

BYLAWS OF MID-SHORE REGIONAL COUNCIL

Revised December 10, 2009

ARTICLE I

Name

The name of the organization shall be MID-SHORE REGIONAL COUNCIL, hereby known as the Council, which said organization is a public body corporate and politic of the State of Maryland. Unless otherwise specified in these bylaws, terms used herein that are defined in Title 13 of the Economic Development Article of the Annotated Code of Maryland shall have the meanings specified therein.

ARTICLE II

Purpose

Section 1: The Council is a tax exempt public body corporate and politic that shall operate as a cooperative planning and development agency within the area consisting of Caroline, Dorchester and Talbot Counties to foster the physical, economic and social development of the Region and utilize effectively the assistance provided by the State or other public or private source. It shall initiate and coordinate plans and projects for the development of human and economic resources of the Region as a Mid-Shore regional planning and development agency.

Section 2: The Council shall perform any and all duties as required or any duties which it determines are in the best interest of the Area, as set forth in Title 13 of the Economic Development Article of the Annotated Code of Maryland, as amended.

ARTICLE III

Authority and Relationship to Other Agencies

Section 1: The Council obtains its authority from the public laws of Maryland as set forth in Title 13 of the Economic Development Article of the Annotated Code of Maryland, as amended. The Council will cooperate with any and all State and local departments and agencies concerned and submit for approval, plans and projects of the Council in which such departments or agencies have statutory functions and responsibility. At the request of County government, the Council may review that

county's local plans, proposals for projects, and ordinances having an impact outside the boundaries of the local government, subdivisions, and within the Region.

Section 2: The Council shall select and retain its own legal counsel.

Section 3: Notwithstanding Section 2 of this article, the Council may select the Attorney General of Maryland to serve as legal advisor for its activities.

ARTICLE IV

Seal

The corporate seal of the Council shall be in such form and shall have such inscription thereon as the Council may determine.

ARTICLE V

Membership

Section 1: The members of the organization entitled to vote shall be as follows:

- (a) Two County Commissioners of Caroline County;
- (b) Two County Council members of Dorchester County;
- (c) Two County Council members of Talbot County;
 - (i) The County Council members and Commissioners must provide written notification to the Council prior to the annual meeting as to which members will be serving as voting members for that year.
- (d)
 - (i) Three municipal elected officials, one from each County, appointed by their respective municipal corporations; or
 - (ii) If the municipal corporations located within a County are unable to choose a municipal elected official within a reasonable period of time determined by the Council, the Eastern Shore Municipal Association shall appoint an elected municipal official to represent the municipal corporations of that County;
- (e) Members of the General Assembly representing the Region who have a majority of their legislative district in the Region.
- (f) One minority leader from each County (3 total).
- (g) One private sector/private citizen from each County (3 total).
- (h) A Mid-Shore Regional representative of the Maryland Seafood Industries Association, as designated by the Association each year in a writing delivered to the Council prior to the Council's annual meeting.
- (i) A Mid-Shore Regional representative of the Association of Forestry Industries, Inc., as designated by the Association each year in a writing delivered to the Council prior to the Council's annual meeting.

- (j) A Mid-Shore Regional representative of the Maryland Farm Bureau, as designated by the Bureau each year in a writing delivered to the Council prior to the Council's annual meeting.
- (k) One private sector businessperson from each County (3 total).
- (l) Additional private citizen or public members may be added by the Executive Board.

Section 2: Other members of the General Assembly representing the Region but who do not have a majority of their legislative district in the Region, County Commissioners/County Council who are not selected by their respective Counties as voting members, and the three County Administrators/Managers, one from each County, will serve as non-voting members.

Section 3: Additional private citizen and/or public members may be added by the Executive Board as non-voting members.

Section 4: All members of the Council shall be entitled to one (1) vote, except the members specified in Article V, Section 2 above, who shall have no vote on any issue to come before the Council.

Section 5: In the absence of any voting General Assembly member, the Council Chairperson, or acting Chairperson, may vote by proxy in their absence. When voting by proxy, the Chair must notify the Council verbally in the beginning of the meeting when roll call is taken.

Section 6: In the absence of any voting Commissioner/Council member, the County Administrator/County Manager of the individual's County may vote by proxy up to the maximum of two votes in the absence of their County Commissioner/Council members.

