



Board of Directors Meeting

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June 27, 2024

9:30 a.m.

Agenda

Board Members

Shelley Heller
Chair

Hon. Frederic N. Smalkin
Secretary

Brendon Baatz
Treasurer

Robert L. Witt, II
Chair, HR Committee

Moalie Jose, P.E.
Chair, Audit Committee

James H. Johnson Jr.,
Ph.D., P.E.

Dereck E. Davis
State Treasurer

Charles C. Glass, Ph.D.,
P.E.
Executive Director

Call to Order	Shelley Heller
Inspire Awards	Managing Directors
Approval of Minutes – May 30, 2024	Shelley Heller
Executive Director’s Report	Charles Glass
FY25 BEST Goals	Ellen Frketic
New Business Report	Managing Directors
Financial Update	Hament Patel
Human Resources Report	Stephanie Patton
Human Resource Committee Report	Robert Witt
• Performance-Based Compensation	
• 401k Contribution	
• HR Policies	
Procurement	Winsome Condra
Procurement Items (attached)	
• Item 1: Short-term, long-term, and life insurance policies – (Pending further internal review)	
• Item 2: Masonville DMCF – Gahagan & Bryant Associates, continued design & permit support (+42 dike elevation)	
• Item 3: BWI, MSA, SHA, MTA, MDTA – VLS Environmental Solutions, LLC, facilities cleaning & maintenance	
• Item 4: Sandy Hill Landfill – Arcadis U.S., Inc., regulatory compliance support for consent order	
• Item 5: Sandy Hill Landfill – SCS Engineers, regulatory compliance support services	
• Item 6: Brown Station Landfill – SCS Engineers, regulatory compliance support services	

- Item 7: Brown Station Landfill – ACV Environmental Services, Inc., collection & disposal of household hazardous waste – option year 2
- Item 8: Brown Station Landfill – Allan Myers, Inc., Area C Cell C-1 construction
- Item 9: Prince George’s Co. Materials Recycling Facility & Montgomery Co. Recycling Center – South Atlantic Marine Services, Inc., bailing wire

Procurement Notifications

Legal Report

Sean Coleman

- Adopt Changes to Bylaws

Group Updates

- Freedom District Wastewater Treatment Facility

Matt Lapinsky

New/Old Business

Shelley Heller

Closed Session

- Approval of Minutes – May 30, 2024
- HR Committee Report
 - Deputy Director Salary Recommendation
 - BOD Financial Disclosure Report

Adjournment

Shelley Heller



BEST GOALS FY2025



GOAL 1: SAFETY

MES employees should strive to work in a manner consistent with the highest safety standards.

- All employees who drive a work vehicle owned, operated, or controlled by MES will complete a driver safety training course.
- Every other month, MES will conduct CPR/First Aid classes that will be available to all employees.
- Each operational group will work with Safety and Environmental Compliance to develop and conduct group-specific training for operational staff.

GOAL 2: EDUCATION

Encourage staff to take advantage of educational opportunities.

- MES will provide training on new or amended policies approved by the Board of Directors through the FY25 third quarter (March 2025).
- MES will hold six health and wellness events per year.
- MES will develop "Your Group 101" materials for onboarding new employees.
- MES will hold six "Lunch and Learn" events per year.

GOAL 3: DIVERSITY, EQUITY, AND INCLUSION

Promote a more diverse, inclusive work environment where opportunities are available for all staff.

- Between December 21, 2023, and December 21, 2025, MES will:
 - Complete sexual harassment prevention training (either in person or virtually) for 95% of employees.
 - Complete diversity training (in person or virtually) for 95% of employees.
- MES will complete equal employment opportunity (EEO) overview training for 50% of MES managers, supervisors, or employees with hiring manager authority.
- MES will develop and implement a proper pronoun etiquette training available to all MES employees and require 75% of MES managers, supervisors, or employees with hiring manager authority to complete it.



BEST GOALS FY2025



GOAL 4: CUSTOMER AND COMMUNITY SERVICE

Provide excellent customer service to both internal and external customers.

- Managing Directors and Division Chiefs from each operating group will spend a day at one of their operational facilities or project sites each month.
- Each group will identify and lead a community service/volunteer activity and encourage staff participation.
- MES will meet or beat the annual Maryland Charity Campaign (MCC) goal set by the state.

GOAL 5: ENVIRONMENT

Quantify MES' carbon footprint from operations and continue to identify opportunities to reduce greenhouse gas (GHG) emissions.

- Each operating group and the headquarters office building will quantify their FY24 greenhouse gas emissions by the end of the FY25 first quarter (Oct. 1, 2024). MES will identify opportunities and create a plan to reduce its carbon footprint.
- In collaboration with our client partners, MES will ensure it is awarded at least one grant for environmental justice projects.
- Staff will continue to participate annually in Earth Day events at each MES site or within local communities for each site.

