

CENTER FOR WATERSHED PROTECTION, INC.

AMENDED AND RESTATED BYLAWS

ARTICLE I

NAME AND PURPOSE

Section 1. NAME. The name of this corporation is Center for Watershed Protection, Inc. (the “Corporation”).

Section 2. PURPOSES AND GOALS. The purposes of the Corporation shall be as set forth in the Articles of Incorporation of the Corporation. The board of directors shall adopt a long term and annual operating goals consistent with these purposes.

ARTICLE II

OFFICES

Section 1. PRINCIPAL OFFICE. The principal office of the Corporation is in the State of Maryland at 11711 East Market Place, Suite 200, Fulton, Maryland 20759 or at any other place or places as the board of directors may designate.

Section 2. ADDITIONAL OFFICES. The Corporation may have additional offices at such places as the board of directors may from time to time determine or the business of the Corporation may require.

ARTICLE III

DIRECTORS

Section 1. GENERAL POWERS. The business and affairs of the Corporation shall be managed under the direction of its board of directors.

Section 2. NUMBER, TENURE AND QUALIFICATIONS. The number of directors of the Corporation shall be not less than nine (9) and no more than nineteen (19). At any regular meeting or at any special meeting called for that purpose, a majority of the entire board of directors may establish, increase or decrease the number of directors and further provided that the tenure of office of a director shall not be affected by any decrease in the number of directors.

Section 3. ELECTION OF DIRECTORS. The directors of the Corporation shall be elected by the board of directors.

Section 4. TERM OF OFFICE. Each director shall be elected for a three (3) year term (the “First Term”) and shall serve until his or her successor is elected and qualifies. Upon the expiration of the First Term, a director may be-elected to the board for an additional

term of three (3) years (the “Second Term”). Thereafter, a director may be re-elected to the board for two (2) additional terms of three (3) years each provided that a period of one (1) year or more has elapsed since the expiration of the director’s Second Term. The board may make provision for staggered terms in connection with any increase in the number of directors as necessary to maintain an appropriate rate of board turnover. Notwithstanding anything to the contrary set forth herein, the board of directors may authorize and approve the extension of any term of office for any director.

Section 5. ANNUAL AND REGULAR MEETINGS. An annual meeting of the board of directors shall be held each year in the month of November or such other month as the board of directors or the president may determine from time to time. In addition to the annual meeting, the board of directors may provide, by resolution, the time and place for the holding of regular meetings of the board of directors without other notice than such resolution.

Section 6. SPECIAL MEETINGS. Special meetings of the board of directors may be called by or at the request of the president or by a majority of the directors then in office. The person or persons authorized to call special meetings of the board of directors may fix any place as the place for holding any special meeting of the board of directors called by them.

Section 7. NOTICE. Notice of the annual meeting and any special meeting shall be given by written notice delivered to each director at his or her business or residence address, or sent by electronic mail to any electronic mail address of the director or by any other electronic means. Notice by mail shall be given at least five days prior to the meeting and notice by electronic mail shall be given at least forty-eight (48) hours prior to the time and date of the meeting. If mailed, such notice shall be deemed to be given when deposited in the United States mail properly addressed, with postage thereon prepaid. If given electronically, such notice shall be deemed to be delivered on the date when transmitted by electronic mail to the last known email address for each director. Neither the business to be transacted at, nor the purpose of, any annual, regular or special meeting of the board of directors need be stated in the notice, unless specifically required by statute or these bylaws.

Section 8. QUORUM. A majority of the entire board of directors shall constitute a quorum for transaction of business at any meeting of the board of directors, provided that, if less than a majority of such number of directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice

The directors present at a meeting which has been duly called and convened with a quorum of the board of directors may continue to transact business until adjournment, notwithstanding the withdrawal of enough directors to leave less than a quorum.

Section 9. VOTING. The action of the board of directors shall require an affirmative vote of the majority of the directors present at a meeting at which a quorum is present shall be the action of the board of directors, unless the concurrence of a greater proportion is required for such action by applicable statute. For the sake of clarity, an action of the board of directors requires that a quorum be present at the meeting at such time that the action is voted upon.

Section 10. TELEPHONE AND VIRTUAL MEETINGS. Members of the board of directors may participate in a meeting by means of a conference telephone, virtually, or similar communications equipment if all persons participating in the meeting can hear each other at the same time. Participation in a meeting by these means shall constitute presence in person at the meeting.

