to be given under the provisions of these Bylaws, it may be given by regular mail, by email, or by telephone.

ARTICLE VIII. AMENDMENT

These Bylaws may be amended, repealed, or altered, in whole or in part, and new Bylaws may be adopted, by a majority of the votes cast at any meeting of the Board, duly called and at which a quorum is present.