GOAL 6: ADMINISTRATIVE ENHANCEMENTS

Improve administrative procedures to increase efficiency, staffing, revenue, and small business opportunities.

- MES will increase revenue through billable labor sales, with the goal of a 4% year-over-year increase.
- MES will maintain a 5% average quarterly vacancy rate through the end of FY25.
- Each group will participate in at least one career fair event at a local school in a predominately minority population area or at a Historically Black College and University (HBCU).
- MES will meet or exceed the state's Small Business Reserve (SBR) goal.
- MES will create and administer agency-wide training for managers on employee performance review processes.



Wes Moore GOVERNOR
Aruna Miller LT. GOVERNOR
Charles Glass, Ph.D., P.E. EXECUTIVE DIRECTOR

To: Board of Directors

From: Charles Glass, Ph.D., P.E

Date: June 13, 2024

Re: Employee Performance-Based Compensation for FY 2025

Maryland Environmental Service’s employees have done excellent work in providing services to our clients and the citizens of Maryland. In appreciation for the dedication and hard work of the employees, taking into consideration the rising costs of living, and to provide wages comparable to entities similar to MES, I recommend the following salary increase for MES employees.

I recommend that MES employees receive performance-based compensation increases as outlined in the table below for FY 2025 based on the performance review for the period of April 1, 2023 to March 31, 2024, or applicable probationary period performance review. Employees who have not completed their probationary period as of March 31, 2024, will not be eligible for the salary increase.

These salary increases will be effective with the pay period beginning July 10, 2024.

Score	Percentage of Increase
2.99 and under	No PBC
3.0 - 3.49	3%
3.5 - 3.99	4%
4.0 - 5.0	5%

This salary increase will not be applicable to the Executive Director, Deputy Director, the attorneys of the Office of the Attorney General, and the employees of Chesapeake Bay Trust.

The salary card will be updated to reflect the maximum percentages approved by the Board for performance-based compensation.

Thank you.



Wes Moore GOVERNOR

Aruna Miller LT. GOVERNOR

Charles Glass, Ph.D., P.E. EXECUTIVE DIRECTOR

To: Board of Directors

From: Charles Glass, Ph.D., P.E

Date: June 13, 2024

Re: \$ 1,500 MES Lump Sum Contribution to 401k Plan for MES Employees

Maryland Environmental Service's employees have done excellent work in providing services to our clients and the citizens of Maryland.

As of April 30, 2024, the financial performance of MES is exceptional, as reflected in the financial statements. The billable labor is significantly greater than the FY 2024 budget due to the Agency's very low vacancy rate. In addition, overhead expenses have been much lower than the budgeted amount. As a result, it is anticipated that net earnings of MES for FY 2024 will be significantly higher than expected.

Based on the financial performance as of April 30, 2024, and year-end projections for FY 2024, I recommend that eligible MES employees receive a \$1,500 lump sum contribution to their 401k account.

This 401k contribution will be awarded to all current MES employees except the employees who are participants in State Pension System, Chesapeake Bay Trust employees, interns and any MES employee who is not currently eligible for MES contribution to their 401k account. Part-time employees will receive a lump sum contribution prorated in proportion to the number of hours they are employed. MES will reduce the amount of the lump sum contribution if necessary to comply with applicable IRS regulations and the 401k Plan.

In accordance with Vanguard plan documents, this contribution will be awarded to the eligible employees on June 28, 2024, who are current active employees as of June 28, 2024, and were hired prior to May 28, 2024.

Thank you.

Approval after Solicitation
PROCUREMENTS, CONTRACTS, PURCHASE ORDERS,
AMENDMENTS, AND CHANGE ORDERS
FOR
BOARD OF DIRECTORS' APPROVAL

June 27, 2024

Item: 2

Type: A/E Services over \$200,000

Group & Division: Environmental Dredging and Restoration

MES Contract Number: 1-24-5-36-3

Project Name: Engineering Design Services for Dike Raising of Masonville DMCF to Elevation +42

Title/Description: Provide continued design and permit support for the Masonville DMCF to Elevation +42 through final permit approvals.

