

OREGON RIDGE NATURE CENTER COUNCIL, INC.
BYLAWS

(ADOPTED JUNE 26, 2026)

1. **NAME AND PURPOSES:** Pursuant to the Articles of Incorporation, the name of this organization shall be the Oregon Ridge Nature Center Council, Inc., trading as Friends of Oregon Ridge, hereinafter referred to as the "Corporation". The Corporation is dedicated to the protection of Oregon Ridge Nature Center and Park by engaging the public through education and stewardship, fostering connections with nature for generations.
2. **PRINCIPAL OFFICE OF THE CORPORATION:** The principal office of the Corporation shall be a street address designated by the Board of Directors (hereinafter the "Board") of the Corporation.
3. **MEMBERS OF THE CORPORATION:**
 - 3.1. **Members:** The Corporation shall have one or more classes of members, as shall be determined from time to time by the Board. The Members of the Corporation shall be individuals or organizations who support the mission and purposes of the Corporation, apply for membership in the Corporation, and timely pay the dues established by the Corporation. The Board shall have the right to deny or terminate the membership of any individual, or to deny access to or participation in the programs or services of the Corporation, if such individual fails to maintain current-membership or engages in activities that are contrary to the interests of the Corporation.
 - 3.2. **Rights of Members:** Membership shall entitle Members to participate in the programs of the Corporation with the rights and benefits that are accorded to Members from time to time by the Board of the Corporation.
 - 3.3. **Annual Meeting of the Members:** The Annual Meeting of Members shall be held each year at a place, date, and time fixed by the Board and upon not less than ten (10) days and not more than thirty (30) days prior written notice. Failure of notice to any Member shall not invalidate the meeting or any action taken at the meeting. At the Annual Meeting, the Members shall discuss and vote on such matters, if any, as may be put before them by the Board.
 - 3.4. **Special Meetings of the Members:** Special meetings of the Members of the Corporation may be held at any time or place upon call by the President of the Board, by a majority of Directors, or by written request issued to the Secretary by at least twenty-five percent (25%) of Members. Written notice must be given at least ten (10) days and not more than thirty (30) days in advance of the meeting. The notice shall state the time and place of the meeting and the purpose or purposes for which the meeting is called.

- 3.5. Waiver of Notice: A Member may waive any notice requirement by signing a written waiver of notice and delivering it to the Corporation for inclusion in the minutes or filing with the corporate records. An individual's attendance at a meeting shall constitute waiver of notice unless the individual, at the beginning of the meeting, objects to holding the meeting or discussing business at the meeting.
 - 3.6. Quorum for Member Meetings: A quorum for the transaction of business at the Annual Meeting of the Members and at any special meeting of Members shall consist of not less than ten percent (10%) of the Members of the Corporation, present and participating in person or by written proxy.
 - 3.7. Voting: Except as otherwise provided in these Bylaws, decisions of the Members shall be by vote of a simple majority or fifty percent (50%) plus one (1) of those present and in person at any meeting that has met quorum. Each Member shall have one vote.
 - 3.8. Proxy Voting: Members may cast their votes in person or by written proxy. Votes cast by written proxy shall be cast in conformance with Maryland law regarding proxy voting. Individuals represented at a meeting of members by written proxies shall be counted in determining the presence of a quorum.
 - 3.9. Telephone and Electronic Participation: Members may participate in meetings and vote on matters discussed therein via conference telephone or similar communications equipment where all persons participating in such meeting can hear or communicate with each other at the same time. Participation by such means shall constitute in person presence of the Member at the meeting.
4. BOARD OF DIRECTORS:
- 4.1. Classes: There shall be only one class of Directors.
 - 4.2. Role/Number: The business and affairs of the Corporation shall be governed by a Board, which shall be composed of no fewer than seven (7) and no more than nineteen (19) voting persons, which shall include the Officers, no more than four (4) Directors At-Large and the chairs of the Standing Committees, all hereinafter also referred to as "Directors".
 - 4.3. Composition: At all times, the Board shall be composed of persons dedicated to the mission of the Corporation, possessing the skills and other qualifications to govern the Corporation that the Board may specify, and inclusive of the diversity of the community being served.
 - 4.4. Election/Appointments/Vacancies:
 - 4.4.1 At each Annual Meeting of the Membership and Corporation, the Officers and Directors At-Large to serve for the ensuing term shall be elected by the Members.

