

MASON-DIXON TASK FORCE, INC.

BY-LAWS (Revised August 8, 2014)

ARTICLE I - NAME

Section 1 - The name of this non-profit membership corporation shall be the MASON-DIXON TASK FORCE, INC.

ARTICLE II - OBJECTIVE

Section 1 - The objective of the TASK FORCE shall be to foster inter-county and inter-state cooperation in the planning, management and development of land and water resources along the Mason-Dixon Line. The TASK FORCE shall provide:

1. a forum for the discussion of common issues and exchange of information,
2. advice and support for projects, programs or proposals that address the common goals and issues of member jurisdictions, and
3. educational seminars on regional topics of interest.

Section 2 - The area of operation of the TASK FORCE shall be the geographic areas of all member counties, per Article III, Section 1.

ARTICLE III - MEMBERSHIP

Section 1 - Membership shall include a representative from the following county governments: Adams, Chester, Lancaster, and York Counties in Pennsylvania, New Castle County in Delaware, and Baltimore, Carroll, Cecil, and Harford Counties in Maryland. Membership shall also include a representative from the Institute for Public Administration of the University of Delaware. Additional members may be added upon majority vote of the members.

Section 2 - The voting membership shall consist of one representative from each of the members listed in Article III, Section 1. Each member shall be officially designated to serve in accordance with the duly adopted ordinances, resolutions, regulations, plans or policies of the individual member. Lancaster County is designated as a non-voting member.

Section 3 - A maximum of two alternate representatives may be designated by each member.

Section 4 - Each member shall have one vote.

Section 5 - Emeritus membership may be granted to former representatives upon a majority vote. Emeritus members may not vote, but may serve on committees, serve as recording secretary, and/or hold the office of Treasurer.

Section 6 - Associate membership may be granted to representatives of related organizations or agencies upon a majority vote. Associate members may not vote, but may serve on committees, and/or as recording secretary.

Section 7 - Any member may withdraw from the TASK FORCE upon written notice to the Chair. Such withdrawal shall be effective at the next meeting unless a later effective date has been requested in the notice.

Section 8 - Membership may be revoked by majority vote at a regular meeting of the TASK FORCE. Grounds for revocation of membership shall include, but shall not necessarily be limited to, failure to participate in four consecutive meetings of the TASK FORCE. At the discretion of the members voting for revocation, such revocation may take the form of assigning the non-participating member to a non-voting status.

ARTICLE IV - ADMINISTRATIVE

Section 1 - The membership shall act as the Board of Directors with a Chair, Vice Chair, and Treasurer elected annually from the membership. A Recording Secretary can be appointed by the Chair from the membership or otherwise.

Section 2 - The Board shall determine all questions of policy and shall administer the affairs of the TASK FORCE.

Section 3 - The Board shall receive, administer, record and disburse the funds of the TASK FORCE with care for the objectives of the TASK FORCE.

Section 4 - The Board may employ a staff and contract for services, equipment and supplies.

Section 5 - The Board may receive funds from any public agency for purposes consistent with its objectives. No funds may be received from private individuals, firms or corporations without unanimous consent of the members.

Section 6 - The fiscal year shall be from January 1 through December 31.

Section 7 - The permanent address of the TASK FORCE shall be that of the Chester County Water Resources Authority. The permanent location of records and archives of the TASK FORCE shall be the Chester County Water Resources Authority. The address used for correspondence for performance of day-to-day business may be that of the Chair.

Section 8 - All funds of the TASK FORCE shall be deposited within the Commonwealth of Pennsylvania, the state in which the TASK FORCE is incorporated, in such bank or banks insured by the Federal Deposit Insurance Corporation as the Board selects.

ARTICLE V - DUES

Section 1 - The Board may establish annual dues with provisions for payment on monthly or quarterly dates. Such dues shall be established only by unanimous consent of the members.

ARTICLE VI - COMMITTEES

Section 1 - Auditing Committee. The Chair shall designate an Auditing Committee to consist of three members, excluding the Chair and the Treasurer, on or about the beginning of the fiscal year. The Auditing Committee will review the financial records and activities of the TASK FORCE for the preceding year and submit its findings for approval to the Board by the second meeting of the following year.

