

SOMERSET COUNTY LONG TERM RECOVERY COMMITTEE, INC.

BY-LAWS

ARTICLE I

THE CORPORATION

Section 1. NAME. The name of this corporation shall be Somerset County Long Term Recovery Committee, Inc., hereinafter called the "Corporation."

Section 2. OFFICES. The principal office or offices of the Corporation shall be in Somerset County, Maryland at such place or places as designated from time to time by the Board of Directors.

Section 3. PURPOSE. The purpose of the Corporation is to oversee the long term recovery of Somerset County, Maryland following the October 2012 super storm known as Hurricane Sandy to ensure that any needs that remain unmet following insurance, aid provided by the Federal Emergency Management Agency, and any aid provided by state government are addressed by the local government, community organizations, faith-based organizations, volunteer groups, nonprofits, or other charitable organizations, by coordinating the activities of the various local government and local, regional, and national nongovernmental organizations that are or may become active in providing relief and recovery services to the residents and businesses of Somerset County and to organize the Corporation's efforts and resources, either public or private, for the furtherance of the purposes and objectives of the Corporation within the guidelines and requirements for a tax-exempt organization established under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). To this end, the Corporation shall have the power to:

- A. Identify and assess the needs of the Somerset County community that are unable to be met through the individual's or business's own personal assets or through federal or state aid.
- B. Educate persons within Somerset County about available federal and state aid programs and the programs of voluntary organizations to ensure that those affected by Hurricane Sandy receive all available aid;
- C. Receive donations;
- D. Apply for grants, including, but not limited to Hazard Mitigation grants through FEMA;
- E. Coordinate the activities of and work in partnership with other voluntary organizations active in disaster relief and recovery.
- F. Deliver services to individuals and businesses affected by Hurricane Sandy, whose needs are unmet by the individual's or business's own personal assets or through federal or state aid;
- G. Rehabilitate or rebuild homes damaged or destroyed by Hurricane Sandy in Somerset County, Maryland;

- H. Repair and restore damage to public lands and waters in Somerset County, Maryland;
- I. Advocate on behalf of individuals, businesses, and governments within Somerset County, Maryland to state and federal agencies;

ARTICLE II

BOARD OF DIRECTORS

Section 1. POWERS. The government of the Corporation, the direction of its work and the control of its property shall be vested in the Board of Directors. To the extent that action is required by law to be taken by members of the Corporation, the Directors also shall be the members of the Corporation

Section 2. COMPOSITION OF BOARD. The Board of Directors shall be composed of eighteen (18) members or such number as the Board of Directors, by resolution, may establish from time to time. The initial directors set forth in the articles of incorporation shall continue to serve until the election of their successors at the first annual meeting of the Corporation to occur in December 2013.

The Board of Directors shall consist of:

One (1) representative appointed by the following agencies or organizations.

Somerset County Department of Emergency Services
Somerset County Public Schools
Somerset County Department of Social Services
Somerset County Health Department
Somerset County NAACP
Somerset County Economic Development Commission
Crisfield Housing Authority
Somerset County Department of Aging

Three (3) representatives designated by the Crisfield Area Ministerial Association.

Representatives elected by the Board of Directors to represent the following constituencies:

Individual volunteers -- two (2) representatives
Area nonprofit organizations -- one (1) representative
Hispanic community -- one (1) representative

In addition to the appointed and elected directors, a designee of the City of Crisfield and the Board of Commissioners of Somerset County shall sit as *ex officio* members of the Board of Directors and any committee that the Chair of the Board of Directors may so designate.

Two representatives shall be elected by the Board of Directors to serve in an *ex officio* capacity to represent those national organizations who are active in the recovery efforts in Crisfield.

By resolution, from time to time, the Board of Directors may increase or decrease the number and method of selection of members of the Board of Directors. A two-thirds vote of the entire Board of Directors is required to pass such resolution. No resolution decreasing the number of directors shall be effective until the following January unless vacancies in the Board of Directors would permit the resolution to take immediate effect without removing a director.

