

RESILIENCE AUTHORITY OF CHARLES COUNTY, INC

BYLAWS

Approved 2.23.2021/Revised 01.31.2023

ARTICLE I: NAME AND PURPOSE:

I.1 Name of Authority: The name of the authority shall be the “Resilience Authority of Charles County, Inc.” hereafter, to be referred to as “The Authority.”

I.2 Purpose: The Authority will undertake and support resilience infrastructure projects that mitigate and adapt to the effects of climate change by offering a range of financing structures, forms, and techniques that leverage public and private investment. Via the projects it undertakes as well as outreach efforts, the Authority will also encourage demand for resilience infrastructure projects throughout Charles County.

ARTICLE II: OFFICES AND MEETINGS

II.1 Offices: The principal offices of the Authority shall be officially located at 200 Baltimore St., La Plata, MD 20646. The Authority may have offices at such other places within Charles County, Maryland as the business of the Authority may require or make desirable as determined by the Authority.

II.2 Annual Meetings: The Authority shall hold an annual organizational meeting at which the Authority Board of Directors (Board) shall elect a chairperson (after the initial first year of the authority), vice chairperson, secretary, treasurer, and other such officers as determined consistent with these Bylaws, applicable Standard Operating Procedures (SOP)s, and local governing statute.

II.3 Regular Meetings: The Board shall determine and establish a schedule of calendar meetings, at least quarterly, for each calendar year, no later than December 31st of a given year. Unless changed by the Board, monthly meetings shall be held at the primary offices of the Authority; changes to meeting locations shall be given with adequate notice to the Executive Director in compliance with the Maryland Open Meetings Act and related local statute.

II.4 Special Meetings: Special meetings of the Board may be called at any time by the Chairperson or at the written request of a majority of Board members. The Chairperson shall determine a date and time for holding any special meeting and the Executive Director shall be informed of the special meeting sufficiently in advance so as to ensure compliance with the Maryland Open Meetings Act and related local statute.

II.5 Emergency Meetings: Emergency meetings may be called by the Chairperson at any time in accordance with the Maryland Open Meetings Act and related local statute.

II.6 Quorum: A simple majority of voting Board members shall constitute a quorum at any meeting. Action may be taken and motions and resolutions may be adopted by the Board with an affirmative majority vote only in the event of a quorum. In no event shall actions be taken or motions or resolutions adopted without the existence of a quorum and the affirmative vote of a majority of Board members.

ARTICLE III: BOARD OF DIRECTORS

III.1 Powers: The powers of the Authority are vested in and exercised by a Board of Directors (Board), which shall direct and govern the finances and management of the Authority. The Board may exercise its authority and powers through all such lawful acts and as necessary to carry out the mission of the Authority as described in its Business Plan and as established by Charles County law. The Board may exercise its powers to authorize expenditures and the use of funds from sources such as (a) Federal, State, County, or municipal governments; (b) charitable gifts, grants, or contributions and loans from individuals, corporations, university endowments, financial institutions, and philanthropic foundations; (c) earnings and interest derived from financing support activities for pollution-reduction solutions backed by the Authority; and (d) other sources of funds permissible by law.

III.2 Board of Directors: The Board of Directors shall consist of nine (9) voting members and shall have, and may exercise, all the powers of the Authority. The Board of Directors shall be appointed by the Charles County Board of County Commissioners (CCBoC) during the first year of the Authority's existence, and when Board vacancies occur due to resignation, term expiration, or any other reason. Board members will be appointed in accordance with this Article and after consideration of any nominations offered by the Board or Executive Director.

III.3 Board of Directors Composition: The members of the Board will include, but are not limited to, individuals as described below. When appointing the initial Board members, and when making replacement appointments, specific consideration will be given to having the Board membership reflect the racial, ethnic, and geographic diversity of Charles County. To attract the most qualified talent for Board membership, there will be a preference, but not a requirement, for members to be residents of Charles County:

- One or Two (1-2) members from the Charles County Government Executive Leadership Team (ELT), ideally the department heads of Fiscal and Administrative Services (FAS), Planning and Growth Management (PGM), Emergency Management (DES), or Public Works (DPW).
- One (1) member representing Charles County municipalities, ideally from the elected members of a Town Council, a Town Manager or Assistant Manager, or a department head from the finance, public works, or land-use planning disciplines.
- One (1) member from the business community, and as nominated by the Charles County Chamber of Commerce.
- One (1) member (Ex-officio) from the Maryland State Government, ideally from Environment (MDE) or (MES), Transportation (MDOT), Natural Resources (DNR), or Emergency Management (MEMA).
- One (1) member from the banking and finance industry.
- One (1) member representing the agriculture community.
- One (1) member (Ex-officio) from the climate change science community.
- One (1) or more members who are citizens of Charles County.
- One (1) member (Ex-officio) from the Charles County Soil Conservation District

III.4 Board of Director Compensation: No Board member shall at any time receive or be entitled to receive compensation for the performance of his or her duties as a Board member, but he or she may receive reimbursement by the Authority for reasonable and necessary travel expenses incurred during the performance of such duties. The Board will adopt a travel reimbursement policy.

III.5 Terms: The initial Board of Directors shall serve staggered one/two/or three-year terms as determined by the CCBoC to ensure a regular rotation of members. No single Board member shall serve more than two consecutive terms. Initial first year terms will not count against the 2 consecutive term limit. Following the initial Board appointments, Board members shall be appointed for terms of three (3) years, for up to two (2) consecutive terms, for a maximum of six (6) years.