Section 11. INFORMAL ACTION BY DIRECTORS. Any action required or permitted to be taken at any meeting of the board of directors may be taken without a meeting, if a consent in writing to such action is signed by each director and such written consent is filed with the minutes of proceedings of the board of directors.

Section 12. COMPENSATION. Directors shall not receive any stated salary for their services as directors but, by resolution of the board of directors, a fixed sum and expenses of attendance, if any, may be allowed to directors for attendance at each annual, regular or special meeting of the board of directors or of any committee thereof; but nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation therefor.

Section 13. ATTENDANCE AND OTHER RESPONSIBILITIES. In agreeing to serve, each director accepts the responsibilities of being a director, knowing that the board can function well only through the active participation of its members, and that the board is responsible for carrying out the purposes and overseeing the affairs of the Corporation, even though day to day conduct of the Corporation's business may be largely handled by its officers, agents or committees. Without limiting the generality of the foregoing, each director acknowledges and agrees that if he/she is absent for 3 of any 4 consecutive meetings of the board of directors then such will be, in the discretion of the board of directors and subject to a vote in accordance with Section 14 of this Article III, cause for removal. Nothing in this section shall be considered to impose upon any director any liability or legal responsibility for acts or omissions beyond applicable law.

Section 14. REMOVAL; RESIGNATION. The directors may, at any time, remove any director, with or without cause, by the affirmative vote of a majority of all the votes of the directors entitled to be cast on the matter and may elect a successor to fill any resulting vacancy for the balance of the term of the removed director. A director may resign from the board of director at any time upon written notice to the President.

Section 15. VACANCIES. Any vacancy on the board of directors for any cause other than the removal of a director or an increase in the number of directors may be filled by a majority of the remaining directors, although such majority is less than a quorum. Any vacancy on the board of directors by reason of an increase in the number of directors may be filled by a majority vote of the entire board of directors. A director elected by the board of directors to fill a vacancy shall serve until the next annual meeting of the board of directors and until his or her successor is elected and qualifies.

ARTICLE IV

COMMITTEES

Section 1. EXECUTIVE COMMITTEE. The board of directors or the President may appoint from among its members an executive committee which shall include the president and such other officers and directors as may be designated. The executive committee shall have such powers to act for the board in intervals between its meetings as the board may provide, subject to law and the provisions of these by-laws. The executive committee shall keep a true record of all of its proceedings, which record shall always be open to the inspection of any director, and at each meeting of the board of directors, the record of the executive committee since the last prior meeting of the board shall be presented.

Section 2. OTHER COMMITTEES. The board of directors or the President may provide for other committees which may, to the extent authorized by the board, exercise powers of the board with respect to specific matters or operational concerns, subject to limitations of law and these by-laws. Committees not exercising powers of the board may be established and appointed in such manner as the board may provide, and members of such committees need not be members of the board. Any committee exercising powers of the board shall keep a true and accurate record of its proceedings which shall always be open to inspection by any director, and shall make regular reports to the board directly, or through any executive committee, as may be required by the board. Committee members are not required to be directors. Whenever practicable, a summary of the purpose and objectives of the committee shall be established by the board of directors.

Section 3. POWERS. The board of directors may delegate to committees appointed under this Article any of the powers of the board of directors, except as prohibited by law.

Section 4. MEETINGS. In the absence of any member of any such committee, the members thereof present at any meeting, whether or not they constitute a quorum, may appoint a director to act in the place of such absent member.

Section 5. TELEPHONE AND VIRTUAL MEETINGS. Members of a committee of the board of directors may participate in a meeting by means of a conference telephone, virtually, or similar communications equipment if all persons participating in the meeting can hear each other at the same time. Participation in a meeting by these means shall constitute presence in person at the meeting.

Section 6. INFORMAL ACTION BY COMMITTEES. Any action required or permitted to be taken at any meeting of a committee of the board of directors may be taken without a meeting, if a consent in writing to such action is signed by each member of the committee and such written consent is filed with the minutes of proceedings of such committee.

