



**BYLAWS  
OF  
CHESAPEAKE LEGAL ALLIANCE, INC.**

These Bylaws of Chesapeake Legal Alliance, Inc. (the "Corporation") have been adopted and amended by the Board of Directors as of June 17, 2024.

**ARTICLE 1: OFFICES**

The Corporation may have offices at such places, both within and without the State of Maryland, as the Board may from time to time determine or the business of the Corporation may require.

**ARTICLE 2: BOARD OF DIRECTORS**

Section 2.01. General. The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors (the "Board"), which may exercise all such powers of the Corporation and do all such lawful acts and things as are not prohibited by statute or by the Articles of Incorporation or these Bylaws. The Board shall have the sole voting power which shall include, without limitation, the power to alter, amend, or repeal the Bylaws or Articles of Incorporation or adopt new Articles of Incorporation and Bylaws of the Corporation.

Section 2.02. Composition of the Board. The number of Directors which shall constitute the entire Board shall be such number as may be determined from time to time by resolution adopted by the Board; but in no event shall be less than three. The number of Directors may be increased or decreased from time to time by resolution of the Board or by amendment to these Bylaws. No decrease in the number of Directors shall have the effect of shortening the term of any incumbent Director. 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 Board may also select a Vice Chair from among its members. The terms of office of the Chair and Vice Chair shall be limited as provided in Section 4.02. The remaining Directors shall be elected (each for a three-year term on a staggered basis) by the affirmative vote of a majority of the then members of the Board at the annual meeting of the Board, except as provided in Section 2.03 hereof, and each Director elected shall hold office until the Director's term has expired or until the Director's earlier resignation or removal. A Director whose term has expired shall be eligible to succeed himself or herself; provided that no Director shall be elected for more than three three-year terms in succession. A former Director who has not been a member of the Board for at least one year following the end of their most recent term may be elected to the Board again. Directors need not be residents of Maryland.

Section 2.03. Vacancies. Any vacancy occurring on the Board, including a vacancy resulting from an increase in the number of Directors, may be filled by the affirmative vote of a majority of the then members of the Board, although less than a quorum, or by a sole remaining Director, and each Director so elected shall hold office until his or her the Director's term has expired or the Director's earlier resignation or removal.

Section 2.04. Annual Meeting. A regular annual meeting of the Board shall be held in June of each year at the date, time and place designated by the Chair, or at such other date, time and place as shall be determined by the Board and designated in the notice of the meeting as set forth in Section 2.07 of these Bylaws. At such annual meeting, the Board shall approve the budget and elect the Directors for the coming fiscal year.

Section 2.05. Regular Meetings. The Chairman may designate the date, time, and place for the holding of regular meetings of the Board by giving adequate notice of such meetings.

Section 2.06. Special Meetings. Special meetings of the Board may be called by or at the request of the Chair upon two days notice to each Director, at the request of one or more Directors, except as provided in Section 2.10 hereof with respect to telephone or other virtual meetings. A special meeting shall be called by the Secretary on like notice upon the written request of two-fifths of the number of Directors then in office, unless such written request is made by other members of the Board as otherwise provided under the Articles of Incorporation or these Bylaws. Such meeting shall be held on such date, time, and place as shall be designated in the notice of the meeting by the person or persons calling the meeting. The business to be transacted at the meeting need not be specified in the notice of such meeting, unless specifically required by law or by these Bylaws.

Section 2.07. Notice; Waiver of Notice. Whenever any notice of a meeting of the Board is required to be given under provisions of the Articles of Incorporation or these Bylaws, (a) the notice shall be given by telephone, facsimile, e-mail, or first-class postal mail, addressed to the Director at his or her address as it appears on the records of the Corporation and, unless otherwise provided in these Bylaws, at least ten days before the date designated for such meeting, or (b) a waiver thereof in writing, signed by the person or persons entitled to the notice and filed with the records of the meeting, whether before or after the holding thereof, shall be equivalent to the giving of such notice. Notice shall be deemed given at the time when the same is personally delivered, deposited in the United States mail, with postage thereon prepaid, transmitted by facsimile, or sent by e-mail. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting. Attendance at any meeting without objection also shall constitute waiver of any required notice.

