

BYLAWS OF THE UPPER SHORE REGIONAL COUNCIL
As of March 23, 2017

ARTICLE I.

Name

The name of the organization shall be UPPER 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 Md. Economic Development Code (2004, 2008 Repl. Vol.), §13-1001, Division II, Title 13. Subtitle 10 shall have the meanings specified herein.

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 Cecil, Kent and Queen Anne's 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 an Upper Shore regional planning and development agency.

Section 2:

The Council shall perform any and all duties as required by any duties, which it determines are in the best interest of the Area, as set forth in MD. Economic Development Code (2004 2008 Repl. Vol.), §13-1001, Division II, Title 13. Subtitle 10, 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 MD. Economic Development Code (2004, 2008 Repl. Vol.), §13-101- §13-1011, Division II, Title 13, Subtitle 10 as amended. The Council will cooperate with any and all State and local departments and agencies concerned and submit for approval, plan and projects of the Council in which such departments or agencies have statutory functions and responsibility. At the request of the 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 subdivision 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.

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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) Three County Council Members of Cecil County;
- (b) Three County Commissioners of Kent County;
- (c) Three County Commissioners of Queen Anne's County;
 - (i) The County Commissioners/Council Members must provide 24 hours advance written notification of the Council prior to the annual meeting as to which members will be serving as voting members of that year.
- (d) Three municipal elected officials, one from each County, appointed by their respective municipal corporations, or
 - (i) 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 official to represent the municipal corporation of that County;
- (e) Members of the General Assembly representing the Region who have a majority of their legislative district in the Region.
- (f) Additional private citizens 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 who are not selected by their respective Counties as voting members, and the three County Administrators, one from each County, will serve as non-voting members.

Section 3:

Additional private citizens 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.

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Section 5:

In the absence of any voting Commissioner or County Council Member, the County Administrator, County Economic Development Director (or a specified designee) of the individual's County, may vote by proxy up to the maximum of two votes per voting member in the absence of their County's voting members.

- (a) Non-voting elected Commissioner/Council Members may vote by proxy for absentee voting members.
- (b) When voting by proxy, the person carrying the proxy must provide advanced notification to the Executive Director, prior to the meeting when roll call is taken.

Section 6:

Members of the Council shall serve without compensation.

Section 7:

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

Section 8:

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.

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 Commission/Council.

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 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 of the First, Second and Third Vice-Chairman shall be Cecil, Kent and Queen Anne's, respectively; the second year –

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Kent, Queen Anne's and Cecil; the third year – Queen Anne's, Cecil and Kent; and beginning with the fourth year, the process shall be repeated.

Section 6:

The Executive board shall consist of the officers of the Council and one member of the General Assembly, representing the region who has a majority of their legislative district in the Region, to be selected by the voting General Assembly members. All major decisions made by the Executive Board shall be subject to the ratification of the full voting Council. (e.g: the annual budget approval, strategic plan elements and scope of work, etc.)

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 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 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.

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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 by the Council.

ARTICLE VIII

Executive Director

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. 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. The Executive Director shall serve as the custodian of all minutes and reports of all committees and meetings of the Council. 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 October, November or December.

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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 seven (7) of the thirteen (13) needed voting members are present. For these purposes, the voting members from each County are defined as the three (3) County Commissioners/Council Members, the 3 municipal representatives, and one (though all 4 may vote) mandatory General Assembly representatives.

Section 4:

The Secretary 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.

Section 6: Attendance

All Executive Board members are expected to attend regularly scheduled meetings. More than 25% of unexcused absences or more than two (2) consecutive absences by any member during any twelve (12) month period may result in replacement of the member by the Executive Board with a vote of the majority of those present at any given meeting. A member's absence is unexcused if the member fails to notify the USRC staff in advance of a meeting that the member will not be in attendance (unless a proxy is sent in his or her stead).

ARTICLE X.

Voting

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. Voting may take place by proxy and direct tele-conferencing, as well as via online/internet ballot.

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.

Auditing

Internal and External Financial Independent Audits: Beginning in Fiscal Year 2016, an internal audit of the USRC's financial records will be conducted by a fiscal employee of

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one of the three county governments of Cecil, Kent or Queen Anne's Counties, and will rotate at the end of the fiscal year to the next county. For fiscal years in which the budget is in excess of \$500,000, an independent auditor, certified in the state of Maryland, shall be retained to audit the financial records of the Council at the end of the fiscal year, whose report and findings will be presented to the full Council at the next quarterly meeting.

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, standard operating procedures (SOPs) and protocols, such as those contained in Robert's Rules of Order Revised or other such guidebooks, to govern the organization. The rules, procedures and protocol shall be consistent with these Bylaws and the enabling legislation.

ARTICLE XV

Amendments to Bylaws

Amendments to these Bylaws may be adopted at a meeting of the Council where a quorum is present, and 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 its meeting at which approval of the proposed amendment is requested.