

**BYLAWS OF  
SCENIC RIVERS LAND TRUST, INC.**

Adopted March 13, 2018

These bylaws replace and supersede the bylaws adopted September 6, 2011.

*Definition:* Scenic Rivers Land Trust, Inc. (“SRLT”) is a Maryland non-stock charitable corporation, located in Anne Arundel County, Maryland, and is dedicated to the protection of environmentally sensitive areas within or adjoining Anne Arundel County, Maryland. Incorporated in 1988 as Severn River Land Trust, Inc., (and subsequently renamed the Scenic Rivers Land Trust, Inc. on December 1, 2003), SRLT is committed to using private, public, or other voluntary techniques to preserve land so that current and future generations may enjoy the benefits of ownership while employing protective land stewardship.

*Mission:* SRLT works with landowners and other partners to conserve natural and scenic areas in Anne Arundel County. This work is accomplished by holding and facilitating land protection agreements (including conservation easements).

**Goals:**

- To identify and monitor natural areas within our region.
- To assist in the protective stewardship and/or management of natural resources.
- To guide land-use decisions and offer conservation options.
- To educate landowners, community leaders, and public officials about conservation.

**Article I. – Board of Directors**

**Section 1.**

*General Powers:* The property, affairs and activities of the Corporation shall be managed by a Board of Directors consisting of not less than nine (9) nor more than nineteen (19) members, as may be determined at the annual meeting in June of the Board of Directors. The powers of the Board of Directors shall include the authority to accept, transfer and encumber property and interests in property and the authority to retain any necessary staff or contractors.

**Section 2.**

*Election:* Directors shall be elected by the Board of Directors at the recommendation of the Nominating Committee at the annual meeting, or if there is no annual meeting, at the next meeting following the month of June. Each director shall serve until a successor is elected and qualified.

**Section 3.**

*Terms of Office.* Members of the Board of Directors shall be elected for a two-year (2) term. They may be nominated to serve for a maximum of four

(4) successive two-year (2) terms. and shall assume their posts at the June Meeting of the Board of Directors. The terms of members of the Board of Directors shall expire on a rotating basis, with approximately one-third (1/3) of the Directors' terms expiring at any one time. A Director, after having served four (4) successive two (2)-year terms, shall not be qualified for re-election until the year following the expiration date of the fourth such term.

**Section 4. *Removal.*** Any Director may be removed by affirmative vote of a majority of the current directors on the Board of Directors with or without cause. Any Director who misses more than two meetings without excuse over the course of a year shall be automatically removed without further action of the Board, unless a specific exception is made by the Board.

**Section 5. *Vacancies.*** In case of a vacancy, the remaining Directors may elect a successor for the remainder of the unfilled term.

**Section 6. *Meetings of the Board.*** The Board of Directors shall meet no fewer than four times a year and meetings shall be held at such time and place as shall be determined by the Directors. The Board may also meet on call by the President or by a written request filed with the Secretary by three (3) or more Directors. All meetings shall be governed by Robert's Rules of Order.

**Section 7. *Call and Notice.*** The annual meeting schedule for the coming year shall be distributed at the last Board of Directors' meeting of the calendar year. In addition, the Secretary shall give reasonable notice to each director of the time, place and date of each meeting by notice either in writing mailed postage prepaid, telephone, or email, not later than the tenth day before the day set for the meeting and addressed to the director's last known post office address, telephone number or e-mail address, according to the Corporation's records.

**Section 8. *Quorum and Voting.*** At every meeting of the board, a quorum shall consist of one-half (1/2) of the current directors serving on the Board of Directors. The majority vote of those persons actually present at a meeting at which there is a quorum will prevail on all matters. There shall be no voting by proxy.

**Section 9. *Compensation.*** Directors shall receive no compensation for their services as such but may be allowed reimbursement for their expenses actually and reasonably incurred on behalf of the Corporation.

**Section 10. *Informal Action by Directors.*** Any action of the Directors, or of any committee of the Board of Directors, may be taken without a meeting if a unanimous consent setting forth the action taken is signed or otherwise affirmed in writing by each member of the Board of Directors or committee, and filed with the minutes of the

Corporation. Such unanimous consent may be given either in writing or by electronic transmission.

