

**BYLAWS  
OF  
CHESAPEAKE EDUCATION, ARTS AND RESEARCH SOCIETY (CHEARS)**

ARTICLE I – PURPOSE

SECTION 1. Purpose as stated in Articles of Incorporation: As stated in Article 3 of the Articles of Incorporation: “The purpose or purposes for which the Corporation is organized and the objectives to be carried on and promoted by it, are as follows:

- (a) To receive donations from individuals, corporations, foundations, and any other legal persons including religious organizations or governmental agencies, to form and maintain a fund or funds of money, real or personal property or any combination thereof and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income there from and the principal thereof exclusively for charitable, scientific or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, or any corresponding provisions of any subsequent Federal tax laws. These may be attained, without limiting the Corporation's freedom to pursue these goals through other avenues, by the Corporation acting:
- (1) To pursue the charitable objectives of preserving and protecting the environment by bringing together friends, volunteers, environmentalists, natural and social scientists, artists, educators, children, parents, grandparents, and activists to restore, steward, and enhance the physical and spiritual health of our Chesapeake Watershed, and its major drainage basins -- the East-Shore-MD, East-Shore-VA, Patuxent, Potomac, Rappahannock, Susquehanna, West-Shore-MD, and York basins -- as manifested by the diversity of air, land, water, plants, animals, and natural and managed ecosystems in those areas.
  - (2) To promote the advancement of education by: amassing and sharing knowledge of our watershed; engaging in research directed toward innovative problem-solving in stewardship of our bioregion and our planet; supporting education projects that effectively engage us in learning about the heritage and future of our diverse bioregion; and by fostering artistic expression related to our watershed's human, natural and environmental issues.
  - (3) To advance the charitable and educational purposes of working toward creating a sustainable, equitable, and nurturing society within and beyond our bioregion, recognizing the full impact of our choices of sustainable homes, jobs, businesses, food, transportation, and commerce.”

SECTION 2. Changes to Corporation’s Purpose. Any description of the Corporation’s mission, vision and goals must be generally consistent with the purpose statement above. If it is determined that the Corporation’s purpose should be changed, an amendment to the Articles of Incorporation shall be filed.

ARTICLE II. DIRECTORS (STEWARDS).

SECTION 1. General Powers. The property, business and affairs of the Corporation (hereafter called Society) shall be managed by its Board of Directors (called a Board of Stewards) in accordance with these Bylaws and the purposes of the Corporation. Such Board of Stewards shall only act in the name of the Corporation when it shall be convened by its Convener after due notice of such meeting to all the Stewards.

SECTION 2. Number and Qualifications. The number of Stewards shall be a minimum of five and a maximum of thirteen and may be increased or decreased from time to time by vote of the members of the Board.

SECTION 3. Term of Office. The term of office for Stewards shall be **two** years or until a successor shall have been elected. Stewards may succeed themselves for two consecutive terms. The Board shall be self-perpetuating; electing directors into terms of staggering expiration by majority vote at its annual meeting **but such elected directors must be affirmed by voice vote of approval by a majority of a quorum of the members** at the Corporation's Annual Membership Meeting. This provision does not apply to the Executive Coordinator, who shall serve as an ex-officio Steward according to the terms of the Executive Coordinator contract approved by the Board and reviewed annually.

SECTION 4. Vacancies. Vacancies shall be filled by majority vote of the remaining members of the Board of Stewards for the unexpired term.

SECTION 5. Quorum. When the Board consists of between five and seven Stewards, a quorum will consist of two thirds of the current Stewards, i.e. 4 out of 5, 4 out of 6, or 5 out of 7 Stewards for the transaction of any business. When the Board consists of between 8 and 13 stewards, a quorum shall 50% of current members. If at any meeting of the Board there shall be less than a quorum present, a majority of those present may adjourn the meeting, without further notice, from time to time until a quorum shall have been obtained.

SECTION 6. Meetings. Meetings of the Board of Stewards shall be held at such place as may from time to time be fixed by resolution of the Board. Special meetings may be held upon the call of the Convener or upon written request of three Stewards.

SECTION 7. Notice. Written notice stating the place, date and hour of a Steward meeting shall be sent by email at least **four** days prior to any regular meeting, at least **seven** days prior to the Annual Meeting and at least **two** days prior to any special meeting. At least **fourteen days** prior to the Board's Annual Meeting, a financial summary will be sent to all Stewards currently in office. Upon request, notice will be given by regular mail at least one day earlier or by telephone one day later than is otherwise required. Meetings may be held at any time without notice if all the Stewards are present, or if at any time before or after the meeting those not present waive notice of the meeting in writing.

