

CAPE CONSERVATION CORPS, INC.

BYLAWS

These Bylaws are compliant with Maryland Law,
IRS regulations, and the *Standards for Excellence: An Ethics and
Accountability Code for the Nonprofit Sector®*

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1. NAME AND PURPOSES:

1.1. The purpose of Cape Conservation Corps (“CCC”) as set forth in the Articles of Incorporation, is to ignite community pride in our native landscape through projects that promote stewardship, create healthy natural spaces and champion swimmable, fishable waterways.

2. PRINCIPAL OFFICE OF CCC:

2.1. The principal office of CCC is 1223 River Bay Road, Annapolis, MD 21409.

3. MEMBERS OF CCC:

3.1. The membership of CCC must be comprised of 80% Cape St. Claire (“CSC”) residents. CSC is defined as a Covenanted Community, administered by Cape St. Claire Improvement Association, Inc. (CSCIA) Members of CCC will pay a yearly dues to maintain membership in good standing.

3.2. Annual Membership Meeting: An annual meeting of the members will take place in the month of October, the specific date, time and location of which will be designated by the President. At the annual meeting the members will elect Directors, and receive reports on the activities of CCC. Robert’s Rules of Order (Latest revised edition) will govern membership meetings unless overridden by specific provisions of these Bylaws.

3.3. Special meetings: Special meetings may be called by the President, or a simple majority of the Board of Directors.

3.4. Notice of meetings: Notice of each meeting must be given to each voting member, by electronic mail, not less than two weeks prior to the meeting.

3.5. Quorum: The members present at any properly announced meeting constitute a quorum.

3.6. Voting: All issues to be voted on are decided by a simple majority of those present at the meeting in which the vote takes place.

4. BOARD OF DIRECTORS:

4.1. Classes: There is only one class of Directors.

4.2. Role/Number: The business and affairs of CCC is governed by a Board of Directors (hereinafter the “Board”) which is composed of no more than thirteen (13) persons and no fewer than five (5) persons.

4.3. Composition: The Board will, at all times, be composed of persons dedicated to the mission of the organization and representing the diversity of CSC, taking into account race, gender, economic status, age and other factors. All Board members must be residents of CSC. The CSCIA Board may designate one (1) CSCIA Governor to serve on the CCC Board each year for a one year term. If

the CCC Board has nine (9) or more members, the CSCIA Board may designate two (2) Governors to serve on the CCC Board.

- 4.4. Election/Vacancies: At each annual meeting of the Board, Directors to serve for the ensuing term will be elected by the membership. Vacancies occurring between annual meetings may be filled for the balance of the term by election by the remaining Directors.
- 4.5. Term: Each Director will hold office for a term of three years or until a successor is duly elected. The initial Directors will be divided into three (3) approximately equal groups, one-third (1/3) of them to serve for an initial term of one (1) year, one-third (1/3) to serve for an initial term of two (2) years, and one-third (1/3) to serve for an initial term of three (3) years.
- 4.6. Removal: Any Director may be removed from office, for cause, by a vote of the majority of the Directors in office. A vote for removal may occur at any meeting of the Board convened in compliance with these by-laws, provided that written notice of the intention to consider removal of such Director has been included in the notice of the meeting. No Director will be removed without having the opportunity to be heard at such meeting, but no formal hearing procedure need be followed. Failure to attend three meetings in a row will result in automatic removal from the board unless a majority of the Directors vote to keep the individual in office. Relocation to a residence outside of CSC will automatically terminate the term of office of that Director.
- 4.7. Employment by CCC disqualifies an individual and any member of the individual's immediate family from eligibility for election to the Board.

Employment of a Director or a member of a Director's immediate family by CCC automatically terminates the term of office of that Director.
- 4.8. Resignation: A Director may resign by submitting a written resignation to the President or to the other Directors, if the resigning Director is the President.