- a) No more than two votes can be cast by any combination of proxy voting and Commissioner/Council member that are present.
- b) Non-voting elected Commissioner/Council members may vote by proxy for absentee voting members.
- c) When voting by proxy the person carrying the proxy must notify the Executive Director verbally in the beginning of the meeting when roll call is taken.

Section 7: Members of the Council shall serve without compensation.

Section 8: The members of the Council who hold membership by virtue of their elected or appointed positions shall retain their membership on the Council only during their term of office.

Section 9: Vacancies on the Council by reason of death, resignation, change of residence or other cause shall be filled for the duration of the term in the same manner as is provided for in the original appointment. A majority of the Executive Board shall

appoint a person to fill a vacancy in a voting membership position described in subsections (f), (g) or (k) of Section 1 of this Article V.

ARTICLE VI

Officers

Section 1: The officers of the organization shall consist of Chairman, First Vice-Chairman, Second Vice-Chairman, Third Vice-Chairman, Secretary and Treasurer.

Section 2: Each Vice-Chairman shall be from a different County government.

Section 3: The officers shall be elected for a term of one (1) year at the annual meeting of the Council and shall hold office for a one (1) year period or until the next annual meeting. The Chairman may be re-elected to serve more than one term.

Section 4: The officers and members of the Executive Board of the Council shall be elected by a majority vote of the Council at its annual meeting.

Section 5: The offices of First, Second and Third Vice-Chairman shall rotate annually county by county according to the following order: in the first year the First, Second and Third Vice-Chairman shall be Caroline, Dorchester and Talbot respectively; the second year – Talbot, Dorchester and Caroline; the third year – Dorchester, Talbot and Caroline; and beginning with the fourth year the process shall be repeated.

Section 6: The Executive Board shall consist of the officers of the Council, one member of the General Assembly representing the Region who has a majority of their legislative district in the Region, plus two-at-large members, appointed by the Council. Decisions of the Executive Board shall be subject to the ratification of the full Council.

Section 7: The newly elected officers and Executive Board shall assume their duties upon election at the annual meeting of the Council.

ARTICLE VII

Duties of the Officers

Section 1: The Chairman shall preside at all the meetings of the Council and the Executive Board. He/she shall perform all duties pertaining to the office, including the recommendation of all standing and special committees, ensuring those committees consist of a cross section of the Council's membership.

Section 2: The Vice-Chairmen. In the absence or temporary incapacity of the Chairman, the First Vice-Chairman shall perform his/her duties and exercise the powers of the

Chairman. In the event of the death of the Chairman or his/her resignation, the First Vice-Chairman shall become the Acting Chairman, performing the duties and exercising the powers of the Chairman until the members of the Council elect a new Chairman. If the remaining term of the Chairman is greater than six (6) months, the remaining members of the Executive Board shall call a special meeting of the Council for the election of a new Chairman. The Second Vice-Chairman and the Third Vice-Chairman shall be succeeding officers to the Chairman's position in the event of incapacity, resignation or death of the Chairman and First Vice-Chairman, and shall perform the duties required of the officer whom they succeed.

Section 3: The Treasurer has responsibility and oversight of the Council's fiscal activities. The Treasurer shall submit financial reports to the Council at each meeting. All monetary transactions will require signatures from two of the following: Executive Director, Chairman, Treasurer or one member to be determined by the Executive Board.

Section 4: The Secretary has responsibility and oversight of the Council's record keeping functions. The Secretary will ensure that minutes are taken at each meeting and shall sign the official minutes of each meeting.

Section 5: The Council shall establish the general policies and procedures for the organization, adopt the annual budget, elect the officers and Executive Board members, and appoint the Executive Director of the Council. The Executive Board shall have the responsibility for monitoring the implementation of Council policies and procedures by the Executive Director and the recommendation of new policies and procedures for the consideration of the Council as appropriate. The Executive Board shall have additional responsibilities and powers as may be granted to it by the Council.

ARTICLE VIII

Executive Director

Section 1: The Council shall have the power to hire an Executive Director. The Executive Director is the chief administrative, fiscal and planning officer and regular technical advisor of the Council. Unless another person is specifically designated by the Council or the Executive Board, the Executive Director shall be the authorized representative of the Council and/or the Executive Board for the purposes of negotiating, executing and administering contracts, grants and agreements authorized and approved by the Council and/or Executive Board. The Executive Director shall also be authorized to carry out reasonably necessary ministerial acts on behalf of the Council and/or Executive Board as are consistent with matters authorized and approved and reflected in the minutes of any meeting.

