

Arundel Community Development Services, Inc.

**BYLAWS**

*Amended December 8, 2023*

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**ARTICLE I. OFFICES**

Section 1.1. Principal Office

The Principal Office of Arundel Community Development Services, Inc. (the "Corporation") in the State of Maryland shall be located in Anne Arundel County or at any other place or places as the Board of Directors may designate.

Section 1.2. Additional Offices

The Corporation may have additional offices at such places as the Board of Directors may from time to time determine or the business of the Corporation may require.

**ARTICLE II. DIRECTORS**

Section 2.1. General Powers

The business and affairs of the Corporation shall be managed under the direction of its Board of Directors. In addition to the powers expressly conferred upon them by these Bylaws, the Board of Directors may exercise all of the powers of the Corporation. The Directors, serving as such, from time to time, shall be the members of the Corporation and, when meeting as Directors, may exercise the rights and powers of members.

Section 2.2. Number, Tenure and Qualifications

The number of seats on the Board of Directors shall be not less than five (5) nor more than thirteen (13), including:

- (a) at least one (1) and no more than five (5) Directors appointed by the County Executive (a "County Executive Director"), including at least one of whom shall be a County employee (a "County Employee Director");
- (b) one (1) Director appointed by the Housing Commission of Anne Arundel County from one of Commissioners (the "HCAAC Director");
- (c) at least three (3) and no more than seven (7) directors elected by the Board of Directors at any regular meeting or special meeting called for that purpose, at least three (3) of whom shall represent or have expertise in the fields of finance, real estate, law or business, all of whom shall, as a group, reflect the diversity of the County, and the total number elected by the Board of Directors shall exceed the number appointed by the County Executive by at least two;
- (d) The tenure of office of any Director shall not be affected by any decrease in the number of Directors. Except as hereinafter provided, each Director shall serve for a term of three (3) years (a "Term") and may serve up to three (3) consecutive Terms and until the Successor of the Director is elected or appointed or until the Director's death, resignation or removal in

the manner hereinafter provided;

- (e) If a County Executive Director's term or a County Employee Director's term is ended by the County Executive, the Board of Directors may nominate such person in accordance with this Section 2.2. Such Director's tenure is subject to the limitation on all Directors of three three-year terms.
- (f) Term limits shall not apply to County Employee Directors so that successor County Executives may re-appoint the same County Employee Director from one County Executive Administration to the next should the successor County Executive choose to do so.

#### Section 2.3. Annual and Regular Meetings

An annual meeting of the Board of Directors, in their capacity as members of the Corporation, for the election of Directors and the transaction of any business within the powers of the Corporation shall be held during the month of September in each year on a date and at a time and place specified by the Board of Directors. The Board of Directors may provide the time and place, either within or without the State of Maryland, for the holding of regular meetings of the Board of Directors without other notice.

#### Section 2.4. Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the President or by a majority of the Directors currently in office. The person(s) authorized to call special meetings of the Board of Directors may fix any place, either within or without the State of Maryland, as the place for holding any special meeting of the Board of Directors called by them.

#### Section 2.5. Notice

Notice of the date and time of any special meeting shall be given by any of the following means: personally, by telephone or other electronic transmission (by telecopy, electronic mail, or similar means) or mailed to each Director at the Director's business or residence address at it appears on the records of the Corporation. Personally delivered, telephonic or electronically transmitted notices shall be given at least two (2) days prior to the meeting and a record of the means of delivery of such notice shall be entered into the minutes of the meeting. Notice by mail shall be given at least five (5) days prior to the meeting. If mailed, such notice shall be deemed to be given when deposited in the United States mail with postage thereon prepaid. If given by electronic means, such notice shall be deemed to be given when transmitted. Neither the business to be transacted at, nor the purpose of, any special meeting (or any annual or regular meeting if a separate notice is given) of the Board of Directors need be stated in the notice, unless specifically required by statute or these Bylaws. No notice of any meeting of the Board of Directors need be given to any Director who attends, or to any director who, in writing executed and filed with the records of the meeting either before or after the holding of the meeting, waives such notice.

