

CORPORATE BY-LAWS
OF THE
ST. MARY’S COUNTY METROPOLITAN COMMISSION

DEFINITIONS

- A. Board of County Commissioners.** The “Board of County Commissioners” shall mean the Commissioners of St. Mary’s County, Maryland.
- B. Code.** The “Code” shall be the Code of Public Laws of St. Mary’s County, Maryland.
- C. Commission.** The “Commission” shall mean the St. Mary’s County Metropolitan Commission, including all of the Commissioners.
- D. Commissioner.** “Commissioner” shall mean any duly appointed and active member of the Commission.
- E. Corporate Secretary.** The “Corporate Secretary” shall be one of the four (4) corporate officers of the Commission. The Corporate Secretary may be, but is not required to be, the same person who fills the staff position of Executive Assistant.
- F. Corporate Treasurer.** The “Corporate Treasurer” shall be one of the four (4) corporate officers of the Commission. The Corporate Treasurer may be, but is not required to be, the same person who fills the staff position of Chief Financial Officer.
- G. County Commissioner.** “County Commissioner” shall mean a duly elected member of the Commissioners of St. Mary’s County, Maryland.
- H. Officer.** “Officer” shall mean one of the four (4) corporate officers of the Commission; being either the Chairperson, Vice-Chairperson, Corporate Secretary or Corporate Treasurer.
- I. The Maryland Code.** The “Maryland Code” shall mean the Annotated Code of Maryland.
- J. St. Mary’s County Metropolitan Commission.** “The St. Mary’s County Metropolitan Commission” shall mean the St. Mary’s County Metropolitan Commission in its corporate and operational entirety to include the administrative, fiscal, engineering and facilities management departments and all the staff of those departments.

ARTICLE I

ST. MARY'S COUNTY METROPOLITAN COMMISSION

1.1 Statutory Authority

The St. Mary's County Metropolitan Commission is established under the Code of Public Laws of St. Mary's County, Maryland and its general authority, functions, responsibilities and procedures are set forth in Chapter 113 of the Code.

1.2 Commissioners

As provided in Section 113-1 of the Code, the Commission shall be composed of seven (7) Commissioners, with one (1) Commissioner acting as a representative of each the First, Third, Sixth, Seventh and Eighth Election Districts, one (1) Commissioner representing both the Second and Ninth Election Districts and one (1) Commissioner representing both the Fourth and Fifth Election Districts. Unless otherwise specifically provided in the Code, each Commissioner shall be a resident of the Election District(s) for which representation is provided.

1.3 Staff

The St. Mary's County Metropolitan Commission shall have a staff consisting of at least a Director/Executive Director (hereinafter referred to as "Director"), Assistant/Deputy Director (hereinafter referred to as "Assistant Director"), Chief Engineering Officer, Chief Financial Officer, Chief Human Resources Officer, Chief Information Technology Officer, and Chief Facilities and Operations Officer. Additional staffing shall be provided as determined by the Commission in order to fulfill the goals and objectives of the Commission as effectively as possible.

ARTICLE II

COMMISSION MEETINGS

2.1 St. Mary's County Open Meetings Act.

The Commission shall conduct all public meetings of the Commissioners in accordance with the open meeting laws contained in State Government Article, Sections 10-501 *et seq.* of the State Government Article of the Annotated Code of Maryland.

2.2 Meeting Defined.

A meeting of the Commission shall be the convening of a quorum of the Commissioners for the consideration or transaction of public business. A meeting may be regular or special, as set forth herein below.

2.3 Regular Meetings.

2.3.1 Frequency.

The Commission shall endeavor to meet twelve (12) times per year, on the fourth Thursday of each month. These monthly meetings shall be the “Regular Meetings” of the Commission.

2.3.2 Time & Place

Unless otherwise designated in advance, Regular Meetings shall be held in the conference room of the principal administrative offices of the St. Mary’s County Metropolitan Commission, located at 23121 Camden Way, California, Maryland 20619. Regular Meetings shall begin at 3:00 p.m. and shall continue until adjourned.

2.3.3 Quorum Required.

A simple majority, consisting of at least four (4) of the Commissioners, shall constitute a quorum. A meeting for the transacting of business shall not be held without a quorum of the Commissioners.

2.3.4 Action by Commissioners

Any action taken by a simple majority of a quorum of Commissioners at a meeting shall constitute official action of the Commission, unless otherwise provided herein.

2.3.5 Agenda

The Corporate Secretary, as more fully described in Section 4.2.2 herein below, with the collaboration of the Director or the Assistant Director, and subject to the final approval of the Director or the Chairperson of the Commission, shall prepare an agenda for each Regular Meeting of the Commission. The Agenda shall list all items to be considered by the Commission. Any Commissioner may request that an item be placed upon the Agenda for consideration.

The order of business at all Regular Meetings shall follow the Agenda, as closely as possible. By a majority vote of a quorum present during any Regular Meeting, agenda items may be rescheduled, removed or deferred, and additional agenda items may be added.

2.3.6 Meeting Attendants

In addition to the presence of a quorum of the Commissioners, Regular Meetings shall also be attended, whenever possible, by the Director, Assistant Director, General Counsel to the Commission, a Corporate Secretary and a Corporate Treasurer. To the extent that consideration of the agenda items may require the presence of the Chief Financial Officer (if other than the Corporate Treasurer), Chief Engineering Officer, Chief Facilities and Operations Officer, Chief Information Technology Officer or the Chief Human Resources Officer, these persons, together with any necessary support staff may also attend Regular Meetings.

2.3.7 Motions; Conduct of Meeting.

2.3.7.1 Presiding Officer. The Commission Chairperson, if present at the meeting, shall serve as the Chairperson of the meeting. In the absence of the Commission Chairperson, the Commission Vice-Chairperson shall serve as the Chairperson of the meeting. In the absence of both the Commission Chairperson and the Commission Vice-Chairperson, a meeting Chairperson shall be selected by the Commission members present at the meeting by a simple majority vote.