Section 3. QUALIFICATION OF DIRECTORS. To be elected or appointed as a Director of the Corporation, a candidate must represent a government, agency, organization, church, nonprofit, or group active in the recovery efforts in Somerset County, Maryland.

Section 4A. NOMINATIONS FOR ELECTION OF DIRECTORS. There shall be a Nominating Committee consisting of no less than three (3) members, all of whom shall be Directors. The Chair of the Nominating Committee shall be a Director. This Committee and its Chair shall be appointed by the Chair of the Corporation. The Chair shall appoint a Nominating Committee no later than October 1 of each year to make recommendations for election of those directors who are chosen by the Board of Directors at the next annual meeting of the Corporation, and at such other times as a vacancy arises that must be filled by election by the Directors. The Nominating Committee shall prepare and report to the Board of Directors, not later than the Board's regular monthly meeting in November of each year, the Committee's recommendation for election of Directors at the Corporation's annual meeting in December. Nominations may be taken from the floor at the November meeting in addition to the slate presented by the Nominating Committee. The Committee shall report to the Board of Directors the Committee's recommendations for any vacancy to be filled by election by the Board within such time as specified by the Chair of the Corporation.

Section 4B. APPOINTMENT OF DIRECTORS. For those directors to be appointed, the head of each agency or organization to be represented shall, upon request of the Chair of the Board of Directors, designate in writing the name of the person appointed by that agency to serve on the Board of Directors.

Section 5. TERM OF OFFICE. Except as hereafter provided, Directors shall be appointed or elected for terms of one (1) years, unless appointed or elected as a replacement for a retiring or removed Director, in which case such replacement Director shall complete the term of the Director who has retired or been removed. A Director shall continue to serve until the Director's successor is appointed or elected. Directors are eligible for reappointment or reelection.

Section 6. ELECTION OF DIRECTORS. Directors to be elected by the Board shall be elected by the appointed members of the Board at the annual meeting of the Corporation. The Chair of the Nominating Committee shall prepare an official ballot for the election of the Directors which shall list all nominees. The list of nominees shall be provided to the Directors of the Corporation at least fifteen (15) days prior to the annual meeting. The list may be provided by hand delivery, first class mail, facsimile transmission, or electronic mail. At the annual meeting no additional nominees may be proposed or nominated. Nominees receiving a plurality shall be declared elected. In the event of a tie vote between two or more candidates, one or more additional ballots shall be cast until one candidate receives a plurality of votes.

Section 7. REMOVAL. In the event a Director shall fail to attend three (3) consecutive meetings of the Board, unless excused for good cause by the Chair of the Board, he or she ceases to be a Director at the conclusion of the third meeting of the Board from which the Director has been absent without good cause. Any one or more of the Directors may be removed at any time by a vote of a majority of the members of the entire Board at any special meeting called for the purpose. An appointed director may also be removed by the appointing agency or organization, who shall remove or change their designee in writing to the Chair of the Board of Directors

Section 8. VACANCIES. Vacancies of elected Directors for any reason shall be filled by majority vote of the appointed members of the Board of Directors, the electee to hold office for the unexpired portion of the term of the director whose place shall be vacant, and until the election of his successor, or until he shall be removed, prior thereto, by an affirmative vote of a majority of the members. Vacancies of Directors appointed by an agency or organization shall be filled by that agency or organization, the appointee to hold office for the unexpired portion of the term of the director whose place shall be vacant, and until the appointment of his successor, or until he shall be removed, prior thereto, by an affirmative vote of a majority of the directors.

Section 9. MEETINGS. Regular meetings of the Board of Directors shall be held at least monthly. Special meetings of the Board of Directors shall be subject to call by the Chair or by petition to the Chair signed by at least three (3) Directors. The December monthly meeting of the Board of Directors also shall constitute the annual meeting of the Corporation required by law

The Chair shall set the date, time and place of all meetings of the Board of Directors. In the event a special meeting of the Board is called by petition as provided herein, such meeting shall be held not less than fifteen (15) days nor more than thirty (30) days after receipt of such petition.

