

Resolution 2020-001 (June 29, 2020)

Policy on Board of Directors Meeting Attendance

WHEREAS, the CLA Board is a working board, actively involved in CLA's governance. It is important that Directors engage, preferably face-to-face, in conducting the Board's business. Nonetheless, as CLA has expanded, Directors are faced with increasingly burdensome travel commitments to attend board meetings.

RESOLVED

There are currently four scheduled Board meetings per year. Directors are expected to attend all scheduled meetings of the Board of Directors each year.

In-person attendance at all scheduled Board Meetings is preferred.

Mindful that Directors have competing commitments, the Board Member will be considered in attendance at a meeting if they attend, if necessary in their individual discretion, by video conference or, if video conference arrangements have not been made for a Board Meeting, by telephone conference.

If a Director has more than two unexcused absences from a Board meeting during a calendar year, this constitutes good cause for removal or non-reappointment of the Director.

Resolution 2020-002 (June 29, 2020)

Term Limits of Members of the Board of Directors

WHEREAS, The CLA Bylaws currently provide that the number of Directors is determined from time to time by resolution of the Board. The Bylaws provide further that “the Chair of the Board shall be selected from among the voting members of the Board and shall also serve as president of the corporation. The remaining directors shall be elected (each for a three–year term on a staggered basis) by affirmative vote of the majority of the then members of the Board at the annual meeting of the board....” The bylaws further provide that “A Director whose term has expired shall be eligible to succeed himself or herself.” Thus, there is no limit on the terms of Board members.

Term limits help ensure a steady stream of new ideas to a Board. Many similarly situated nonprofit organizations have term limits. The Governance Committee recommends that Chesapeake Legal Alliance’s situation may be unique, and that Chesapeake Legal Alliance may wish to retain certain Directors despite the benefits of term limits.

RESOLUTION

1. The term of a Director shall be limited to two consecutive three-year terms (for a total term of six years).
2. A Director being nominated to serve a second consecutive three-year term shall be subject to the same process of nomination of the Director candidate by the Nominations and Governance Committee to an additional term.
3. Nothing in this Resolution shall be construed as prohibiting a Director from serving more than two non-consecutive terms.
4. The term limit provided by this Resolution may be waived, and a Director may serve additional consecutive term(s); Provided a waiver for each additional term is approved by a two-thirds majority vote of the then-current Board members.
5. The individual Board member shall be recused from participating in the vote on their own nomination or re-nomination.
6. This policy shall be effective upon its passage and shall not be construed to terminate the term of any current member of the Board. All current Board Members shall be considered to be in their first term upon passage of this Resolution.

Resolution 2020-003 (June 29, 2020)

Policy on Desired Skills and Experience of the Board of Directors

WHEREAS, the Nominations and Governance Committee recommends that, in nominating and appointing officers and directors, the Committee and Board consider and prioritize applications based on maintaining a diverse Board representing the ethnic, gender, geographic, and demographic diversity of stakeholders in the Chesapeake Bay, as well as a balance of substantive skills, experience, and expertise among the Board members.

RESOLVED

The Nominations and Governance Committee is directed to identify and recruit, and the Board will strive to appoint and retain, as Board Members and Officers, individuals representing the ethnic, gender, geographic, and demographic diversity of the communities served by the Chesapeake Bay Legal Alliance.

The Nominations and Governance Committee is directed to identify and recruit, and the Board will strive to appoint and retain, as Board Members and Officers, individuals providing the Board collectively with a balance of substantive skills, experience, and expertise including:

1. Personal interest in protection of the Chesapeake Bay;
2. Environmental Law;
3. Technical, engineering, and scientific training;
4. Finance;
5. Corporate governance;
6. Development and outreach;
7. Knowledge of community groups;
8. Trial advocacy; and
9. Appellate advocacy.

Resolution 2020-004 (June 29, 2020)

Lobbying Compliance Policy

WHEREAS, The Nominations and Governance Committee recognizes that, from time-to-time, the Chesapeake Legal Alliance may engage in lobbying activities at the Federal, State, or local levels.

The Chesapeake Legal Alliance is a 501(c)(3) organization and its qualification for tax-exempt status pursuant to Section 501(c)(3) of the IRS Code is considered by the Board to be important to Chesapeake Legal Alliance's ability to carry out its mission.