2.3.7.2 Motions. Any matter to be voted upon at a Regular Meeting shall be initiated with the making of a motion setting forth the precise issue upon which the Commissioners will vote. The Chairperson shall not make a motion or second a motion. The person making the motion shall be designated as the mover. All motions shall be seconded by one other than the mover. The name of the mover and the person seconding the motion shall be appropriately recorded. Only after a motion has been seconded shall the Chairperson invite discussion on the motion as proposed and seconded. Following any discussion of the motion, a vote shall be taken by “yeas” and “nays” and the Corporate Secretary shall record the number of yeas and nays on each motion.

2.3.7.3 Robert’s Rules. Except as may be otherwise prescribed herein, Regular Meetings shall be conducted in accordance with Robert’s Rules of Order.

2.3.8 Voting.

When a Motion has been made and seconded, and at the conclusion of any related discussion, each Commissioner present at the meeting shall vote either yea or nay, or may abstain from voting. Failure or refusal of any Commissioner to indicate yea, nay or abstention will be construed and recorded as a yea vote. No other response other than yea, nay or abstention may be given by any Commissioner. Any Commissioner who chooses to abstain from a vote shall state the reason for the abstention, and shall thereafter be disqualified from any participation in discussion of the matter, including any subsequent reconsideration. All abstentions shall be recorded by the Corporate Secretary.

2.3.9. Executive Session.

The Commissioners may meet in closed or executive session or adjourn into closed or executive session only for the purposes set forth in the Open Meetings Act as set forth in Section 10-508 of the State Government Article of the Annotated Code of Maryland.

The Commissioners shall only meet in closed session if a simple majority of a quorum of the Commissioners vote in favor of entering a closed or executive meeting session. The vote to meet in closed session shall be recorded by the Corporate Secretary.

Before entering a closed or executive session: (1) all staff members not involved in the subject matter of the closed session, and all members of the public, shall leave the meeting room but the Director, Assistant Director, General Counsel and the Corporate Secretary may

remain in attendance; and (2) the Corporate Secretary shall record, in writing, the reason(s) for closing the meeting and a listing of the topics to be discussed during the closed session, as required by the said Open Meetings Act.

2.3.10 Meeting Minutes; Tape Recording.

Written minutes shall be kept by the Corporate Secretary of all Regular Meetings of the Commission. The minutes shall include a record of the vote of each Commissioner on all actions taken. At the time any vote is taken, a Commissioner may request that the reason for his or her vote or abstention be recorded in the meeting minutes. Minutes of all open meetings of the Commissioners shall be retained indefinitely. All public meeting minutes shall be promptly prepared and shall be open to public inspection during normal business hours.

If an entire Regular Meeting of the Commissioners is held in closed session, the minutes of the next Regular Meeting of the Commissioners shall include a statement of purpose of the closed meeting and shall record the vote of each Commissioner resulting in the closed session and the authority for closing the meeting under the Open Meetings Act.

Minutes of closed or executive sessions may be reviewed by a Commission member, upon request to the Corporate Secretary, and shall not be open to public inspection, except as may be required by the Maryland Open Meetings Act and or the Maryland Public Information Act. All minutes of closed or executive sessions shall be retained indefinitely and protected from unauthorized examination by the Corporate Secretary in accordance with the Maryland Public Information Act.

2.3.11 Public Participation.

Members of the general public have a right to attend the open meetings of the St. Mary's County Metropolitan Commission, however, members of the general public do not have the right to participate in the meeting in any way and may only speak if invited to do so by the Chairperson of the meeting. The Commission may remove, or cause to be removed, any person(s) from any open meeting upon a determination by the Chairperson that the person's behavior is disruptive to the meeting.

All members of the public who wish to attend any open meeting of the St. Mary's County Metropolitan Commission shall sign-in at the beginning of the meeting. Any member wishing to speak to the Commissioners shall indicate, on the sign-in sheet, the subject or issue about which they wish to speak. At the sole discretion and pleasure of the Chairperson of the meeting, a member of the public may be permitted to speak, however speakers may be limited to a maximum number of speaking minutes, at the Chairperson's sole discretion. The Chairperson of the meeting may wish to grant additional speaking time to elected officials, local government, or representatives from other organizations.

A Request for Appointment on the Commission Meeting Agenda (Form) must be completed and submitted via email to agenda_request@metcom.org or to the Administrative Office no less than two (2) weeks prior to the scheduled open meeting in order for members of the general public to be considered for inclusion on the agenda in accordance with Section 2.3.5.

2.3.12 Attendance at Meetings.

All Commissioners shall use every reasonable effort to attend all meetings of the Commission in person. If a Commissioner's in person attendance this is not possible, participation by conference call or other means of electronic communication shall be permitted. Should a Commissioner participate by conference call or other means of electronic communication, the following conditions shall be observed:

1. A Commissioner's participation by conference call or other means of electronic communication shall be permitted when the Commissioner is unable to physically attend a meeting;
2. Where a Commissioner is participating in a meeting by conference call or other means of electronic communication, all deliberations during the meeting must be conducted through the use of a two-way speaker phone system or other electronic devices that allow all other Commissioners and the public to hear all of comments made by any Commissioner participating by conference call or other means of electronic communication;
3. All votes during a meeting involving a Commissioner participating by conference call or other means of electronic communication shall be taken by roll call. Each Commissioner must identify herself or himself verbally before each roll call vote;
4. Meetings involving a Commissioner participating by conference call or other means of electronic communication shall be held in accordance with the established Call-In Meeting Attendance Procedures; and
5. Commissioners may participate remotely in closed or executive session meetings.

