

BY-LAWS OF  
THE COALITION FOR THE CAPITAL CRESCENT TRAIL, INC.

Adopted October 24, 1988  
Amended October 26, 1992  
Amended February 13, 1995  
Amended June 9, 2014  
Amended July 13, 2020

ARTICLE I. MEMBERS.

Section 1.01. Membership.

Membership shall be open to all individuals and organizations that support the purposes of the Coalition as specified in its Articles of Incorporation and herein and that are interested in helping to fund or to participate in activities in furtherance of those purposes.

Section 1.02. Classes of Membership.

There shall be two classes of membership, one for individuals, the other for organizations. The Board of Directors shall determine the Corporation's membership fee, if any, which may differ for the two classes. If the Board of Directors has not established a membership fee, any individual who has made a cash or in-kind contribution to the Corporation shall be a member for one year following the date of the contribution. Each organizational member shall be responsible for appointing a representative to act on its behalf.

Section 1.03. Voting Rights and Quorum.

Each member, whether individual or organization, shall have one vote on each issue presented to the membership for a vote. For purposes of electing directors, each member shall have as many votes as there are director positions to fill; however, no member may cast more than one vote for any one candidate. Votes may be exercised in person or by proxy. A member may be permitted to vote on an issue through electronic means.

A quorum of the individual members, and a quorum of the organizational members, at any meeting where a vote is called shall consist of those individual and organizational members in attendance, in person or by proxy, at the meeting. In order for an issue to

receive membership approval, a simple majority of a quorum of each of the two classes of members shall be required (unless a greater proportion is required by Maryland Law, the Corporation's Articles of Incorporation, or the Corporation's By-Laws). If the Corporation has no organizational members, a simple majority of the quorum of the individual members shall be required to approve an issue. Those persons running for positions on the Board of Directors who secure the greatest number of votes shall be elected to the Board.

## ARTICLE II. BOARD OF DIRECTORS.

### Section 2.01. Functions and Powers of the Board.

The affairs of the Corporation shall be managed under the direction of its Board of Directors. All powers of the Corporation may be exercised by or under authority of the Board of Directors, except as set forth herein. By approval of a majority of the entire board, without the need for membership approval, the board may amend the Corporation's Articles of Incorporation, may merge or consolidate the Corporation, and may dissolve the Corporation, so long as this is permitted by law.

### Section 2.02. Number of Directors.

The Corporation shall have at least three (3) directors at all times. The Corporation shall have the number of directors provided in the Articles of Incorporation unless and until changed as herein provided. A majority of the entire Board of Directors may alter the number of directors set by the Articles of Incorporation to a number not less than three (3) nor greater than fifteen (15), but such action may not affect the tenure of office of any director except as provided in Section 2.04.

### Section 2.03. Election and Tenure of Directors.

At each annual meeting, the members shall elect directors to hold office until the next annual meeting and until their successors are elected and qualify. Directors may be re-elected for successive one-year terms of office.

### Section 2.04. Removal of Directors.

The directors may remove any director, with or without cause, by the affirmative vote of a majority of the entire Board of Directors. However, the director to be removed shall first be

offered an opportunity to be heard by at least a quorum (majority) of the Board.

Section 2.05. Vacancy on the Board.

A majority of the remaining directors, whether or not sufficient to constitute a quorum, may fill a vacancy on the Board of Directors that results from any cause except an increase in the number of directors. A majority of the entire Board of Directors may fill a vacancy that results from an increase in the number of directors. A director elected to fill a vacancy serves until the next annual meeting and until a successor is elected and qualifies.

Section 2.06. Quorum.

Unless Maryland Law, the Articles of Incorporation, or the By-Laws require a greater proportion, a majority of the Board of Directors shall constitute a quorum for the transaction of business, and action by a majority of the directors present at a meeting where a quorum is present shall constitute action by the board. In the absence of a quorum, the directors present, by majority vote and without notice other than by announcement, may adjourn the meeting from time to time until a quorum shall attend. At any such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified. Any action required to be taken at a meeting of the board may be taken without a meeting if a unanimous written consent which sets forth the action is signed by each board member and is filed with the minutes of proceedings of the board.

Section 2.07. Committees.

