BYLAWS
OF
ASSATEAGUE ISLAND ALLIANCE, INC.
(a Maryland corporation applying for 501(c)(3) status)

ARTICLE 1
OFFICES

1.1 **Principal Place of Business.** The principal place of business of the corporation shall initially be located in Berlin, MD and shall be designated from time to time by the Board of the Corporation in accordance with these Bylaws.

1.2 **Registered Office and Registered Agent.** The address of the registered office of the corporation is 7206 National Seashore Lane, Berlin, MD 21811 with its mailing address being 7206 National Seashore Lane, Berlin, MD 21811, and the name of the registered agent at this address is Carolyn Cummins. The Founding Board of Directors may change the registered office and the registered agent at any time.

ARTICLE 2
DIRECTORS

2.1 **General Powers.** The Founding Board of Directors of the corporation (also, the “Board”) shall manage the business and affairs of the corporation.

   (a) The Founding Board of Directors shall have the power from time to time to provide for the management of the offices of the corporation at home or abroad in such manner as they see fit and, in particular, from time to time to delegate any of the powers of the Board in the course of the current business of the corporation to any standing or special committee or to any officer or agent and to appoint any persons as agents of the corporation with such powers (including the power to sub-delegate) and upon such terms as may be deemed fit.

   (b) In addition to the powers and authorities conferred by the Articles of Incorporation and by these Bylaws upon them, the Board may exercise all such powers of the corporation and do all such lawful acts and things as are not prohibited by statute or the Articles of Incorporation or by these Bylaws.

2.2 **Founding Board of Directors.** The Founding Board of Directors shall consist of no less than three (3) members (also, “Director”) and must contain an odd number of members. Each Director shall be at least eighteen (18) years of age, but need not be residents of the State of Maryland. The number of Directors of the corporation shall be fixed from time to time by resolution of the Founding Board of Directors.

2.3 **Annual Selection and Election of Founding Board of Directors.** The term of office for Directors shall be three (3) years, unless this term limit is altered from time
to time by resolution of the Founding Board of Directors. Such Directors shall be elected by the affirmative vote of a majority of the Directors then in office. Directors may be elected for up to four (4) successive terms and shall continue to serve until such Director’s successor is elected as provided herein. No then-current Director shall vote with respect to such Director’s own re-election. The position of Board President and Board Treasurer are three year terms. The position of Board Vice-President and Board Secretary are two year terms.

2.4 **NEWLY CREATED DIRECTORSHIPS AND VACANCIES.** Newly created directorships resulting from an increase in the number of Directors or vacancies occurring in the Board for any reason may be filled by a majority vote of the Directors then in office, although less than a quorum exists, unless otherwise provided in the Articles of Incorporation. A Director chosen to fill a position resulting from an increase in the number of Directors shall hold office until the next annual meeting of the Founding Board of Directors and until his or her successor shall have been elected and qualified, or until his or her death, resignation, or removal. A Director elected to fill a vacancy caused by resignation, death, or removal shall be elected to hold office for the unexpired term of his or her predecessor.

2.5 **RESIGNATION AND REMOVAL.** A Director may resign at any time by giving written notice to the Board, the President, or the Secretary of the corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board or such officer, and the acceptance of the resignation shall not be necessary to make it effective. Any Director may be removed at any time, with or without cause, by a two-thirds vote of the Founding Board of Directors.

2.6 **HONORARY DIRECTORS.** The Founding Board of Directors may from time to time appoint by majority vote honorary Directors for such term or terms as the Board may determine. The rights and privileges of such honorary Directors will be as set forth by the Board in its appointment of such honorary Director; provided, however, that no honorary Director will have the right to vote on matters coming before the Founding Board of Directors or be entitled to participate in the management of the Corporation. Honorary Directors will perform advisory and such other functions as the Founding Board of Directors will determine.

2.7 **QUORUM OF DIRECTORS.** A majority of the entire Founding Board of Directors shall constitute a quorum for the transaction of business or of any specified item of business.

2.8 **ACTION OF FOUNDING BOARD OF DIRECTORS.** Unless otherwise required by law, the vote of a majority of the Directors present at the time of the vote, if a quorum is present at such time, shall be the act of the Founding Board of Directors. Each Director present shall have one vote.

2.9 **ANNUAL MEETING.** The annual meeting of the Founding Board of Directors shall be held, no later than March 1 of the following calendar year, or upon prior notice at such other place either within or outside Maryland, as the Board may determine, for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. If the election of Directors shall not be held on the day designated herein for an annual meeting of
the Directors, or at any adjournment thereof, the Founding Board of Directors shall cause the election to be held at a special meeting of the Directors as soon thereafter as may be convenient.