2.4 Special Meetings.

The Chairperson of the Commission, at the request of either another Commissioner or the Director, or upon his or her own initiation, may call a special meeting of the Commission, to be held in addition to a Regular Meeting. These additional meetings shall be Special Meetings. In the event three (3) or more Commissioners request a Special Meeting in writing to the Director, the Director shall call a Special Meeting.

All of the same provisions set forth herein above in Section 2.3 shall be also applicable to any Special Meetings of the Commissioners.

2.5 Emergency Actions.

In the event of any emergency necessitating consideration or action by the Commission members, the Director or Assistant Director shall have the authority to call for an emergency meeting of the Commission. An emergency meeting shall be arranged by first attempting to contact the Chairperson and then the Vice-Chairperson, and then all of the remaining Commission

members. The emergency meeting shall be held at the soonest possible time a quorum of the Commission can meet. An emergency meeting shall under no circumstance replace any Regular Meeting of the Commission.

There shall be no informal polling of, or voting by, Commission members via telephone. Any such formal discussion or action shall require an emergency meeting of the Commission as provided herein above.

ARTICLE III

COMMISSIONERS

3.1 Appointment.

Each of the seven (7) Commissioners of the Commission shall be appointed by the Commissioners of St. Mary's County, in accordance with Section 113-1 of the Code. There shall be one (1) Commissioner appointed to represent each of the following five election districts of St. Mary's County: First, Third, Sixth, Seventh and Eighth. Additionally, there shall be two (2) additional Commissioners appointed: one (1) Commissioner to represent the Second and Ninth election districts and one (1) Commissioner to represent the Fourth and Fifth election districts, for a total of seven (7) Commissioners.

Each Commissioner must reside in the election district he or she represents. If representing two (2) election districts, a Commissioner must reside in one or the other election districts represented.

3.2 Terms of Appointment.

Commissioner appointments shall be for terms of three (3) years ("Term"). A Commissioner may serve no more than two (2) consecutive Terms.

3.2.1 Incomplete Term Appointments. In the event a Commissioner is appointed to fill a vacancy created by a Commissioner who either: (1) resigns prior to the end of his or her Term; or (2) is removed from office prior to his or her Term, the successor Commissioner shall be entitled to complete the Term of the vacating Commissioner plus two (2) additional consecutive full terms.

3.2.2 Commissioner Holdover. In the event a successor Commissioner is not appointed prior to the end of an outgoing Commissioner's second Term or at the end of an outgoing Commissioner's first term who chooses not to serve a second term, the outgoing Commissioner shall, upon the request of the Commissioners of St. Mary's County, remain as a member of the Commission board until such time as a successor Commissioner is appointed and qualified.

3.2.3 Delayed Appointments. In the event a successor Commissioner is appointed after the conclusion of an outgoing Commissioner's Term, the successor Commissioner's term shall commence as of the date his or her term would have commenced had

the appointment not been delayed. The successor Commissioner shall be entitled to complete the partial Term plus two (2) additional consecutive full terms.

3.2.4 Notice. Prior to the conclusion of any Commissioner's Term or the conclusion of a partial term served by a Commissioner who is appointed to replace a Commissioner who does not complete his or her term, the successor Commissioner shall provide the Commissioners of St. Mary's County with notice of his or her intent to serve an additional Term, at which time the successor Commissioner may be re-appointed to serve an additional Term.

3.3 Election of Chairperson and Vice-Chairperson; Terms of Office.

Each year, at the June Regular Meeting of the Commission, the Commissioners shall elect a Commission Chairperson and a Commission Vice-Chairperson. The election of the Chairperson and Vice-Chairperson shall occur as follows:

3.3.1 Nominations for Chairperson. Prior to the conclusion of the meeting, the presiding Chairperson shall call for nominations for the position of Chairperson. Each nomination must be seconded. If no second is had, the nomination is not endorsed and fails. Once all nominations have been made and seconded, the Chairperson will close the floor to any further nominations. If only one person has been nominated, the Chairperson may declare the nominee as elected, thus effecting the election by unanimous consent or "acclamation."

3.3.2 The Vote. Where there is more than one nominee for the position of Chairperson, the Chairperson shall state, one-by-one, the names of each nominee in the order in which they were nominated. As each nominee is named, the Commissioners, including the nominee and the Chairperson, shall cast a vote in favor of the nominee by raising a hand. A Commissioner not raising his or her hand is considered a 'Nay' vote for the nominee. Each Commissioner is entitled to one vote for each position. The nominee having the highest number of votes shall win the position of Chairperson.

3.3.3 Nominations for Vice-Chairperson. The presiding Chairperson shall then repeat the nomination and election process for the position of Vice-Chairperson.

3.3.4 Commencement of Term. The newly elected Chairperson and Vice-Chairperson shall preside in their newly appointed capacities, on the first day of July immediately following the June meeting at which each office was elected.

3.3.5 Terms of Office. The Chairperson and Vice-Chairperson shall serve for a term of one (1) year which term shall end on the 30th day of June of the following year.

3.3.6 Term Limits. No Commissioner shall serve for more than three (3) consecutive years as the Chairperson or the Vice-Chairperson. However, a Commissioner may serve up to a total of five (5) consecutive years if the years of service are divided between the offices of Chairperson and Vice-Chairperson (i.e. 2 years as Vice-Chairperson and 3 years as Chairperson).

3.4. Removal of Chairperson; Vice-Chairperson; Commissioners.

3.4.1 Motion to Remove Chairperson or Vice-Chairperson. If at any time during the term of any presiding Chairperson or Vice-Chairperson, any Commissioner believes it would be in the best interest of the Commission for the presiding Chairperson or presiding Vice-Chairperson to be removed from office, any such Commissioner may initiate a motion, at any Regular or Special Meeting of the Commissioners, thereby requesting the removal from office of the presiding Chairperson or Vice-Chairperson. Any such motion shall only be made at a meeting wherein all Commissioners, as opposed to a mere quorum, are present. Any such motion shall be seconded and must be carried by a majority vote of all of the Commissioners.

