

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28
29
30
31
32
33
34
35
36
37
38
39
40
41
42
43
44
45

**BYLAWS
of the
ANNE ARUNDEL WATERWAYS RESTORATION ALLIANCE**

ARTICLE I - NAME

The name of this non-profit organization shall be Anne Arundel Waterways Restoration Alliance, here-in-after referred to as the Alliance.

ARTICLE II - PURPOSE

SECTION 1: The Anne Arundel Waterway Restoration Alliance (AAWRA) has been formed as a coalition of communities and individuals sharing an interest in improving the condition of their neighboring creeks and waterways . To this end, the activities of the Alliance shall include, but not be limited to, sponsoring cooperative planning, research, fund-raising, public education and other programs as they are deemed necessary; providing they are consistent with one or more of the purposes set out in SECTION 501 (c) (4) of the Internal Revenue Code or any future applicable corresponding section of that law.

SECTION 2: The purpose of AAWRA shall be to promote the restoration of Anne Arundel County waterways by dredging and other actions as needed to:

- maintain historic and adequate channel access.
- eliminate and/or reduce the amount of silt and other sediments entering these waterways.
- protect and enable natural shoreline habitats.

ARTICLE III - OFFICE

The registered office of the Alliance shall be the address of the President or agent to be designated by the Board of Directors.

ARTICLE IV - BOUNDARIES

The boundaries of the Alliance shall be those of Anne Arundel County, Maryland.

ARTICLE V - MEMBERSHIP

SECTION 1: There shall be four types of membership in the Alliance: Community, Resident, Business and Associate. Community members shall be from communities situated in the watershed of any waterway in Anne Arundel County and shall have two representatives who shall speak for their community, each community representative shall have one vote. Resident members shall be non-commercial property owners, renters or lessees within the boundaries defined by

1 the Alliance and shall have one vote per dues-paying person. Business members
2 shall be commercial business owners or managers within the boundaries of the
3 Alliance and shall have one vote per dues- paying business membership. Associate
4 members shall be persons not able to meet the location criteria of Article IV above
5 or interested Government representatives, Associate members have no vote.
6

7**SECTION 2:** Any person who qualifies under Section I above, is 18 years of age or older
8 and resides or owns or manages a business within the boundaries of the Alliance
9 shall be eligible to become a voting member of the Alliance by paying the
10 appropriate dues.
11

12**SECTION 3:** Dues shall be: \$50.00 for community members, (two people) \$20.00 for
13 Resident members, \$30.00 for Business members, and \$5.00 for Associate
14 members. Residents who have businesses in their home shall be considered
15 Resident members.
16

17**SECTION 4:** All memberships shall expire on December 31st with renewals payable by
18 January 1st. Each member shall receive a receipt for membership dues which shall
19 serve as evidence of membership.
20

21**SECTION 5:** The Treasurer shall notify members delinquent by one month in their dues,
22 and those members shall forfeit membership at the next regular meeting in April if
23 their dues remain unpaid. Any reinstatement shall be as new members.
24

25**SECTION 6:** The list of Alliance members shall be considered confidential, and any
26 copies shall be distributed only with approval of the Board.
27

28 **ARTICLE VI - BOARD OF DIRECTORS**

29
30**SECTION 1:** A Board of Directors shall be the governing body of the Alliance and shall
31 consist of nine (9) persons who represent a community member of the Alliance.
32 As much as possible these nine (9) shall be from all areas of the County in order to
33 create a balance of representation on the Board, and, unless unavoidable, no
34 community member shall have two Directors on the Board at the same time. The
35 Board of Directors shall be elected by the general membership at the annual
36 meeting for a term of three (3) years. Directors shall assume office when elections
37 close at the annual meeting. In the first year, three Directors shall be elected for
38 three years, three shall be elected for two years, and three shall be elected for one
39 year. In subsequent years there will be three Directors elected each year. The
40 Board of Directors will serve without compensation for services rendered on behalf
41 of the Alliance.
42

43**SECTION 2:** The Board of Directors will be responsible for the immediate direction and
44 government of the Alliance. The Board shall appoint such employees or agents as
45 necessary to conduct the business of the Alliance, and determine titles and

1 compensation, if any. The Board shall also be responsible for the interpretation of
2 the bylaws.

