

BY-LAWS

Of

**THE DELAWARE CENTER
FOR THE
INLAND BAYS, INC.**

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BY-LAWS

Of

THE DELAWARE CENTER FOR THE INLAND BAYS, INC.

The following shall constitute the by-laws of
The Delaware Center for the Inland Bays, Inc.:

ARTICLE I

DEFINITIONS

1. “Center” means The Delaware Center for the Inland Bays created by Chapter 76 of 7 Del. C. §7602, being the Inland Bays Watershed Enhancement Act.
2. “Board Member” means a member of the Center appointed pursuant to Chapter 76 of 7 Del. C. §7603.
3. “Executive Director” means the individual employed or engaged by the Center to act in that capacity.
4. “Fiscal Year” means the Center’s fiscal year of October 1 through September 30.
5. “STAC” means the Delaware Inland Bays Scientific and Technical Advisory Committee.
6. “CAC” means the Delaware Inland Bays Citizens Advisory Committee.
7. “CCMP” means the federal Comprehensive Conservation and Management Plan for Delaware’s Inland Bays.

ARTICLE II

PURPOSES

The purpose of the Center shall be to oversee and facilitate the implementation of a long-term approach for the wise use and enhancement of the Inland Bays' watershed.

1. To build, to maintain, and to serve the partnership among the general public, the private sector, and government that is essential for establishing and sustaining policy, programs, and the political will to preserve and restore the resources of Delaware's Inland Bays and associated watershed.
2. The Center shall apply for non-profit status under the Federal Internal Revenue Service, the U.S.C.A., and the Center shall receive federal funds for coordinating implementation of the federal Comprehensive Conservation and Management Plan (CCMP), and shall raise private grant monies to support educational activities, restoration, and land acquisition efforts which are legal in the State of Delaware and are compatible with the other activities of the Center for the Inland Bays.
3. To serve as a neutral forum where Inland Bays' related issues may be analyzed and considered for the purposes of providing its responsible officials and the public with a basis for making informed decisions concerning the management of the resources of Delaware's Inland Bays and associated watershed.
4. The Center shall be a non-profit entity. The purposes and mission of the Center are intended to and shall promote the general social welfare, lessen the burdens of government, and to serve the public interest and yield the maximum of benefits for the greatest number of people consistent with a due regard for the proper conservation of Delaware's Inland Bays, through improving them and helping to prevent their deterioration. No part of the assets, income or profit of the Center is distributable to or shall inure to the benefit of its directors, officers or its members, except to the extent permitted by law. The Center shall not carry on any other activities not permitted to be carried on by a non-profit organization exempt from federal income tax under Section 501(c)(3) and other pertinent provisions of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law). The Center shall take such other and further actions in furtherance of the tax-exempt purposes of the Center and in doing so, engage in any lawful act or activity consistent with its non-

profit status. No power of the Center shall be exercised in any manner that would be inconsistent with its non-profit status under the Internal Revenue Code of 1986 (the Code). It is recognized that the Center is wholly created by the state as a separate entity. Should its non-profit purposes and mission be fulfilled (which in the analogous case of non-profit corporations would require dissolution or liquidation), and, in the event dissolution or liquidation is merited, the Center will apply to the Legislature of the State of Delaware for dissolution or liquidation consistent with its non-profit status. Also, in that event, the distribution or division of all assets remaining, after all the debts and expenses of the Center have been satisfied, shall be conveyed or distributed by the Board of Directors to one or more organizations qualifying for exemption afforded by Section 501(c)(3) of the Code and, if possible, to such Centers or analogous non-profit organizations created and operated for non-profit purposes similar to those of this Center.

ARTICLE III

The Center shall consist of the members of the Board of Directors.

ARTICLE IV

BOARD OF DIRECTORS

Section 1 Powers:

All powers of the Center shall be exercised by and under the authority of, and the business and affairs of the Center shall be managed under the direction of the Board of Directors of the Center to the fullest extent permitted under the laws of the State of Delaware.

The Board shall direct the activities of the Center in accordance with the policies and by-laws and pursuant to Chapter 76 of 7 Del. C. §7602.

The Board shall control and manage the affairs and funds of the Center, including approval of an annual operating budget.

Section 2 **Composition of the Board of Directors:**

The Board of Directors shall be composed of nine (9) Directors consisting of the Secretary, Delaware Department of Agriculture; Secretary, Delaware Department of Natural Resources and Environmental Control; Representative, Sussex Conservation District; Administrator, Sussex County; Representative, Sussex County Association of Towns; Chair, Inland Bays Scientific and Technical Advisory Committee; and Chair, Inland Bays Citizens Advisory Committee. The President pro-tempore of the Delaware Senate and the Speaker of the Delaware House may each designate one voting member of the Board from Sussex County. The Past Chair becomes a member of the Executive Committee (Chair, Vice Chair, Past Chair, Secretary, and Treasurer).

