



PROJECT HEALING WATERS FLY FISHING, INC.
P.O. BOX 695
LA PLATA, MARYLAND, 20646
www.projecthealingwaters.org

**BYLAWS OF
PROJECT HEALING WATERS FLY FISHING, INC.**

ARTICLE I

This organization shall be called "**PROJECT HEALING WATERS FLY FISHING, INC.**" and is referred to in these Bylaws as the Corporation.

ARTICLE II - PURPOSES

Section 1. Objectives of the Corporation. The Corporation is a non-profit trustee corporation established under the laws of the State of Maryland to:

a. Offer disabled active military service personnel and disabled veterans opportunities to overcome their disabilities by learning or enhancing fly fishing and fly tying skills and to use and enjoy those skills on fishing outings.

b. Receive, accept, hold, administer, and manage all assets of every kind and description that may be received and accepted by the Corporation. Such assets shall be invested, managed, and administered solely for the purposes of the Corporation.

c. Acquire, own, dispose of, transfer, manage, encumber, mortgage, or lease real and personal property and interest therein and to apply gifts, grants, bequests and devises, and the proceeds thereof in furtherance of the purposes of this Corporation.

d. At the discretion of the Board of Trustees (Board) to take by bequest, devise, gift, purchase, or lease, absolutely, in trust, or otherwise for any of the Corporation's purposes, any property, real or personal, and to carry out the directions contained in the instrument under which the property is accepted and to invest the assets of the Corporation in accordance with the purposes set forth herein.

e. To do all things necessary to carry out the purposes of the Corporation and the protection of its assets, including, but not limited to, procuring services and products, entering contracts, and incurring and paying all necessary expenses.

f. Raise and distribute funds exclusively to carry out the purposes of the Corporation.

Section 2. Activities.

a. The Corporation is established as a non-profit domestic corporation to be organized exclusively for purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

b. Avoidance of Political Activity. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

c. General Activities. Notwithstanding any other provisions of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by: (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future tax code; or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code or corresponding section of any future tax code.

ARTICLE III - BOARD OF TRUSTEES

Section 1. General Powers. The Board of Trustees (Board) shall direct and supervise the business and affairs of the Corporation and may exercise all such authority and powers of the Corporation and do all such lawful acts and things as are not prohibited by law, the Articles of Incorporation or these bylaws.

Section 2. Number and Selection of Trustees.

a. The Board shall consist of not less than five (5) individuals (Trustees) as determined by the Board.

b. All Trustees except Officers will hold staggered terms of three (3) years or until their successors are elected. Each year the Board shall determine the number of Trustees to be elected and their term of office so as to maintain staggered terms of three (3) years. No Trustee shall serve for more than three consecutive terms of three years. Individuals who have prior service as a Trustee may be reelected as Trustee after a period of at least one year during which they were not Board Trustees. The provisions of subsection 2b shall not apply to Officers whose term of office and election are specified in Article IV. The provisions of 2b apply to all elections of trustees to the Board which take place after March 20, 2015.

c. Trustees shall be nominated for election to the Board by the Governance Committee. In making nominations for election to the Board the Governance Committee shall strongly consider those who are most likely to regularly attend Board meetings, participate in Committee work, engage in personal significant gifting, and proactively help in raising revenue for the organization.

Section 3. Place of Meeting. The Board may hold its meetings at such place or places as the Board from time to time may determine or as shall be specified or fixed in the respective meeting notices or waivers of notice.

Section 4. Regular Meetings. The Board shall have at least three (3) regular meetings with elections of Trustees and Officers held at the first meeting of the year. The dates of such meetings shall be scheduled so as to be as evenly spaced as possible.

Section 5. Special Meetings. Special meetings of the Board may be called by the Chair or the Secretary, and shall be called by the Secretary upon the written request of any three (3) trustees.