Section 2.08. Quorum and Vote at Meetings. At any meeting of the Board, one-third of the Directors then in office shall constitute a quorum for the transaction of all business. A majority of the votes cast at a meeting of the Board, duly called and at which a quorum is present, shall be sufficient to take or authorize action upon any matter which may properly come before the meeting, unless the concurrence of a greater proportion is required for such action by statute, the Articles of Incorporation, or these Bylaws. At any meeting following an adjourned meeting and provided that a quorum shall then be present, any business may be transacted by the Directors present at the duly organized meeting which might have been transacted at the meeting as originally notified. At any adjourned meeting at which a quorum shall be present, any business may be transacted by the Directors present at the duly organized meeting, which might have been transacted at the meeting as originally notified.

Section 2.09. Action Without Meeting. Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if a resolution, setting forth such action, is consented to in writing by all of the Directors, and such written consent is filed with the minutes of proceedings of the Board. Directors may deliver their consent by mail, facsimile, or e-mail. Such an action shall have the same force and effect as a unanimous vote at a meeting of the Board.

Section 2.10. Participation by Telephone. Members of the Board or any committee designated by the Board may participate in a meeting of such Board or committee by means of conference telephone or any other communications method by means of which all persons participating in the meeting can speak and hear each other. Participation in a meeting pursuant to this Section 2.10 shall constitute presence in person at such meeting.

Section 2.11. Resignation and Removal of Directors. A Director may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein, or if no time be specified, at the time of its receipt by the President or Secretary. The acceptance of a resignation shall not be necessary to make it effective. Directors may be removed with cause, at any meeting of the Board duly called and at which a quorum is present, by a majority of the votes cast at such meeting. Directors may be removed without cause, at any meeting of the Board duly called and at which a quorum is present, by a vote of two-thirds of the members of the Board then in office.

Section 2.12. Conflict of Interest. Any Board member, officer, employee, or committee member having an interest in a contract or other transaction or determination presented to the Board of Directors or a committee of the Corporation for recommendation, authorization, approval, or ratification shall give prompt, full and frank disclosure of their interest to the Board or committee prior to its acting on such contract or transaction. The body to which such disclosure is made shall thereupon determine, by majority vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use their personal influence on, nor participate (other than to present factual information or to respond to questions) in the discussions or deliberations with respect to such contract, transaction or determination. Such person may not be counted in determining the existence of a quorum at any meeting where the contract, transaction, or determination is under discussion or is being voted upon. The minutes of the meeting shall reflect the disclosure made, the vote thereon and, where applicable the abstention from voting and participation, and whether a quorum was present.

Section 2.13. Compensation and Reimbursement. Directors and members of any committee of the Board shall not be entitled to compensation for their services as Directors or committee members. Directors and members of any committee of the Board shall be entitled, to the extent authorized by the Board, to reimbursement for any reasonable expenses incurred in attending meetings of the Board or any committee of the Board, as the case may be.

Section 2.14. Emeritus Director. A Director, having served at least nine years full term as Chair and whose term of service as Chair has ended, and whose term of service as a Director has ended, shall may be appointed as an Emeritus Director by resolution of the Board. An Emeritus

Director may serve indefinitely in the position of Emeritus Director and shall have the right to attend Board meetings, but and shall not be entitled to vote.

### **ARTICLE 3: COMMITTEES OF DIRECTORS**

Section 3.01. Executive Committee. The Executive Committee shall consist of the Chair, the President, any Vice-President or Vice-Chair, the Secretary, the Treasurer, and any other Board member approved by affirmative vote of the Board. When the Board is not in session, the Executive Committee shall have and may exercise all of the powers of the Board, except to the extent, if any, that such authority shall be limited by resolution of the entire Board; provided, however, that neither the Executive Committee nor any other committee shall have the power to amend the Articles of Incorporation or these Bylaws.