#### Section 2.6. Quorum

A majority of the Board of Directors currently in office shall constitute a quorum for transaction of business at any meeting of the Board of Directors, provided that, if less than a majority of such number of Directors is present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

#### Section 2.7. Voting

An affirmative vote of a majority of all of the Directors of the Corporation, whether or not present at a meeting of the Board of Directors, shall be required to approve any action or resolution of the Board of Directors, unless the affirmative vote of a greater proportion is required for such action by applicable statute.

#### Section 2.8. Participation in Meeting by Telephone/Internet

Any or all members of the Board of Directors may participate in a meeting by telephone, internet, other digital or electronic device, or by similar mode of communication if all persons participating in the meeting can hear each other at the same time. Participation in a meeting by these means shall constitute presence in person at the meeting.

#### Section 2.9. Action by Directors Taken Outside of a Meeting

Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if each Director consents in writing to such action being taken without a meeting. In the event action by the Board is taken pursuant to this Section, the written consent of each Director shall include a clear description of the action to be taken and shall be filed with the minutes of proceedings of the Board of Directors. Written consent of the Directors may be provided on a single document signed by each Director or as multiple copies of the same document signed in counterparts by personal signature or electronic signature using an electronic signature program approved by the Board.

#### Section 2.10. Vacancies

Any vacancy on the Board of Directors shall be filled in a manner consistent with Section 2.2. Any new director shall be appointed or elected for the remaining term of the director that he or she is replacing.

#### Section 2.11. Minutes

The Board of Directors shall keep minutes of each of its meetings and a full account of all of its transactions.

#### Section 2.12. Compensation

Directors shall not receive any salary for their services as Directors but, by resolution of the Board of Directors, expenses of attendance, if any, may be allowed to directors for attendance at each annual, regular or special meeting of the Board of Directors or of any committee thereof; but nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation therefore.

#### Section 2.13. Removal of Directors

The Directors may, at any time, remove any Director, with or without cause by a majority vote of the entire Board of Directors and shall be replaced in a manner consistent with Section 2.2. Any Director whose removal is being considered shall be given an opportunity to be heard at this meeting, however such Director will not be deemed a Director for the purposes of determining the existence of a quorum at the removal proceedings. Any Director who, without excuse (as determined by the Board of Directors), fails to attend three (3) consecutive regular meetings of the Board of Directors shall be removed automatically from the office, unless the Board of Directors determines otherwise.

## **ARTICLE III. COMMITTEES**

### **Section 3.1. Executive Committee**

The Board of Directors, by resolution adopted by a majority of the members of the entire Board of Directors, may provide for an Executive Committee. If provision is made for an Executive Committee, all members thereof shall be elected by the Board of Directors from their own members, with the exception of an Immediate Past Chair, who may serve on the Executive Committee as a non-Board member in accordance with Section 4.6 of these Bylaws. Members of the Executive Committee serve at the pleasure of the Board of Directors. During the intervals between the meetings of the Board of Directors, the Executive Committee shall have and may exercise all of the authority of the Board of Directors except to the extent, if any, that such authority shall be limited by law, by the Articles of Incorporation or by resolution of the Board of Directors.

All action taken by the Executive Committee shall be reported to the Board of Directors at its next meeting after such action and shall be subject to revision and alteration by the Board of Directors, provided that no rights of third parties shall be affected by any such revision or alteration. Such delegation of authority to the Executive Committee shall not relieve the Board of Directors or any Director of any responsibility imposed by law or by the Corporation Articles of Incorporation.

The Executive Committee shall be responsible for (a) all governance matters of the Board, (b) nominations of Independent Directors for review and approval by full Board of Directors, (c) managing the recruitment and hiring process for the Chief Executive Officer (the "CEO"), (d) annual performance evaluation and compensation adjustments for the CEO, and (e) delegation of responsibilities as described above.

### **Section 3.2. Audit Committee**

The Board of Directors, by resolution, shall provide for an Audit Committee, the members of which shall be elected by the Board of Directors to serve at its pleasure. The members of the Audit Committee shall be selected from the members of the Board of Directors who are not the Chair of the Corporation, a County employee appointed by the County Executive of the County or a member of the Housing Commission of Anne Arundel County.