5. OFFICERS OF THE BOARD:

- 5.1. Election/Vacancies: The Officers will consist of President, Vice-President, Secretary, and Treasurer and such additional vice presidents or assistant secretaries or assistant Treasurers as the Board may from time to time appoint. The Officers will be elected by the Board, from among the Directors, at the first meeting of the Board following the annual meeting of CCC. Any vacancy occurring in any office, for whatever reason, will be filled by the Board and any Director so elected will fulfill the term of his/her predecessor.
- 5.2. Term: Officers will serve a term of one year and until their successors are elected, or until they are removed for cause. No Officer will serve more than two (2) consecutive terms in the same office unless re-elected by a unanimous vote of the Board.

- 5.3. Removal: An Officer may be removed from office, for cause, as determined by a majority vote of the entire Board at any meeting. The Board must give officers the opportunity to answer charges prior to removal.
- 5.4. Resignation: An Officer may resign by submitting a written resignation to the President or Secretary or to the other Directors, if the resigning Officer is the President and does not constitute resignation from the board. When offices resign, complete the term of office, or are removed, they must turn over to the President all materials and records in their possession pertinent to the functioning of their offices. Such officer must brief his successor on his duties, responsibilities, and current and planned functions the office.
- 5.5. Authority and Duties: The Officers will have the authority and responsibility delegated by the Board as follows:
- 5.5.1. The President will preside at and conduct all meetings of the Board and of the Executive Committee. The President may sign all contracts and agreements in the name of CCC after they have been approved by the Board, serve as the representative of CCC 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 Board.
 - 5.5.2. The Vice-President will 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. The Vice- President will serve as the Chair of the Governance Committee.
 - 5.5.3. The Secretary will keep accurate records and minutes of all meetings of CCC; make available 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 and a current listing, with contact information, of the Directors and members at the office of CCC.
 - 5.5.4. The Treasurer will ensure there is timely and adequate management of financial resources and reporting to enable the Board to monitor the organization's financial resources. The Treasurer will advise the Board of any significant financial matters that require action by the Board. If required, the Treasurer will ensure that the board engages a qualified auditor for an annual examination of the financial statements. The Treasurer will serve as a member and chair of the Finance Committee.
 - 5.5.5. Other Officers appointed by the Board will perform such duties as may be specified in writing by the Board or by Officers given authority over them.

6. BOARD MEETINGS:

- 6.1. Regular Board Meetings: Regular meetings of the Board will be held at least quarterly and may be scheduled more often by the President. Members of CCC may attend any Board meeting and speak for up to three (3) minutes.
- 6.2. Special Meetings: Special meetings of the Board may be held at any time and at any place when called by the President or by at least three (3) Directors. Business transacted at special meetings will be confined to the purposes of the meeting stated in the notice of the meeting.
- 6.3. Notice of Meetings: Notice of regular Board meetings, including the annual meeting, will be sent in writing and delivered at least 5 days before the day of the meeting to all board members. Notices of special meetings will state that it is a special meeting being called and may be given orally or in writing at least 48 hours prior to the meeting time. Written notice of meetings may be delivered by electronic transmission. Failure of notice to any member will not invalidate the meeting or any action taken at the meeting.
- 6.4. Executive Session: At any meeting of the Board, where a quorum is present, the Board may, by a majority vote, decide to enter an executive session in which only voting Directors and other persons invited by the Board may be present. The decision to enter executive session will be recorded in the minutes, and actions taken may be recorded in the minutes. Executive session minutes may be kept separately and confidentially, and need not include the discussion, only actions taken.
- 6.5. Quorum: At meetings of the Board, a quorum will consist of a simple majority or fifty percent (50%) plus one (1) of the Directors then serving, present in person including as defined in (6.7) below.
- 6.6. Voting: Except as otherwise provided in these Bylaws, decisions of the Board will be by vote of a majority (fifty percent (50%) plus one (1) of those present (assuming a quorum), but not less than one-third (1/3) of the Directors then serving. Each Director will have one vote. Directors may vote only in person. The power to take any action that requires approval of the board by law requires participation of the full board in the vote. There will be no proxy voting.
- 6.7. Telephone and Electronic Participation: Directors may participate in Board meetings and vote on matters discussed therein, by means of a conference telephone or similar communications equipment by means of which all persons participating in such meeting can hear each other at the same time. Participation by such means constitutes in person presence of the Director at the meeting. Any action which may be properly taken by the Board assembled in a meeting may also be taken by means of such conference telephone. Any such vote has the same force and effect as a vote of the Board assembled and will be filed with the minutes.