2.10 **SPECIAL MEETINGS.** Special meetings of the Founding Board of Directors may be called by or at the request of the President, the Executive Director, or by a majority of the Directors. The person or persons authorized to call special meetings of the Founding Board of Directors may fix any place, either within or without the state of incorporation, as the place for holding any special meeting of the Founding Board of Directors called by them.

2.11 **REGULAR MEETINGS.** The Founding Board of Directors may provide, by resolution, the time or place either within or without the state of incorporation, for the holding of additional regular meetings, without other notice than such resolution.

2.12 **PLACE AND TIME OF BOARD MEETINGS.** The Founding Board of Directors may hold its meetings at the offices of the corporation or at such other places, either within or outside the State of Maryland, as it may from time to time determine. If the meeting is held outside the State of Maryland, notice must be given by certified mail not less than fifteen (15) days before the meeting, and said notice shall contain the date, place, and purpose of the meeting. Notice is given when deposited in the United States mail with postage prepaid.

2.13 **NOTICE OF MEETINGS OF THE BOARD; ADJOURNMENT.**

(a) Regular meetings of the Board may be held without notice at such time and place as the Board shall from time to time determine. Special meetings of the Board shall be held upon notice to the Directors and may be called by or at the request of the President or by a majority of the Directors upon fifteen (15) days’ notice to each Director either personally or by mail, electronic means such as e-mail or facsimile, telephone, or wireless. Notice of a meeting need not be given to any Director who submits a waiver of notice, whether before or after the meeting, or who attends the meeting without objecting at the beginning of the meeting to the holding of the meeting or the transacting of business at the meeting.

(b) A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the adjournment shall be given to all Directors who were absent at the time of the adjournment and, unless such time and place are announced at the meeting, to the other Directors.

2.14 **MANNER OF ACTING.** Unless otherwise required in these Bylaws, the act of the majority of the Directors present at a meeting, at which a quorum is present shall be the act of the Founding Board of Directors.

2.15 **EXECUTIVE AND OTHER COMMITTEES.** The Founding Board of Directors may designate from among its members an executive committee and other committees, each consisting of two or more Directors. Each such committee shall serve at the pleasure of the Board.
2.16 **COMPENSATION.** The Founding Board of Directors may be paid their reasonable expenses, if any, of attendance at each meeting of the Founding Board of Directors. No Director shall receive compensation from the corporation solely for his or her service as a Director.

2.17 **PRESCRIPTION OF ASSENT.** A Director of the corporation who is present at a meeting of the Founding Board of Directors or a committee of the Board at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless (a) he or she objects at the beginning of such meeting to the holding of the meeting or the transacting of business at the meeting, (b) he or she contemporaneously requests that his or her dissent from the action taken be entered in the minutes of such meeting, or (c) he or she files his or her written dissent to such action with the person presiding at the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. The right of a Director to dissent as to a specific action taken in a meeting of the Board or a committee of the Board pursuant to this Section is not available to a Director who votes in favor of such action.

2.18 **WRITTEN CONSENT OF DIRECTORS.** Any action that may be taken by vote at a meeting of the Board or a committee of the Board may be taken without a meeting if the action is evidenced by one or more written consents describing the action taken, signed by each Director or committee member and delivered to the Secretary of the corporation for inclusion in the minutes or for filing with the corporate records. Action taken under this Section is effective when all Directors or committee members have signed the consent, unless the consent specifies a different effective date. Such written consent has the same force and effect as a unanimous vote of the Directors or committee members and may be stated as such in any document.

2.19 **PARTICIPATION BY ELECTRONIC MEANS.** Any members of the Founding Board of Directors or any committee designated by such Board may participate in a meeting of the Founding Board of Directors or committee by means of telephone conference or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting.

2.20 **ATTENDANCE.** All Directors are expected to regularly attend all meetings of the Board. Any Director who is absent from more than two (2) consecutive annual meetings of the Board or more than three meetings of the Founding Board of Directors in any one fiscal year without approval from the President may be removed from the Board by the affirmative vote of two-thirds of the Directors.

