

BYLAWS OF THE PATUXENT RIVER COMMISSION

These Bylaws of the PATUXENT RIVER COMMISSION (the “Commission”), an instrumentality of the State of Maryland within the Maryland Department of Planning (the “Department”), created by Chapter 11 of the 1985 Laws of Maryland, as codified in Sections 5-812 through 5-816, State Finance and Procurement Article, Code of Maryland (the “Act”), are adopted this 8th date of January, 2020, pursuant to provisions of the Act, as amended, by which the Commission was created. Adoption of these Bylaws operate to abrogate and replace all prior bylaws adopted by the Commission.

ARTICLE I Purpose

Section 1. The purpose of the Commission is as set forth in the Act.

ARTICLE II Office and Staff

Section 1. The principal office of the Commission shall be with the offices of the Department located at 301 W. Preston Street, 11th Floor, Baltimore, Maryland 21201, or at any other location designated by the Department.

Section 2. The Department will appoint from its staff a Staff Lead to the Commission (the “Staff Lead”) and shall otherwise staff the Commission within the limits of budgetary resources available to the Department.

ARTICLE III Members

Section 1. Powers and Duties. As established by the Act, the powers and duties of the Commission are to: (1) review the operation of units of State and local government that have responsibility for implementation of the Patuxent River Plan (the “Plan”); (2) provide a clearinghouse for information on the Patuxent River and its watershed; (3) review and comment on plans and reports related to the Patuxent River and its watershed; and (4) serve as the tributary strategy team for the Patuxent River’s watershed and coordinate the tributary strategy with the Plan. These powers and duties are vested in, and shall be exercised by, the members of the Commission.

Section 2. Membership. The Commission’s membership of 34 is established by the Act and consists of the following, who shall each be appointed by the Governor as specified by the Act:

- a. Seven (7) individual members, one (1) from Anne Arundel County, Calvert County, Charles County, Howard County, Montgomery County, Prince George’s County, and St. Mary’s County;

- b. One (1) individual to represent the Washington Suburban Sanitary Commission;
- c. Three (3) individual members, one each from: Maryland-National Capital Park and Planning Commission, Montgomery County; Maryland-National Capital Park and Planning Commission, Prince George’s County; and the Tri-County Council for Southern Maryland;
- d. One (1) individual member representing a municipality within the Patuxent River watershed (the “watershed”);
- e. One (1) individual member representing a large federal facility located within the watershed;
- f. Fifteen (15) individual members representing the following geographic, economic, and social interests within the watershed: two (2) representing farming interests; one (1) representing business interests; four (4) representing environmental and citizen interests; two (2) representing developer interests; two (2) representing academic interests; two (2) representing two different soil conservation districts; one (1) representing the University of Maryland Cooperative Extension Service; and one (1) representing watermen interests; and
- g. Six (6) ex officio members, one (1) each being: the Secretary of Agriculture or a designee; the Secretary of the Environment or a designee; the Secretary of Natural Resources or a designee; the Secretary of Planning or a designee; the Secretary of Transportations or a designee; and the Chief of the Planning Division, U.S. Army Corp of Engineers, Baltimore District, or a designee. For a designee to serve as an ex officio member, the respective Secretary or Chief must so designate the individual as the ex officio member by written notice to the Staff Lead.

Section 3. Term. With the exception of the ex officio members, the term of a member shall be four (4) years from the date of the member’s appointment by the Governor. A member shall continue to serve beyond the four-year term of the member’s appointment until such time as the Governor appoints a successor for the member. A member who is appointed and begins to serve after a four-year term has begun shall serve only for the remainder of the term or until a successor is appointed.

Section 4. Staggered Terms. The appointment of members, excluding the ex officio members, shall be staggered in accordance with the schedule created by Section 3, Chapter 532, 1995 Laws of Maryland.

Section 5. Attendance. A member, other than an ex officio member, who is absent from three (3) consecutive meetings of the Commission or more than half of the Commission’s meetings during any consecutive 12-month period shall be considered to have resigned, and the Department shall recommend to the Governor the replacement of that member in accordance with Section 8-501(b) of the State Government Article, Code of Maryland. The Commission

may, at its discretion, make known to the Governor any mitigating factors that may be relevant to a decision by the Governor to waive the member's resignation.

Section 6. Removal. The Governor may remove a member, other than an ex officio member, for incompetence, misconduct, or failure to perform the member's duties. The Commission may recommend to the Governor the removal of a member for any of these reasons.

Section 7. Nominations. Upon the existence of a vacancy or a pending vacancy of a membership position other than an ex officio position, the Staff Lead shall inform the Commission of the vacancy or pending vacancy and a member may nominate to the Commission a qualified individual to fill the vacancy or pending vacancy. Such a nomination shall be considered and voted upon by the Commission in accordance with Article V, Sections 5 and 6, of these Bylaws, and if approved by the Commission the Staff Lead shall forward the nomination to the Governor for appointment consideration.

ARTICLE IV Officers

Section 1. Chair and Vice-Chair. At the Commission's last regularly scheduled meeting before July 1 of each year, the members shall elect from the Commission's membership a Chair and a Vice-Chair. The elections shall each be made by a vote of the members in attendance and shall require the concurrence of a majority of members of the Commission then appointed and serving. Voting shall be done by secret ballot. If at that meeting there is not a majority of members in attendance, the election of officers shall occur at the next meeting attended by a majority of members.