3.4.2 Replacement of Chairperson; Vice-Chairperson. In the event any Chairperson or Vice-Chairperson is removed from office prior to the end of the one (1) year term, the Commissioners shall, during the same meeting at which either officer is removed, conduct the nomination and election process set forth in Section 3 of this Article, to elect a replacement Chairperson or Vice-Chairperson.

3.4.3 Term of Replacement Chairperson; Vice-Chairperson. Any such Commissioner who shall be elected Chairperson or Vice-Chairperson in the middle of a term year shall serve in the designated office until the following June Regular Meeting, at which time a new Chairperson and Vice-Chairperson shall be elected in accordance with Section 3.3 of this Article.

3.4.4 Removal of Commissioners. No Commissioner shall be removed from office prior to the expiration of his/her term except by a majority vote of the Board of County Commissioners. If any Commissioner is so removed, a replacement Commissioner shall be appointed in accordance with Section 3.1 herein.

3.5. Resignation of Chairperson; Vice-Chairperson; Commissioners.

3.5.1 Resignation of Commissioner. If at any time during a three (3) year term, a Commissioner desires to resign from service, a written resignation shall be provided to the Chairperson stating the last date on which the resigning Commissioner will serve as a Commissioner. Upon receipt of such notice of resignation, the Chairperson shall provide appropriate notice to the Board of County Commissioners thereby requesting that a successor Commissioner be appointed from the appropriate election district. Until a successor Commissioner has been appointed to fill the vacancy created by a resignation, that seat on the Commission shall remain vacant.

3.5.2 Resignation of Chairperson; Vice-Chairperson. If at any time during his/her one (1) year term the Commission Chairperson or the Commission Vice-Chairperson is unable or unwilling to continue serving as Chairperson or Vice-Chairperson, the Chairperson or Vice-Chairperson may resign from office and continue to serve as a Commissioner. The Chairperson may resign from office by providing written notice of resignation to the Vice-Chairperson and the Director. The Vice-Chairperson may resign from office by providing written notice to the Chairperson and the Director. A mid-term vacancy in the office of either the Chairperson or Vice Chairperson shall be filled in accordance with the provisions of Section 3.3 herein. Any Commissioner filling such a vacancy shall be permitted, if duly elected at the June

Regular Meeting, to serve an additional full one-year term in office, after completion of the partial term served to fill the vacancy of the resigning officer.

3.6. Statutory Powers and Duties of Commissioners.

In accordance with Section 113-2 of the Code, the members of the Commission are a body politic and corporate having the right to use a common seal, to sue and be sued, and to do all other corporate acts for the purpose of effectuating the business of the Commission.

3.7. General Powers and Duties of Chairperson.

3.7.1 Presiding Officer; Voting.

The Commission Chairperson shall preside over all board meetings of the St. Mary's County Metropolitan Commission and shall perform the customary duties of the office of the Chair of a governmental body.

3.7.2 Authority to Sign Official Documents on Commission's Behalf.

The Commission Chairperson shall have the authority to sign all official documents on behalf of the Commission, including but not limited to deeds, bonds, resolutions, public works agreements, easements, contracts, loan applications and all official documents necessary to apply for or administer federal, state and local grant programs.

As may be necessary from time to time, an official resolution of the Commission, authorizing the Chairperson to sign certain documents on behalf of the Commission, may be executed.

3.7.3 Authority to Appoint Committees.

The Chairperson may, with the consent of a quorum of the Commissioners, select, appoint and name any Commissioners, Commission staff, General Counsel, private citizens, if and as appropriate, to serve on a permanent or ad hoc committee to serve the Board of Commissioners, as may be necessary or desired from time to time.

3.7.4 Representative of Commission.

The Chairperson shall represent the Commission and express the Commission's position in all matters relating to the business of the Commission. The Chairperson shall act as a liaison between the public and the Commission and shall promote the general well-being of the Commission whenever possible.

3.8. General Powers and Duties of Vice-Chairperson.

The Vice-Chairperson shall act in the capacity of the Chairperson and shall have all the same powers, rights, responsibilities and duties, whenever the Chairperson is unable to act in his or her official capacity.

3.9. General Duties of Commissioners.

Each Commissioner shall act as a representative of the citizens of his or her election district to promote the best interests of said citizens as they relate to the business of the Commission. In such capacity, each Commissioner shall act as a liaison between the citizens of his or her election district to promote open lines of communication between the public and the Board of Commissioners and to promote the business and general well-being of the Commission and its endeavors.

ARTICLE IV

CORPORATE OFFICERS

4.1 Officers.

The corporate officers of the Commission shall be the Chairperson, Vice-Chairperson, Corporate Secretary and Corporate Treasurer.

4.2 Appointment.

4.2.1 Chairperson and Vice-Chairperson.

The Chairperson and Vice-Chairperson shall be appointed as specifically set forth herein above in Section 3.3.

4.2.2 Corporate Secretary.

The Corporate Secretary shall be appointed, for an indefinite term, by the Chairperson, with a vote of at least a simple majority of all Commission members. Typically, the Commission staff position of the Executive Assistant will also serve as the Corporate Secretary, although any capable staff member or Commission member may be designated as the Corporate Secretary.

In the event the Executive Assistant has filled the staff position for a period of less than six (6) months, the Director or Assistant Director shall temporarily serve as the Corporate Secretary until the six (6) month probationary period has been successfully completed by the new Executive Secretary, at which time the Executive Secretary may be appointed as the Corporate Assistant. In the event an existing Executive Secretary is placed on probation during the term of employment for any reason, the Director or Assistant Director shall serve as the Corporate Secretary until such time as the Executive Assistant may be removed from probation.