The U.S. Environmental Protection Agency and other federal agencies may serve as non-voting, ex-officio members of the Board.

The Inland Bays Estuary Program, Inland Bays Scientific and Technical Advisory Committee (STAC) and Citizen’s Advisory Committee (CAC) shall continue to serve as standing committees and as formal advisory bodies to the Board of Directors and shall elect their chairs (who serve as members of the Board of Directors) on a regular basis in a manner consistent with the annual meeting of the Board of Directors.

A Director is not restricted to any specific length of term and shall hold office until his/her resignation or removal.

The Board of Directors shall meet quarterly, or as deemed necessary, to consider the recommendations of the Executive Director concerning priorities for protecting and restoring the Inland Bays and the associated watershed and to oversee fund-raising activities and the distribution of monies received.

Section 3 **Duties:**

The Director or a properly designated alternate Director shall:

1. Be responsible for the procurement and administration of federal and private monies secured to fulfill the responsibilities pursuant to the protection and restoration of the Inland Bays and associated watershed. The Board shall review and consider recommendations made by the Executive Director concerning priorities for protecting and restoring the Inland Bays and associated watershed and oversee fund-raising activities and the distribution of monies received.
2. Oversee and facilitate the implementation of the CCMP upon its adoption, tracking and monitoring its progress leading to improvements

to the Inland Bays and associated watershed, facilitating an ongoing dialogue on issues concerning their protection, educating the public and students about how to protect the bays, and determining priorities for restoration, enhancement, and land acquisition projects.

3. Prepare an annual budget and plan of action for the following year for approval no less than thirty (30) days prior to the start of the Center's next fiscal year, October 1.
4. Furnish promptly copies of the minutes of all Board and committee meetings and monthly financial statements to each Director.
5. **A Director may appoint a "designate alternate Director to act in his/her stead. Whenever referenced herein, the words "Director or Directors" shall also mean, "designated alternate Director or Directors."**
6. Furnish a progress report annually to the General Assembly.

Section 4 Compensation of Directors and Committee Members:

Directors and members of all committees may not receive compensation for any services rendered in their capacity as a Director or committee member. However, nothing herein contained shall be construed to preclude any Director or committee member from receiving compensation from the Center, upon approval of the Board, for other services actually rendered or for out-of-pocket expenses incurred for serving the Center as a Director, committee member, or in any other capacity.

Section 5 Staff Support:

1. Staff support for the Board shall be provided by an Executive Director who will convene its meetings; develop and carry out its agreements; develop grant proposals and fund-raising events to support its educational, restoration, and land-acquisition activities; prepare solicitation of proposals and make recommendations for the award of grants for educational and restoration projects; prepare progress reports, work plans, and budgets for the Board's approval; support advisory committees; supervise staff; and to perform other duties as assigned by the Board.

ARTICLE V

MEETINGS

Section 1 **Annual Meeting:**

The annual meeting of the Center shall be held each year during the **months of September or October** at a time and place designated by the Board for the purpose of electing officers of the Board and for such other business as may properly come before the meeting. Robert's Rules of Order, as revised, shall govern parliamentary procedure unless otherwise agreed to by the Directors.

Written notice of the annual meeting of the Center shall be given by the Executive Director at least ten (10) days prior to the date thereof.

Four members of the Board or a properly designated alternate director shall constitute a quorum at the annual or any special meeting of the Board.

The agenda at any meeting shall be as follows:

1. Call to order.
2. Presentation and approval of the minutes of the last annual meeting or any special meeting that may have been held.
3. Transaction of any other business that may be properly brought before the meeting.
4. Recognition of members of the Board of Directors for the following year.
5. Adjournment.

Section 2 **Special Meetings:**

Special meeting of the Center may be called by the chairperson of the Board of the Center or shall be called at the written request of the majority of the Directors of the Center.

Written notice of a special meeting of the Center shall be given by the Executive Director at least three (3) days prior to the date thereof.

ARTICLE VI

MEETING OF THE BOARD OF DIRECTORS

Section 1 **Regular Meeting of the Board:**

Regular meetings of the Board shall be held no less often than quarterly at such place and such time as shall be approved by resolution of the Board or more frequently as may be determined by Board action.

Section 2 **Place and Notice of Directors' Meetings:**

Directors shall be given written notice of any meeting of the Board and such notice shall set forth with respect to each meeting the time and place of each meeting, together with notice of the matters of business to be transacted thereat and of the intent, if any, to hold an executive session closed to the public. Such notice shall be delivered by the Executive Officer of the Center or their designee to each Director either personally or by mail, telefax, telegram or electronic media to their place of business as listed in the Chairperson's office, not less than seven (7) days in advance of such meeting. An agenda of the items of business for the meeting shall be prepared by the Secretary and furnished to each director with the notice of the meeting. Items not on the agenda may be considered at any meeting only upon the consent of the majority of the members of the Board. Meetings shall be open and noticed to the public as required by the Freedom of Information Act. Meeting notices shall be posted at the principal office of the Center, with additional notice to the mass media as determined by the Board.