- 4.4.2 Standing Committee Chairs shall be appointed by the President and confirmed by the full Board at the first meeting of the fiscal year and as vacancies occur.
- 4.4.3 Director At-Large vacancies occurring between Annual Meetings may be filled for the balance of the term through election by the remaining Directors.
- 4.5 Director At-Large and Standing Committee Chair Terms: Beginning with the first election after the effective date of these Bylaws:
 - 4.5.1 Each Director At-Large shall hold office for a term of one (1) year or until the next Annual Meeting is held or their replacement is named. No person shall serve more than three (3) consecutive full terms as Director At-Large.
 - 4.5.2 Each Standing Committee Chair shall hold office for a term of two (2) years or until their replacement is named. No person shall serve more than two (2) consecutive full terms as the Chair of a Standing Committee.
 - 4.5.3 After serving the maximum tenure allowed, a person may again be nominated for any position on the Board after being off the Board for one (1) year. However, a Director At-Large who has served the maximum tenure is eligible to serve as a Standing Committee chair without interruption in service.
 - 4.5.4 A Director At-Large or Standing Committee chair who has served the maximum tenure permitted is eligible to serve as an Officer without interruption in board service.
 - 4.5.5 An Officer who has served the maximum tenure permitted is eligible to serve as a Director At-Large or Standing Committee Chair without interruption in service.
 - 4.5.6 Completion of fifty percent (50%) or more of a vacated term shall count as a full term.
 - 4.5.7 Terms shall be concurrent with the Corporation's fiscal year.
 - 4.5.8 Tenure prior to the first election after the effective date of these Bylaws does not count toward term limits.
- 4.5. Directors Emeriti: Directors Emeriti may serve as non-voting members of the Board. Directors Emeriti may be nominated and elected at any meeting of the Board in compliance with these Bylaws. Directors Emeriti shall not be subject to term limits, but shall be subject to other provisions of these Bylaws and Board policies.
- 4.6. Removal: Any Director may be removed from office, with or without the assignment of any cause, by a vote of the majority of the Directors in office or by majority vote of the Members. A vote for removal may occur at any meeting of the Board or Members convened in compliance with these Bylaws, provided that written notice of the intention to consider removal of such Director has been included in the notice

of the meeting. No Director shall be removed without having the opportunity to be heard at such meeting, but no formal hearing procedure need be followed.

- 4.7. Employment: If an individual is employed by the Corporation, then that individual or any member of that individual's immediate family (parent, grandparent, child, grandchild, sibling, spouse, domestic partner) is disqualified from serving on or election to the Board, unless the Board evaluates the situation, which may involve a conflict of interest, and determines that it is in the best interest of the Corporation for that individual to continue serving on or be elected to the Board. If the Board determines this, and the person is employed by the Corporation, then that person will serve in a non-voting capacity.
- 4.8. Resignation: A Director may resign by submitting a written resignation to the President or Secretary. Failure to attend at least three-fifths (3/5) of the meetings of the Board in a twelve (12)-month period without excuse will constitute an automatic resignation from the Board.
- 4.9. Compensation: The Directors shall serve without compensation. Directors may be reimbursed for preapproved expenses reasonably incurred on behalf of the Corporation. Nothing in this paragraph is intended to preclude a Director from receiving compensation for his/her service to the Corporation in some other capacity, provided the transaction is consistent with the Corporation's conflict of interest policy and these Bylaws.