The Board of Directors shall be given at least seven (7) days notice in advance of all regular monthly meetings and at least five (5) days notice in advance of all special meetings. Notice of meetings of the Board of Directors may be provided by hand delivery, first class mail, facsimile transmission, electronic mail, or by any other means reasonably calculated to provide actual notice to each Director. Where practicable, notice of all meetings of the Board shall include the proposed agenda for the meeting; provided, however, that the Board may consider any issue not included on the agenda proposed for the meeting.

At any meeting at which every director shall be present, even though without notice, any business may be transacted and any director may in writing waive notice of the time, place and objectives of any special meeting

The Board of Directors may hold their meetings by conference telephone or other similar electronic communications equipment in accordance with the provisions of the Maryland Corporation law

Section 10. QUORUM. The quorum for any meeting of the Board of Directors shall be a majority of the Directors then serving, but, if at any meeting less than a quorum shall be present, a majority of those present may adjourn the meeting from time to time.

Section 11. VOTING. At all meetings of the Board of Directors, each Director is to have one (1) vote. Except as otherwise provided in these By-Laws or by law, an affirmative vote of a majority of

the members present at any meeting of the Board at which a quorum is present shall be required to take action on any issue. Proxy voting shall be permitted, provided the proxy is in writing. No proxy shall be effective for more than one meeting and any proxy shall be approved by the chair and announced by the proxy holder before being exercised.

Section 12. EXECUTIVE COMMITTEE. There shall be an Executive Committee of the Board consisting of the elected Officers of the Corporation.

The Executive Committee shall be empowered to act on behalf of the Board of Directors on any issue except elections and amendments to the Articles of Incorporation or to the By-Laws and shall report all actions taken at the next regular or special meeting of the Board.

Meetings of the Executive Committee shall be subject to call by the Chair on not less than three (3) days notice. The quorum for any meeting of the Executive Committee shall be all members in attendance at any such meeting and all actions shall be taken by majority vote of the members present.

Section 13. WAIVER OF NOTICE. Whenever by statute, the provisions of the Articles of Incorporation or these By-Laws, the members, the Board of Directors, or the Executive Committee are authorized to take action after notice, such notice may be waived, in writing, before or after the holding of the meeting, by the person or persons entitled to such notice.

Section 14. CONSULTATION WITH LOCAL GOVERNMENTS. The Board shall consult from time to time with the Mayor and city Council of the City of Cnsfield and the Somerset County Board of County Commissioners.

Section 15. INTERESTED DIRECTOR TRANSACTIONS.

A. General Rule. The Corporation shall not enter into a contract or other transaction with any of its Directors, except upon strict compliance with Paragraphs B, C and D of this Section, the Corporation may not enter into a contract or transaction with a relative of a Director or with a corporation, firm, or other entity in which any of its Directors has an interest or in which any of its Directors is a director or officer. For purposes of this Article, the term "relative" shall mean parents, grandparents, great-grandparents, aunts, uncles, brothers, sisters, nieces, nephews, children, grandchildren, and great-grandchildren, and their spouses.

B. Disclosure. A Director shall disclose to the Board of Directors any interest that the Director may have, as well as any known interest held by the Director's spouse or by any relative of the Director or the Director's spouse, in any contract or transaction under consideration by the Corporation. If a Director is also a director in a corporation, firm, or other entity with which the Corporation proposes to contract or otherwise transact business, the Director shall disclose that fact as well.

C. Non-Participation by Interested Director. Except for administrative or ministerial duties that do not affect the disposition or decision, the Director shall not vote upon or participate in any way in any contract or transaction with a relative of a Director or with a corporation, firm, or other entity in which the Director has an interest or in which the Director is a director. The Director shall leave the room during consideration, discussion, and voting on the matter. The

presence of the interested Director may be counted for purposes of determining a quorum at the meeting.

D. Approval. After full consideration and upon a specific finding that the contract or transaction is fair and reasonable, the remaining disinterested Directors may authorize, approve, or ratify by the affirmative vote of a majority of the disinterested Directors (even if the disinterested Directors constitute less than a quorum), a contract or transaction with a relative of a Director or with a corporation, firm, or other entity in which one of its Directors has an interest or in which one of its Directors is a director.