The Audit Committee shall review, at least annually, the financial transactions of the Corporation, the financial affairs and general management of the Corporation and report its findings in writing to the Board of Directors. The Audit Committee may retain such accountants, attorneys, consultants and advisors as it deems necessary to fulfill its obligations, subject to provisions for payment therefore in the Corporation budget.

### **Section 3.3. Other Committees**

From time to time the Board of Directors may by resolution provide for and appoint any other short-term or long-term Committee(s) to have such powers and perform such duties as may be assigned to it by the Board of Directors. Any such Committee(s) may consist of current Directors as well as professionals who are not members of the Board as needed in the interest of the Corporation. The appointment of a Committee of the Board of Directors and the delegation of authority to such Committee shall not relieve the Board of Directors or any

director of any responsibility imposed by law or by the Corporation Articles of Incorporation.

A Committee shall not have the power for final approval of an amendment to the bylaws, election of directors to serve on the Board, or final approval of a merger or dissolution of the corporation.

#### Section 3.4. Meetings of Committees

Each Committee created by these Bylaws or the Board of Directors shall fix its own rules of procedure, and shall meet as provided by those rules, or by resolution of the Board of Directors, or at the call of the Committee Chair or any two members of the Committee. A majority of each entire Committee shall constitute a quorum, and in every case the affirmative vote of a majority of the entire Committee shall be necessary to take any action. Members of a Committee may participate in meetings by means of a conference call and/or virtual and may take informal written action in the same manner as permitted under these Bylaws for the Board of Directors. Participation in a meeting by these means constitutes presence in person at such meeting. In the event a member of a Committee fails to attend any meeting of that Committee, the other members of that committee present at the meeting, whether or not they constitute a quorum, may appoint a member of the Board of Directors to act in the place of such absent member. Vacancies in any Committee of the Board of Directors shall be filled by the Board of Directors or in such manner, as the Board of Directors may designate by resolution. Each Committee must report its actions taken at any meeting and its activities in general to each regular meeting of the Board of Directors.

### **ARTICLE IV. OFFICERS**

#### Section 4.1. Powers and Duties

The Officers of the Corporation shall be elected from among the Board of Directors at its initial meeting and thereafter at the annual meeting of Directors. If the election of Officers shall not be held at such meeting, such election shall be held as soon thereafter as may be convenient. Each Officer shall hold office until the Successor of the Officer is elected and qualifies or until the Officer's death, resignation or removal in the manner hereinafter provided. Any Officer, except the Chair, may hold more than one office. Election or appointment of an Officer or Agent shall not of itself create contract rights between the Corporation and such Officer or Agent.

#### Section 4.2. Tenure.

Officers shall be elected for one-year terms. Any individual can serve up to three one-year terms in the same role.

#### Section 4.3. Removal

Any Officer or Agent of the Corporation may be removed by the Board of Directors if in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

#### Section 4.4. Vacancies

A vacancy in any office may be filled by the Board of Directors at any meeting for the balance of the term.

#### Section 4.5. Chair

The Chair shall have general oversight of all of the business and affairs of the Corporation. The Chair shall preside at all meetings of the Board of Directors and shall be ex officio a member of all Committees that may, from time to time, be constituted by the Board of Directors. The Chair may execute any deed, mortgage, bond or contract which the Board of Directors has authorized to be executed, except in cases where the execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other Officer or Agent of the Corporation or shall be required by law to be otherwise executed; and in general, shall perform all duties incident to the office of Chair and such other duties as may be prescribed by the Board of Directors from time to time.

#### Section 4.6. Immediate Past Chair.

A Chair may be nominated to serve as Immediate Past Chair to serve on the Executive Committee in the year immediately following their role as Chair. The Immediate Past Chair shall be elected for a one-year term only. Subject to the Term limits for Board members defined in these Bylaws, an Immediate Past Chair may continue their membership on the Board of Directors for the duration of their term and any subsequent terms for which they may be elected. In the event the Immediate Past Chair has exceeded the limit on Terms for Board membership, then the Immediate Past Chair shall be appointed to the Executive Committee as a non-Board member. If elected to the Executive Committee as a non-Board member, the Immediate Past Chair shall not be eligible to vote on Executive Committee or Board matters and will not count toward a quorum.