5. OFFICERS OF THE BOARD:

- 5.1. Election /Vacancies: The Officers shall consist of President, Vice President, Secretary, Treasurer, and such additional Officers as the Board may appoint from time to time. The Officers shall be elected by the members at the Annual Meeting of the Membership and Corporation. Any vacancy occurring in any office, for whatever reason, shall be filled by vote of the Board, except for the office of President, which shall be filled by the Vice President.
- 5.2. Officer Term: Officers shall serve a term of two (2) years. No Officer shall serve more than three (3) consecutive terms in the same office. Completion of fifty percent (50%) or more of the term of a vacated office shall count as a full term. After serving the maximum time allowed in an office, a person may be nominated for service in that office after a hiatus of one (1) year. Terms shall be concurrent with the Corporation's fiscal year. Officer terms and term limits shall take effect with the first election after the effective date of these Bylaws. Tenure prior to the first election after the effective date of these Bylaws does not count toward term limits.
- 5.3. Removal: Any Officer may be removed from office and Board service, with or without the assignment of any cause, by a vote of two-thirds (2/3) of the Directors in office or by a majority vote of the Members. A vote for removal may occur at any meeting of the Board or Members convened in compliance with these Bylaws,

provided that written notice of the intention to consider removal of such Officer has been included in the notice of the meeting. No Officer shall be removed without having the opportunity to be heard at such meeting, but no formal hearing procedure need be followed.

- 5.4. Resignation: An Officer may resign by submitting a written resignation to the President or Secretary.
- 5.5. Authority and Duties: The Officers shall have the authority and responsibility delegated by the Board as follows:
 - 5.5.1. President. The President shall preside at and conduct all meetings of the Board, Members, and of the Executive Committee. The President may sign all contracts and agreements in the name of the Corporation after they have been approved by the Board, serve as the representative of the Corporation in meetings and discussions with other corporations and agencies, and otherwise perform all of the duties that are ordinarily the function of the office, or that are assigned by the Board.
 - 5.5.2. Vice President. The Vice President shall perform the duties of the President if the President is unable to do so or is absent, perform such other tasks as may be assigned by the Board, and at the request of the President, assist in the performance of the duties of the President.
 - 5.5.3. Secretary. The Secretary shall ensure accurate records and minutes of all meetings of the Corporation are maintained, make minutes of the previous meeting available and distribute them to the Board in advance of each meeting, cause to be delivered all notices of meetings to those persons entitled to vote at such meeting, and maintain the minutes and a current listing, with contact information, of the Directors and Members at the principal office of the Corporation.
 - 5.5.4. Treasurer. The Treasurer shall ensure there is timely and adequate management of financial resources and reporting to enable the Board to monitor the Corporation's financial resources. The Treasurer shall advise the Board of any significant financial matters that require action by the Board and, with the Finance Committee, is responsible for presenting an annual budget for review and approval by the Board. If required or advisable, the Treasurer shall ensure that the Board engages a qualified auditor for an annual examination of the financial statements. The Treasurer shall serve as a member of the Finance Committee and may serve as the committee's chair.
 - 5.5.5. Other Officers. Other Officers appointed by the Board shall perform such duties as may be specified in writing by the Board or by Officers given authority over them.