Section 3 **Quorum:**

Four Directors of the Center or **designated alternate Directors** shall constitute a quorum for the transaction of business at any regular meeting. The act of a majority of the Directors present and voting at a meeting at which a quorum is present shall be the act of the Board. After a quorum has been established at a meeting of the Board, the subsequent withdrawal of Directors from the meeting so as to reduce the number of Directors present at any meeting to fewer than the number required for a quorum shall not affect the validity of any prior action taken by the Board while a quorum was present at the meeting or any adjournment thereof. A majority of the Directors present, whether or not a quorum exists, may adjourn any meeting of the Board to another time and place. Notice of any such adjourned meeting shall be given to the Directors who are not present at the time of adjournment and unless the time and place of the adjourned meeting are announced at the time of adjournment, to the other Directors.

Section 4 Board and Board Committee Action without a Meeting:

All members of the Board may be polled at the direction of the Chairperson on matters of an extraordinary or emergency nature. Any action taken on such a poll must be affirmed at the next public meeting of the Board.

ARTICLE VII

OFFICERS

Section 1 Officers:

The officers of the Center shall consist of a Chairperson of the Board, Vice-Chairperson, a Secretary, and a Treasurer and such other officers as the Board shall deem advisable. All officers, except the Executive Director, shall be elected by the Board of Directors from among its own membership or a properly designated alternate director at the annual meeting of the Board and such officers shall hold office for the term of (1) year, and until their successors are elected and qualified, except in the event of their earlier death, resignation, or removal.

Section 2 Vacancies:

A vacancy in any office because of death, resignation, or removal of an officer shall be filled by the Board for the unexpired term of such office.

Section 3 Resignation or Removal of Officers:

An officer of the Center may resign at any time by tendering their resignation in writing to the Chairperson of the Board and such resignation may become effective immediately upon its delivery to the Chairperson. An officer of the Center may be removed at anytime without cause by a vote of not less than a majority of the entire Board of Directors at a regular meeting of the Board.

Section 4 Chairperson of the Board:

The Chairperson shall be Chairperson and shall appoint committees and chairpersons in accordance with Article VIII of these by-laws and shall have such other duties and responsibilities as shall be delegated to him/her by these by-laws and

by the Board from time to time. The Vice-Chairperson shall perform the duties of the Chairperson in the absence of the Chairperson and when directed to do so by the Board of Directors.

Section 5 **Secretary:**

The Secretary shall keep, or cause to be kept, all the records of the Center, except the financial records, shall be responsible for recording the proceedings of the meetings of the members and of the Board of Directors in a book to be kept for that purpose, send out or cause to be sent out notices and prepare agendas for all meetings of the Center and the Board, attest to the seal of the Center where necessary or required, and perform such other duties as may be prescribed by the Board.

Section 6 **Treasurer:**

The Treasurer shall be Chairperson of the Finance Committee and be responsible to the Board for the correct and effective actions of this committee. The treasurer shall, at least quarterly, perform a due diligence review of the financial records and procedures of the Center to determine their appropriateness and accuracy.

In general, the Treasurer shall be responsible for all of the duties incident to the office of the Treasurer, subject to the direction of the Board of Directors.

Section 7 **Other Officers and Officials:**

The Board may appoint an Executive Director, staff to the Center, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers and officials having such duties and responsibilities as the Board shall deem advisable.

Section 8 **Executive Director:**

Under the supervision of the Board of Directors, the Executive Director shall be the administrative head of the Center charged with the responsibility of the day-to-day operations and business of the Center, and shall have those responsibilities required by the Inland Bays Watershed Enhancement Act, including, but not limited to:

1. Executing policies established by the Board of Directors and its Chairperson;
2. Recommending to the Treasurer and the Board of Directors an annual budget showing anticipated receipts and expenditures;

3. The selection, employment, control, and discharge of Center employees, and the development and maintenance of personnel policies that are compatible with the educational purpose of the Center.
4. Carrying out procedures (including audits) approved by the Board to insure that the funds are collected and expended effectively;
5. Serving as a liaison to assure effective communication among the members of the Board of Directors, its various committees; and the staff;
6. Performing such other functions as may be delegated by the Board of Directors or its Chairperson, and to conduct, in conjunction with the Chairperson, general overall supervision of the business and affairs of the Center.