ARTICLE V

OFFICERS

Section 1. GENERAL PROVISIONS. The officers of the Corporation shall be elected annually by the board of directors at the annual meeting of the board of directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as may be convenient. Each officer shall hold office until his or her successor is elected and qualifies or until his or her death, resignation or removal in the manner hereinafter provided. Any two or more offices except president and vice president may be held by the same person. Election or appointment of an officer or agent shall not of itself create contract rights between the Corporation and such officer or agent.

Section 2. REMOVAL; RESIGNATION. Any officer of the Corporation may be removed by the board of directors, with or without cause, by the affirmative vote of a majority of all the votes of the directors entitled to be cast on the matter, if in the judgment of the board of directors, the best interests of the Corporation would be served thereby. An officer may resign from the board of director at any time upon written notice to the President.

Section 3. VACANCIES. A vacancy in any office may be filled by the board of directors for the balance of the term with an affirmative vote of the directors in accordance with Article III, Section 9.

Section 4. PRESIDENT. The president shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. Unless the president is not a member of the board of directors, he or she shall preside at all meetings of the board of directors and of the members at which he or she shall be present and shall be *ex officio* a member of all committees that may, from time to time, be constituted by the board of directors. The President may execute any deed, mortgage, bond, contract or other instrument which the board of directors has authorized to be executed, except in cases where the execution thereof shall be expressly delegated by the board of directors or by these bylaws to some other officer or agent of the Corporation or shall be required by law to be otherwise executed; and in general shall perform all duties incident to the office of president and such other duties as may be prescribed by the board of directors from time to time.

Section 5. VICE-PRESIDENTS. In the absence of the president or in the event of a vacancy in such office, 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 to him or her by the president or by the board of directors. The board of directors may designate one or more vice-presidents as executive vice-president or as vice-president for particular areas of responsibility.

Section 6. SECRETARY. The secretary shall (a) keep the minutes of the proceedings of the members, the board of directors and committees of the board in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the

provisions of these bylaws or as required by law; (c) be custodian of the corporate records and of the seal of the Corporation; (d) keep a register of the post office address of each member which shall be furnished to the secretary by such member; and (e) in general perform such other duties as from time to time may be assigned to the secretary by the president or by the board of directors.

Section 7. TREASURER. The treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the board of directors.

The Treasurer shall disburse the funds of the Corporation as may be ordered by the board of directors, taking proper vouchers for such disbursements, and shall render to the president and board of directors, at the regular meetings of the Board or whenever they may require it, an account of all his or her transactions as treasurer and of the financial condition of the Corporation.

If required by the board of directors, the treasurer shall give the Corporation a bond in such sum and with such surety or sureties as shall be satisfactory to the board of directors for the faithful performance of the duties of his or her office and for the restoration to the Corporation, in case of his or her death, resignation, retirement or removal from office, all books, papers, vouchers, money and other property of whatever kind in his or her possession or under his or her control belonging to the Corporation.

Section 8. ASSISTANT SECRETARIES AND ASSISTANT TREASURERS. The board of directors may, from time to time, appoint one or more assistant secretaries or assistant treasurers. The assistant secretaries and assistant treasurers, in general, shall perform such duties as shall be assigned to them by the secretary or treasurer, respectively, or by the president or the board of directors. The assistant treasurers shall, if required by the board of directors, give bonds for the faithful performance of their duties in such sums and with such sureties as shall be satisfactory to the board of directors.

Section 9. EXECUTIVE DIRECTOR/CHIEF EXECUTIVE OFFICER. The board of directors may provide for appointment of an executive director and/or Chief Executive Officer, to be approved by the board, who shall be the chief administrative officer, with such official title as the board may deem desirable. The executive director and/or Chief Executive Officer need not be a director, but unless otherwise provided by the board shall enjoy the privileges of a non-voting director.

Section 10. ANNUAL REPORT. The president or other executive officer of the Corporation shall prepare or cause to be prepared annually a full and correct statement of the affairs of the Corporation, including a balance sheet and a statement of the results of operations for the preceding fiscal year, which shall be submitted at the annual meeting of the board of directors and filed within 20 days thereafter at the principal office of the Corporation in the State of Maryland.

Section 11. OTHER OFFICERS. The board of directors may, in its discretion, appoint such other officers as its deems appropriate, including vice presidents, assistant secretaries and assistant treasurers

Section 12. COMPENSATION. Unless otherwise authorized by the board of directors, officers shall not receive any salary for their services as officers. Officers who are employees of the Company may be paid a salary as determined and approved by the board of directors from time-to-time.