RESOLVED

Chesapeake Legal Alliance will not engage in activities that would jeopardize its tax-exempt status under Section 501(c)(3) of the IRS Code and applicable rules and regulations. Specifically, Chesapeake Legal Alliance will not engage in activities such that a substantial part of its activities constitute attempting to influence legislation (lobbying).

Chesapeake Legal Alliance will not support or oppose election of an individual candidate for public office.

Nothing in this Resolution shall be construed to preclude any Board member or Officer of the Chesapeake Legal Alliance who does not receive funds or remuneration from Chesapeake Legal Alliance to lobby in their own individual capacity or on behalf of others, or from supporting or opposing election of an individual candidate for public office.

Chesapeake Legal Alliance may, with the approval of the Board of Directors, or its delegate for this purpose, attempt to influence legislation; Provided such activities do not comprise a substantial part of its activities.

The Board directs that the staff ensure that CLA is in compliance with all applicable lobbying registration and reporting requirements.

In the event Chesapeake Legal Alliance, or any Board Member, Officer, or staff member attempts to influence legislation on behalf of Chesapeake Legal Alliance, as defined by the applicable IRS legislation, rules, or regulations, staff shall maintain accurate records of the lobbying activities in order to ensure compliance with the requirement that the Association not engage in such extensive lobbying activities that would jeopardize its status as a 501(c)(3) corporation.

Resolution 2020-005 (June 29, 2020)

Advocacy Policy

WHEREAS, Chesapeake Legal Alliance has a policy advocacy that was last updated in 2017. The policy permits the Executive Committee to approve the taking of position by CLA on a case-by-case basis, providing the Board of Directors with ten days' advance notice. The current policy identifies certain position that the Board has authorized Chesapeake Legal Alliance to publicly advocate.

RESOLUTION

The Chesapeake Legal Alliance is authorized to publicly advocate for the following positions:

1. that funding be approved or increased, or not diminished, for programs affecting the health of the Chesapeake Bay;
2. that the Chesapeake Bay or any portion of the Bay or its water should be protected from degradation; and
3. the provisions of the Clean Water Act and corresponding state laws which provide protection for the Chesapeake Bay or its tributaries should not be weakened.

Chesapeake Legal Alliance is authorized to make public policy statements, including press releases, and to author or join public policy letters and statements to Federal, State, and local Government officials, on these issues, as well as on positions that are consistent with the then-current version of Chesapeake Legal Alliance's Strategic Plan.

In the event Chesapeake Legal Alliance proposes to file any amicus brief in any proceeding, prior written authorization shall be secured from the Board or its delegate for this purpose. For purposes of filing amicus submissions, the Board Litigation Committee is a delegate of the Board.

In the event Chesapeake Legal Alliance proposes to testify at any public hearing or to directly influence legislation, prior written authorization shall be secured from the Board or its delegate for this purpose. For purposes of testifying at any public hearing or attempt to influence legislation, the Board Litigation Committee is a delegate for this purpose.

Any proposed amicus submission, testimony at a public hearing, or attempt to directly influence legislation shall be supported by a concise summary identifying the: forum, context, proposed position, timing, and any past actions by the Board that may be relevant to the

proposed action, and the summary shall be distributed to all members of the Board a reasonable time in advance of the deadline.

Resolution 2020-006 (June 29, 2020)

Annual Review of Past Board Actions

WHEREAS, the Nominations and Governance Committee has recommended that the Board maintain a record of official actions and position taken by the Board.

RESOLVED

The staff shall maintain on the Board Portal or another secure location where it is accessible to the Staff, Board Members, and Officers: the Articles of Incorporation; Bylaws; Resolutions of the Board; and public policy statements by Chesapeake Legal Alliance (sign-on letters, letters to Government agencies, testimony, etc.).

Each year, the Nominations and Governance Committee shall review all Resolutions of the Board that were passed more than ten years before the end of the then-current fiscal year and shall submit to the Board its recommendation whether each such resolution should be: Retained;, Modified and, if so, in what manner; or allowed to Expire.

Any Resolution that the Board votes to Retain or Modify shall be deemed passed on the date the Board votes to Retain or Modify it.

Absent action by the Board retaining or modifying any Resolution that is more than ten-years old at the end of the then-current fiscal year, the Board Resolution shall expire.