Section 2: With the concurrence of appropriate public officials, the Executive Director may make agreements with member counties' planning agencies and economic development agencies for the following: (a) temporary transfer or joint use of staff

employees; and (b) the contracting of professional or consultative services from other governmental and private agencies.

Section 3: The Executive Director shall serve as the custodian of all minutes and reports of all committees and meetings of the Council.

Section 4: The Council shall be authorized to pay to the Executive Director a salary commensurate with the responsibilities of the position, and contingent upon the Council's funding. Should the Council determine the need for additional staff, the Council may authorize the Executive Director, in accordance with the law establishing the Council, to hire employees to assist the Executive Director in carrying out the purposes of the Council as set forth in the law establishing the Council, and authorize the Executive Director to pay salaries to the employees within the confines of the budget available to the Council. The Executive Board shall designate not more than three (3) of its members to conduct an annual performance evaluation of the Executive Director to determine whether he/she is meeting organizational goals and objectives that have been set by the Council. The Executive Director serves at the pleasure of the Council.

ARTICLE IX

Meetings

Section 1: The Council shall meet at least quarterly and any special meetings of the Council may be called at the discretion of the Executive Board or the Chairman of the Council at any time upon giving notice as required herein. The annual meeting of the Council shall be held in November or December.

Section 2: The Executive Board shall meet as necessary.

Section 3: At all meetings of the Council there shall be a quorum when at least eleven (11) voting members of the Council are present, including at least two (2) voting members, or their proxies, from each County.

Section 4: The Secretary, or his or her designee, shall give written notice to the members at least fourteen (14) days in advance of all meetings of the Council and at least five (5) days in advance of all meetings of the Executive Board if practical.

Section 5: At all meetings of the Executive Board there shall be a quorum when at least four (4) members of the Executive Board are present.

ARTICLE X

Voting

Section 1. The members shall be entitled to vote as previously stated under Article V entitled "Membership," and no one shall have more than one (1) vote.

Section 2. Manner of Acting. Except as otherwise provided by law or in the bylaws, the act of the majority of the Members present at a meeting at which a quorum is present shall be the act of the Council. Except as otherwise provided by law or in the bylaws, the act of the majority of the Executive Board present at a meeting at which a quorum is present shall be the act of the Executive Board.

Section 3. Action by Executive Board without Meeting. The Executive Board may vote on issues outside the context of a meeting by means of telephone, e-mail, or other communication facilitated by the Executive Director. Action taken by at least four (4) Executive Board Members without a meeting is nevertheless Executive Board action if written consent to the action in question is signed, by original or facsimile, by all of the Executive Board Members before the action is taken and such consents are filed with the minutes of the proceedings of the Executive Board.

Section 4. Electronic Communication. Any meeting or vote utilizing electronic communication (e-mail, conference telephone, video conferencing, etc.) shall be deemed valid so long as original or facsimile signatures are thereafter placed among the minutes of the Executive Board and/or Council.

ARTICLE XI

Fiscal Year

The fiscal year of the Council shall begin on the first day of July and end on the thirtieth day of June of the following year.

ARTICLE XII

Independent Financial Statements

A Certified Public Account shall be retained to prepare independent financial statements from the records of the Council at the end of the fiscal year. These statements will be presented to the Executive Board upon completion.

ARTICLE XIII

Committees

The Council may appoint such balanced committees as the work of the Council may from time to time require.

ARTICLE XIV

Governing Rules

The Council shall develop rules, procedures and protocols, such as those contained in Robert's Rules of Order Revised or other such guidelines, to govern the organization. The rules, procedures and protocol shall be consistent with these bylaws.

ARTICLE XV

Amendments

Amendments to these bylaws may be adopted at a meeting of the Council where a quorum is present, two-thirds or more of the voting members present approve the proposed amendments, and notice of the meeting and the text of the proposed amendments has been provided to all voting members of the Council at least fourteen (14) calendar days in advance of the meeting at which approval of the proposed amendments is requested.