The Board of Directors may appoint from among its members an Executive Committee and other committees composed of two (2) or more directors, and may delegate to those committees any of the powers of the board except the power to elect or remove directors, to increase the number of directors, to amend the Articles of Incorporation, to amend the By-Laws, or to undertake any action that requires approval of a majority or more of the entire board (i.e., extraordinary actions). Each committee may fix rules of procedure for its business. Each committee shall designate a member in attendance to take minutes at each of its meetings, and to transmit a copy to the Secretary.

A majority of the members of a committee shall constitute a quorum for the transaction of business, and actions by a majority of those present at a meeting where a quorum is present shall be actions

of the committee. The members of a committee present at any meeting, whether or not they constitute a quorum, may appoint another director to act in the place of an absent member. Any action required to be taken at a meeting of a committee of the board may be taken without a meeting if a unanimous written consent which sets forth the action is signed by each member of the committee and is filed with the minutes of proceedings of the board or the committee.

Section 2.08. Compensation.

Directors and officers of the Corporation may not receive any compensation or reimbursement of personal expenses for attendance at any annual, regular, or special meeting of the members, the Board of Directors, or any committee of the board. Furthermore, directors and officers may not receive compensation for any other services rendered by them in performance of their duties as directors and officers, though they may receive reimbursement of reasonable expenses incurred in rendering such services. A director or officer who serves the Corporation in any other capacity than as director or officer (for example, under contract to the Corporation or as a staff member) may receive compensation and reimbursement of reasonable expenses for such other services pursuant to a resolution approved by an absolute majority of the disinterested directors.

ARTICLE III. OFFICERS.

Section 3.01. Positions.

The Board of Directors shall elect from among its number a Chairman, who shall constitute the president of the Corporation; a Vice Chairman, who shall constitute the vice president of the Corporation; a Secretary; a Treasurer; and such other officers as the board shall deem necessary and advisable. A person may hold more than one office in the Corporation but may not serve concurrently as both Chairman and Vice Chairman or as both Chairman and Secretary.

Section 3.02. Chairman.

The Chairman shall preside at all meetings of the Board of Directors at which he or she is present; shall have general charge and supervision of the assets and affairs of the Corporation; may sign and execute (in the name of the Corporation) all authorized deeds, mortgages, bonds, contracts, or other instruments, except in cases in which the signing and execution thereof shall have been expressly delegated to some other officer or agent of the Corporation; and, in general, shall perform all duties incident to

the office of a president of a corporation, and such other duties as from time to time the board may assign.

Section 3.03. Vice Chairman.

The Vice Chairman, at the request of the Chairman or in the Chairman's absence or inability to act, shall perform the duties and exercise the functions of the Chairman, and when so acting shall have the powers of the Chairman. If there be more than one Vice Chairman, the Board of Directors may determine which one or more of the Vice Chairmen shall perform any such duties or exercise any such functions. The Vice Chairman or Chairmen shall have such other powers, and perform such other duties, as from time to time the board or Chairman may assign.

Section 3.04. Secretary.

The Secretary shall record, or shall designate someone else to record, the minutes of all of the Corporation's membership and board meetings, and shall keep those minutes and the minutes of all committee and other Corporation meetings on file. The Secretary also shall see that all notices are duly given in accordance with the provisions of the By-Laws or as required by law; shall be custodian of the records of the Corporation; shall witness all documents that require official corporate signature, provided that signature of the documents has been duly authorized; shall attest to the corporate seal on documents required to be under seal; shall ensure filing of all annual corporate reports required by jurisdictions where the corporation is registered; and, in general, shall perform all duties incident to the office of a secretary of a corporation, and such other duties as from time to time the board or Chairman may assign.

Section 3.05. Treasurer.

The Treasurer shall have charge of and be responsible for all funds, securities, receipts, and disbursements of the Corporation, and shall deposit, or cause to be deposited, in the name of the Corporation all moneys or other valuable effects in such one or more banks, trust companies, or other depositories as the Board of Directors shall select or approve. The Treasurer also shall ensure the filing of such financial reports (for example, tax returns and income tax withholding statements) as the Corporation may be required by law to file; shall keep accurate, current records of the Corporation's finances and shall render to the Chairman and the board, whenever requested, an account of the Corporation's financial

condition; shall perform or have performed an audit of the Corporation's financial records as frequently as necessary or advisable or when requested by the board; and, in general, shall perform all the duties incident to the office of a treasurer of a corporation, and such other duties as from time to time the board or Chairman may assign.