4.2.3. Corporate Treasurer.

The Corporate Treasurer shall be appointed, for an indefinite term, by the Chairperson, with a vote of at least a simple majority of all the Commission members. Typically, the Commission staff position of the Chief Financial Officer will also serve as the Corporate

Treasurer, although any capable staff member or Commission member may be designated as the Corporate Treasurer.

In the event the Chief Financial Officer has filled the staff position for a period of less than six (6) months, the Director or Assistant Director shall temporarily serve as the Corporate Treasurer until the six (6) month probationary period has been successfully completed by the new Chief Financial Officer, at which time the Chief Financial Officer may be appointed as the Corporate Treasurer. In the event an existing Chief Financial Officer is placed on probation during the term of employment for any reason, the Director or Assistant Director shall serve as the Corporate Treasurer until such time as the Chief Financial Officer may be removed from probation.

4.3 Duties.

4.3.1 Chairperson. The Chairperson shall have all of those duties as set forth herein above in Section 3.7.

4.3.2 Vice-Chairperson. The Vice-Chairperson shall have all of those duties as set forth herein above in Section 3.8.

4.3.3 Corporate Secretary. The Corporate Secretary shall be the direct administrative point-of-contact for all Commissioner meetings and shall serve, when appropriate, as the liaison between the Commissioners and Commission staff with respect to scheduling, meeting agendas, document execution and general and routine correspondence.

The Corporate Secretary shall be responsible for providing the Commissioners with any information or documents, which may need to be reviewed prior to any Commissioner meeting. The Corporate Secretary shall further be responsible for assembling any informational packages to be provided to the Commissioners at any Commissioner meeting.

The Corporate Secretary shall be responsible for ensuring that all Commissioner meetings are appropriately recorded by tape recorder or other means and the Corporate Secretary shall further be responsible for the transcribing the recorded proceedings of any meeting into formal written meeting minutes. Once prepared, the minutes of every Commission meeting shall be safely kept by the Corporate Secretary indefinitely.

The Corporate Secretary shall be responsible for recording, in written form, the substance and maker of every motion made at any Commission meeting, and shall further keep written record of which Commissioner seconded any motion so made as well as the number of “yea” and “nay” votes on any such motion. In the event any Commissioner abstains from any vote, the Corporate Secretary shall make written record of which Commissioner(s) abstained and the reason given for the abstention.

The Corporate Secretary shall maintain a current Notary Public and shall be primarily responsible for notarizing any official documents of the Commission necessitating notarization.

4.3.4. Corporate Treasurer. The Corporate Treasurer shall be responsible for the preparation of any and all financial records, reports and analyses pertaining to the daily operation of the Commission. In such capacity, the Corporate Treasurer shall be primarily responsible for providing any Commissioner with any historical, present or forecasted budgeted or actual financial information, as may be requested from time to time.

The Corporate Treasurer shall further make every reasonable effort to attend all Commission meetings and shall be responsible for making a monthly report to the Commissioners on the status of the current fiscal year's budget, as compared to the projected budget and as compared to the same month of the preceding fiscal year. The Corporate Treasurer shall also make a monthly report on the accounts receivable status and shall be available to answer any fiscal-related questions that may arise during the course of a Commission meeting from any Commissioner, the Director or the Assistant Director.

The Corporate Treasurer shall further be responsible, in a general sense, for any matter related in any way to monies either paid to or paid by the Commission and shall be responsible for maintaining current and accurate accounting records to document account balances and the general financial position of the Commission at all times, in accordance with Generally Accepted Accounting Principles.

The Corporate Treasurer shall further be primarily responsible for preparing all accounting documents necessary for the completion of the Commission's annual audit and shall be the primary point-of-contact for coordinating and overseeing the annual audit.

4.4. Term of Office.

4.4.1. Chairperson. The term of office of the Chairperson shall be as specifically provided in Section 3.3 herein above.

4.4.2. Vice-Chairperson. The term of office of the Vice-Chairperson shall be as specifically provided in Section 3.3 herein above.

4.4.3. Corporate Secretary. The term of office of the Corporate Secretary shall be indefinite, terminating only upon a majority vote of all Commission members to remove the existing Corporate Secretary from office, or upon the termination of employment, for any reason, of the Staff position of Executive Assistant.

4.4.4. Corporate Treasurer. The term of office of the Corporate Treasurer shall be indefinite, terminating only upon a majority vote of all Commission members to remove the existing Corporate Treasurer from office, or upon the termination of employment, for any reason, of the Staff position of Chief Financial Officer.

4.5 Removal.

4.5.1. Chairperson or Vice-Chairperson. Removal from office of the Chairperson or Vice-Chairperson shall be accomplished as set forth in Section 3.4 herein above.

4.5.2. Corporate Secretary or Corporate Treasurer. Removal from office of the Corporate Secretary or Corporate Treasurer shall require a majority vote of all Commission members. In the event the Corporate Secretary and/or Corporate Treasurer is removed from office, the Director or Assistant Director shall serve as the temporary Corporate Secretary or Corporate Treasurer until such time as the newly appointed Corporate Secretary or Corporate Treasurer has successfully completed a six (6) month probationary period.

4.6 Ethics Requirements. The corporate officers of the Commission shall be required to comply with the Code of Ethics requirements as set forth in Chapter 158 of the Code of Public Local Laws of St. Mary's County, Maryland.

ARTICLE V

DIRECTOR & ASSISTANT DIRECTOR

5.1 Director.

5.1.1 Appointment. In accordance with Section 113-1(c) of the Code, the Board of Commissioners shall appoint, discharge and fix the compensation of a Director. This authority shall be exercised by the Board of Commissioners as specifically set forth in Section 6.2 herein.