**Section 11. *Participation in Meetings by Conference Communication.*** Members of the Board may participate in a meeting through use of a conference telephone or similar electronics communications equipment, so long as all members participating in such a meeting are in simultaneous communications with one another. All such directors shall be deemed to be present in person at such meeting.

**Section 12. *Rights of Inspection.*** Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the corporation. Any information obtained subject to this provision shall be held in confidence unless dissemination is authorized by the President or his/her designee.

**Section 13. *Self-Dealing Transactions.*** The Board shall not approve a self-dealing transaction except in accordance with this section and in compliance with Section 2-419 of the Annotated Code of Maryland, Corporations and Associations Article. A self-dealing transaction is one to which the corporation is a party and which one or more of the directors has a material financial interest, or a transaction between this corporation and one or more of its directors, or between this corporation and any person in which one or more of its directors has a material financial interest. The Board of Directors may approve a self-dealing transaction if the Board determines that the transaction is in the best interests of and is fair and reasonable to the corporation, and after reasonable investigation under the circumstances, determines that this corporation could not have obtained a more advantageous arrangement with reasonable effort under the circumstances. Such determinations must be made by the Board, in good faith, with the knowledge of the material facts concerning the transaction and the directors' interest in the transaction, and by a vote of the majority of the directors then in office, without counting the vote of the interested director(s).

## **Article II – Officers and Committees**

**Section 1. *Officers.*** The officers of the Corporation shall be a President, Vice President, Secretary and Treasurer. All officers shall be directors and shall be elected by the Board of Directors at the recommendation of the Nominating Committee at the June Meeting or whenever a vacancy occurs. Each officer shall serve for one year or until a successor is elected and qualified. The Board of Directors may, from time to time, appoint such other officers, as it deems necessary.

**Section 2. *Powers and Duties.*** The President's powers and duties shall include:

- a. Presiding at all meetings of the Board of Directors.

- b. Signing or endorsing checks, drafts, and notes jointly with the Executive Director as set forth in Board policy.
- c. Acting as an ex-officio member of all committees except the Nominating Committee.
- d. Signing all contracts and other instruments authorized by the Board, unless such signing authority is designated to the Executive Director.
- e. Overseeing the hiring and firing of the Executive Director.

The Vice President's duties shall include:

- a. At the request, absence, or disability of the President, performing all the duties of the President, and when so acting, having all the powers of the President.

The Secretary's duties shall include:

- a. Keeping minutes of all meetings of the Board of Directors and the Executive Committee.
- b. Maintaining a file of the official documents and records of the corporation as directed by the Board, including: the bylaws; the articles of incorporation; a copy of the IRS non-profit designation; the Secretary of State nonprofit registration; the policies and resolutions approved by the board and the current page of passwords (updated annually).
- c. Ensuring that notices of all meetings of the Board of Directors and the Executive Committee are provided as required by these Bylaws.
- d. Providing for secure storage of documents.
- e. Performing all duties incident to the office of Secretary and such other duties as may be assigned by the Board of Directors from time to time.

The Treasurer's duties shall include:

- a. Providing, in conjunction with the Finance Committee, periodic review of the accounts and records of the assets, liabilities, receipts and disbursements related to the funds of SRLT.
- b. With the assistance of the Executive Director, rendering to the directors on a regular basis, or as may be required by the directors, a report of the finances of SRLT.

- c. With the Executive Director and in consultation with the Finance Committee (if such committee is convened pursuant to these Bylaws), preparing and presenting an annual budget to the directors for their timely approval.
- d. Performing all duties incident to the office of Treasurer and such other duties as may be assigned by the Board of Directors from time to time.

**Section 3. *Executive Director.*** The Board of Directors may appoint an Executive Director who shall be the chief executive and operating officer of SRLT and who, subject to the control of the Board of Directors, shall have overall responsibility for the routine management and affairs of SRLT. The Executive Director shall report to the Board of Directors and shall work closely with the President of SRLT. Duties of the Executive Director shall include:

- a. Coordinating the activities of the Board committees and serving as an ex officio non-voting member of all Board committees
- b. Representing SRLT in the community
- c. Supervising the administrative functions of SRLT
- d. Performing such other duties as may be assigned from time to time by the President or the Board of Directors.
- e. Overseeing the hiring and firing of all staff, subject to the board approved budget.