Section 2. Term. An elected officer shall serve in the elected positions from July 1 of the year of election to June 30 of the following year and may be elected to successive terms. If a vote conducted in accordance with Section 1 of this article fails to result in the appointment of an officer to begin serving on July 1 of a given year, or if there is no election for the officer position prior to July 1 of a given year because of insufficient member attendance, the officer then serving in that position shall remain in the position until there is a subsequent successful vote. If, in the case of the Chair, the individual then serving is no longer a member of the Commission or does not wish to remain serving as the Chair, the vice chair shall serve as Chair until there is a subsequent successful vote for the Chair.

Section 3. Duties of the Chair. The Chair shall preside at all meetings of the Commission and shall have other duties as may from time to time be assigned by the Commission or as otherwise prescribed by law or these Bylaws. The Chair shall act for the Commission between meetings as necessary to expedite the administrative operations of the Commission on matter others than policy; such actions of the Chair shall be reported to and reviewed by the Commission during the following meeting.

Section 4. Duties of the Vice-Chair. The Vice Chair shall have such duties as delegated by the Chair. At the request, absence, or disability of the Chair, the Vice-Chair shall perform all the duties, and when so acting shall have all the powers, of the Chair.

Section 5. Staff Lead to the Commission. The Staff Lead, with assistance of other Department staff, shall: (i) be responsible for and perform those administrative functions necessary for the efficient operations of the Commission; (ii) be custodian of the official records and documents of the Commission; (iii) ensure that notices of meetings are duly given in accordance with instructions of the Chair, these Bylaws, and as required by law; (iv) attend and record all meetings of the Commission; (v) draft minutes of each Commission meeting for subsequent approval by the Commission and post approved minutes on the Commission's website; and (iv) perform such other duties or functions as may be prescribed by the Commission or by law.

ARTICLE V Meetings

Section 1. Time and Place. Meetings of the Commission shall be held at the call of, and at the time and place specified by, the Chair. The Chair shall call a meeting when requested to do so by at least four (4) members of the Commission.

Section 2. Notice. Except under emergency circumstances where action of the Commission is immediately needed, the Chair, or the Staff Lead at the Chair's direction, shall give each member at least ten (10) days advance notice of the occurrence of a meeting. Notice shall be by electronic mail—or by any other written means reasonably calculated to be received not less than 10 days prior to the meeting—and shall state the time and place of the meeting. The Commission may convene a meeting by conference call or comparable means provided that each meeting participant can communicate in real time with all other participants.

Section 3. Open Meetings. Meetings of the Commission shall be announced and open to the public as required by Maryland's Open Meetings Act, Title 3, General Provisions Article, Code of Maryland. During meetings of the Commission, the Chair may, as time permits, allow members of the public in attendance at the meeting to address the Commission on topics related to the business of the Commission, and may place limitations, as necessary, on the scope and duration of such public participation.

Section 4. Conduct. Meetings of the Commission shall be conducted in accordance with Robert's Rules of Order as applicable and as not inconsistent with these Bylaws or any other rules or procedures adopted by the Commission.

Section 5. Quorum and Action. A quorum at a meeting for the conduct of business of the Commission shall consist of sixteen (16) members. A member who attends a meeting by conference call or other means by which the member can communicate in real time with all other participants shall be counted towards a quorum. The Commission may act with the affirmative vote of a majority of those present at the meeting and counted towards the quorum.

Section 6. Voting. A proposed action of the Commission shall be made by resolution. Each member present and counted towards a quorum at a meeting of the Commission shall be

entitled to one vote on a resolution. There shall be no voting by proxy. The minutes of the Commission shall reflect the result of a vote.

Section 7. Special Vote. As may be necessary, the Commission may take action by special vote conducted between meetings. The Chair may call for a special vote on a resolution made by electronic mail and addressed to the full membership; members shall each vote on the resolution by sending the member's vote by electronic mail to the Staff Lead, as directed or instructed by the Chair. A member shall engage in no discussion—by or through electronic mail or otherwise—with a quorum of members concerning a resolution presented for special vote, except as may occur at a meeting of the Commission. A resolution made by special vote will pass only upon the affirmative vote of a majority of members of the Commission then appointed and serving. The minutes of the meeting of the Commission that follows a special vote shall record and reflect the resolution, when the resolution was made, and the result of the vote.

ARTICLE VI Committees and Workgroups

Section 1. The Chair may appoint such committees or workgroups as the Chair may from time-to-time deem necessary to properly conduct the business of the Commission. When appointing a committee or workgroup, the Chair shall ask for volunteers for appointment from among the members of the Commission.

Section 2. The Chair may appoint a chair and a vice-chair of a committee or workgroup.

Section 3. At the discretion of the Chair, a committee or workgroup may include members who are not members of the Commission, but at least 50 percent of the appointees to a committee or workgroup must be members of the Commission.

ARTICLE VII Amendments to Bylaws

Section 1. Requirement. These Bylaws may be amended only by resolution made during a meeting of the Commission and upon an affirmative vote of eighteen (18) members of the Commission.

Section 2. Limitation. These Bylaws shall not be amended in a way that would make the Bylaws in any way inconsistent with the Act. Any such amendment so adopted shall have no force or affect.