2.21 **MISSION STATEMENT.** The Founding Board of Directors has adopted a mission statement setting forth the Board’s intent with respect to its goals for the corporation. The Board shall periodically review such mission statement. The mission statement shall reflect the interests and values of the Founding Board of Directors. Such mission statement shall be adopted by a two-thirds vote of the Founding Board of Directors and shall be subject to amendment but only
upon the two-thirds vote of the Founding Board of Directors. A copy of the current mission statement is, and any amended mission statement shall be, attached to these Bylaws. (Appendix A)

2.22 **VOTING BY PROXY.** For purposes of determining a quorum and for purposes of casting a vote for or against a particular proposal, a director may be deemed to be present at a meeting and to vote if the director has granted a signed written proxy to another director who is present at the meeting, authorizing the other director to cast the vote that is directed to be cast by the written proxy with respect to the particular proposal that is described with reasonable specificity in the proxy.

2.23 **ASSATEAGUE ISLAND ALLIANCE MEMBERSHIP.** All Directors are required to personally join the Assateague Island Alliance Membership program without the financial assistance of the corporation.

**ARTICLE 3**

**OFFICERS**

3.1 **OFFICES, ELECTION AND TERM OF OFFICE.**

(a) The Founding Board of Directors shall elect or appoint a President, a Secretary, and a Treasurer, and such other officers (including one or more Vice Presidents), assistant officers, agents, and employees that the Founding Board of Directors may deem necessary who shall have such duties, powers, and functions as hereinafter provided. The same person may hold any two or more offices, except the offices of President and Secretary.

(b) The principal officers of the corporation to be elected or appointed by the Founding Board of Directors shall be elected annually by a majority vote of the Founding Board of Directors at the annual meeting of the Founding Board of Directors. Officers of the Board shall hold office until their successors shall have been elected, appointed, or chosen and have qualified or until their death, or until they shall resign or are removed in the manner provided by these Bylaws. Officers of the Board may be elected or appointed for no more than three (3) consecutive one-year terms, and may be reelected or re-appointed after one (1) year from the end of such Officer’s last term. Administrative assistant officers shall hold office at the pleasure of the President.

3.2 **REMOVAL AND VACANCIES.**

(a) Any officer or agent elected or appointed by the Founding Board of Directors may be removed by the Founding Board of Directors whenever, in its judgment, the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.
(b) A vacancy in any executive office, resulting from death, resignation, removal, disqualification or otherwise, may be filled by the Founding Board of Directors for the unexpired portion of the term.

(c) In the event of the death, resignation, or removal of an officer, the Board in its discretion may elect or appoint a successor to fill the unexpired term.

3.3 **President.** The President shall be the chief executive officer of the corporation and, subject to the control of the Founding Board of Directors, shall in general, supervise and control all of the business and affairs of the corporation. The President shall have general charge of the business and affairs of the corporation. He or she may sign, with the Secretary or any other proper officer of the corporation thereunto authorized by the Founding Board of Directors, any instrument that the Founding Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Founding Board of Directors or by the Bylaws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and, in general, shall perform all duties incident to the office of President and such other duties as may be prescribed by the Founding Board of Directors from time to time.

3.4 **Executive Director.** The Executive Director shall be the chief operating officer of the corporation and supervise the business of the corporation in accordance with the policies, mission statement and job descriptions established by the Founding Board of Directors. The Executive Director shall prepare and furnish an annual report of corporate activity to the Founding Board of Directors. The Executive Director may, if empowered by the Founding Board of Directors, sign checks issued by the corporation.

3.5 **Vice Presidents.** In the absence of the President or in the event of the President’s death, inability, or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in the order designated at the time of their election, or in the absence of any designation, then in the order of their election) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President, and shall perform such other duties as from time to time may be assigned by the President or by the Founding Board of Directors.

3.6 **Secretary.** The Secretary shall: (a) attend and keep the minutes of the proceedings of the Founding Board of Directors; (b) see that notices of Board of Director meetings are given in accordance with the provisions of the Bylaws or as otherwise required by law; (c) be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to any documents requiring the seal; and (d) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Founding Board of Directors.

3.7 **Treasurer.** If required by the Founding Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Founding Board of Directors shall determine. The Treasurer, or as delegated to the Business Manager, shall: (a) keep correct and complete books and records of account on file in the principal place of business of the corporation; (b) have custody of and be responsible for all funds and securities of the corporation; (c) receive monies due and payable to the corporation from any source whatsoever; (d) immediately deposit all corporate funds in a bank or other
depository as may be designated by the Founding Board of Directors; (e) disburse the funds of the corporation as may be ordered by the President or the Founding Board of Directors; (f) render to the President or the Founding Board of Directors, at any time, an account of all the transactions of the Treasurer and of the financial condition of the corporation; and (g) in general, perform the duties of the office of Treasurer and such other duties as may be assigned by the President or by the Founding Board of Directors.