SECTION 8. Compensation. No Steward shall receive any compensation for service in such capacity, except that the Board may by resolution provide for the reimbursement of actual travel and lodging expenses incurred in the performance of the duties of Steward.

SECTION 9. Resignation. Any member of the Board of Stewards may resign by tendering a resignation in writing to the Secretary. Such resignation shall be effective upon receipt by the Board of Stewards.

SECTION 10. Removal. Any Steward may be removed from the Board of Stewards by the affirmative vote of two-thirds (2/3) of the Stewards then in office at any regular or special meeting called for that purpose, for conduct detrimental to the interests of the Corporation or for refusal to render reasonable assistance in carrying out its purposes. Any such Steward proposed to be removed shall be entitled to at least five (5) days notice in writing of the meeting at which such removal is to be voted on and shall be entitled to appear and be heard at such meeting.

### ARTICLE III. MANNER OF ACTING.

SECTION 1. Manner of Acting. It is an organizational goal to seek consensus, i.e. unanimity, on decisions affecting the organization, with the exception of election or removal of Stewards and Offices. This implies that all interested parties have a chance to express their viewpoints which are taken into account in developing a consensual decision representing a course of action that can be endorsed by all members. When the Convener or his/her designee determines that the good of the Society requires timely action and after the Convener has used his/her best judgment to determine the amount of discussion that may take place, the Convener may call for a simple majority vote when a quorum of Stewards is present. A simple majority of the votes shall be necessary for the adoption of a matter unless a greater proportion is required by law or these Bylaws. Any action that may be taken at a meeting, if permitted by law, may be conducted by mail ballot in such manner as the Board of Directors may by resolution determine. If there is a conflict of interest, the person with that

conflict will participate in the discussion, as indicated by the Convener and her/her designee, but not in the consensual or voting decision making process.

SECTION 2. Alternative Action. Any action required by law to be taken at a meeting, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of those entitled to vote with respect to the subject matter thereof.

SECTION 3. Meetings Held In Whole or Part Through the Use of Telecommunications. Any one or more Stewards or members of the Board or a committee may participate in a meeting of such group by means of a conference telephone or other telecommunications device which allows all persons participating in the meeting to hear each other or to see in written form the words of the other members (as may be accomplished through the use of a computer conference) and such participation in a meeting shall be deemed presence in person at such meeting.

#### ARTICLE IV. OFFICERS.

SECTION 1. Officers. The officers of the Corporation shall be: a Chair, called a Convener; a Vice-Chair, called a Deputy Convener, a Secretary, a Treasurer, and such appointed subordinate officers as the Board of Stewards may from time to time appoint or authorize the Convener to appoint.

SECTION 2. Election. On or about the Stewards' Annual Meeting, the Stewards shall elect from amongst themselves the elected officers, **but such elected directors must be affirmed by voice vote of approval by a majority of a quorum of the members at the Annual Membership meeting**. The Board may appoint such other officers as the Board shall by resolution have authorized.

SECTION 3. Vacancies. The term of office of any Officer shall terminate upon the election and qualification of a successor or upon the effective date of his or her resignation submitted in writing to the Secretary of the Board of Stewards; upon his or her death; or upon a vote of two thirds of the Directors then in office to remove him or her from office. Any vacancy among such officers shall be filled by the Board of Stewards.

SECTION 4. Convener. The Convener shall: direct and execute all decisions of the Board of Stewards; chair the Annual Board Meeting; preside at meetings of the Board of Stewards and the Executive Committee thereof; shall be an ex officio voting member of all committees; and shall have such other duties and powers as the Board of Stewards may from time to time prescribe or authorize.

SECTION 5. Vice-Convener. The Vice Convener shall have such powers and perform such duties as the Board of Directors may from time to time prescribe or as the Convener may from time to time delegate, provided that the Vice Convener shall act as Convener in the Convener's absence.

SECTION 6. Secretary. The Secretary shall ensure the keeping of minutes of all meetings of the Board including all votes and resolutions adopted, shall keep the Membership rolls, and shall record all such documents and records in a book kept for that purpose. The Secretary shall ensure the issuance of notices of all meetings, shall see to the filing of all reports required by governmental authorities, and shall perform such other functions and duties as the Board may from time to time prescribe.

