

**AMENDED & RESTATED BYLAWS OF
LAKE ROLAND NATURE COUNCIL, INC.**

1. **NAME AND PURPOSES:** The name and purposes of the Corporation are set forth in the Articles of Incorporation.

2. **PRINCIPAL OFFICE OF THE CORPORATION:** The principal office of the Corporation shall be designated by the Board of Directors.

3. **MEMBERSHIP:** Any person paying annual dues shall be a member of the Corporation for such year in respect of which such annual dues were paid. Each member of the Board of Directors of the Corporation shall also constitute members of the Corporation (regardless of whether annual dues shall have been paid in respect of any year). Dues shall be established by the Board of Directors or the Executive Committee thereof from time to time and shall be reasonable.

4. **BOARD OF DIRECTORS:**

(a) **Classes:** The directors shall be divided into three classes as nearly equal in number as possible, with the term of office of one class of directors expiring in each year. The classes shall be designated as Class I, Class II, and Class III, respectively. At each successive annual meeting of members, the members shall elect members of each successive class to serve for three year terms and until their successors are elected and qualify (and, as appropriate, the members of any other class to serve for the remainder of the term of that class and until their successors are elected and qualify). If the number of directors is changed, any increase or decrease shall be

apportioned among the classes so as to maintain the number of directors in each class as nearly equal as possible, and any additional director of any class shall, subject to Section 4(d), hold office for a term that shall coincide with the remaining term of that class, but in no case shall a decrease in the number of directors shorten the term of any incumbent director.

(b) Role/Number: The business and affairs of the Corporation shall be governed by a Board of Directors which shall be composed of no more than twenty-one (21) persons and no less than the minimum number of directors required by the General Laws of the State of Maryland now or hereafter in force. The Corporation shall have the number of directors provided in the Charter until changed as herein provided. A majority of the entire Board of Directors may alter the number of directors set by the Charter not to exceed the maximum number then permitted herein nor less than the minimum number then permitted herein, but the action may not affect the tenure of office of any incumbent director.

(c) Timing of Election: At each annual meeting, the Directors to serve for the ensuing term shall be elected by the members. Directors shall be nominated by the Nominating Committee as set forth in Section 7(b) hereof.

(d) Term: Each Director shall hold office for a term of three (3) years or until a successor is duly elected in accordance with these Bylaws. There is not a limit as to the number of terms a person may serve..

(e) Removal: A director may be removed, without cause, as determined by a two-thirds

vote of the Board present at any meeting at which there is a quorum. In addition, any member of the Board of Directors may be removed for a substantial cause by the majority vote of the Board present at any meeting at which there is a quorum.

Substantial cause shall include failure to participate in the activities of the Board of Directors as evidenced by the failure to attend at least three (3) consecutive meetings of the Board of Directors or failure to satisfy Baltimore County requirements as set forth in section (h).

(f) Resignation: A Director may resign only by submitting a written resignation to the President and the Secretary of the Corporation, or only the Secretary of the Corporation if the resigning Director is the President.

(g) Vacancy: A majority of the remaining directors, whether or not sufficient to constitute a quorum, may fill a vacancy on the Board of Directors which results from any cause except an increase in the number of directors, and a majority of the entire Board of Directors may fill a vacancy which results from an increase in the number of directors. A director elected by the Board of Directors to fill a vacancy serves until the next annual meeting of members and until his or her successor is elected and qualifies.

(h) Baltimore County Requirements: Each director must satisfy and all Baltimore County requirements in effect at the time of his service as a board member, including but not limited to the requirement that each board member undergo and pass a criminal background check.

5. ELECTED OFFICERS

(a) Election/Vacancies: The officers of the Corporation shall consist of President, Vice-President, Secretary and Treasurer and such additional vice presidents or assistant secretaries or assistant treasurers as the Board of Directors may from time to time appoint. The officers of the Corporation shall be nominated by the Nominating Committee. A person may hold more than one office in the Corporation but may not serve concurrently as President and Vice President. The officers shall be elected by the Board of Directors from among the members of Board of Directors at a meeting immediately following the Annual Meeting in any year in which officers are to be elected. Any vacancy occurring in any office, for whatever reason, shall be filled by the Board of Directors and any Director so elected shall fulfill the term of his/her predecessor.

(b) Term: Officers shall serve a term of two (2) years and until their successors are elected; until they are removed for cause; or until their term on the board expires.