E. Disclosure Statement. Each Director shall file on at least a yearly basis the attached Director's and Officer's Disclosure Statement.

F. Indemnification. This Section does not apply to any required or permitted indemnification of a Director in accordance with the charter, these By-Laws, or State or County law.

Section 16. COMPENSATION OF DIRECTORS. Directors shall not receive any compensation or salary for their services as such.

ARTICLE III

OFFICERS

Section 1. OFFICERS DEFINED. The elected Officers of the Corporation shall be a Chair, a Vice Chair, a Secretary and a Treasurer. Such Officers shall be members of the Board of Directors. The Board of Directors may create such other offices and appoint such other Officers as it may deem advisable.

Section 2. DUTIES OF OFFICERS. The duties and powers of the Officers of the Corporation shall be as follows:

A. CHAIR

The Chair shall preside at all meetings of the Board of Directors and Executive Committee;

The Chair shall present at each meeting of the Board of Directors a report of the condition of the business of the Corporation;

The Chair shall cause to be called regular and special meetings of the Directors in accordance with these By-Laws;

The Chair shall sign and make all contracts and agreements in the name of the Corporation;

The Chair shall see that the Corporation's books, reports, statements and certificates are properly kept, made and filed according to law; and

The Chair shall enforce these By-Laws and perform all the duties incident to the position and office, and which are required by law.

The Chair may, in his or her sole discretion, assign the above duties to the other Officers or the Chief Executive Officer.

B. VICE CHAIR

During the absence or inability of the Chair to render and perform his or her duties or exercise his or her powers, as set forth in these By-Laws or in the acts under which this Corporation is organized, the same shall be performed and exercised by the Vice Chair; and when so acting, the Vice Chair shall have all the powers and be subject to all the responsibilities hereby given to or imposed upon such Chair.

The Vice Chair shall supervise the activities of the Committees as defined in Article V, Section 1, as specified by the Board of Directors, and shall present to the Board of Directors the objectives and events proposed by the Committees for the next fiscal year.

C. SECRETARY

The Secretary shall keep the minutes of the meetings of the Board of Directors and Executive Committee in appropriate books;

The Secretary shall give and serve all notices of the Corporation;

The Secretary shall be custodian of the records and of the Seal, and affix the latter when required;

The Secretary shall present to the Board of Directors at their stated meetings all communications addressed to him or her officially by the Chair or any Officer or member of the Corporation; and

The Secretary shall attend to all such correspondence and perform all the duties incident to the Office of Secretary.

The duties of the Secretary may be combined with those of the Treasurer.

D. TREASURER

The Treasurer shall have the care and custody of and be responsible for all the funds and securities of the Corporation and shall deposit all such funds in the name of the Corporation in such bank or banks, trust company or trust companies or safe deposit vaults as the Board of Directors may designate;

The Treasurer may sign, make, and endorse in the name of the Corporation all checks, drafts, warrants and order for the payment of money, and pay out and dispose of same and receipt therefore, under the direction of the Chair or the Board of Directors;

The Treasurer shall exhibit at all reasonable times his or her books and accounts to any Director or member of the Corporation upon application at the office of the Corporation during business hours:

The Treasurer shall render a statement of the condition of the finances of the Corporation at each regular meeting of the Board of Directors, and at such other times as shall be required, and a full financial report at the annual meeting;

The Treasurer shall keep at the office of the Corporation correct books of account of all its business and transactions and such other books of account as the Board of Directors may require; and

The Treasurer shall do and perform all duties pertaining to the Office of Treasurer.

The duties of the Office of Treasurer may be combined with those of the Secretary

Section 3. BOND. The Treasurer, the Chief Executive Officer, any Senior Vice President, and members of the Executive Committee shall, if required by the Board of Directors, give to the Corporation such security for the faithful discharge of their duties as the Board may direct.