The Board of Directors may approve compensation and benefits for the Executive Director. The Executive Director may not be a member of the Board of Directors.

**Section 4. *Executive Committee.***

- A. The Board of Directors shall provide for an Executive Committee of five (5) or more Directors. The Chair of this committee shall be the President of the Board of Directors. The members of the committee shall include the Vice President, the Secretary, the Treasurer, and another member as designated by the Board. Additional members of the committee, if any, shall be elected by the Board. The Executive Director of SRLT shall be an ex-officio, non-voting member of the Executive Committee.
- B. Between meetings of the Board, the Executive Committee shall have the authority to authorize or engage in any transactions which advance the purposes of SRLT except that it may not take any action inconsistent with either a prior act of the

Board of Directors or these Bylaws, remove or appoint the Executive Director of SRLT, dispose of any real property, or take any action that has been reserved to the Board by Board action, including, but not limited to, approving or amending easements. It may not buy, sell, enter into any contract or otherwise dispose of assets of SRLT having a value in excess of \$10,000 without first obtaining written authorization from a majority of the members of the entire Board. All actions taken by the Executive Committee shall be reported to the Board of Directors at its next meeting. All members of the Board of Directors are invited to attend and participate in discussions at all Executive Committee meetings in an ex-officio, or non-voting status, and will receive advance notice of such meetings and associated agendas.

**Section 5. *Committees.*** In addition to the Executive Committee, the Board of Directors may establish such other committees as it deems appropriate with powers as deemed necessary. Each member of the Board of Directors is required to serve on at least one committee. In addition, there shall be a member of the Executive Committee serving on each committee. Committee assignments will be made at the June Meeting of the Board of Directors. Committees will meet between Board of Directors' meetings and shall report directly to the Board at its quarterly meetings, or, if urgent action is required before that, to the Executive Committee. Committees may include individuals who are not directors.

**Section 5. *Nominating Committee.*** At the first quarterly meeting of the Board of Directors each year, the Board shall appoint a Nominating Committee composed of three (3) members of the Board of Directors, whose function shall be to nominate persons for the director's positions becoming vacant, officers of the Board, and members of the Executive Committee. This committee shall continue to function throughout the year should vacancies arise on the Board or in its offices.

### **Article III – Financial Affairs**

**Section 1. *Fiscal Year.*** The fiscal year of the Corporation shall end at 11:59 p.m. on December 31 of each year.

**Section 2. *Bank Accounts.*** The funds of the Corporation shall be deposited in one or more banks or financial institutions as designated by the Board of Directors. All checks shall be signed by either the Executive Director and/or the President, as set forth in banking policies established by the Board.

**Section 3. *Insurance.*** The Board of Directors shall secure Directors and Officers ("D&O") insurance, or its equivalent, to protect the Corporation, the Board of Directors and the officers from liability.

**Section 4. *Indemnification.*** To the maximum extent permitted by the Maryland General Corporation law, as from time to time amended, the Corporation shall indemnify its currently acting and its former directors and any director who serves or has served, at the request of the Corporation, as a director, officer, partner, trustee, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise against any and all liabilities and expenses incurred in connection with their services in such capacities. The Corporation shall indemnify its currently acting and its former officers to the same extent that it indemnifies its currently acting and its form officers to such further extent as is consistent with law. The Corporation may indemnify its employees and agents and the extent determined by the Board of Directors. The Corporation may also advance expenses, to the extent permitted by law to persons referred to above.

#### **Article IV. Miscellaneous**

**Section 1. *Gifts.*** The Board may accept on behalf of the Corporation any contribution, gift, donation, bequest or devise for the general purpose of the Corporation.

**Section 2. *Amendments.*** These bylaws may be amended by the approval of the Board at any meeting duly called pursuant to the Articles or these Bylaws, provided that the amendment has been submitted in writing to each Board member at least ten (10) days prior to the meeting at which it will be entertained.