3
4 **SECTION 3:** A majority of the Board of Directors shall constitute a quorum for the
5 transaction of business at any meeting of the Board.

6
7 **SECTION 4:** The Board of Directors shall have meetings at a time and place designated
8 by the Alliance President at least six times per year, beginning at the annual
9 meeting. The meetings will be announced to the Directors by phone, e-mail or a
10 mailed or hand delivered notice to the members at least seven (7) days in advance.

11
12 **SECTION 5:** Special meetings of the Board of Directors shall be held as deemed
13 necessary by the President or any five Directors . Special meetings of the Directors
14 may be called on three (3) days notice, by the President or Secretary, to each
15 Director, unless a greater time period is required by these bylaws. The specific
16 reason for the meeting shall be stated in the Call for the meeting.

17
18 **SECTION 6:** The Directors may hold their meetings outside the State of Maryland. The
19 Board of Directors may hold their meetings by conference telephone or other
20 similar electronic communications equipment in accordance with the provisions of
21 the Maryland Corporation law.

22
23 **SECTION 7:** Vacancies on the Board of Directors shall be filled for the un-expired term
24 by a majority vote of the Board of Directors.

25
26 **SECTION 6:** Any member of the Board of Directors who fails to fulfill the duties of that
27 office or has two successive unexcused absences or three absences in a year from
28 regular Board meetings may be removed by a two-thirds vote of the Board, and
29 shall be notified in writing of the replacement. Any member of the Board of
30 Directors may be recalled by a two-thirds vote of the ballots submitted by voting
31 members. Voting on any recall shall be subject to the same rules as those applied
32 to Board elections (see Article VIII of these Bylaws.).

33
34 **SECTION 8: CONFLICT OF INTEREST** No member of the Board of Directors shall:
35 1. Vote or otherwise participate in negotiations or discussions of the Board
36 regarding any matter in which the Board member has a private financial interest.
37 All Board members shall disclose any private financial interest in any matter before
38 the Board.

39 2. Accept any compensation or valuable gift, whether in the form of service, loan,
40 thing or promise, from any person, firm or corporation which to the Board
41 member's knowledge is interested directly or indirectly in any matter pending
42 before the Board.

43
44 **SECTION 9: ENFORCEMENT.** Any violation of SECTION 8 or any other conduct
45 deemed improper and prejudicial to the well being of the Alliance shall be grounds

1 for dismissal from the Board and revocation of all rights of membership by the
2 Board. The Board of Directors, at a special meeting called for the exclusive
3 purpose of considering the expulsion of a member, may terminate a Director. The
4 Director whose termination is under consideration shall be notified pursuant to
5 article XII, at least 30 days prior to the date of the hearing, and shall be afforded
6 the personal right to appear and be heard in opposition to the proposed action.
7 Should that Director elect to resign prior to the time the vote is taken at the
8 meeting, then the sole record thereof shall be the submission and acceptance of the
9 resignation.

10
11 **ARTICLE VII - OFFICERS**
12

13 Officers shall be members of the Alliance: a President, a vice-president, a
14 Secretary, and a Treasurer, appointed by the Board of Directors from within the
15 elected Board members. The other five Board members shall chair Committees to
16 be established by the Board. The term of each office shall be two years .
17 Vacancies occurring in any office shall be filled for the un-expired term by a
18 majority vote of the Board of Directors. No person shall serve on the Board for
19 more than (2) consecutive terms. The duties of the officers shall include, but are
20 not limited to:
21

22 **SECTION 1:** President: The President shall preside at all meetings of the Alliance and
23 with the approval of the Board, shall make an annual report to the general
24 membership at the annual meeting and file such report with the Secretary. The
25 President shall also represent the Alliance publicly unless that duty is specifically
26 delegated to another officer on a case by case basis. Subject to the control of the
27 Board, the President shall supervise, direct and coordinate the business and
28 committees of the organization . The President shall execute all instruments
29 requiring the signature of the President. He/she shall be ex-officio a member of all
30 standing committees except the nominating committee.
31