6. BOARD MEETINGS:

- 6.1. Regular Board Meetings: Regular meetings of the Board shall be held monthly, except July and August, at the Oregon Ridge Nature Center, or at other dates and locations to be designated by the President.
- 6.2. Special Meetings: Special meetings of the Board shall be held at any time and at any place when called by the President or by at least three (3) Directors or twenty-five percent (25%) of the Directors, whichever is greater. Business transacted at special meetings shall be confined to the purposes of the meeting stated in the notice of the meeting.
- 6.3. Notice of Meetings: Notice of regular Board meetings shall be in writing and delivered at least ten (10) days and no more than thirty (30) days before the day of the meeting to all Board members. Notices of special meetings shall state that it is a special meeting being called and may be given orally or in writing at least forty-eight (48) hours prior to the meeting time. Written notice of meetings may be delivered by electronic transmission. Failure of any member to respond to a notice shall not invalidate the meeting or any action taken at the meeting.
- 6.4. Executive Session: At any meeting of the Board, where a quorum is present, the Board may, by a majority vote, decide to enter an executive session where only voting Directors and other persons invited by the Board may be present. The decision to enter executive session shall be recorded in the minutes and actions taken may be recorded in the minutes. The Board may schedule an executive session as a routine agenda item if preferred. Executive session minutes may be kept separately and confidentially and need not include the discussion, only actions taken.
- 6.5. Quorum: At meetings of the Board, a quorum shall consist of a simple majority or fifty percent (50%) plus one (1) of the Directors then serving, present and in person, including as defined in Section 6.8 below.
- 6.6. Voting: Except as otherwise provided in these Bylaws, decisions of the Board shall be by vote of a simple majority or fifty percent (50%) plus one (1) of those present and in person at any meeting that has met quorum, but not less than one-third (1/3) of the Directors then serving. Each Director shall have one vote. Directors may vote only in person or as defined in Section 6.8 below. Board members may not delegate their voting power to a representative to enable a vote in the Director's absence.
- 6.7. Telephone and Electronic Participation: Directors may participate in Board meetings and vote on matters discussed therein via conference telephone or similar communications equipment where all persons participating in such meeting can hear or communicate with each other at the same time. Participation by such means shall constitute in person presence of the Director at the meeting.

- 6.8. Action without Meeting: Any action that may be properly taken by the Board assembled in a meeting may also be taken without a meeting if unanimous consent in writing setting forth the action taken is signed by all the Directors entitled to vote with respect to the action. Such consent shall have the same force and effect as a vote of the Directors assembled and shall be filed with the minutes.

7. COMMITTEES:

- 7.1. Creation and Powers: The Board, by resolution adopted by a majority of the Directors present at a meeting where there is quorum, may form or dissolve committees. Committees may be formed on an *ad hoc* basis or may be a standing committee as provided in the resolution. Committees may form subcommittees. All committees will have written expectations. Committee chairs shall submit the names of committee members to the President and Governance Committee in a timely manner. Each committee shall exercise the authority legally granted to it by the Board. However, a committee may not by itself:

- 7.1.1. Approve an action that requires full Board approval by law;
- 7.1.2. Fill vacancies on the Board;
- 7.1.3. Amend the Articles of Incorporation;
- 7.1.4. Adopt, amend, or repeal the Bylaws;
- 7.1.5. Approve a plan of merger, consolidation, or dissolution, or transfer of assets of the Corporation;
- 7.1.6. Employ or discharge anyone from employment with the Corporation;
- 7.1.7. Enter into any agreement, contract, or obligation on behalf of the Corporation; and
- 7.1.8. Portray themselves as representing the Corporation.

7.2. Executive Committee:

- 7.2.1 The Executive Committee shall consist of the President, who is the committee chair, Vice President, Treasurer and Secretary;
- 7.2.2 In matters requiring immediate action, the Executive Committee shall have power and authority to act on behalf of the Board of Directors between Board meetings, but may not reverse or alter any decisions of the Board. All actions must be reported to the Board within ten (10) business days;
- 7.2.3 The Executive Committee shall be responsible for monitoring adherence with mission and progress toward meeting strategic priorities;
- 7.2.4 The Executive Committee shall advise the President regarding Board meeting agendas;
- 7.2.5 The Executive Committee convenes at the call of the President; and