Section 2 - Nominating Committee. The Chair shall designate a Nominating Committee to consist of 3 members. The Nominating Committee will present the slate of candidates to the Board at the last meeting of the fiscal year.

Section 3 - Other Committees. The Chair may appoint other committees as necessary.

ARTICLE VII - QUORUM

Section 1 - In order to do business the Board shall have a quorum present.

Section 2 - A quorum shall consist of four members.

Section 3 - If a quorum is present, a majority vote of the membership present shall decide any question unless a greater number is required by these By-Laws.

Section 4 - On any question requiring more than a majority vote, written votes of absent members or written proxies or the vote of a designated alternate may be received.

ARTICLE VIII - OFFICERS AND DUTIES

Section 1 - The officers of the TASK FORCE shall be a Chair, Vice Chair, and Treasurer.

Section 2 - The Chair shall preside at all meetings of the TASK FORCE and shall have the duties and powers associated with such an office. Except as otherwise authorized in these By-Laws or by resolution of the TASK FORCE, the Chair shall sign all contracts, and other instruments of the TASK FORCE. At each meeting, the Chair shall submit such recommendations and information as may be considered proper concerning the business affairs and policies of the TASK FORCE. The Chair shall maintain the records

of the TASK FORCE. The Chair shall assign a recording secretary to keep and document the minutes of each meeting, in the absence of the Vice Chair.

Section 3 - The Vice Chair shall perform the duties of the Chair in the absence or incapacity of the Chair and in the case of resignation of the Chair, the Vice Chair shall perform such duties as are imposed on the Chair until such time as the membership shall select a new Chair. The Vice Chair shall serve as recording secretary and shall keep the minutes of each meeting of the TASK FORCE.

Section 4 - The Treasurer shall have the care and custody of all funds of the TASK FORCE. The Treasurer shall deposit all funds in the name of the TASK FORCE in such bank or banks insured by the Federal Deposit Insurance Corporation as the Board selects. The Treasurer shall keep regular books of accounts showing receipts and expenditures. The Treasurer shall render to the TASK FORCE at each meeting an account of all transactions and also of the financial condition of the TASK FORCE.

Section 5 - Checks and orders for disbursements of funds shall be signed by the Treasurer and Chair. Disbursements shall be approved by the Board.

Section 6 - The officers of the TASK FORCE shall perform such other duties and functions as may from time to time be required by the TASK FORCE or the By-Laws.

Section 7 - Should the office of Vice Chair or Treasurer become vacant, the Chair shall immediately appoint a successor from the membership to serve on an interim basis until such time that said appointment can be voted upon at a regular meeting of the TASK FORCE. Said appointment shall be for the unexpired term of said office.

Section 8 - Should the membership determine that an officer or officers of the TASK FORCE are not performing their duties in accordance with the requirements of the Bylaws, said officer or officers may be removed from the officer position by three-quarters vote of the members.

ARTICLE IX - ELECTION OF OFFICERS

Section 1 - Officers for any fiscal year shall be elected at the last meeting of the previous year or at the first meeting of that fiscal year.

Section 2 - The term of the officers shall be for one fiscal year. Officers may serve any number of terms.

ARTICLE X - AMENDMENTS TO BY-LAWS

Section 1 - The By-Laws shall be amended only by three-quarters vote of the members.

Section 2 - Article III, Section 1 shall be amended upon deletion or addition of members.

Section 3 - No amendment to the By-Laws shall be voted on unless the proposed amendments have been delivered to each member at least one week prior to a regular meeting and the voting shall not take place until the following meeting.

ARTICLE XI - MEETINGS

Section 1 - The first meeting of each fiscal year shall be held prior to March 15 of such year. At the first meeting a schedule of meetings shall be established to be known as regular meetings.

Section 2 - Notice of a regular meeting shall be communicated to all members at least ten (10) days before the meetings.

Section 3 - Special meetings may be called by the Chair as deemed necessary. All such meetings shall be held only after notice is communicated to all members at least one (1) day in advance.