32 **SECTION 2:** Vice-Pres.: The vice-president shall assist the President and assume the
33 President's duties in the event of the President's inability to serve. The vice-
34 president shall also be in charge of membership development.
35

36 **SECTION 3:** Secretary: The Secretary shall keep the minutes of all meetings of the
37 Board of Directors and Membership, and shall keep all records of the Alliance.
38 The Secretary shall also give notice of meetings as directed and take care of
39 Alliance correspondence: to include maintaining copies of Board minutes for
40 members of Alliance to review upon request.
41

42 **SECTION 4:** Treasurer: The Treasurer shall collect all moneys due to the Alliance, have
43 custody of all funds of the Alliance, pay all bills approved by the
44 Board/Membership; keep an account of all receipts and expenditures, make a
45 report to the membership at regular meetings, and furnish a current financial

1 statement to the general membership at the annual meeting. Funds shall be
2 disbursed by the two party rule, e.g., the President and Treasurer shall jointly sign
3 all checks, but if one or the other is not available either of the other two officers
4 may sign in their stead.
5

6**SECTION 5:** Removal. Any officer elected or appointed by the Board of Directors may
7 be removed by a two-thirds vote of the Board whenever in its judgment the best
8 interests of the Corporation would be served thereby . Said Officer shall be
9 afforded the same rights as a Director as outlined in Article VI, SECTION 9.
10

10

11

12

ARTICLE VIII -ELECTION OF DIRECTORS

13

14**SECTION 1:** The Board of Directors shall appoint a nominating committee at least thirty
15 days prior to the annual meeting and all members shall be notified at that time that
16 nominations to the Board are open.
17

17

18**SECTION 2:** The Nominating Committee shall accept recommendations from Alliance
19 members for nominees to the Board of Directors and shall secure the consent of
20 those recommended. The annual meeting will be advertised to all members at least
21 seven (7) days in advance as to time, place and purpose. Each nominee shall have
22 the opportunity to briefly state their views and opinions to the general membership.
23

23

24**SECTION 3:** At the annual meeting of the general membership, held in January of each
25 year, or on such other date as the Board of Directors shall determine, elections
26 shall be held for the Board of Directors by vote or ballot.
27

27

28**SECTION 4:** If by ballot the election shall be by ballot mailed or otherwise distributed to
29 all members at least seven (7) days prior to the annual meeting.
30

30

31**SECTION 5:** Each member shall be provided with a ballot at least seven (7) days prior to
32 the annual meeting to vote either in person at the annual meeting or by mail . All
33 ballots shall be due, and elections shall be closed at the annual meeting. The
34 Nominating Committee shall verify and count the ballots and announce the results
35 at the next general membership meeting.
36

36

37

ARTICLE IX - MEETINGS

38

39 Regular meetings of the general membership will be held in the months of January,
40 April, July, October; unless otherwise ordered by the Board of Directors.
41

41

42**SECTION 1:** The regular meeting in January, or such other date as the Board of
43 Directors shall determine, shall be known as the annual meeting. The time, place
44 and purpose shall be advertised by means of mailers, e-mail, hand-delivered flyers,
45 prominently posted signs or a combination thereof to all members at least seven (7)

1 days in advance of the meeting. No election shall be held at a meeting unless so
2 advertised.

3
4 **SECTION 2:** Special meetings of the general membership may be called by a majority of
5 the Board of Directors, or 30% of the voting membership. The President shall set
6 the meeting within thirty (30) days and the Secretary shall give notice to all
7 members at least seven (7) days in advance of the meeting.

8
9 **SECTION 3:** One-fourth of the membership shall constitute a quorum for conduct of
10 business at regular or special meetings.