5.1.2 General Duties. The Director acts on behalf of the Commission and, in that capacity, the Director is authorized to sign all checks, contracts, certain procurement approvals and plats. The Director further coordinates, plans, oversees and manages the activities of the Commission through the combined efforts of the Administrative, Fiscal, Engineering, Human Resources, Information Technology, and Facilities and Operations departments; fosters and maintains positive relations with the public; oversees personnel policies, plans and procedures; acts as a liaison between local, State and Federal governments agencies that regulate and direct the business of the Commission; acts as liaison between Commissioners and Commission staff; oversees timely and appropriate development of water and sewer line expansion throughout St. Mary's County; develops and manages comprehensive operating and capital improvement budgets; manages the Commission's land acquisitions and generally promotes and conducts the business of the Commission as efficiently as possible.

5.1.3 Personnel Authority of Director. The Director shall be responsible for the hiring and termination of employees in all staff positions, except employees in positions of any Department Head, General Counsel, and Assistant Director.

Notwithstanding the foregoing, the Director may terminate an employee in the position of any Department Head, General Counsel, or Assistant Director should the Director deem such termination necessary for the protection of the general welfare and safety of the Commission. Such termination shall be temporary pending the final approval by the Commission at its next regularly scheduled or special meeting. During the time of said temporary termination, the employee shall be placed on administrative leave without pay pending the final determination by the Commission.

5.2 Assistant Director

5.2.1 Appointment. An Assistant Director, to assist the Director with the duties of managing the Commission and to act in the position of the Director whenever it may become necessary to do so, shall be hired and terminated in accordance with Section 6.2 herein.

5.2.2 General Duties. The Assistant Director shall assist the Director with managing the daily operations of the Commission and shall be directly involved in fiscal operations, engineering and facilities management, personnel matters, public interfaces, public advocacy of Commission positions, governmental regulation and interaction with local and state government officials in the promotion of Commission business.

ARTICLE VI

COMMISSION STAFF AND DEPARTMENT HEADS

6.1 General.

In addition to a Director and Assistant Director, the Commission Staff shall be comprised of at least a Chief Financial Officer, a Chief Engineer, a Chief of Facilities and Operations, a Chief Human Resources Officer and a Chief Information Technology Officer, each of whom shall be designated as Department Heads and shall have the general responsibility and authority to determine, with the approval of the Director and Assistant Director, the staffing requirements of their respective departments and to organize the staff and the job requirements to facilitate the business of the Commission as efficiently as possible.

6.2 Hiring and Termination.

6.2.1 Hiring. The hiring for any Department Head position, General Counsel, Assistant Director or Director shall be the responsibility of an interview panel consisting of at least two (2) Commissioners. The Chief Human Resources Officer may propose the individual Commission members to serve on an interview panel with the Board of Commissioners making the final determination as to which Commissioners will serve on the panel. The Board of Commissioners may defer the service of Commissioners on the panel, except where the position being consider is for Director. An interview panel shall include the Director unless the vacant position being considered is for that of Director. Interviews shall be conducted in accordance with the Commission's Employee Manual. If the vacant position being considered is the Chief Human Resources Officer, the Commissioner representatives on the panel shall be proposed by the Director to the Board of Commissioners.

The Commission may offer employment contracts to Department Head positions pursuant to Chapter 113-1. The offer of an employment contract shall be at the discretion of the Commission Board.

6.2.2 Termination. The termination of any Department Head position shall be conducted in accordance with and pursuant to the policies and procedures prescribed in the

Commission's Employee Manual unless otherwise provided in an employment contract in effect at the time of termination.

6.3 Non-Customary Increase of Employee Salary, Wage, Benefits.

Any proposed action to increase the salary or wage rate of any employee(s) or any proposed action to improve, in any way, the employment benefits of any employee (s), above, beyond or in excess of that which is customarily provided for by the Commission's adopted Pay and Classification System or the Commission's Merit Pay Plan, shall be decided by a majority vote of a quorum of the Commissioners. In no event shall any such non-customary salary or wage rate increase, or any such non-customary improvement of employee benefits, be implemented by the Director, or any other staff of the St. Mary's County Metropolitan Commission, without said majority vote of a quorum of the Commissioners.

6.4 Department Heads.

6.4.1 Chief Financial Officer. The Chief Financial Officer shall supervise and manage all activities, operations, and personnel of the Fiscal and Information Services Department, including the supervision of accounts receivable, collections, general ledgers and journal reconciliation; ensure regulatory compliance with Commission financial and general accounting policies; manage the automated data processing systems for customer billing, payroll, purchasing, accounts payable, cost accounting and general financial management; manage debt service and amortization requirements; oversee general and single audits; supervise acquisition of state and federal grant funding; and generally oversees all functions of the Commission relating in any way to fiscal, financial, information system or telecommunications issues.

6.4.2 Chief Engineering Officer. The Chief Engineering Officer shall manage all design and construction projects and oversees development of project plans and specifications; interface with contractors and technical consultants to design and construct water and wastewater projects; oversee inspection of all projects to ensure compliance with applicable regulations; monitors the water and wastewater needs of St. Mary's County to develop plans for logical and efficient expansion of water and wastewater facilities; manages the Commission permitting processes; and generally manages and oversees all Commission planning, design, engineering and construction activity in furtherance of Commission endeavors.

6.4.3 Chief Facilities and Operations Officer. The Chief Facilities and Operations Officer shall direct all operations, activities and personnel of the Operations and Maintenance Department and ensures compliance of all Commission operations with all applicable State and Federal regulatory directives and requirements; manages the maintenance programs for all Commission equipment, buildings and grounds; manages personnel continuing education and permitting procedures and requirements; monitors statistical water and wastewater operational information trends and performance indicators; manages safety, training and certification programs; monitors efficiency of Commission operations and maintenance; generally manages all facilities, maintenance and operational concerns of the Commission.

6.4.4 Chief Human Resources Officer. The Chief Human Resources Officer shall plan and direct the Commission's human resources programs and services; develop human

resources policies and procedures; manage employee benefits programs; ensure compliance with all applicable personnel codes, federal, state, and local laws, rules, regulations, standards, policies and procedures; serve as plan administrator for all insurances and annuity plans; communicate with staff and assist in the resolution of insurance issues; manage the recruitment and selection of new employees; conduct orientations for new employees; maintain all personnel records; serve as Commission State Retirement Coordinator; serve as Back-up Breath Alcohol Technician; oversee training programs of all employees; and perform other duties as assigned.