(c) Removal: An officer may be removed, without cause, as determined by a two-thirds vote of the Board present at any meeting at which there is a quorum

(d) Resignation: An officer may resign only by submitting a written resignation to the President or Secretary or to the other Directors, if the resigning officer is the President.

(e) Authority and Duties: The Officers shall have the authority and responsibility delegated by the Board as follows:

(1) The President shall preside at and conduct all meetings of the Board of Directors and of the Executive Committee. The President may sign all contracts and

agreements in the name of the Corporation after they have been approved by the Board, serve as the representative of the Corporation in meetings and discussions with other organizations and agencies, and otherwise perform all of the duties which are ordinarily the function of the office, or which are assigned by the Directors.

(2) The Vice-President shall perform the duties of the President if the President is unable to do so or is absent; perform such other tasks as may be assigned by the Board and, at the request of the President, assist in the performance of the duties of the President.

(3) The Secretary shall keep accurate records and minutes of all meetings of the Corporation; make available copies of the minutes of the previous meeting and distribute them in advance of each meeting; cause to be delivered all notices of meetings to those persons entitled to vote at such meeting; and maintain the Minutes Book of the Corporation and a current listing, with phone numbers and addresses, of the Directors at the office of the Corporation.

(4) The Treasurer shall oversee: the deposit of funds of the Corporation into the proper accounts of the Corporation; the reconciliation of all receipts and disbursements from such account or accounts; the preparation of the books and records of the finances of the Corporation; the preparation of financial reports of the accounts for each Board meeting; and the preparation and filing of all end of the year financial reports federal and state tax reports. The Treasurer shall serve as Chairperson of the Finance Committee and shall serve as Treasurer of the Paw Point Dog Park Committee.

(5) Other officers appointed by the Board shall perform such duties as may be specified by the Board or by officers given authority over them.

6. MEMBER & BOARD MEETINGS:

(a) Annual Meeting: The Annual Meeting of Members of the Corporation shall be held at such date and time as is determined by the Board of Directors. Notice of the Annual Meeting together with the names of individuals nominated by the Nominating Committee to be elected to the Board of Directors shall be provided in writing or by electronic means at least ten (10) days and no more than thirty (30) days before the Annual Meeting. Except as the Articles of Incorporation, these Bylaws or statute provide otherwise, any business may be considered at an Annual Meeting without the purpose of the meeting having been specified in the notice. Failure to hold an annual meeting does not invalidate the Corporation's existence or affect any otherwise valid corporate acts.

(b) Regular Board Meetings: Regular meetings of the Board shall be held monthly.

(c) Special Meetings: Special meetings of the Board of Directors or the Members shall be held at any time and at any place when called by the President or by at least three Directors. Business transacted at special meetings shall be confined to the purposes of the meeting stated in the notice of the meeting.

(d) Notice of Meetings: Notice of the date, time and place of regular Board meetings and the Annual Meeting of Members, shall be in writing and delivered at least ten (10) days and no more than thirty (30) days before the day of the meeting. Notices of special meetings of the Board of Directors shall state that it is a special meeting being

called and may be given orally, in writing or by electronic transmission at least forty-eight (48) hours prior to the meeting time and shall state the purpose(s) of the meeting and the date, time and place of such special meeting. Notices of special meetings of the Members shall be provided in writing or by electronic means at least ten (10) days and no more than thirty (30) days before the special meeting and shall state the purpose(s) of the meeting and the date, time and place of such special meeting. Failure of notice to any director or member shall not invalidate the meeting or any action taken at the meeting. Each director or member who is entitled to notice of a meeting waives notice if before or after the meeting delivers a written waiver or a waiver by electronic transmission which is filed with the records of meetings, or is present at the meeting in person.

(e) Quorum: At meetings of the Board of Directors or the Members, a quorum shall consist of fifty percent (50%) of the Directors then serving and present in person.

(f) Voting: (1) Action at Board Meeting. Except as otherwise provided in these bylaws, at meetings of the Board of Directors decisions of the Board of Directors shall be by vote of a majority of those present and voting, but not less than one-third (1/3) of the Directors then serving. Each Director shall have one (1) vote. Members of the Board may vote only in person; there shall be no proxy voting.

(g) Action at Member Meeting. Unless statute or the Articles of Incorporation or Bylaws requires a greater proportion, the action of a majority of the Members present at a meeting at which a quorum specified above in paragraph (e) is present is action of the

Members. Each Member shall be entitled to one (1) vote at any meeting of the Members, unless the Board of Directors shall have established by resolution a greater or lesser number of votes for any particular class of Members. In the absence of a quorum, the directors present at such meeting by majority vote and without notice other than by announcement may adjourn the meeting from time to time until a quorum shall attend. At any such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified.