#### Section 4.7. Vice-Chair(s)

In the absence of the Chair, or in the event of a vacancy in such office, the Vice-Chair (or in the event there be more than one Vice-Chair, the Vice-Chair in the order designated at the time of their election or, in the absence of any designation, then in the order of their election as shown in the minutes of the Board of Directors) shall perform the duties of the Chair and when so acting shall have all the powers of and be subject to all the restrictions upon the Chair; and shall perform such other duties as from time to time may be assigned by the Chair or by the Board of Directors.

The Board of Directors may designate from time to time by resolution one or more appointed Vice-Chairs for particular areas of responsibility. Any such appointed Vice-Chair may be a member of the Board of Directors but shall not be a Corporate Officer and may be removed by the Board of Directors.

#### Section 4.8. Secretary

The Chief Executive Officer of the Corporation shall act as Secretary and shall (a) keep the minutes of the meetings of the Board of Directors and Committees of the Board; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records and of the seal of the Corporation; and (d) in general perform such other duties as from time to time may be assigned by the Chair or by the Board of Directors.

#### Section 4.9. Treasurer

The Treasurer shall have general oversight of all of the financial affairs of the Corporation.

If required by the Board of Directors, the Treasurer shall give the Corporation a bond in such sum and with such surety or sureties as shall be satisfactory to the Board of Directors for the faithful performance of the duties of treasurer and for the restoration to the Corporation, in case of the Treasurer's death, resignation, retirement or removal from office, all books, papers, vouchers, money and other property of whatever kind in the Treasurer's possession or under the Treasurer's control belonging to the Corporation.

#### Section 4.10. Assistant Secretaries and Assistant Treasurers

The Board of Directors may designate one or more Assistant Secretaries or Assistant Treasurers. The Assistant Secretaries and Assistant Treasurers, in general, shall perform such duties as shall be assigned to them by the Secretary or Treasurer, respectively, or by the Chair or the Board of Directors. The Assistant Treasurers shall, if required by the Board of Directors, give bonds for the faithful performance of their duties in such sums and with such sureties as shall be satisfactory to the Board of Directors.

#### Section 4.11. Chief Executive Officer

The Board of Directors shall appoint a Chief Executive Officer, who shall serve at the pleasure of the Board of Directors. The Chief Executive Officer shall act as an *ex officio* non-voting member of the Board of Directors and shall serve as Secretary of the Board of Directors and the Corporation. As an *ex officio* member of the Board of Directors the Chief Executive Officer may serve as a non-voting member of or provide assistance to committees of the Board of Directors, all as determined by the Board of Directors. The Chief Executive Officer shall be responsible for the day-to-day operations of the Corporation, shall have the power to hire and terminate employees of the Corporation (all subject to the budget approved by the Board of Directors). The Chief Executive Officer shall perform all other duties assigned by the Board of Directors.

In addition to the foregoing, the Chief Executive Officer, under the general supervision of the Treasurer and subject to any policies or procedures adopted by the Board of Directors, shall ensure adequate provision for (i) the custody of the Corporation funds and securities, (ii) the keeping of full and accurate accounts of receipts and disbursements in books belonging to the Corporation, (iii) the deposit of all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors, (iv) disbursement of the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and (v) regular reporting to the Board of Directors at its regular meetings or whenever the Board of Directors requires, of all financial transactions and the financial condition of the Corporation. The Chief Executive Officer shall, if required by the Board of Directors, give a bond for the faithful performance of the Chief Executive Officer duties in such sums and with such sureties as shall be satisfactory to the Board of Directors.

#### Section 4.12. Annual Report

The Chair of the Corporation shall prepare or cause to be prepared annually a full and correct statement of the affairs of the Corporation, including a balance sheet and a statement of the results of operations for the preceding fiscal year, which shall be submitted at the annual meeting of the Directors and filed within 20 days thereafter at the principal office of the Corporation in the State of Maryland.