6.4.5 Chief Information Technology Officer. The Chief Information Technology shall oversee the operation of the Information Technology Department and ensure it aligns with the objectives of the Commission; plans, coordinate, direct and design all operational activities of the Information Technology Department, as well as provide direction and support for information technology solutions that enhance mission critical business operations; formulate and deploy long-term plans for acquiring and enabling efficient and cost-effective information processing and communication technologies; oversee provision of end-user services; develop and implement all information technology policies and procedures; manage information technology staffing; and perform other duties as assigned.

ARTICLE VII

BUDGET; FISCAL; CONTRACTS; PROCUREMENT

7.1 Fiscal Year.

The fiscal year of the Commission shall begin on July 1st and end on June 30th of each year.

7.2 Annual Operating Budget.

7.2.1 Approval.

The annual operating budget for the Commission for the new fiscal year beginning July 1st of any given operating year shall be proposed to the Board of Commissioners, by the Director, at or before the regularly scheduled May meeting. The proposed operating budget shall be approved by the Commission on or before June 30th.

7.2.2 Balanced Budget Requirement.

The annual operating budget proposed to the Board of Commissioners as set forth herein above shall be a balanced budget wherein the projected income from all public water system customers for any budget year must be greater than or at least equal to the projected expenses to operate all public water systems; and the projected income from all public sewer system customers for any budget year must be greater than, or at least equal to, the projected expenses to operate all of the public sewer systems. Under no circumstance may a proposed water system operating budget or a proposed sewer system operating budget, respectively, be proposed and approved where the projected expenses exceed projected income.

7.2.3 Budget Line Item Amendment.

In the event it becomes necessary to modify any specific line item(s) in the Annual Operating Budget during the fiscal year, the Director, after having determined the necessity for any such mid-year line item adjustment, may, at any Regular or Special Meeting of Board of Commissioners, advise the Commissioners of the need for such budget line item amendment. Upon such advisement, the Commissioners shall initiate a motion and a vote to approve, approve with modification, or reject the budget line item amendment(s) proposed by the Director. Under no circumstance may any proposed or approved budget line item adjustment be approved with the intention of causing or resulting in an unbalanced annual operating budget unless the Commissioners vote to authorize the expenditure of funds from the Commission's General Reserve Fund, as discussed in Section 7.2.4, herein below, to cover the unbudgeted expenses.

A proposed line item adjustment may, in certain circumstances, be a re-allocation of income and expenses such that there is no net effect on the annual operating budget. Such a budget line item adjustment also requires the approval of the Board of Commissioners.

7.2.4. General Reserve Fund.

It shall be a goal, but not a requirement, of the Commission, as part of the annual budget preparation and approval process, to set aside a sum of money equal to seven percent (7%) of the total operating budget, to be placed into a General Reserve Fund. The balance of monies maintained in the General Reserve Fund may be utilized by the Commission to cover the costs of any unanticipated costs that the Commissioners determine must or should be incurred from time to time. This provision is intended only to establish a budgetary goal of the Commission and is not intended to create any obligation of the Commission to commit any minimum or maximum annual allocation of monies to the General Reserve Fund.

7.2.5. Debt Service Reserve Fund.

7.2.5.1. Purpose. The Commission shall maintain a Debt Service Reserve Fund, which fund shall hold all monies received by the Commission, from customers, as monthly debt-service payments to be used in satisfaction of the Commission's various annual debt obligations.

7.2.5.2. Surplus Balances. Because the debt-service requirements for Commission customers are estimated at the time a debt is incurred by the Commission, this account may, from time to time, contain a surplus balance, above and beyond the amount(s) needed to meet the Commission's annual debt obligation(s). Any such surplus balance in the Debt Service Reserve Fund shall be used by the Commission toward the costs of repair, replacements or any extraordinary expenses incurred in the maintenance and operation of the water or sewer systems under the control of the Commission.

7.2.5.3. Other Use of Surplus Balances. From time to time, the Commission may deem it necessary and appropriate to borrow monies from the surplus balance that may exist in the Debt Service Reserve Fund, for internal use by the Commission, for purposes

other than to defray the costs of repair, replacements or any extraordinary expenses incurred in the maintenance and operation of the water or sewer systems. Any such borrowing of monies for any such other purposes shall be approved by a majority vote of all of the Commission members. Any such monies borrowed shall be re-paid to the Debt Service Reserve Fund together with interest at the time the monies were borrowed. The term of re-payment shall be as deemed appropriate by the Commission at the time the borrowing is approved.

7.3 Authority to Sign Checks

7.3.1 Signatures Required; Mode of Signature.

All checks, drafts or other orders for the payment of money, issued in the name of the Commission shall be signed by any two (2) of the following persons: Director, Assistant Director, Chief Financial Officer, Chief Engineering Officer or any Commissioner having been granted check-signing authority pursuant to Section 7.3.2 herein below. Under no circumstance may any check, draft or other orders for the payment of money, be signed by less than two (2) authorized persons.

All checks, drafts or other orders for the payment of money, issued in the name of the Commission shall be signed by two (2) of the authorized persons described above, by either of the following modes: (i) the authorized signers may sign an original signature on each such check, draft or other order for the payment of money; or (ii) the authorized signers may, after review and approval of a check register which has been certified by the Chief Financial Officer or designee to be an accurate summary of all checks to be signed for a given period, sign an original signature on each page of the check register, thereby authorizing the two (2) reviewing signers' signatures to be affixed on each check appearing on the said register.