7. COMMITTEES:

- 7.1. The Board, by resolution adopted by a majority of the full Board, may designate from among its members one or more committees. Committees may be formed on an ad-hoc basis or may be a standing committee as provided for in the resolution. The Board President will select and appoint the members and the Chair of all committees, unless otherwise specified herein. The Board President will serve as an ex officio member of all committees. The Board President may appoint to committees persons who are not Directors of CCC. All committees created by the Board will be chaired by a Director.
- 7.2. Each committee will exercise the authority of the Board to the extent authorized by the Board. However, a committee may not by itself:
- 7.2.1. Approve action that requires Board approval.
 - 7.2.2. Fill vacancies on the Board or any of its committees.
 - 7.2.3. Amend the Articles of Incorporation.
 - 7.2.4. Adopt, amend or repeal the Bylaws.
 - 7.2.5. Approve a plan of merger, consolidation or dissolution.
 - 7.2.6. Employ or discharge anyone from employment with CCC.
 - 7.2.7. Other than the Executive Committee if so charged, committees may not enter into any agreement, contract or obligation on behalf of the organization.
 - 7.2.8. Other than the Executive Committee if so charged, Committees and their members will not portray themselves as representing the organization as a whole publicly.
- 7.3. There will be the following standing committees:
- 7.3.1. Executive Committee. The Executive Committee will be comprised of the President, the Vice President, the Secretary, the Treasurer, and one (1) Director elected at large each year by the Board. When the Board is not in session, the Executive Committee will possess and exercise all powers of the Board in the management of the business and affairs of CCC that lawfully may be exercised by the Executive Committee, except as specified in Section 7.1. The Executive Committee will provide reasonable notice under the circumstances to the full Board of action taken by the Executive Committee between meetings. The Executive Committee will then provide a complete report on such action at the next meeting of the Board, and may elect to do so in executive session. Care will be taken to ensure that only those issues necessitating discussion/action prior to the next board meeting be addressed by the Executive Committee.
 - 7.3.2. Finance Committee. The Finance Committee will be responsible for oversight of the financial operations of CCC. While serving on the Finance Committee, a member of the Committee may not:

- 7.3.2.1. Accept any consulting fee, advisory fee, or other compensation or benefits from CCC.
- 7.3.2.2. Have participated in any other transactions with CCC in which the member had a financial interest within the previous year.

The Finance Committee will undertake the following responsibilities:

- 7.3.2.3. Review, discuss and present the financial statements to the Board of CCC for approval, at least at each regular meeting of the Board.
 - 7.3.2.4. Prepare annual financial statements using generally accepted accounting principles. The annual financial statements must be sent to all Directors within 120 days after the end of CCC's fiscal year, and must contain the following information:
 - i. The assets and liabilities, including trust funds, of CCC at the end of the fiscal year.
 - ii. The principal changes in assets and liabilities, including trust funds, during the fiscal year.
 - iii. The expenses or disbursements of CCC for both general and restricted purposes during the fiscal year.
 - 7.3.2.5. Include with the annual financial statement the report of the auditor, or if not audited, a signed certificate of the Treasurer that it was prepared without an audit.
 - 7.3.2.6. Oversee financial audits by government agencies, if required, and receive the auditor's report directly.
 - 7.3.2.7. Promptly notify the Board of the receipt of complaints regarding accounting, internal accounting controls, or auditing matters.
 - 7.3.2.8. Periodically, review and discuss the quality, quantity, substance and dissemination of financial information provided to the Board by the Finance Committee, recommending improvements as necessary.
 - 7.3.2.9. Monitor the investments of CCC and develop and recommend to the Board changes to CCC's investment and endowment policies as appropriate.
 - 7.3.2.10. Secure financial support for projects identified by the Restoration Committee.
- 7.3.3. Governance Committee. The Vice-President will serve as the Chair of the Governance Committee. The Governance Committee will be responsible for oversight of the Board' governance activities and Board development. The Governance Committee will undertake at a minimum the following responsibilities:

- 7.3.3.1. Act as a nominating committee by identifying and recruiting qualified individuals to serve on the Board.
- 7.3.3.2. Identify and develop current Directors to serve in leadership roles on the Board.
- 7.3.3.3. Recommend to the Board candidates for open Director and Officer positions, or vacancies.
- 7.3.3.4. Orient new members to the board.
- 7.3.3.5. Regularly review CCC's Bylaws to ensure compliance with the law and suitability for the needs of CCC; prepare proposed amendments to the Bylaws and Articles of Incorporation when necessary and appropriate.
- 7.3.3.6. Monitor compliance by the Board with applicable law and best practices for nonprofit organizations.
- 7.3.3.7. Make recommendations to the Board regarding the removal of Directors from the Board.
- 7.3.3.8. Monitor compliance by Directors with Section 8 of these Bylaws (conflict of interest), review disclosure statements submitted by Directors, and report any conflicts of interest to the full Board for further action in accordance with the Bylaws.

7.3.4. Restoration Committee. This committee will identify project priorities and potential funding sources and present their findings to the full Board.

8. CONFLICT OF INTEREST:

8.1. Conflicts of Interest: A conflict of interest is a situation that exists whenever a Director's private or personal interest could affect the performance of that Director's official duties.

8.2. In all cases the Board determines the existence of a genuine conflict of interest, whether actual or apparent.

8.3. Conflicts of Interest—Disclosure and Voting Disqualification:

8.3.1. A Director with an apparent or actual conflict of interest must be recused from any actual vote on that conflicted issue or matter.

8.3.2. Whenever a Director may have an apparent or actual conflict of interest concerning an issue, matter, decision or official action, such conflict, whether apparent or actual, must promptly be disclosed to the Board prior to the discussion or determination of the issues or matter before the Board.

8.3.3. An apparent or actual conflict of interest for a Director may also be brought to the attention of the Board by another Director.

- 8.3.4. If a Director disputes being recused for an apparent or actual conflict of interest, the Board must vote and determine whether the Director in question has an apparent or actual conflict of interest. As to that determination, the Director in question may still vote on the sole issue of whether such a conflict of interest exists.
- 8.3.5. If the Board determines by a two-thirds ($\frac{2}{3}$) majority vote of the Board present that there is apparent or actual conflict of interest for a Director, that Director may not vote on the issue or matter pending for which a conflict of interest was determined.
- 8.3.6. The Director with a determined conflict of interest may still engage in the general discussion of the issue or matter before the Board in open sessions, as a duly elected Director, but may not vote on that issue or matter, and may take no action, or cause another to take an action on their behalf, to delay the discussion or determination of the issue or matter for which that Director is determined to have a conflict of interest.
- 8.3.7. The Director with a determined conflict of interest must be excluded from closed sessions concerning the conflicted matter.
- 8.3.8. In all meetings the finding of a Director with a conflict of interest does not change the number of Directors required to be present in order to obtain a quorum.
- 8.3.9. The minutes of the meeting must reflect that the conflict of interest disclosure was made, the vote taken and, where applicable, the abstention from voting and participation by the interested Director.

9. INDEMNIFICATION:

- 9.1. CCC will hold harmless its Directors and Officers to the fullest extent permitted by Maryland and federal law including the payment of related legal expenses.