## **ARTICLE V. CONTRACTS, LOANS, CHECKS AND DEPOSITS**

### **Section 5.1. Contracts**

The Board of Directors may authorize any Officer or Agent to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Corporation and such authority may be general or confined to specific instances. No Officer shall execute, acknowledge or verify any instrument in more than one capacity, if such instrument be required by law, by the Corporation Articles of Incorporation, by these Bylaws, or by resolution of the Board of Directors to be executed, acknowledged or verified by two or more Officers.

### **Section 5.2. Checks and Drafts**

All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation shall be signed by such Officer(s) or, Agent(s) of the Corporation and in such manner as shall from time to time be determined by the Board of Directors.

### **Section 5.3. Deposits**

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may designate, provided such deposits shall be federally insured or collateralized with obligations of the United States of America or any other security, collateral or insurance as may be approved by the Board of Directors. The moneys of the Corporation shall be (i) consistent with the foregoing sentence, deposited in accounts or savings certificates at such banks or depositories as may from time to time be designated by the Board of Directors, or (ii) invested in direct obligations of or obligations guaranteed by the full faith and credit of the United States of America or in such bonds, securities or investments as may be authorized by the Board of Directors and shall be subject to payment on the order of or withdrawal by the Corporation as designated by the Board of Directors. The income from any deposits or investments may be deposited, pending disposition, in such checking accounts as the Board of Directors may authorize from time to time. Disposition of the principal amount of such deposits or investments may be authorized only by the Board of Directors (which authorization shall include the adoption of a budget by the Board of Directors). No funds of the Corporation may be distributed except for the purposes, and subject to the restrictions, set forth in the Corporation Articles of Incorporation.

## **ARTICLE VI. MISCELLANEOUS**

### **Section 6.1. Fiscal Year**

The Board of Directors shall have the power, from time to time, to fix the fiscal year of the Corporation by a duly adopted resolution.

### **Section 6.2. Seal**

The Corporate seal shall have inscribed thereon the name of the Corporation, the year of its organization and the words "Incorporated Maryland". The Board of Directors may authorize one or more duplicate seals and provide for the custody thereof. Whenever the Corporation is required to place its corporate seal to a document, it shall be sufficient to meet the requirements of any law, rule or regulation relating to a Corporate seal to place the word "seal"



adjacent to the signature of the person authorized to execute the document on behalf of the Corporation.

#### Section 6.3. Indemnification

To the maximum extent permitted by Maryland law in effect from time to time, the Corporation shall indemnify, and shall pay or reimburse reasonable expenses in advance of final disposition of a proceeding to, (i) any individual who is a present or former Director or Officer of the Corporation or (ii) any individual who serves or has served another Corporation, partnership, joint venture, trust, employee benefit plan or any other enterprise as a Director or Officer of such Corporation or as a partner or trustee of such partnership, joint venture, trust or employee benefit plan at the request of the Corporation. The Corporation may, with the approval of its Board of Directors, provide such indemnification and advancement of expenses to a person who served a predecessor of the Corporation in any of the capacities described in (i) or (ii) above and to any employee or agent of the Corporation or a predecessor of the Corporation.

Neither the amendment nor repeal of this Section, nor the adoption or amendment of any other provision of these Bylaws or the Corporation Articles of Incorporation inconsistent with this Section, shall apply to or affect in any respect the applicability of the preceding paragraph with respect to any act or failure to act which occurred prior to such amendment, repeal or adoption.

#### Section 6.4. Waiver of Notice

Whenever any notice is required to be given pursuant to the Corporation's Articles of Incorporation or Bylaws of the Corporation or pursuant to applicable law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at nor the purpose of any meeting need be set forth in the waiver of notice, unless specifically required by statute. The attendance of any person at any meeting shall constitute a waiver of notice of such meeting, except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

#### Section 6.5. Amendment of Bylaws

The Board of Directors shall have the power to alter or repeal any Bylaws of the Corporation and to make new Bylaws, provided written notice of any such proposed alteration or repeal is given in the manner prescribed for the giving of notice of meetings in these Bylaws.

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The foregoing is certified as the Bylaws of the Corporation adopted by the Board of Directors on October 26, 2023.



Secretary