Section 4. NOMINATIONS AND ELECTION OF OFFICERS. After the election of Directors at the regular December monthly meeting of the Board of Directors, the Nominating Committee shall nominate a slate of Officers for election by the Board of Directors. The Nominating Committee shall deliver this slate to the Board of Directors within fifteen (15) days after the October monthly meeting. Such nominees shall be members of the Board of Directors. The slate may be provided by hand delivery, first class mail, facsimile transmission, or electronic mail. At the Board's regular monthly meeting in November, additional nominations may be made from the floor. The election of Officers shall be held at the monthly meeting of the Board of Directors in the month of December in each year. At the October meeting the Nominating shall present all candidates for election. No additional nominees may be proposed or nominated at the December meeting.

Section 5. TERM OF OFFICE. Officers shall take office at the conclusion of the meeting of the Board at which they were elected and shall serve for one (1) year or until their successors are duly elected and qualified.

Section 6. REMOVAL OF OFFICERS. The Board of Directors may remove any Officer by a majority vote, at any time with or without cause. For those appointed Officers who also are employees of the Corporation, removal as an Officer does not constitute termination of employment unless so stated by the Board of Directors.

Section 7. VACANCIES. In the event of a vacancy in any elective office, such vacancy shall be filled by appointment by the Board of Directors for the remainder of the unexpired term.

Section 8. COMPENSATION. Appointed and elected Officers (other than any executive director, full-time salaried employees of the Corporation, and the Corporation's General Counsel) shall serve without compensation.

ARTICLE IV

FISCAL MATTERS

Section 1. FISCAL YEAR. The fiscal year for the Corporation shall be the twelve calendar months beginning July 1 of each year or such other fiscal year as is established from time to time by resolution of the board.

Section 2. THE BUDGET. The budget for each fiscal year shall be presented to the Board of Directors for approval not later than March 15 of the prior fiscal year, or by such earlier date as may be required for inclusion in the City of Crisfield's and Somerset County's annual budget for that fiscal year.

Section 3. ANNUAL FINANCIAL AUDIT. An annual audit of the Corporation's financial records shall be made at the end of each fiscal year by a Certified Public Accountancy firm approved by the Board of Directors. A copy of the audited annual financial statement shall be distributed to each member of the Board of Directors within ninety (90) days following the close of the fiscal year.

Section 4. PERIODIC FINANCIAL REPORTS. The Chair and the Treasurer shall prepare and present to the Board of Directors, on at least a quarterly basis, a balance sheet, a statement of income and expense, and a loan and guarantee portfolio status report.

Section 5. EXECUTION OF NOTES, DRAFTS, ETC. All notes, drafts, warrants, bills of exchange or similar documents shall be signed only in accordance with the fiscal policy adopted from time to time by resolution of the board.

ARTICLE V

MISCELLANEOUS

Section 1. COMMITTEES. The Board of Directors may, by resolution passed by a majority of the whole Board, designate one or more committees, as it may deem advisable each committee to consist of two or more of the directors of the Corporation. Such committee or committees shall have such names as may be determined from time to time by resolution adopted by the Board of Directors. The Chair shall appoint all members of Committees and shall designate the Chair of each Committee. Committees may be comprised of Directors and persons who are not directors.

The standing committees of the Corporation shall be:

Case Review Committee. The case review committee shall review and approve all request for assistance presented to the Somerset County Long Term Recovery Committee, Inc.

Board of Review. The Board of Review shall sit as an appeals board for any person dissatisfied with the recommendation of the Case Review Committee.

Construction Committee. The construction committee shall coordinate and schedule the work of the various work crews, assist with permitting, and recommend building materials and supplies to be ordered.

Finance Committee. The finance committee shall propose a budget for the corporation and shall propose all financial policies for the organization, as well as, along with the Treasurer, exercise oversight of the Corporation's funds.

Grants and Publicity Committee. The Grants and Publicity Committee shall solicit and oversee all grants and major gifts to the Corporation as well as issue press releases on behalf of the Corporation.

Donations and Fundraising. The Donations and Fundraising Committee shall raise funds and solicit donations for the Corporation. The Committee shall also oversee all in-kind donations of goods and materials.

Visioning and Planning for the Future. The Visioning and Planning for the Future Committee shall study and recommend to the Board of Directors mitigation projects and long-term plans that might benefit the future of Somerset County after the recovery process is completed.