Section 6. Quorum and Manner of Acting. Except as provided in Section 10 of this Article, a quorum will consist of a majority of the Trustees of the whole Board. The act of a majority of the Trustees present at meetings at which a quorum is present will be the act of the Board, unless the act of a greater number is required by law or by these bylaws. In the absence of a quorum, a majority of the Trustees present may adjourn any meeting from time to time until a quorum can be achieved. Notice of any adjourned meeting need not be given, other than by announcement at the meeting at which such adjournment shall be taken. A Trustee participating in a meeting by conference telephone shall be considered present if all participating can hear each other.

Section 7. Notice of Meetings. Notice of each regular and special meeting of the Board, stating the time, place and purpose, shall be given personally, by e-mail or by first class mail addressed to each Trustee. The notice shall be given not less than twenty one (21) or more than sixty (60) days before the date of the meeting. Notice need not be given to any Trustee if such notice shall be waived by that Trustee and business may be transacted by the Board at a meeting at which every member of the Board shall be present, though held without notice.

Section 8. Informal Procedure as Meeting. To the extent permitted by law, the Board may act by mail, e-mail, or other methods as requested by the Chair to transact its business. Participation in a meeting pursuant to this Section constitutes presence in person at the meeting. Action taken by such informal means must be by unanimous action of whole Board.

Section 9. Removal of Trustees. Any Trustee may be removed at any time with or without cause upon the recommendation of the Governance Committee by the affirmative vote of three quarters (3/4) of the whole Board, excluding nonvoting members, at a regular meeting or at a special meeting of the Board called for that purpose.

Section 10. Resignation of Trustee. Any Trustee may resign at any time by giving written notice of such resignation to the Chair. Such resignation shall take effect at such time as specified in the resignation notice or, if no time is specified, at such time as the resignation is accepted by the Chair as determined by the Chair.

Section 11. Vacancies. Vacancies in the Board caused by death, resignation, removal, increase of the number of Trustees, or any other cause, may be filled by appointment for the unexpired portion of the term upon nomination by the Chair and a majority vote of the whole Board.

ARTICLE IV - OFFICERS

Section 1. Officers. The officers of the Corporation will be Chair, Vice Chair, President, Secretary, Treasurer, and such other officers as may be elected in accordance with the provisions of this Article. Such officers shall be voting Trustees for the term of their office, and such officers shall have such authority as specified in these bylaws and Board of Trustees resolutions.

Section 2. Election and Term of Office. The officers of the Corporation will be elected annually by the Board at the regular annual meeting of the Board unless otherwise provided in the bylaws or resolutions of the Board. If the election of officers will not be held at such meeting, such election will be held as soon thereafter as is convenient. New offices may be created and filled at any meeting of the Board. All officers will hold office for one (1) year or until their successors are elected. The Governance Committee shall submit nominations for officers to the Board.

Section 3. Other Officers and Employees. The Board may elect or appoint such other officers and employees as it deems desirable, such officers and employees to have the authority to perform the duties prescribed from time to time by the Board. The Board shall appoint and fix the compensation for the Chief Executive Officer (CEO). The Board shall in its discretion determine whether the CEO of the organization shall be a voting or nonvoting member of the Board. The Board may fix compensation for other employees and agents employed by the Corporation and may delegate that authority and the authority to appoint and terminate such other employees. The Board may require any officer, employee, or agent to be bonded to secure the faithful performance of his or her duties. The expense of this bond shall be borne by the Corporation.

Section 4. Removal of Officers. Any officer of the Corporation may be removed with or without cause at any time by resolution adopted by three quarters (3/4) of the whole Board excluding nonvoting members at a regular meeting or a special meeting called for that purpose.

Section 5. Resignation of Officer. Any officer may resign at any time by giving written notice of such resignation to the Chair unless otherwise specified by Board resolution or an agreement with the officer. The effective date of such resignation shall be the time specified in the notice, or if none is specified, the time of acceptance of such resignation by the Chair as determined by the Chair.

Section 6. Vacancies of Offices. A vacancy in any office because of death, resignation, removal or any other cause shall be filled by the Board for the unexpired portion of the term.