Section 3.02. Other Committees. The Board may, by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present, appoint from among its members one or more other committees, composed of at least one other Director, for such purposes and with such powers as the Board may provide, except that no such committee or committees shall have or exercise the general authority of the Board or the Executive Committee in the management of the Corporation. In addition to the Executive Committee, any such committees that the Board may, from time to time, have established may be changed by the Board in its discretion to the extent the Board deems it necessary to achieve the purposes of the Corporation.

### **ARTICLE 4: OFFICERS**

Section 4.01. General. The officers of the Corporation shall be a President, who shall also serve as Chair of the Board, a Vice President, who shall also serve as Vice Chair of the Board, a Secretary, a Treasurer, and such other officers as may be elected in accordance with the provisions of this article, who shall exercise such powers and perform such duties as shall be determined from time to time by the Board. Any number of offices may be held by the same person, unless the Articles of Incorporation or these Bylaws otherwise provide; provided, however, that the offices of President and Secretary shall not be held by the same person.

Section 4.02. Election and Term of Office. The President of the Corporation (Chair of the Board) and Vice President of the Corporation (Vice Chair of the Board) shall each be elected to a three-year term. A person serving as Chair or Vice Chair may be nominated to serve a second consecutive three-year term, subject to nomination of the candidate by the Nominations and Governance Committee to an additional term and approved by the affirmative vote of a majority of the members of the Board then in office. No person shall serve more than two consecutive terms as Chair or Vice Chair. The term limits provided by this Resolution may be waived, and a person may serve additional consecutive term(s) as Chair or Vice Chair; Provided that a waiver for each additional term is approved by a two-thirds majority vote of the then-current Board members. The Secretary and Treasurer of the Corporation shall be elected by the affirmative vote of a majority of the members of the Board then in office and shall serve until their successor shall have been chosen and qualified or until their death, resignation, or removal. Election or appointment of an officer shall not itself create any contractual rights.

Section 4.03. Chairs and Vice Chairs of Committees shall be nominated by the Board Chair, who shall consult regarding these nominations with the Nominations and Governance Committee whose report on the nominees will be presented to the Board along with the Committee Chair and Vice Chair nominations. Where practicable, the terms of Committee Chairs and Vice Chairs will be staggered to ensure continuity of experience and cultivate leadership development of Vice Chairs. Committee Chair and Vice Chair nominations shall be subject to approval by the affirmative vote of a majority of the members of the Board then in office.

The Nominations and Governance Committee shall consider leadership experience as a Committee Chair an important criterion for any nomination of a candidate for Chair and Vice Chair of the Board.

The Chair and the Nominations and Governance Committee shall each consider Committee Vice Chair leadership experience an important criterion for any nomination of a candidate for Committee Chair.

The Chair and the Nominations and Governance Committee shall each consider Committee Vice Chair leadership experience an important criterion for any nomination of a candidate for Committee Chair.

Section 4.04. Resignation and Removal. Any officer elected or appointed by the Board may be removed by the Board whenever in its judgment the best interest of the Corporation will be served by such removal, but such removal shall be without prejudice to any contract rights of the officer so removed. Any officer may resign at any time by delivering their resignation to the President or the Secretary. Should a vacancy occur prior to election, the President shall appoint a successor to fill the unexpired term of said officer.

Section 4.05. Chair of the Board. The Chair of the Board shall preside at all meetings of the Board, perform such other duties and have such other powers as may be vested in the Chair by the Board, and shall be a member of all standing committees. To the extent the Corporation legally requires a person with the title of President, the Chair shall hold such title for such purpose.