III.6 Resignation/Removal of Directors: Resignation for any reason, including to resolve any conflict of interest issue, is final and irrevocable. A director may be removed, without cause, as determined by a two-thirds vote of the Board present at any meeting at which there is a quorum. In addition, any member of the Board of Directors may be removed for a substantial cause by the majority vote of the Board present at any meeting at which there is a quorum. Substantial cause shall include failure to participate in the activities of the Board of Directors as evidenced by the failure to attend at least three (3) consecutive meetings of the Board of Directors.

III.7 Role and Responsibilities of Board Members: Board members of the Authority shall execute oversight of the Authority for the purpose of its effective and ethical management. Board members will

understand, review, and monitor the implementation of fundamental financial and management control and operational decisions of the Authority. They shall perform their duties as Board members, including but not limited to, those dictated by County ordinance, and that they act in good faith and with that degree of diligence, care, and skill that an ordinarily prudent person in like position would use under similar circumstances, and ultimately apply independent judgment in the best interest of the Authority, its mission, and the public.

ARTICLE IV: OFFICERS AND DUTIES

IV.1 Chairperson (Chair): A Chair shall be appointed by the CCBoC in the first year of the Authority and will be one of the members of the Board. After the first year, the Board of Directors shall elect the Chairperson by a simple majority vote of the Board members. The Chair shall serve in such capacity throughout his or her term as a Board member. The Chair shall preside at meetings of the Board and shall exercise the powers and perform the duties set forth in these By-laws, and such other duties as usually devolve upon the presiding officer of a deliberative body.

IV.2 Vice-Chairperson (Vice-Chair): The Vice-Chair shall be a member of the Board and shall be elected by the Board each year at its annual meeting to serve at the pleasure of the Board until his or her successor is elected. In the absence of the Chair, the Vice-Chair shall perform the duties of the Chair. The Vice-Chair shall perform such further duties as shall be from time to time assigned by the Chair and the Board.

IV.3 Executive Director: The Executive Director shall be the chief executive officer of the Authority and shall administer, direct, and supervise the affairs of the Authority under the supervision of the Board in accordance with such authorization as the Board of Directors may from time to time adopt. The Executive Director shall have such further powers and responsibility as contained in their job description.

IV.4 Secretary: The Secretary shall be elected by the Board at its annual meeting to serve at the pleasure of the Board and shall serve until his or her successor is elected. The Secretary, working with the Executive Director, shall be the custodian of the seal and the books and records of the Authority and shall keep a record of the proceedings of the Board. The Secretary may cause copies to be made of all minutes and other records and documents of the Authority and may give certificates under its official seal to the effect that such copies are true copies and all persons dealing with the Authority may rely upon such certificates. The Secretary shall perform all acts incident to the office of the Secretary and shall have such other powers and perform such other duties as may be prescribed by these By-laws, other provisions of law, or the Board.

IV.5 Treasurer: The Treasurer shall be elected by the Board at its annual meeting to serve at the pleasure of the Board and shall serve until his or her successor is elected. The Treasurer, working with the Executive Director, shall have charge of the books of account and accounting records of the Authority and shall be responsible, along with the Executive Director, for financial control of the Authority. The Treasurer shall, in the discretion of the Board, give the Authority a bond in such sum, and with such surety or sureties as may be satisfactory to the Board, for the faithful discharge of the Treasurer's duties and for the restoration to the Authority in case of the Treasurer's death, resignation, retirement, or removal from office of all books, papers, money, and property of whatever kind in the Treasurer's possession, or under the Treasurer's control, belonging to the Authority. The Treasurer shall make a report annually to the Board of the income and expenditures and of the condition of the treasury and funds of the Authority up to the end of the fiscal year. The Treasurer shall perform all acts incident to the office of the Treasurer and shall have such other powers and perform such other duties as may be prescribed by these By-laws and other provisions of law, or by the Board of Directors.

ARTICLE V: STAFF, EMPLOYEES, AUDITS, and CONFLICT OF INTEREST

V.1 Executive Director: The Executive Director shall perform all duties established in statute, Bylaws, and by County resolutions, and shall be present at all Board meetings. The Executive Director will be compensated in accordance with his or her employment contract, and will NOT receive additional compensation from the Board, or in the capacity of Executive Director from any source, other than that which his/her employment contract dictates.

V.2 Additional Staff of the Authority: Initially, additional staff to support the Authority and Board activities shall be assigned by Charles County Government, including those with financial, programmatic, and administrative functional specialties.

V.3 Legal Advice and Services: The County Attorney for Charles County shall serve as, or shall assign a Charles County Government (CCG) associate attorney to serve as, or shall select outside counsel in coordination with the Executive Director and Chair to serve as, legal counsel to the Authority.

V.4 Fiscal Year: Initially, the Authority shall mirror the fiscal year used by CCG. If, in the future, the Board determines an advantage to be gained by changing the fiscal year, it may do so by majority vote.

V.5. Audits: The activities, operations, and finances of the Authority shall be audited annually and in conformance with all relevant federal, state, and local laws. The Board will select a qualified firm to perform the periodic independent audit. Additionally, the Charles County Internal Auditor, at the direction of the Charles County Internal Audit Committee, will be authorized, from time to time, to review records of the Authority as deemed required or desired by the Board.

V.6. Conflict of Interest Policy: The Authority will maintain a Conflict of Interest Policy, which exists to protect the Authority's interests in the event that it is contemplating entering into a transaction or agreement that might benefit the private interest of an officer, key employee, member, or Director of the Authority or might result in a possible excess benefit transaction.