(h) Meeting by Conference Telephone: Members of the Board of Directors and Members may participate in a meeting by means of a conference telephone or similar communications equipment if all persons participating in the meeting can hear each other at the same time. Participation in a meeting by these means constitutes presence in person at a meeting.

(ih) Action Without Meeting: Any action which may be properly taken by the Board of Directors assembled in a meeting may also be taken without a meeting, if consent in writing setting forth the action so taken is signed by all of the Directors entitled to vote with respect to the action. Such consent shall have the same force and effect as a vote of the Directors assembled and shall be filed with the minutes.

7. COMMITTEES: The Board of Directors may create such committees with such powers as it deems wise to have. The President shall appoint persons to chair and serve on those committees, including persons who are not Directors of the Corporation.

All such appointments must be approved by the Board either prior to the appointment or be ratified at the next Board meeting.

(a) Executive Committee. The Executive Committee shall consist of the President, Vice-President, Secretary, Treasurer, immediate past-President, and two (2) board members designated by the Board of Directors. The Executive Committee shall develop recommendations with respect to various matters pertaining to the affairs of the Corporation and shall report such recommendations to the Board of Directors for action. In instances where special circumstances require expeditious action between meetings of the Board of Directors, the Executive Committee shall have the power to take the necessary actions, subject to any prior limitation imposed by the Board of Directors. The minutes of the Executive Committee shall include a summary of the circumstances requiring any expeditious action taken by the Executive Committee and the minutes shall be submitted to the Board of Directors.

(b) Nominating Committee. The Nominating Committee shall be comprised of the following: the immediate past President (who has completed his/her term as President) who shall serve as the Chair, a representative of each Standing Committee appointed by the Chair of the Committee; two Board Members appointed by the President. In the event that there is not an immediate past president on the Nominating Committee, as set forth above, the President shall appoint the Chair of the Committee. The Nominating Committee shall be responsible for nominating persons to serve as Directors and the Officers of the Board of Directors. It shall have an affirmative responsibility to ensure that the Board of Directors is diverse and reflects a balance of

various interests. No person shall serve on the Nominating Committee for more than three (3) consecutive years.

(c) Standing Committees. Standing Committees shall be the following:

- Finance Committee
- Development Committee
- Membership Committee
- Recreation Committee
- Trails Committee
- Environmental & Historic Preservation Committee
- Residents Committee
- Civic & Community Committee
- Paw Point Dog Park Committee

The Board of Directors may establish additional standing committees as the Board Members determine are appropriate for the conduct of the business of the corporation. Each committee shall include at least two members of the Board of Directors and may include persons who are not members of the Board of Directors. The chair of each standing committee shall be a member of the Board of Directors with the exception of the Paw Point Dog Park Committee. Each standing committee shall have a documented purpose which shall be approved by the Board of Directors. Standing Committees may enact policies and guidelines in order to carry out their approved purpose.

(d) Special Committees. The Board of Directors may establish such special committees as they shall determine are necessary for the functioning of the Corporation. Each such committee shall be given a specific charge and term. No special committee shall have a term extending beyond one (1) year unless extended by the Board of Directors. The members of special committees established by the board of

Directors shall be named by the Board of Directors.

8. APPOINTED OFFICERS AND STAFF.

(a) The Board of Directors shall appoint a President, Secretary and Treasurer, each of whom shall be a director, and may appoint a past president, any vice president, a chief executive officer or such other officers determined by the Board of Directors, with a title appropriate to the functions of the officer. The President shall serve as the chief executive officer if one shall not have been appointed. Other staff shall be appointed by the chief executive officer.

(b) The Board of Directors may delegate duties and customary authority to the chief executive officer and staff of the Corporation. The duties and authority delegated shall be memorialized in written job descriptions.

(c) The chief executive officer shall be subject to hire and termination by the Board of Directors. Other appointed staff shall be subject to hire and termination by the chief executive officer.

(d) The chief executive officer shall attend and participate in meetings of the Board of Directors and of committees as staff to the Board and the committees but shall not be entitled to a vote.

9. CONFLICTS OF INTEREST: Any board member, officer, employee, or volunteer

(including any volunteer serving on a committee) shall report all Financial Interests (as defined in the Code of Ethics and Conflict of Interest Policy of the Corporation) in accordance with, and otherwise comply with, the Code of Ethics and Conflict of Interest Policy of the Corporation (as may be amended or restated from time to time).