11
12 **SECTION 4:** Manner of Acting. Each member or designated community representative
13 shall be entitled to cast one vote on all matters determined by the Board to be
14 submitted to a vote of the members. The act of a majority of the members present
15 at a meeting at which a quorum is present will be the act of the Alliance, unless the
16 act of a greater number is required by law or by these bylaws

17
18 **ARTICLE X - COMMITTEES**

19
20 **SECTION 1:** By resolution of the membership, committees of two or more persons may be
21 vested with the immediate supervision of particular activities of the Alliance.

22
23 **SECTION 2:** Each committee shall have such powers and duties and such term of existence
24 as shall be prescribed by the membership.

25
26 **SECTION 3: EXECUTIVE COMMITTEE** There shall be an Executive committee
27 established to act for the Alliance when there is a need to expedite decisions
28 between regular meetings. This committee shall consist of the Officers of the
29 Alliance.

30
31 **SECTION 4: STANDING COMMITTEES** There shall be Standing Committees
32 established to enable members to assemble information, make
33 recommendations and discharge business on specific issues, activities or
34 functions; committees may choose committee members outside the AAWRA
35 structure to provide specific expertise.

36
37 The standing committees shall include but not be limited to:

38
39 **(a) Program Committee** - Shall be responsible for arranging programs for meetings
40 and meeting logistics.

41
42 **(b) Membership and Fund-raising Committee** - Shall be responsible for recruiting
43 members and dues, and undertaking appropriate activities to raise funds for
44 the Alliance.
45

1 (c) **Research Committee** - Shall research dredging and waterway restoration efforts
2 in other jurisdictions, and endeavor to inform the Alliance of similar projects
3 or organizations.
4

5 (d) **Public relations Committee** - Shall promote the Alliance's position on issues to
6 the public and their representatives, and be responsible for communications to
7 the media.
8

9 **SECTION 5: AD HOC COMMITTEES** There shall be Ad Hoc Committees established
10 from time to time to comply with special requirements of these bylaws, or to
11 provide for unanticipated events that require that the Alliance take some form
12 of action. These committees will be charged with the performance of a
13 specific task, after which, when that task is completed, the committee will
14 cease to exist.
15

16 Ad Hoc committees shall include but not be limited to:

17
18 (a) **Nominating Committee**

19 (b) **Auditing Committee**
20

21 **SECTION 6:** All other ad hoc committee chairpersons shall be appointed by the
22 President, approved by the Board, and shall serve for a term of one year or less as
23 approved by the Board.
24

25 **SECTION 7:** All Committee activities, programs, events and other functions shall be
26 presented to and approved by the Board in advance of their implementation.
27

28 **ARTICLE XI - PARLIAMENTARY AUTHORITY**

29
30 The rules contained in the Modern Edition of Robert's Rules of order shall govern
31 the Alliance in all cases where they are not inconsistent with these bylaws or any
32 special rules of order the Alliance may adopt.
33

34 **ARTICLE XII - NOTICES**

35
36 Whenever, under the provisions of these Bylaws, the Articles of Incorporation or
37 any statute, notice is required to be given to any Director, Officer or member, it
38 shall not be construed to be a personal notice, but such notice shall be given in
39 writing, addressed to such Director, officer or member at such address as appears
40 on the books of the Corporation. Any Director or officer may waive any notice
41 required to be given by law, the Articles of Incorporation or these Bylaws.

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27

ARTICLE XIII - AMENDMENTS

SECTION 1: Amendments to the bylaws may be proposed by a majority of the Board of Directors, or by a majority of the members present at any regularly called general membership meeting.

SECTION 2: These bylaws may be amended at the Annual membership meeting or a special meeting called solely for the purpose of amending, by an affirmative vote of two-thirds of the membership provided notice of the proposed amendment shall be read during at least one prior meeting of the membership. Voting on Amendments shall be subject to the same rules as those applied to Board elections (see Article VIII of these bylaws).

ARTICLE XIV - FISCAL YEAR

The fiscal year shall be the calendar year.

ARTICLE XV - DISSOLUTION

In the event of the dissolution of the Alliance, the Board of Directors shall, after payment of liabilities of the Alliance, distribute the assets of the Alliance for one or more exempt purposes within the meaning of SECTION 501 (c) (4) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to state or local government, for a public purpose.