Section 7. Chair. The Chair is responsible for overseeing the Board and presiding over all Board meetings.

Section 8. Vice Chair. The Vice Chair shall serve in the capacity of Chair in the absence of the Chair and serve on the Governance Committee.

Section 9. President. The President shall serve in a leadership capacity in public affairs and fundraising and serve as a spokesperson for the organization with the public.

Section 10. Chief Executive Officer. The CEO shall be the principal executive officer of the Corporation and shall have the general powers of supervision and management over the business and affairs of the Corporation and such other powers as prescribed by resolution of the Board and the job description for CEO. The CEO may sign, with the Chair, Vice Chair, Secretary, or any other proper officer of the Corporation authorized by the Board, any deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof is expressly delegated by the Board or by these bylaws or by statute to some other officer or agent of the Corporation and in general the CEO will perform all duties incident to the office of CEO and such other duties as may be prescribed by the Board from time to time.

Section 11. Treasurer. The Treasurer ensures the deposit in the name of the Corporation of all funds and securities in such financial institutions as designated by the Board by resolution. The Treasurer shall be a member of the Finance and Audit Committee and present to the Board the annual budget developed according to the process described in the Committee's charter. The Treasurer shall ensure that staff or officers of the Corporation properly give and receive receipts for monies due and payable to the Corporation and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the Board.

Section 12. Secretary. The Secretary shall keep the minutes of meetings of the Board and Executive Committee; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; assure that all corporate records are retained and accessible to Trustees, Officers and any person or

agency with legal authority to access the records; and in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the Board.

Section 13. Person Holding More than One (1) Office. Section 13. Person Holding More than One (1) Office. The Board may elect a person to hold two (2) or more offices. In the event a person holding the office of President also serves in the capacity as the CEO of the Organization, the Board shall in its discretion determine whether the President/CEO of the Organization shall be a voting or non-voting member of the Board.

ARTICLE V - COMMITTEES, TASK FORCES AND ADVISORY COUNCILS

Section 1. Committees of Trustees. The Board may designate and appoint standing committees consisting of two (2) or more Trustees, which shall have such authority on behalf of the Corporation as is delegated to such committees by these bylaws or by Board resolution. The Board committees, standing or ad hoc and task forces, may have non-Trustee members so long as the Trustees constitute a majority of committee members. The designation and appointment of any such committee or task force and the delegation thereto of authority shall not operate to relieve the Board, or any individual Trustee, of any responsibility imposed upon the Board or a Trustee by law. A committee of the Trustees may not be delegated authority to amend bylaws or arrange for the sale of assets, dissolution or merger of the Corporation.

Section 2. Standing Committees of the Trustees. The Corporation shall have the following standing committees each to be composed of at least a majority of Trustees: Executive Committee, Governance Committee, and Finance and Audit Committee. The composition and chair of each committee shall be determined by the Board upon the nominations of the Chair of the Board and its authority, to the extent not defined in the bylaws, shall be determined by the Board upon the recommendations of the committees or their chairs in the form of a committee charter. Changes to committee composition, chair, or charter must be approved by the Board, but do not require a change in the bylaws to reflect such change.

Section 3. Executive Committee. The Executive Committee shall be composed of the Chair, Vice Chair, Treasurer, Secretary and such other officers or trustees as the Board may appoint upon the nomination of the Chair. The Executive Committee of the Corporation shall be empowered to act on behalf of the full Board between meetings of the Board. Consistent with the CEO's Letter of Offer and the Annual Performance Review discussed with the Board of Trustees, the Executive Committee will approve an annual bonus, as deemed appropriate. The Executive Committee may not amend bylaws, elect or remove board members, determine its authority and role in the organization, hire or fire the CEO, approve a change in the budget or make major structural decisions including adding or eliminating programs, approving mergers or dissolving the corporation. It shall report its actions to the Board at the Board meeting immediately subsequent to the committee meeting or meetings at which Executive Committee action was taken. The Board may receive and approve such report and actions or take any other action it deems necessary.