Section 4.06. Vice Chair of the Board. The Board may elect from among its members a Vice Chair who shall perform the functions of the Chair in the Chair's absence, and shall perform such other functions as may from time to time be delegated by the Chair or assigned by the Board.

Section 4.07. Secretary. The Secretary shall perform such other duties and shall have such other powers as may be vested in the Secretary by the Board. The Secretary shall attend all meetings of the Board and shall prepare minutes of the meetings of the Board. The Secretary shall give, or cause to be given, notice of all special meetings of the Board, may also attest all instruments signed by the Chair of the Board, or other designated officer of the Corporation.

Section 4.08. Treasurer. The Treasurer (or a designee of the Treasurer) shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be

designated by the Board. The Treasurer shall disburse the funds of the Corporation as directed by the Board.

Section 4.09. Executive Director. The Corporation may appoint an Executive Director to manage the day-to-day affairs of the Corporation under the oversight of the Board.

Section 4.10. Compensation. Any officer of the Corporation is authorized to receive reasonable compensation for services rendered, when authorized by the Board, in its sole discretion.

Section 4.11. Authority. All officers and agents (as defined in the Articles of Incorporation) of the Corporation, as between themselves and the Corporation, shall have such authority and perform such duties as may be necessary, from time to time, to carry out their duties and perform such activities in furtherance of the Corporation's corporate purposes.

## **ARTICLE FIVE: BOARD OF ADVISORS**

Section 5.01. General. The Board of Advisors is intended to provide advice and guidance to the Corporation; serve as ambassadors to promote the Corporation as an organization that provides important services aimed at restoring and protecting the Chesapeake Bay and its tributaries; assist the Corporation in raising money to fund its activities; introduce the Corporation to others who may be interested in becoming involved with the Corporation by providing *pro bono* legal services, or serving on the Board of Advisors; and perform other duties as assigned by the Board. The Board of Advisors shall have no governing authority with respect to the Corporation.

Section 5.02. Composition of the Board of Advisors. The number of members of the Board of Advisors may be determined by the Board of Directors, or alternatively by the Executive Committee. Members of the Board of Advisors may be nominated by any Board or Executive Committee member and approved by a majority vote of the Board, or of the Executive Committee upon providing ten days' notice to the Board. Members of the Board of Advisors serve at the discretion of the Board and may be removed by a majority vote of the Board, or of the Executive Committee upon providing ten days' notice to the Board.

## **ARTICLE SIX: INDEMNIFICATION, LIABILITY AND INSURANCE**

Section 6.01. Indemnification. Unless expressly prohibited by law, the Corporation shall fully indemnify any person made, or threatened to be made, a party to an action, suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that such person, or such person's testator or intestate, is or was a director, officer, employee or agent of the Corporation or serves or served any other enterprise at the request of the Corporation, against all expenses (including attorneys' fees), judgments, fines and amounts paid or to be paid in settlement incurred in connection with such action, suit or proceeding.

Section 6.02. Exoneration from Liability. 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.

Section 6.03. 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 as a director, officer, employee or agent of another 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 this Article.

#### **ARTICLE SEVEN: GENERAL PROVISIONS**

Section 7.01. Execution of Instruments. All checks or demands for money and notes of the Corporation shall be signed by such officer or officers or such other person or persons as the Board may from time to time designate.

Section 7.02. Seal. The Corporation may have a seal of such design as the Board may adopt. If so adopted, the custody of the seal shall be with the Secretary and the Secretary shall have authority to affix the seal to all instruments where its use is required.

Section 7.03. Fiscal Year. The fiscal year of the Corporation shall begin on July 1 and end on June 30 of the following calendar year.

#### **ARTICLE EIGHT: AMENDMENTS OF BYLAWS**

These Bylaws may be amended, repealed, or altered, in whole or in part, and new Bylaws may be adopted, by a majority of the votes cast at any meeting of the Board, duly called and at which a quorum is present.

\* \* \*