Section 3.06. Election, Tenure, and Removal of Officers.

At its first meeting after each annual meeting, the Board of Directors shall elect the officers from among its number by affirmative vote of a majority of the entire board. The officers shall serve for a one-year period and until their successors are elected and qualified. Officers may be reelected for successive one-year terms of office. If the board in its judgment finds that the best interest of the Corporation will be served, it may remove any officer or agent of the Corporation after that party has had a right to be heard by the board, again by the affirmative vote of a majority of the entire board. The board may fill a vacancy which occurs in any office for the unexpired portion of the term.

ARTICLE IV. STAFF.

Section 4.01. Staff Positions.

The Board of Directors may hire, or engage via independent contract, a staff member whose title shall be Coordinator (or Program Manager) and such other staff member or members as the board may deem necessary and advisable. The Coordinator (or Program Manager), if any, shall be responsible for the day to day operation of the Corporation, including but not limited to handling correspondence, bills, and fundraising; shall assist the board in developing and implementing its policy objectives; and shall handle such other duties as the board may assign.

Section 4.02. Compensation.

The Board of Directors shall have the power to fix the salaries and other compensation and remuneration, of whatever kind, of any staff of the Corporation.

ARTICLE V. MEETINGS.

Section 5.01. Annual Meeting.

The Corporation shall hold an annual meeting of its members to elect directors and to transact any other business (within its powers) that has been selected by the Board of Directors or is required by law to be presented to the membership for a vote. The meeting normally shall be held within the month of June each year. The date, time, and place of the meeting -- which may be held either within or outside the State of Maryland -- shall be set by the Board. Except as the Articles of Incorporation or Maryland Law provide otherwise, any business may be considered at the annual meeting without the purpose of the meeting having been specified in the notice for the meeting. Failure to hold an annual meeting does not invalidate the Corporation's existence or affect any otherwise valid corporate acts. Any member of the Corporation may propose a nominee for election as a director or any other business to be considered at an annual meeting if notice of the nomination or proposal has been presented to the Board of Directors not less than forty-five(45)days prior to the annual meeting.

Section 5.02. Regular Meetings.

The Corporation may hold regular membership meetings and/or board meetings monthly, or on such other timetable as the Board of Directors may decide, for the purpose of informing the membership of current developments, enlisting the membership's assistance with current activities, and allowing the board to transact business. Any such meetings shall be held on such date, at such time, and at such place in or out of the State of Maryland as the board may designate. Except when the board votes to meet in closed session, members may attend board meetings.

Section 5.03. Special Meetings.

Special meetings of the membership or of the Board of Directors may be called at any time by the Chairman, or by a majority of the board by vote at a meeting, in writing with or without a meeting and by e-mail, with or without a meeting. Such meetings shall be held on such date, at such time, and at such place in or out of the State of Maryland as designated in the call for the meeting. The Board of Directors may waive the normal notice requirements for special meetings the circumstances do not permit or warrant such notice.

Section 5.04. Participation in Meetings by Telephone.

Members of the Board of Directors or any of its committees may participate in a meeting by means of a conference telephone or similar communications equipment if all persons participating in the meeting can hear each other at the same time. Participation in a meeting by these means constitutes presence in person at the meeting.

Section 5.05. Notice of Meetings.

The Secretary shall give notice to the Corporation's members of each annual meeting and each other meeting where an issue will be put to formal membership vote. If possible to do so through a scheduled mailing (such as the newsletter) or by e-mail, the Secretary also shall give notice to the members of each other regular and special membership and board meeting. In addition, the Secretary shall give notice to each director of each of the aforementioned meetings, whether or not possible to do so as part of a scheduled mailing or e-mail. The notices shall state the date, time, and place of the meeting. The Secretary may have assistance in giving these notices.

Notice shall be deemed given if included in the Corporation's newsletter or other general or special mailing and mailed or e-mailed as appropriate, to persons on the Corporation's current membership list, to directors, or to both using either first class mail at least seventy-two (72) hours before the time of the meeting, or third class mail at least seven (7) days before the date of the meeting or by e-mail, at least five days (5) before the date of the meeting. Notice also may be given by being delivered personally, left at the recipient's residence or usual place of business, or sent electronically at least twenty-four (24) hours before the time of the meeting.