- 7.2.6 A quorum of the Executive Committee shall be seventy-five percent (75%) of the Officers.
- 7.3. Standing Committees: The Standing Committees of the Corporation at the time of the adoption of these Bylaws shall include: Communications, Development and Sales, Finance, Governance, Membership, Programs, Scholarship and Awards, Stewardship, and Volunteers. Standing Committees may be added or discontinued by vote of the Board.
- 7.4. Ad Hoc Committees:
- 7.4.1 Nominating Committee: Each year, the President shall appoint an *ad hoc* Nominating Committee, which shall present a slate of candidates for open Officer and Director At-Large seats for election at the Annual Meeting. The Nominating Committee shall recommend candidates for Standing Committee Chairs to the President as requested.
- 7.4.2 Other Ad Hoc Committees: Other *ad hoc* committees may be formed and members appointed as needed, according to Article 7.1.
- 7.5. Appointments/Removal: The President shall appoint the Chairs of all committees, excepting the Executive Committee. All such appointments must be approved by the Board either prior to the appointment or be ratified at the next Board meeting. All committees created by the Board shall be chaired by a member of the Board or, in the case of co-chairs, at least one chair must be a member of the Board, unless otherwise specified herein. Persons who are not Directors of the Corporation may serve as members of committees. A committee member may be removed by vote of the Executive Committee. The President shall serve as an *ex officio* member, with vote, of all committees.
- 7.6. Minutes: Committee minutes must be kept and record the date and meeting agenda, those in attendance, and any action taken by the committee. Minutes must be shared with the Board and must become part of the corporate record.
8. APPOINTED OFFICERS AND STAFF: The Board may appoint a chief executive officer (Executive Director), with a title appropriate to the functions of the position. If the Corporation hires additional staff, additional staff shall be appointed by the chief executive officer.
- 8.1. The Board may delegate duties and customary authority to the chief executive officer, who in turn may delegate duties to subordinate staff of the Corporation. The duties and authority delegated shall be expressed in written job descriptions.
- 8.2. The chief executive officer shall be subject to hire and termination by the Board. Other appointed staff shall be subject to hire and termination by the chief executive officer.
- 8.3. Except when the Board is meeting in executive session, the chief executive officer shall attend and participate in meetings of the Board and of committees as staff to

the Board and the committees but shall not be entitled to a vote nor count toward quorum.

9. **CONFLICT OF INTEREST:** The Board shall adopt a conflict of interest policy that covers Board members, staff, and volunteers with significant decision-making authority with respect to the resources of the Corporation. The conflict of interest policy should identify the types of conduct or transactions that raise conflict of interest concerns, set forth procedures for disclosure of actual or potential conflicts, and should provide for review of individual transactions by the uninvolved Directors. Approval of transactions by the disinterested Directors shall be by vote of a majority of Directors in attendance at a meeting at which a quorum is present. An interested party shall not be counted for purposes of determining whether a quorum is present, nor for purposes of determining what constitutes a majority vote of Directors in attendance. The policy should also require that the minutes of the meeting shall reflect that the conflict disclosure was made, the vote taken and, where applicable, the abstention from voting and participation by the interested party.
10. **INSURANCE:** The Board shall evaluate the Corporation's needs for insurance coverage as appropriate for its activities, including, but not limited to, general liability insurance and directors and officers liability insurance.
11. **INDEMNIFICATION:** Except where intentional misconduct or gross negligence can be demonstrated, the Corporation shall indemnify its Directors and Officers to the fullest extent permitted by state and federal law, including the payment of related legal expenses by, at a minimum, purchasing insurance.
12. **EXONERATION:** To the fullest extent permitted by state or federal statutory or decisional law, no Director or Officer of this Corporation shall be personally liable to the Corporation or its members for damages, except where willful criminal conduct or gross negligence can be demonstrated. Board members shall not be automatically exonerated in the case of intentional misconduct. No amendment of the Articles of Incorporation or repeal of any of its provisions shall limit or eliminate the benefits provided to Directors and Officers under this provision with respect to any act or omission which occurred prior to such amendment or repeal.
13. **CORPORATE RECORDS:** The Corporation shall keep correct, complete books and records of account and shall also keep minutes of the proceedings of the Board and all committees. The Corporation shall keep a record of the names and addresses of the Directors as well as its Articles of Incorporation, Bylaws, and Board approved policies. The books and records of the Corporation shall be maintained in written form or in any other form that complies with Maryland law. Information may be stored electronically but should be accessible by multiple authorized individuals and backed up routinely.