10. EXONERATION:

- 10.1. To the fullest extent permitted by Maryland or federal law, no Director or Officer of CCC will be personally liable to CCC or its members for monetary damages. Members of the Board will not be automatically exonerated in the case of intentional misconduct. Any amendment of the Articles of Incorporation or repeal of any of its provisions that limit or eliminate the benefits provided to Directors and Officers under this provision, cannot be made retroactive with respect to any act or omission which occurred prior to such amendment or repeal.

11. INSURANCE:

- 11.1. The Board will evaluate CCC's needs for insurance coverage as appropriate for its activities including but not limited to general liability insurance, and Directors and Officers liability insurance.

12. COMPENSATION:

12.1. The Directors and Officers of CCC must serve without compensation. Directors and Officers may be reimbursed for expenses reasonably incurred on behalf of CCC. Nothing in this paragraph is intended to preclude a Director or Officer from receiving compensation for service to CCC in some other capacity, provided the transaction is consistent with Section 8 of these Bylaws (conflict of interest.)

13. CCC RECORDS:

13.1. CCC must keep correct and complete books and records of account and must also keep minutes of the proceedings of the Board, and all committees.

13.2. CCC must keep a record of the names and addresses of the Directors, Officers and members.

13.3. CCC must keep a copy of its Articles of Incorporation and Bylaws, including any amendment thereof, its application to the IRS for tax exempt status (Form 1023), its IRS determination letter, and its most recently filed IRS form 990.

13.4. All books and records of CCC may be inspected by any member of CCC within five (5) business days of written request. IRS regulations require that the Form 1023 be available for public inspection upon request.

13.5. All CCC books and records may be maintained in paper form, or in electronic form, provided such electronic form cannot be altered electronically (e.g., scanned image) and allows for printing. All books and records must be maintained at a minimum until dissolution of CCC as provided by Section 19.

14. SIGNATURE AUTHORITY:

14.1. All checks, notes, acceptances, and orders for payment of money may be signed by any individual authorized by the Board. All contracts, leases and deeds of any kind must be signed by the President, Vice President or any other agent of CCC designated by the Board.

15. FISCAL YEAR:

15.1. The fiscal year of CCC is from January 1st to December 31st of each year.

16. AMENDMENTS:

16.1. These Bylaws may be amended, altered, repealed, or restated by a simple majority or fifty percent (50%) plus one (1) vote of the Board then in office at a meeting of the Board, provided, however,

16.2. That no amendment would cause CCC to cease to qualify as an exempt organization under Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code; and,

16.3. That no amendment would affect the voting rights of Directors. An amendment that does affect the voting rights of Directors requires a two-thirds ($\frac{2}{3}$) majority vote of the Board then in office at a meeting of the Board.

16.4. That all amendments be consistent with the Articles of Incorporation.

16.5. Any proposed amendment(s) must be submitted to the Board 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.

17. NON-DISCRIMINATION:

17.1. CCC may not discriminate against any person on the basis of age, sex, race, color, national origin, ethnicity, sexual orientation, marital status, gender identity, disability, or political or religious opinion or affiliation in any of its policies, procedures or practices.

18. DISSOLUTION:

18.1. CCC may be dissolved by a two-thirds ($\frac{2}{3}$) majority 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, the Board will dispose of all of the net assets of CCC exclusively to such organization(s) which are organized and operated exclusively for charitable or educational purposes as will 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 will be disposed of by the Court in the jurisdiction in which the principal office of CCC is then located, exclusively for such purposes or to such organizations.

19. CSCIA PROPERTY:

19.1. CCC may not undertake projects of any kind on CSCIA property without the express written consent of the CSCIA Board. All projects undertaken on CSCIA property will be planned in full cooperation with the CSCIA Board.

Adopted by the Board this ___ day of _____ 2015

President

Dated

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

Secretary

Dated