Economic Development Committee. The Economic Development Committee shall work with existing businesses to strengthen the business community and improve the economic climate in Somerset County throughout and following the recovery process.

Housing Committee. The Housing Committee shall study and report to the Board of Directors from time to time concerning affordable housing and access to housing in the Somerset County community.

Policy Committee. The policy committee shall draft and recommend for approval to the Board of Directors all policies of the Corporation.

Personnel Committee. The Personnel Committee shall make hiring recommendations to the Board of Directors.

Staff Supervision Committee. The Staff Supervision committee shall oversee the case manager and any salaried staff of the Corporation.

Section 2. POLITICAL INVOLVEMENT. The Corporation shall not be used or be permitted to be used for political purposes.

Section 3. GENDER. The use herein of the masculine or feminine gender shall be interpreted to mean either gender.

Section 4. INDEMNITY; LIABILITY INSURANCE.

A. As used in this Article V, Section 4, any word or words defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time

to time, (the "Indemnification Section") shall have the same meaning as provided in the Indemnification Section.

B. The Corporation shall indemnify and advance expenses to a director, officer, employee or agent of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section and the Articles of Incorporation.

C. The Board of Directors shall procure Officers' and Directors' Liability Insurance insuring the Corporation's officers, directors and appropriate committee chairs and members, in such amounts and at such rates as determined appropriate by the Board of Directors.

ARTICLE VI

CORPORATE SEAL

Section 1. SEAL. In the event that the Chair shall direct the Secretary to obtain a corporate seal, the corporate seal shall be circular in form and shall have inscribed thereon the name of the Corporation, the year of its organization and the word "Maryland". Duplicate copies of the corporate seal may be provided for use in the different offices of the Corporation but each copy thereof shall be in the custody of the Secretary of the Corporation or an Assistant Secretary of the Corporation nominated by the Secretary.

ARTICLE VII

PARLIAMENTARY RULES

Section 1. Robert's Rules of Order. Except as otherwise provided by resolution by the Board of Directors, the proceedings of all meetings of the Corporation, the Board of Directors, the Executive Committee and other Committees of the Corporation shall be governed by and conducted according to the latest edition of Robert's Rules of Order (Newly Revised).

ARTICLE VIII

REIMBURSEMENTS

Any payments made to an officer or other employee of the Corporation, such as salary, commission, interest or rent, or entertainment expense incurred by him, which shall be disallowed in whole or in part as a deductible expense by the Internal Revenue Service, shall be reimbursed by such officer or other employee of the Corporation to the full extent of such disallowance. It shall be the duty of the Directors, as a Board, to enforce payment of each such amount disallowed. In lieu of payment by the officer or other employee, subject to the determination of the Board of Directors, proportionate amounts may be withheld from his future compensation payments until the amount owed to the Corporation has been recovered.

ARTICLE IX

AMENDMENTS

Section 1. AMENDMENT OF BY-LAWS. The Board of Directors shall have the power and authority to amend, alter or repeal these By-Laws or any provision thereof, and may from time to time make additional By-Laws.

Section 2. PROCEDURE. An Amendment to these By-Laws may be proposed to the Board of Directors at a regularly scheduled Board of Directors meeting by the Executive Committee or by a resolution in writing, containing the proposed change, or changes, signed by not less than two (2) Directors. These By-Laws may be amended or additional By-Laws adopted by a two-thirds vote of those Directors present and voting at any regular meeting of the Board of Directors at which a quorum is present.

ARTICLE X

ADOPTION

These By-Laws shall become effective when adopted by a majority vote of the Board of Directors.

*Somerset County Long Term Recovery Committee
Adopted by unanimous vote
January 14, 2014*

SOMERSET COUNTY LONG TERM RECOVERY

We have sent a copy of this letter to your representative as indicated in your power of attorney.

Sincerely,

A handwritten signature in dark ink, appearing to read "Donald C. Cahill". The signature is written in a cursive style with a long horizontal flourish at the end.

Director, Exempt Organizations

Enclosure: Publication 4221-PC