Notwithstanding the mode of signature employed, a copy of the duly certified check register(s), for all checks signed since the last Commission meeting, shall be provided to each Commissioner at each Regular Meeting of the Commission.

7.3.2 Commissioner Check-Signing Authority.

From time to time, as may be deemed necessary by the Commissioners or by the Director, Assistant Director or the Chief Financial Officer, one or more Commissioners shall be granted check-signing authority. Any Commissioner may be granted such authority through the proper execution of a resolution between the Commission and the financial institution(s) with whom the subject financial account(s) may rest.

7.4 Authority to Transfer Funds.

The Chief Financial Officer maintains primary authority to transfer monies between any Commission financial account(s), as might be necessary from time to time. In the absence of the Chief Financial Officer, the Director or Assistant Director may also transfer monies between any Commission financial account(s). At any given time, the necessary and appropriate documentation shall be on file at each financial institution with whom the Commission maintains a savings account to evidence and confirm the names and signatures of the persons having the authority to

transfer monies from such accounts (i.e. the names of the Chief Financial Officer, Director and Assistant Director).

All Commission financial accounts shall be established and maintained with the appropriate restrictions in place to preclude, under any circumstance, any and all withdrawals of monies from any account. All monies held in any Commission financial account may be accessed only via transfer to another Commission account or by the preparation and processing of checking drafts.

7.5 General Requirements for Commission Deposit Accounts.

All Commission financial accounts must be maintained by financial institutions having a branch or place of business within the State of Maryland. All uninsured balances of Commission deposit accounts must be fully collateralized by obligations of the U.S. Government or a federal government agency. All financial institutions with which the Commission holds a deposit account must provide annual financial statements to the Commission.

7.6 Loans

No loans shall be contracted on behalf of the Commission and no evidences of any indebtedness shall be issued in the name of the Commission unless first authorized by a resolution of the Commissioners.

7.7 Contracts

Any contract or agreement having a total dollar value in excess of \$10,000.00 shall require Commissioner approval and the award of such contract or agreement evidenced by the Commissioners signature, under which the Commission will become legally obligated. The Commissioners shall have the authority to direct Commission staff to enter into any contract or to execute or to deliver any instrument in the name of and on behalf of the Commission as may be deemed necessary and appropriate.

The Director may approve the award of and sign any contract having total a dollar value of up to \$10,000.00, under which the Commission will become legally obligated.

7.8 Procurement.

7.8.1. Policy. The Fiscal Department of the St. Mary's County Metropolitan Commission shall be responsible for the maintenance of Commission's Procurement Policy. The Procurement Policy shall be a written document that shall establish in detail the policies and procedures to be followed for the procurement of goods and services by the St. Mary's County Metropolitan Commission.

7.8.2. Review and Revision. The Procurement Policy shall be reviewed at least every three (3) years, by the Chief Financial Officer, the staff of the Purchasing Department, the Assistant Director and the Director, to ensure that the Policy adequately meets the procurement needs of the Commission. In the event it is determined that revisions are necessary to the

Procurement Policy, any such revisions shall be drafted by the Fiscal Department and reviewed and approved by the Assistant Director and the Director. Final revisions to the Procurement Policy shall be submitted to the Commission for review and approval.

7.8.3. Conflict. All matters relating to procurement authority, procedures, approval processes, receipt of goods, payment for goods or services and any other aspects of procurement shall be governed by the said written Procurement Policy of the St. Mary's County Metropolitan Commission. Nothing in these By-Laws is intended to conflict with or to override the provisions of the written Procurement Policy and, in the event of any inconsistency between these By-Laws and the Procurement Policy, the Procurement Policy shall control with respect to all substantive policies and procedures relating to procurement.

ARTICLE VIII

INDEMNIFICATION

8.1 Indemnification.

The Commission shall indemnify any Commissioner or Commission staff member or corporate officer who is a party or who is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the name of the Commission) by reason of the fact that he or she is or was a Commissioner, Director, officer, department head, agent or employee of the Commission, against expenses (including attorney's fees) judgments, fines and any amounts paid in settlement, actually and reasonably incurred by him or her in connection with any such action, suit or proceeding, if he or she acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of the Commission, and, with respect to any criminal action or proceeding, if he or she had no reasonable cause to believe his or her conduct was unlawful.

8.2 No Presumption of Bad Faith or Unlawful Activity.

The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, in and of itself, create a presumption that the person did not act in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of the Commission, and. With respect to any criminal proceeding, shall not create a presumption that the person had reasonable cause to believe his or her conduct was unlawful.

ARTICLE IX

AMENDMENT OF BY-LAWS

9.1 Amendment.

These By-Laws may be amended or repealed and new By-Laws be adopted by a majority vote of the Commissioners at any Regular or Special Meeting of the Board of Commissioners.

9.2 Notice.

Prior to the amendment or repeal of these By-Laws, and prior to the adoption of any new By-Laws, the precise text of any proposed amendment or the precise nature of any proposed repeal, or the precise text of any new By-Laws to be adopted must be provided to the Commissioners, in written form, at any Regular or Special Meeting. From the date on which the Commissioners were provided with the precise text or nature of any proposed By-Laws amendment, repeal or adoption, at least twenty (20) days must lapse prior to any vote of the Commissioners on the proposed By-Laws modification, and such vote must take place at a Regular or Special Meeting of the Board of Commissioners.

ARTICLE X

MISCELLANEOUS PROVISIONS

10.1 Conflict. No provision of these By-Laws is intended to conflict with Code or any provision of the Annotated Code of Maryland and in the event there is any such conflict, the applicable State or local law shall prevail.

10.2 Applicable Law. These By-Laws shall be construed in accordance with the laws of the State of Maryland.

10.3 Section Headings. Section headings are intended for reference purposes only and do not provide or implicate any legal significance.

10.4 Severability. Invalidity of any section or sections of these By-Laws does not affect the legal significance and enforceability of any other section of the document and does not render whole document invalid.