SECTION 7. Treasurer. The Treasurer shall ensure the keeping of full and accurate account of Corporation's receipts and disbursements, and ensure that all monies and other assets are deposited in the name of the Corporation in such depositories or through such fiscal agents as the Board may from time to time prescribe and that such is reported periodically to the Board. The Treasurer shall seek to ensure the disbursement of the funds and assets of the Corporation as ordered by the Board of Directors, and shall provide an accounting of all transactions at each regular meeting of the Board. The Board of Directors may appoint and empower such Assistant Treasurers as shall be required to carry out the purpose of this section. The Treasurer shall furnish the Board with a financial report periodically, e.g. quarterly.

SECTION 8. Executive Director. The Board may appoint an Executive Director, called an Executive Coordinator, who shall direct and execute all decisions of the Board of Trustees and handle all day-to-day matters for the operation of the

Corporation. The Executive Coordinator shall be an *ex officio*, non-voting member of the Board and act as the chief executive officer of the Corporation. The Executive Coordinator shall participate on a partial basis in consensual decision making processes, but may not block consensus. The foregoing duties shall include, but not be limited to, the hiring and discharge of employees to fill such positions as the Board may from time to time authorize; the execution of contracts or other instruments on behalf of the Corporation as the Board may authorize; and the signing of checks, drafts or other orders for payment of money provided that the Board may, by resolution, provide that such checks, drafts or other orders for payment above such amount as may be specified in the resolution shall require the countersignature of one or more specified officers of the Corporation.

SECTION 9. Other Officers. The duties and terms of office of any other officers or assistant officers appointed pursuant to Section 1 of this Article shall be described by the Board of Stewards or by the Convener if so authorized by the Board of Stewards.

SECTION 10. Surety. The Board of Stewards may require the Convener, Treasurer or any other officer or assistant officer to furnish such surety as it may from time to time determine.

SECTION 11. Compensation of Officers. Officers may be paid such reasonable compensation as the Board of Stewards may from time to time authorize and direct, except that no officer who is a member of the Board may receive any compensation for services rendered in his or her capacity as a Stewards except as otherwise provided in these Bylaws.

## ARTICLE V. MEMBERSHIP

SECTION 1. General Rights and Powers. Members shall have limited voting rights as set forth herein. Except as may otherwise be provided by law, the Articles of Incorporation, or by these Bylaws, number, qualifications, rights, privileges, dues, fees, responsibilities, and the provisions governing the withdrawal, suspension, and expulsion of members shall be determined by the Board of Stewards. Any right of members to title or interest in or to the Corporation, its properties and franchises, shall cease and divest upon termination of membership, except that the liability of a member for sums due the Corporation shall survive such termination unless otherwise expressly provided by the Board of Stewards. Members may use postal votes, telephone ballots, and/or e-mail voting at any membership meeting for any purpose.

SECTION 2. Classes, Qualifications, and Rights of Membership. Membership shall be open to individuals and entities interested in and supportive of the purposes of the Corporation that timely remit applicable dues within classes of membership as established by the Board. Membership shall not be subject to discrimination based on religion, creed, race, ethnic group, gender, age, sexual orientation or disability.

SECTION 3. Membership. Upon payment of the requisite dues as set from time to time by the Board for each class of members, each applicant shall be afforded all rights of membership subject to subsequent ratification or invalidation by the Board of Stewards at a duly constituted meeting, or in such other manner as the Board of Directors may resolve. Membership and all attendant rights shall cease in the event of nonpayment of dues, unless the Board acts otherwise.

## ARTICLE VI. COMMITTEES

SECTION 1. Committees of Stewards. The Board of Stewards, by resolution adopted by a majority of the Stewards, may designate and appoint one or more committees, each of which shall consist of two or more Stewards, which Committees, to the extent provided in said resolution, shall have and exercise the authority of the Board in the management of the Corporation, except that no such committee shall have the authority of the Board in reference to: amending, altering, or repealing the Articles of Incorporation or Bylaws; electing, appointing or removing any member of any committee or any Steward or officer of the Corporation; adopting a plan of merger, dissolution, consolidation, or approving the sale, exchange, mortgage, or distribution of all or substantially all of the property and assets of the Corporation; revoking proceedings for dissolution; or amending, altering or repealing any resolution of the Board of Stewards which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board or any individual Steward of any responsibility imposed thereon by law.