ARTICLE VIII

COMMITTEES OF THE BOARD

Section 1 Committees of the Board:

The Chairperson of the Board shall appoint the Chairpersons of such committees of the Board as are created by the Board, except that the STAC and CAC should elect their own Chairpersons and the Treasurer shall be Chairperson of only the Finance Committee created by virtue of their election as Treasurer, and the Chairperson of each such committee shall appoint their committee members with the approval of the Chairperson. The Chairperson shall appoint each such committee Chairperson within three (3) weeks after their appointment as Chairperson. Subject to the concurrence of the Board, the Chairperson of the Board may appoint and discharge the members and Chairpersons of committees with such powers as the Board shall deem appropriate. Each committee shall have and may exercise all of the powers provided by resolution of the Board establishing or expanding the powers of such committee. The Chairperson of the Board shall be a member of all committees, ex-officio, but without vote unless specifically named as a member of the committee. Any Director shall be privileged to attend a meeting of any committee and to participate in the discussion, but shall not be entitled to vote thereat unless named as a member of the committee.

Section 2 Standing Committees:

The Finance Committee, STAC, and CAC are the three principal standing committees of the Center. Committees shall become thoroughly informed of their duties, shall give careful consideration to matters of policy and are expected and empowered to make recommendations to the Executive Committee and thence to the Board.

Section 3 Committee Meetings:

Meetings of any committees of the Board may be called by the Chairperson of such committee by giving notice of such meeting, setting forth the time and place of such meeting, and delivering such notice personally or by mail, telefax, telegram, or electronic media to the place of business of the committee members as listed in the Secretary's office at least seven (7) days in advance of such meeting. Committees shall meet as often as necessary to conduct their business but in no event less than four (4) times a year. An agenda of the items of business for the meeting shall be prepared by the Secretary (or by the Secretary of the committee if one is appointed) and furnished to each Director with the notice of the meeting. Such notice and agenda shall also indicate the intent, if any, to hold an executive session closed to the public. Meetings shall be open and noticed to the public as required by the Freedom of Information Act. Meeting notices shall be posted at the principal office of the Center, with additional notice to the mass media as determined by the Board. Unless otherwise provided in these by-laws, one-half the number of members of any committee shall constitute a quorum for the transaction of business. After a quorum has been established at a committee meeting, the subsequent withdrawal of committee members from the meeting so as to reduce the number of committee members present to fewer than the number required for a quorum shall not affect the validity of any action taken at the meeting. The agenda of each committee meeting and the minutes shall be submitted to the Board for approval of any recommendations at its next scheduled meeting.

Section 4 Resignation or Removal of Committee Members:

A member of any committee of the Board may resign at anytime by tendering his resignation in writing to the Chairperson of the Board. Resignation as a Director shall also constitute resignation as a member of any committee of the Board. A majority of the whole Center's Board may remove with or without cause, any member from a committee of the Board.

Section 5 Special Committees:

Special committees may be appointed by the Chairperson with the concurrence of the Board of Directors, for such special tasks as circumstances warrant. A special committee shall limit its activities to the accomplishment of the task for which it is appointed and shall have no power to act, except as specifically conferred by action of the Board of Directors. Upon completion of the task for which appointed, such special committee shall stand discharged.

ARTICLE IX

INDEMNIFICATION

The amount paid to any Director or officers of the Center by way of indemnification shall not exceed their actual, reasonable, and necessary expenses incurred in connection with the matter involved. The foregoing right of indemnification shall be in addition to, but not exclusive of, any other right to which such Director or office of the Center may otherwise be entitled by law, including, but not limited to, 10 Del.C § 4001, et seq.

In addition to the indemnification which shall be provided by the Center to its Directors and officers as herein before provided in the Article, the Center may, if authorized by action of the Board, indemnify any other agent, employee, or medical staff member to the same extent and under the same circumstances as such indemnification is assured to the Directors and officers of the Center under these by-laws.

Expenses (including reasonable attorneys' fees) incurred by an officer or director in defending any civil, criminal or investigative action, suit or proceeding may be paid by the Center in advance of the final disposition of such action, suit, or proceeding upon receipt of any undertaking by or on behalf of such Director or officer would not be entitled to indemnification as authorized under this Article IX.

The Center shall purchase and maintain insurance on behalf of all Directors and officers of the Center, and on behalf of Directors and officers of the Center serving at the request of the Center as a Director, officer, or agent of another corporation, partnership, joint venture, trust, or other enterprise when such risk is insurable by means of a rider to the existing insurance policy maintained by the Center on its Directors and officers, against any liability asserted against a Director or officer and incurred by him/her in any such capacity, or arising out of his/her status as

such, whether or not the Center would have the power to indemnify him/her against such liability.

ARTICLE X

AMENDMENTS TO THE BY-LAWS

These by-laws may be amended by a majority vote of the entire Board of Directors at any meeting of the Board, provided, however, that written notice of the proposed change shall have been given to the Director in the notice of the meeting not less than ten (10) days before such meeting.