The Corporation shall make available to the public its application to the IRS for tax exempt status, its IRS determination letter, and its three (3) most recently filed IRS Form 990s. The Corporation shall, upon written request by a Member, make available to that Member these Bylaws, the minutes of Member meetings, and any annual statements within seven (7) days of request. Upon written request, all books and records of the Corporation may be inspected by any Director within three (3) business days, provided the request is made in good faith and with a lawful purpose.

If the Corporation permits the use of artificial intelligence notetaking in Board meetings, it shall develop a policy regarding consent to record, review for accuracy and verification of content, privacy and confidentiality standards, and data retention.

14. **SIGNATURE AUTHORITY:** All checks, notes, acceptances, and orders for payment of money shall be signed by any individual authorized by the Board as described in the Corporation's financial policies. All contracts, leases, and deeds of any kind shall be signed by the President or any other agent of the Corporation designated by the Board.
15. **ACCOUNTING YEAR:** The accounting year of the Corporation shall be from September 1st to August 31st.
16. **AMENDMENTS:** These Bylaws may be amended by a two-thirds (2/3) vote of the Directors present and entitled to vote at a meeting where a quorum is present. Any proposed amendments must be submitted to the Directors in writing with written notice of the meeting to decide on the proposed amendments at least thirty (30) days prior to the meeting date.
17. **NON-DISCRIMINATION:** Except in the delivery of programs and services that promote the Corporation's exempt purposes and may be specific to a particular group, the Corporation shall not discriminate against any person based on age, marital status, family status, sex (including pregnancy, childbirth, and related medical conditions), race, color, ancestry or national origin, citizenship status, ethnicity, sexual orientation, gender identity, disability: physical or mental, genetic information, or political or religious opinion or affiliation in any of its policies, procedures, or practices. The Corporation shall adopt a grievance procedure to address allegations of discrimination.
18. **PARLIAMENTARY PRACTICE:** The rules contained in the current edition of *Robert's Rules of Order* shall govern the procedures of the Corporation, provided that they do not conflict with these Bylaws or Maryland law.
19. **DISSOLUTION:** To dissolve the Corporation, the entire Board must adopt a resolution by majority vote that declares that the dissolution of the Corporation is advisable and direct that the proposed dissolution be submitted for consideration at either the Annual Meeting or a special meeting of the Members. Written notice for the meeting must be delivered at least thirty (30) days before the meeting and state that the purpose of the meeting is to act

on a proposed dissolution of the Corporation. The proposed dissolution must be approved by two-thirds (2/3) of the Members entitled to vote on the dissolution. Consistent with the Articles of Incorporation and in the event of dissolution, the Board shall dispose of all the net assets of the Corporation exclusively to such organizations that are organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization under section 501(c)(3) of the Internal Revenue Code. Any assets not so disposed shall be disposed of by a court of competent jurisdiction of the county where the principal office of the Corporation is located. Disposal shall be made exclusively for exempt or public purposes or be made to such organization or organizations as the court shall determine to be organized exclusively for such purposes.

20. EFFECTIVE DATE: These Bylaws shall become effective on September 1, 2026.

Adopted by the Board on June 26, 2026.

I, the undersigned, being President of the Corporation, hereby certify that the above is a true, complete, and accurate copy of the Bylaws adopted by the Board.

Wing Tan July 2, 2026
President Dated

I, the undersigned, being Secretary of the Corporation, hereby certify that the above is a true, complete, and accurate copy of the Bylaws adopted by the Board.

Karen Jackson 7/02/26
Secretary Dated