ARTICLE VI

CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1. CONTRACTS. The board of directors may authorize any officer or agent to enter into any contract or to 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 AND DRAFTS. 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 and in such manner as shall from time to time be determined by the board of directors.

Section 3. DEPOSITS. All funds of the Corporation not otherwise employed 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 directors may designate.

ARTICLE VII

FISCAL YEAR

The board of directors shall have the power, from time to time, to fix the fiscal year of the Corporation by a duly adopted resolution.

ARTICLE VIII

SEAL

Section 1. SEAL. The corporate seal shall have inscribed thereon the name of the Corporation, the year of its organization and the words "Incorporated Virginia". The board of directors may authorize one or more duplicate seals and provide for the custody thereof.

Section 2. AFFIXING SEAL. Whenever the Corporation is required to place its corporate seal to a document, it shall be sufficient to meet the requirements of any law, rule or regulation relating to a corporate seal to place the word "(SEAL)" adjacent to the signature of the person authorized to execute the document on behalf of the Corporation.

ARTICLE IX

INDEMNIFICATION

To the maximum extent permitted under applicable law, as amended from time to time, the Corporation shall indemnify, and shall pay or reimburse reasonable expenses in advance of final disposition of a proceeding to, (a) any individual who is a present or former director or officer of the Corporation or (b) any individual who serves or has served another corporation, partnership, joint venture, trust, employee benefit plan or any other enterprise as a director or officer of such corporation or as a partner or trustee of such partnership, joint venture, trust or employee benefit plan at the request of the Corporation. The Corporation may, with the approval of its board of directors, provide such indemnification and advancement of expenses to a person who served as predecessor of the Corporation in any of the capacities described in (a) or (b) above and to any employee or agent of the Corporation or a predecessor of the Corporation.

Neither the amendment nor repeal of this Section, nor the adoption or amendment of any other provision of the bylaws or charter of the Corporation inconsistent with this Section, shall apply to or affect in any respect the applicability of the preceding paragraph with respect to any act or failure to act which occurred prior to such amendment, repeal or adoption.

ARTICLE X

WAIVER OF NOTICE

Whenever any notice is required to be given pursuant to the charter or bylaws of the Corporation or pursuant to applicable law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at nor the purpose of any meeting need be set forth in the waiver of notice, unless specifically required by statute. The attendance of any person at any meeting shall constitute a waiver of notice of such meeting, except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

ARTICLE XI

NON-DISCRIMINATION

Membership, office, and participation in all activities, programs and benefits of the Corporation shall be open without regard to race, color, gender, national origin, sexual orientation, disability, marital status, religion, age, or any other consideration prohibited by applicable federal, state or local laws.

ARTICLE XII

AMENDMENT OF BYLAWS

The board of directors shall have the power, by the affirmative vote of two-thirds of all the votes cast at a meeting of the directors duly called and at which a quorum is present, to adopt, amend or repeal any bylaws of the Corporation and to make new bylaws, provided that a copy of the proposed bylaws or of any amendment or repeal of all or any portion of the existing bylaws shall be delivered to each director at least fifteen (15) days before the meeting at which the same is to be considered.

ARTICLE XIII

AMENDMENT AND RESTATEMENT

These Amended and Restated Bylaws amend and restate the existing Bylaws of the corporation in their entirety. These Amended and Restated Bylaws constitute the entire bylaws of the Corporation, superseding in their entirety any and all prior bylaws of the Corporation.

ARTICLE XIV **DISSOLUTION**

Upon the dissolution of the Corporation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all assets of the Corporation for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (the "Code"), or the corresponding section of any future federal tax code, or to such organization or organizations organized and operated exclusively for charitable and educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, as the board of directors shall determine, or to the federal government, or to a state or local government, for a public purpose, as the board of directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as the court shall determine, which are organized and operated exclusively for such purposes.

CERTIFICATE OF SECRETARY

The foregoing are certified as the bylaws of Center fir Watershed Protection, Inc., duly adopted by the board of directors of the Corporation. These Bylaws are in full force and effect and constitute the entire bylaws of the Corporation as of the date of this Certificate.

Luis Valdivieso

Luis Valdivieso, Secretary

Date: 12/2/2022