3.8 **SALARIES.** The Founding Board of Directors shall fix the salary of the Executive Director from time to time. The President and Executive Director shall review and approve the salaries of the staff.

**ARTICLE 4**

**CONTRACTS, LOANS, CHECKS AND DEPOSITS**

4.1 **CONTRACTS.** The Founding Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation and such authority may be general or confined to specific instances.

4.2 **LOANS; DONATIONS.** No loans in excess of $25,000 shall be contracted on behalf of the corporation and no evidence of indebtedness in excess of $25,000 shall be issued in its name unless authorized by a resolution of the Founding Board of Directors. Such authority may be general or confined to specific instances. No loan shall be made to any Director or officer of the corporation. The Founding Board of Directors may make donations to other charitable organizations.

4.3 **CHECKS, DRAFTS, ETC.** All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness, issued in the name of the corporation, shall be signed by such officer or officers, agent or agents, of the corporation in such manner as shall from time to time be determined by resolution of the Founding Board of Directors.

4.4 **DEPOSITS.** All funds of the corporation not otherwise employed shall be immediately deposited to the credit of the corporation in such banks, trust companies or other depositories as the Founding Board of Directors may select.

4.5 **GIFTS.** The Founding Board of Directors may accept on behalf of the corporation any gift, bequest or devise for the general purposes of the corporation or for any special purpose of the corporation.

4.6 **BUDGET.**

(a) At the annual meeting of the Founding Board of Directors, a budget for the forthcoming fiscal year, based on the recommendation of the officers of the corporation and any operations committee of the Founding Board of Directors, will be reviewed and adopted by the Founding Board of Directors.
(b) Once a budget for a given fiscal year has been approved by the Founding Board of Directors, it can only be modified in accordance with the policy adopted by the Operations Committee and approved by the Board.

4.7 **SURPLUS FUNDS.** Surplus funds shall be transferred from the corporate checking account to the corporate savings accounts, money market accounts, or government bond accounts by the Business Manager, the Executive Director or the President.

4.8 **PETTY CASH.** The Executive Director, with the assistance of the Treasurer or the Business Manager (if there is a Business Manager), will establish appropriate limits for petty cash and will be responsible for instituting appropriate controls upon the disbursement of such funds.

**ARTICLE 5**
**AUDIT**

The books of the corporation shall be reviewed annually by a certified public accountant. Certification of the review shall be made by the reviewer as to the findings, and the certificate and report shall be filed with the annual report of the Treasurer. A copy of the review report shall be provided to the Park Superintendent. The General Accounting Office (GAO) of the federal government may audit the corporation’s books at any time. Audits may be performed at the discretion of the Founding Board of Directors at any time with or without prior notice.

**ARTICLE 6**
**SALE OF PROPERTY**

The Board may by resolution authorize: (a) the sale, lease, exchange or other disposition of all or substantially all of the corporation’s property in the usual and regular course of business; and (b) the mortgage, pledge, dedication to the repayment of indebtedness (with or without recourse), or other encumbrance of all or substantially all of the corporation’s property whether or not in the usual and regular course of business. The procedures set forth in C.R.S. § 7-132-102 shall be followed by the corporation in connection with such sales.

**ARTICLE 7**
**EXECUTION OF INSTRUMENTS; SEAL**

All corporate instruments and documents shall be signed or countersigned, executed, verified, or acknowledged by such officer or officers or other person or persons as the Founding Board of Directors may from time to time designate.

The Founding Board of Directors may adopt a corporate seal, which may be circular in form and shall contain the name of the corporation and the words: “Seal, Maryland.”
ARTICLE 8
UNIFORMITY OF INTERPRETATION AND SEVERABILITY

These Bylaws shall be so interpreted and construed as to conform to the Articles of Incorporation and the statutes of the State of Maryland or of any other state in which conformity may become necessary by reason of the qualification of the corporation to do business in such foreign state, and where conflict between these Bylaws and the Articles of Incorporation or the statutes of the state of incorporation has arisen or shall arise, these Bylaws shall be considered to be modified to the extent, but only to the extent, conformity shall require. If any provision hereof or the application thereof shall be deemed to be invalid by reason of the foregoing sentence, such invalidity shall not effect the validity of the remainder of the Bylaws without the invalid provision or the application thereof, and the provisions of these Bylaws are declared to be severable.

ARTICLE 9
REFERENCES TO ARTICLES OF INCORPORATION

Reference to the Articles of Incorporation in these Bylaws shall include all amendments thereto or changes thereof unless specifically excepted.