SECTION 2. Executive Committee. The Board of Stewards may, in its discretion, by resolution adopted by a majority of the whole Board, constitute a general Executive Committee for the Board, appoint the members thereof, and specify its authority and responsibility. Such committee shall be composed of not fewer than three members of the Board of Stewards who shall serve at the pleasure of the Board. The Executive Committee shall have such powers and shall perform such duties as the Board may delegate to it in writing from time to time, including the immediate oversight in management of the business affairs of the Corporation. The Executive Committee shall be organized and shall perform its functions as directed by the Board and shall report periodically to the Board. Any action duly taken by the Executive Committee within the course and scope of its authority shall be binding upon the Corporation. The Executive Committee may be abolished at any time by the vote of a majority of the whole Board of Stewards, and during the course of the committee's existence, the membership thereof may be increased or decreased and the authority and duties of the Committee changed by the Board of Stewards as it may deem appropriate.

SECTION 3. Other Committees. Other Committees not having and exercising the authority of the Board of Stewards in the management of the Corporation may be appointed in such manner as may be designated by resolution adopted by a majority of the Stewards present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee need not be Stewards of the Corporation, and the Convener of the Corporation shall appoint the members thereof, and may remove any such member whenever in his or her judgment the best interest of the Corporation shall be served by such removal.

SECTION 4. Term of Office. Each member of a committee shall continue as such until a next annual meeting of the Board of Directors and until a successor is appointed, unless the committee shall be sooner terminated or removed from such committee, or unless such member shall cease to qualify as a member thereof.

SECTION 5. Chair. Committees will select a Chair, called a Coordinator, at their first regular meeting, unless the Convener determines that it is in the best interest of the organization for the Convener to appoint a Coordinator, except as otherwise provided in these Bylaws.

SECTION 6. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

SECTION 7. Quorum. Unless otherwise provided in a resolution of the Board of Stewards designating a committee, a majority of the whole committee shall constitute a quorum and the act of the majority of the committee members present at a meeting at which a quorum is present shall be the act of the committee. This provision presumes that committee work will be conducted by consensus unless the Committee

SECTION 8. Notice. Unless otherwise provided in the resolution of a resolution of the Board of Stewards, each committee shall agree by consensus as to the mode and timing of committee notices.

## ARTICLE VII. MISCELLANEOUS PROVISIONS.

SECTION 1. Dissolution. The Corporation may be dissolved and its assets and liabilities liquidated in such manner as the Board of Stewards shall resolve provided that such dissolution and liquidation shall be in accordance with the Articles of Incorporation and such laws and regulations as may be applicable thereto.

SECTION 2. Fiscal Year. The fiscal year of the Corporation shall be established by resolution of the Board of Stewards.

SECTION 3. Corporate Seal. The official seal shall contain the name of the Corporation and shall be in such form as the Board of Stewards shall determine. The official seal may be used by printing or otherwise placing, affixing, or reproducing it upon any paper or document.

SECTION 4. Amendment. These Bylaws may be amended or repealed or new Bylaws adopted by the consensus of the Board, in accordance with the provisions stated in Article III, Section 1, at any regular or special meeting provided that a

description, summary, or the actual text of such proposed change is included with a notice delivered at least **five** days prior to the decision, unless notice is waived by unanimous agreement of the Board.

SECTION 5. Advisory Board. The Corporation may establish an Advisory Board, without governing power or authority, to serve as a resource at the direction and pleasure of the Board of Stewards. The Board of Stewards may appoint a Chair of the Advisory Board who may be authorized to serve as an *ex officio*, non-voting member of the Board of Stewards.

SECTION 6. Indemnification. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a steward, officer, employee, or agent of the Corporation, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement by him in connection with such action, suit or proceeding to the full extent permitted by the laws of Maryland. Any indemnification shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification is proper in the circumstances because the person met the applicable standard of conduct set forth in the Corporations and Associations Article of the Annotated Code of Maryland, as amended. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled by law or under any bylaw, agreement, or vote of members or disinterested Stewards.

SECTION 7. Communication. Email shall be the default method of communication of the group for communication of routine business matters. In person or by telephone will be the default method of communication for issues involving disagreement or controversy with the understanding that email communications may be used to support the greater understanding of the nature of the controversy.

Draft: July 11, 2006