10. INDEMNIFICATION: The Corporation shall indemnify its directors and officers to the fullest extent permitted by Maryland statutory or decisional law, as amended or interpreted, including the advancement of related expenses, upon a determination by the Board of Directors or independent legal counsel appointed by the Board of Directors (who may be regular counsel for the corporation) made in accordance with applicable statutory standards; provided, however, such indemnification 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 corresponding provisions of any future United States Internal Revenue Law).

11. EXONERATION: To the fullest extent permitted by Maryland statutory or decisional law, as amended or interpreted, no director or officer of this Corporation shall be personally liable to the Corporation 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.

12. **RIGHT OF APPEAL:** Any decision of the Corporation may be appealed by written notice within thirty (30) days to the Baltimore County Board of Recreation and Parks.

13. **INSURANCE:** The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or who, while a director, officer, employee or agent of the Corporation is or was serving any of the entity at the request of the Corporation, and in any capacity, against any liability, asserted against and incurred by such person in any such capacity or arising out of such person's position, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of the Article.

14. **MISCELLANEOUS PROVISIONS:** Except to the extent prohibited by law, the indemnification provided in Section 10, above, shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under the Articles of Incorporation, any bylaw, agreement, vote of disinterested directors or otherwise, both as to action in his or her official capacity and as to action in any other capacity while holding office, and shall continue as to a person who has ceased to be a director, officer, employee or agent of the Corporation and shall inure to the benefit of the heirs, executors, administrators of such person

15. **COMPENSATION:** The members of the Board of Directors and the elected officers of the Corporation shall serve without compensation for their services as board

members or officers. Directors and officers may be reimbursed for all expenses reasonably incurred on behalf of the corporation. In addition, nothing in this paragraph is intended to preclude a Director from receiving compensation for his/her service to the Corporation in some other capacity.

16. INSPECTION OF CORPORATE RECORDS: These bylaws, the roster of Directors, the books of accounts and the minutes or proceedings of the Board of Directors and of the Committees shall be open to inspection no later than 10 ten days after receipt of a written request, addressed to the President or the Secretary of the Corporation by a Member of the Corporation for any purpose reasonably related to his/her interests as a Member. Such records shall be made available for the same purpose at any Board of Directors meeting when requested by at least three (3) members of the Board of Directors. Inspection may be made in person or by an authorized agent or attorney and inspection includes the right to make extracts at the Member's expense.

17. SIGNATURE AUTHORITY: All checks, notes, acceptances, and orders for payment of money shall be signed by any two of the President, Vice President, or Treasurer, or other agents of the Corporation designated by the Board of Directors. All contracts, leases and deeds of any kind shall be signed by the President, Vice President or any other agent of the Corporation designated by the Board of Directors. Signing officers signatures must be on record at the organizations bank.

18. FISCAL YEAR: The fiscal year of the Corporation shall be from July 1st to June

30th.

19. AMENDMENTS: These bylaws may be amended by a simple majority vote of the Board of Directors present and entitled to vote at a meeting at which a quorum is present, but not less than one-third (1/3) of the Directors then serving. Any proposed amendment(s) must be submitted to the Directors in writing with written notice of the meeting to decide on the proposed amendment(s) at least ten (10) days prior to the meeting date.

20. NON-DISCRIMINATION: The Corporation shall not discriminate against any person on the basis of age, sex, race, color, national origin, sexual or affectional preference, disability, economic status, or political or religious opinion or affiliation in any of its policies, procedures or practices.

21. SEAL: The Seal of the Corporation shall be circular in form with the words "Lake Roland Nature Council, Inc".

22. DISSOLUTION: The Corporation may be dissolved by a two-thirds vote of the Directors then serving provided that notice of the proposed dissolution has been submitted to the Directors in writing with written notice of the meeting date to decide on the proposed dissolution at least thirty (30) days prior to the meeting date. In the event of dissolution and subject to the terms of the Articles of Incorporation and applicable law, the Board of Directors shall dispose of all of the net assets of the Corporation

exclusively to such organization(s) which are organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization under section 501(c)(3) of the Internal Revenue Code. Any remaining assets not disposed of by the Board shall be disposed of by the Court in the jurisdiction in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations.

Adopted by the Board of Directors this _____ day of _____ 201__.

I, the undersigned, being Secretary of the Corporation, hereby certify that the above is a true, complete and accurate copy of the Bylaws adopted by the Board of Directors.

Secretary _____ Dated _____ .