ARTICLE 10
INDEMNIFICATION AND RELATED MATTERS

10.1 INDEMNIFICATION – THIRD PARTY ACTIONS. The corporation shall indemnify any person who was, is, or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal (other than an action by or in the right of the corporation). Such indemnification shall arise only by reason of the fact that the person is or was a director, officer, employee, fiduciary, or agent of the corporation or who, while a director, officer, employee, fiduciary, or agent of the corporation, is or was serving at the request of the corporation as a director, officer, partner, employee, fiduciary, or agent of another corporation, partnership, joint venture, trust, other enterprise, or employee benefit plan. Such indemnification shall be for expenses (including attorney fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding, to the extent that and under the circumstances wherefore the Maryland Nonprofit Corporation Act permits indemnification of directors.

10.2 INDEMNIFICATION – ACTIONS BROUGHT IN THE RIGHT OF THE CORPORATION. The corporation shall indemnify any person who was, is, or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he or she is or was a director, officer, employee, fiduciary, or agent of the corporation or who, while a director, officer, employee, fiduciary, or agent of the corporation, is or was serving at the request of the corporation as a director, officer, employee, fiduciary, or agent of another corporation, partnership, joint venture, trust, other enterprise, or employee benefit plan. Such indemnification
shall be for expenses (including attorney fees) actually and reasonably incurred by such person in connection with such action, suit, or proceeding, to the extent that and under the circumstances wherefore the Maryland Nonprofit Corporation Act permits indemnification of directors.

10.3 Determination of Entitlement to Indemnification. Any indemnification under this Article (unless ordered by a court) shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee, fiduciary, or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in the Maryland Nonprofit Corporation Act with respect to indemnification of directors. Such determination shall be made: (a) by the Founding Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit, or proceeding, or (b) if such a quorum is not obtainable, by a majority vote of a committee of the Board designated by the Board, which committee shall consist of two or more Directors who were not parties to the action, suit, or proceeding, except that Directors who were parties to the action, suit, or proceeding may participate in the designation of Directors for the committee. If such quorum is not obtainable or such committee cannot be established pursuant to (a) and (b) above, or even if such quorum is obtained or such committee is designated if such quorum or committee so directs, such determination shall be made: (y) by independent legal counsel selected by majority vote of the Founding Board of Directors or the committee in the manner specified in (a) or (b) above (as the case may be) or, (z) if a quorum cannot be obtained and a committee cannot be established pursuant to (a) and (b) above, by independent legal counsel selected by a majority vote of the full Board. Authorization of indemnification and evaluation as to reasonableness of expenses shall be made in the same manner as the determination that indemnification is properly made; except that, if the determination that indemnification is properly made by independent legal counsel (as set forth above), authorization of indemnification and evaluation as to reasonableness of expenses may be made by the body that selected said counsel.

10.4 Advancement of Expenses. Reasonable expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding, to the extent that and under the circumstances wherefore the Maryland Nonprofit Corporation Act permits such advancement for directors.

10.5 Savings Clause. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of disinterested Directors or otherwise, both as to action in the person’s official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, fiduciary, or agent and shall inure to the benefit of the heirs and legal representatives of such a person.

10.6 Insurance. The corporation shall have power to purchase and maintain insurance on property, the company, and on behalf of any person who is or was a director, officer, employee, fiduciary, or agent of the corporation or who, while a director, officer, employee, fiduciary, or agent of the corporation, is or was serving at the request of the corporation as a
director, officer, partner, employee, or agent of another corporation, partnership, joint venture, trust, other enterprise, or employee benefit plan, against any liability asserted against him or her or incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the corporation would have the power to indemnify him or her against such liability under the provisions of this Article and the Maryland Nonprofit Corporation Act.

ARTICLE 11
FISCAL YEAR

The Founding Board of Directors shall designate the fiscal year of the corporation to coincide with the National Park Service fiscal year of October 1st to September 30th.

ARTICLE 12
BYLAW AMENDMENTS

The Bylaws may be amended, repealed, or adopted by the affirmative vote of two-thirds of the Founding Board of Directors at any regular or special meeting.

The above Amended and Restated Bylaws were approved and adopted by the Founding Board of Directors as of the 1st day of January, 2008.

________________________________________
Secretary
APPENDIX A:

Mission of Assateague Island Alliance

The Assateague Island Alliance was created to benefit Assateague Island National Seashore by supporting: interpretive and educational publications, programs and sales; stewardship through philanthropy; protection, restoration, and preservation of land, water, species, and historical sites; and high quality resource-compatible recreation.