Section 4. Task Forces. The Board may appoint such Task Forces of limited duration as it deems necessary to perform specific tasks for the Board. Task Forces shall be appointed and have such power as may be designated by a resolution adopted by the Board. The Board shall by resolution appoint members and a chair of each task force.

Section 5. Advisory Councils. The Board may create Advisory Councils upon the recommendation of the Governance Committee and appoint such membership as recommended by the Governance Committee.

ARTICLE VI - CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts. The Board may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these bylaws, 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.

Section 2. Checks, Drafts, Etc. All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issues in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the CEO and countersigned by the Treasurer or where the Treasurer is not available for countersignature any other officer of the Corporation.

Section 3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Trustees may select.

ARTICLE VII - OFFICES, BOOKS AND RECORDS

Section 1. Offices. The principal office of the Corporation shall be at such place as the Board may determine. The Board may from time to time establish other offices or branches of the Corporation at whatever place or places it deems to be expedient.

Section 2. Books and Records. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the meetings of its Board of Trustees and committees having any of the authority of the Board of Trustees.

ARTICLE VIII - FINANCE

Section 1. Fiscal Year. The fiscal year of the Corporation shall be the calendar year beginning January 1 and ending December 31.

Section 2. Budget. The Board shall review and approve the annual budget of Corporation presented by the Treasurer.

Section 3. Expenditures. No part of the net earnings of the Corporation shall inure to the benefit of or be distributed to its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II.

ARTICLE IX - NONDISCRIMINATION

It shall be the policy of the Corporation to provide equal employment opportunity and equal opportunity to participate in any programs of the Corporation without regard to race, color, religion, sex, sexual orientation, or national origin. It shall also be the policy of the Corporation to fully comply with all relevant provisions of the Americans with Disabilities Act.

ARTICLE X – INDEMNIFICATION

It shall be the policy of the Corporation to provide indemnity to its officers and trustees consistent with and provided by the laws of the State of Maryland regarding corporate indemnification of directors and officers. Indemnification applies to officers and trustees who acted in good faith and reasonably believed that their conduct in their capacity as such officers or trustees of the Corporation, was at least not opposed to the best interest of the Corporation and in the case of criminal proceedings had not reasonable cause to believe that the conduct was unlawful. Such indemnity pertains to any action or proceeding in which an officer or trustee is made a party by virtue of holding an office or position as trustee of the Corporation. Indemnification is prohibited if the officer or trustee is found to be liable to the corporation or adjudged to have received personal benefit from the transaction. All requests for indemnity shall be submitted to the Board of Trustees of the Corporation and shall be considered in the manner provided by Maryland state law. In compliance with this bylaw, the Board of Trustees shall to the extent lawful and feasible (considering cost and the resources available to the Corporation) purchase insurance to protect the officers and trustees from liability for their action as officers and trustees of the Corporation. The foregoing indemnity provision shall in no way limit the extent of any insurance coverage purchased for such purpose.

ARTICLE XI - AMENDMENTS

These bylaws may be amended by the Board at any annual or special meeting or by other method of Board action permitted by state law and the bylaws of the Corporation. The affirmative vote of two-thirds (2/3) of the whole Board excluding nonvoting members shall be required for the adoption of any amendment. Notice of the meeting and proposed amendment, together with the text of the proposed amendment, shall be delivered to the Trustees as outlined by the notice requirements of Article III, Section 7 of these bylaws.

ARTICLE XII- DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the U.S. Internal Revenue Code, or corresponding section of any tax code and in accordance with Maryland state law and any order of a court of competent jurisdiction.

ARTICLE XIII- RULES OF ORDER

Meetings of the Corporation will be conducted under *Robert's Rules of Order, Revised* except as specified by the Articles of Incorporation, these bylaws or Board resolution.

ADOPTED APRIL 30, 2007; amended September 9, 2009; March 26, 2011; December 12, 2011; March 30, 2012; July 10, 2012; March 20, 2015; March 16, 2016, July 28, 2016, February 21, 2020, and December 17, 2020.