

# **GROWTH ACTION NETWORK OF ANNE ARUNDEL COUNTY, INC.**

## **BYLAWS**

(As amended on April 21, 2021)

### **ARTICLE I: MISSION**

The mission of Growth Action Network (“The Corporation”) is to involve citizens in planning and advocacy in support of responsible land use, environmental protection, and enhancing the quality of life of the residents of Anne Arundel County.”

### **ARTICLE II: MEMBERSHIP AND MEETINGS**

Section 1. *Qualifications.* Any individual or organization that supports the purposes of the Corporation and has paid the annual dues established by the Board of Directors shall be considered a member of the Corporation. A failure to pay the annual dues, when assessed, automatically terminates membership in the Corporation.

Section 2. *Annual meeting.* A meeting of the membership shall be held each year on a date, and at a place and time, determined by the Board of Directors (the “Board”) for the purpose of such business as may be determined by the Board.

Section 3. *Special meetings.* A special meeting of the membership may be called at any time by the Board.

Section 4. *Notice of the meeting* The Board shall notify the members of the time and place of any meeting of the membership.

### **ARTICLE III: BOARD OF DIRECTORS**

Section 1. *General.* The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors, 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 power of the Board 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. *Composition and Election of the Board.* Directors shall be members in good standing of the organization. The number of Directors which shall constitute the entire Board shall be determined from time to time by resolution adopted by the Board; but in no event shall be less than five. The number of Directors may be increased or decreased from time to time by resolution of the Board or by amendment to these Bylaws. 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 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 3, below, and each Director elected shall hold office until his or her successor is elected and qualified or until his or her earlier

resignation or removal. Directors whose terms have expired shall be eligible to be elected to succeed themselves.

Section 3. *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 term has expired and his or her successor is elected, or his or her earlier resignation or removal.

Section 4. *Annual Meeting.* A regular annual meeting of the Board shall be held in December 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. At such annual meeting, the Board shall approve the budget and elect the Directors for the coming year.

Section 5. *Regular Meetings.* The Board may determine the date, time and place for the holding of regular meetings, other than the annual meeting of the Board.

Section 6. *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.

Section 7. *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.

Section 8. *Participation by communications equipment.* Members of the Board may participate in meetings, by means of conference telephone, video conferencing, or other similar means of communications that allow all persons participating in the meeting to hear each other.

Section 9. *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 10. *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 Chair or Secretary. The acceptance of a resignation shall not be necessary to make it effective. Directors may be removed with or

without cause, at any meeting of the Board at which a quorum is present, by a majority of the votes cast at such meeting.

Section 11. *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 his or her 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 his or her 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 contact, 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 12. *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 13. *Committees of the Board.* The Board shall have the authority to appoint one or more committees, which shall consist of one or more members of the Board, and may include members of the Corporation who are not members of the Board. The Board may delegate to a committee such authority and responsibility as it may determine, including, in the case of an Executive Committee, the power to exercise any power of the Board.

#### **Article IV. OFFICERS**

Section 1. *Officers.* The Corporation shall have a President, a Secretary, a Treasurer, all of whom shall be members of the Board, and such other officers as the Board may decide from time to time.

Section 2. *Duties.* The President shall serve as Chair of the Board of Directors and shall have authority for the general and active management of the organization, and shall preside over all membership and Board meetings. The Board Chair shall act at the direction of the Board, when fulfilling her/his role as stipulated in all contracts entered into by the organization. The Vice Chair shall act in the Chair's absence and perform such other duties as delegated by the Board Chair. The Secretary shall record and file the minutes of all meetings, shall prepare and conduct all elections of Directors, and shall perform such other duties as designated by the Board. The Treasurer shall have control of and be responsible for the funds and financial records of the organization, shall prepare and deliver an annual accounting at the annual membership meetings, and shall perform such other duties as designated by the Board. Other Officers shall have such duties as designated by the Board. In addition, the Officers shall be

charged with such duties and authority as usually pertains to such officers in a corporation, except that said duties maybe varied or added to by the Board of Directors.

Section 3. *Appointment of additional officers and agents.* The Board shall have the power to appoint such other officers and agents, as it decides are necessary.

## **ARTICLE V: CONTRACTS AND BANKING**

Section 1. *Contracts.* The Board of Directors may give written authorization to any officer or officers, agent, or agents, to enter into any contract or execute or deliver any instrument in the name of or on behalf of the corporation, and such authority may be general or confined to one instance.

Section 2. *Deposits.* All funds of the corporation shall be deposited from time to time to the credit of the Corporation in such banks and trust companies or other depositories as the Board of Directors may select.

Section 3. *Checks.* All checks, drafts, or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the organization shall be signed by such officer or officers, agent, or agents of the organization and in such manner as shall from time to time be determined by resolution of the Board.

Section 4. *Borrowing.* The Corporation shall not borrow any funds or execute any evidence of indebtedness unless duly authorized by a resolution of the Board.

## **ARTICLE VII: MISCELLANEOUS**

Section 1. *Maintenance of Tax-Exempt Status.* The Corporation shall not carry on any activities not permitted to be carried on: (i) by a corporation 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), or (ii) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law). Upon the termination, dissolution or final liquidation of the Corporation in any manner or for any reason, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the Corporation shall be distributed to, and only to, one or more organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code as the Board of Directors shall determine by majority vote. Such distribution of assets shall be calculated to carry out the objectives and purposes stated in the Articles of Incorporation. In no

event shall any of such assets or property be distributed to any member, director or officer, or any private individual.

Section 2. *Compensation.* No Director shall receive compensation for service, but any Director or member may receive reimbursement for costs and expenses in the pursuit of the organization's business, upon a written resolution for reimbursement by the Board.

Section 3. *Rules of order.* The protocols established in Roberts Rules of Order shall be followed at all meetings of the Board.

Section 4. *Amendments.* These bylaws may be altered or amended from time to time by action of the Board of Directors.

Section 5. *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 he/she shall have authority to affix the seal to all instruments where its use is required and authorized by the Board.

Section 6. *Discrimination.* The Corporation shall not discriminate against any person based on race, color, religion, gender, national origin, age, marital status, sexual orientation or disability, nor shall it discriminate on any of those grounds when hiring, contracting, or engaging in any other activity.

Section 7. *Representation of the Corporation.* The Corporation may take non-partisan positions on any matter related to its mission. The Board shall approve any formal written communication with respect to such a position prior to the publication of the communication. The Board may delegate to any of its members the authority to represent the Corporation in meetings or oral communications on behalf of the Corporation.

Section 8. *Partisan Politics.* The Corporation shall not engage in partisan political activity. Political office holders, persons who have registered with the Election Commission as treasurer or other officer of political campaign, or candidates who have filed for political office shall not be eligible to serve as members of the Board or officers of the Corporation so long as they remain active in that position.