Unless the By-Laws or a resolution of the Board of Directors provide otherwise, the notices need not state the business to be transacted at, or the purposes of, any annual, regular, or special meeting. No notice of any meeting need be given to any person who attends that meeting, or to any person who, in writing executed and filed with the records of the meeting either before or after the meeting, waives such notice. Any meeting may adjourn from time to time to reconvene at the same or some other place, and no notice need be given of any such adjourned meeting other than by announcement.

ARTICLE VI. FINANCE.

Section 6.01. Instruments of Indebtedness.



All checks, drafts, orders for the payment of money, notes, and other evidences of indebtedness issued in the name of the Corporation for amounts less than \$500 shall, unless otherwise provided by resolution of the Board of Directors, be signed by either the Chairman, the Treasurer, or the Coordinator (or Program Manager) if there is one. Any such instrument in an amount of \$500 or more must be signed by any two of the following three persons: the Chairman, the Treasurer, and the Coordinator (or Program Manager).

Section 6.02. Annual Statement of Affairs.

There shall be prepared annually a full and correct statement of the affairs of the Corporation, to include a balance sheet and a financial statement of operations for the preceding fiscal year. The statement of affairs shall be submitted to the Board of Directors no later than the end of April of each year and to the membership at the annual meeting. Such statement shall be prepared by the Chairman or by such other officer, director, or staff member as the Chairman may designate.

Section 6.03. Fiscal Year.

The fiscal year of the Corporation shall be the calendar year from January 1 through and including December 31.

ARTICLE VII. MISCELLANEOUS PROVISIONS.

Section 7.01. Books and Records.

The Corporation shall keep correct and complete books and records of its accounts and transactions and minutes of the proceedings of its Board of Directors and of any executive or other committee when exercising any of the powers of the board. The books and records of the corporation may be in written form or in any other form which can be converted within a reasonable time into written form or visual inspection. Minutes shall be recorded in written form but may be maintained in the form of a reproduction.

Section 7.02. Corporate Seal.

The Board of Directors may approve a suitable seal bearing the name of the Corporation, to be kept in the charge of the Secretary. The board also may authorize one or more duplicate seals, providing for the secure custody thereof.

Section 7.03. Bonds.

The Board of Directors may require any officer, director, contractor, agent, or employee of the Corporation to give a bond to the Corporation conditioned upon the faithful discharge of that person's duties, with one or more sureties and in such amount as may be satisfactory to the board. The board may approve the Corporation paying the cost of such bond.

Section 7.04. Indemnification.

The Corporation shall indemnify its officers, other directors, and staff for actions taken on behalf of the Corporation, provided that those actions are within the scope of the indemnified person's authority to act on behalf of the Corporation, to the full extent permitted by the General Laws of the State of Maryland now or hereafter in force, unless a majority of the entire board excluding the person(s) to be indemnified votes not to indemnify for good reason. The indemnification shall include the advance of related expenses. The board may seek advice from independent legal counsel (who may be regular counsel for the Corporation) in making its determination.

Section 7.05. Voting Upon Shares in Other Corporations.

Stock of other corporations or associations, registered in the name of the Corporation, may be voted by the Chairman, a Vice Chairman, or a proxy appointed by either of them. However, the Board of Directors, by resolution, may appoint some other person to vote such shares (in which case such person shall be entitled to vote such shares upon the production of a certified copy of such resolution), or may direct how the shares are to be voted.

Section 7.06. Mail.

Any notice or other document that is required by the By-Laws shall be deposited in the United States mails, postage prepaid, or sent electronically to the e-mail addresses of the Corporation's membership.

Section 7.07. Execution of Documents.

A person who holds more than one office in the Corporation may not act in more than one capacity to execute, acknowledge, or verify an instrument required by law to be executed, acknowledged, or verified by more than one officer.

Section 7.08. Amendments.

Subject to the special provisions of Section 2.02 as to number and tenure of directors, the Board of Directors shall have the power, at any regular or special meeting thereof, to make and adopt new by-laws, to amend, alter, or repeal any of the By-Laws of the Corporation, and to amend the Corporation's Articles of Incorporation. Any such action must be approved by a majority of the entire board.