Procurement Method: A/E Small Business Reserve Shortlist # 1-24-1-03-7

Bids/Proposals: Gahagan & Bryant Associates, Inc. (GBA)

Awarded To: GBA

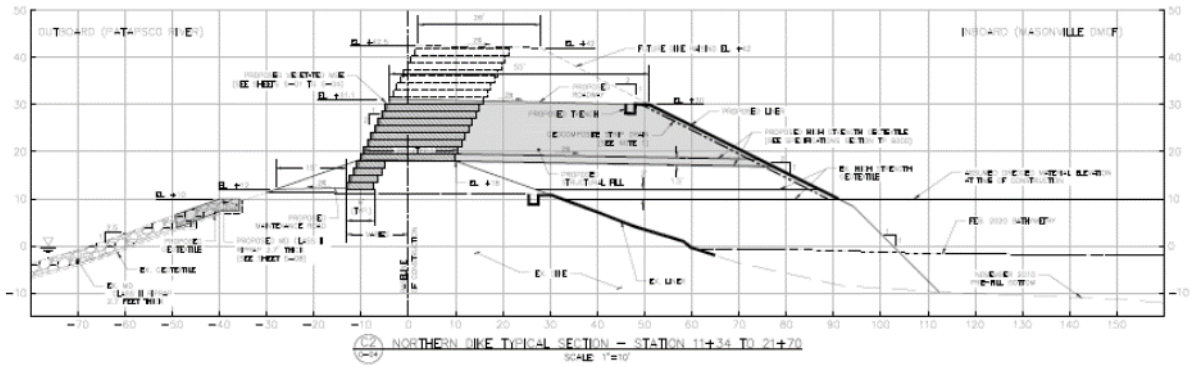
Amount: \$748,840.10

Term: June 2024 – June 2026

Client/Fund Source: Maryland Port Administration (MPA)/Masonville Construction Management MOU (06-07-42)

MBE Goal: 13.8%

Remarks: These engineering services will enable MES Consultant GBA and their subcontractors Soil and Land Use Technology, Inc. (SaLUT) and TranSystems (formerly Whitney Bailey Cox & Magnani, LLC), to provide design and permitting support to the MPA's Masonville DMCF Dike Raising to +42. These design services are essential for our client MPA to meet their long range dredged material capacity requirements.



Typical Cross Section showing MV DMCF +30 with Conceptual +42 Design



MSE wall being installed at Masonville DMCF as part of the Dike Raising to +30 Construction

Change Order Approval
PROCUREMENTS, CONTRACTS, PURCHASE ORDERS,
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FOR
BOARD OF DIRECTORS' APPROVAL

June 27, 2024

Item: 3

Type: Services over \$200,000

Group & Division: Technical & Environmental Services

MES Contract Number: 1-19-3-70-5

Project Name: BWI and Martin State Airports, State Highway Administration (SHA), Maryland Transit Administration (MTA) and Maryland Transportation Administration (MDTA) Facilities

Title/Description: Facilities Cleaning and Maintenance for BWI and MTN Airports and SHA, MTA and MDTA Facilities

Original Procurement Method: Competitive Sealed Bid

Contractor: VLS Environmental Solutions LLC

Original Term: June 30, 2025

Modified Term: No term modification

Original Amount: \$759,100 (BOD Item 2, 4/25/19 for \$1,500,000)

Modifications to Date: Change Order #2 – Increase of \$100,000
Change Order #3 – no funding changes
Change Order #4 – Increase of \$538,000
Change Order #5 – Decrease of \$80.00

Amount of this Change Order #6: \$665,000.00

Revised Total Contract Amount: \$2,062,020

Client/Fund Source: MAA Office of Environmental Compliance and Sustainability /
MOU # 2-20-3-81
MAA Office of Facilities Maintenance / MOU # 2-20-3-80
MDTA / MOU # 2-23-3-51
MTA / MOU # 2-24-3-76
SHA / MOU # 2-21-3-14

MBE Participation:

Goal 24%, Participation to date 7.67%

Remarks:

This change order will provide increased funding required due to contract rate increases for FY25 as well as adding an additional task for MDTA sweeper dirt collection and disposal. A Corrective Action Plan is in place to address the MBE participation.



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Item: 4

Type: A/E Services over \$200,000

Group & Division: Environmental Operations

MES Contract Number: To be assigned

Project Name: Sandy Hill Creative Disposal Project (SHCDP) Landfill
Regulatory Compliance Support Services FY25

Title/Description: Consent Order Assistance and Compliance Monitoring and
Reporting

Procurement Method: A/E shortlist

Bids/Proposals: N/A

Awarded To: Arcadis U.S., Inc.

Amount: \$504,030.00

Term: July 1, 2024 – July 31, 2025

Client/Fund Source: Prince George's Co/Contract Management Services (IGA 2-21-4-
53)

MBE Goal: 35%

Remarks: The AE will provide professional services in support of Prince
George's County's ongoing 2011 consent order with MDE. This
includes efforts to maintain compliance pursuant to roles and
responsibilities outlined in a settlement agreement as well as
provide strategic consulting associated with remedies to be
included in a pending Corrective Action Plan (CAP). As part of the
consent order requirements, the most recent deliverables included
submittal of a Water Balance Study and Environmental Monitoring
Plan to MDE in May 2021. MDE's review is on-going.

The AE will also perform routine water quality (including PFAS)
and soil-gas compliance program monitoring and reporting per the

SHCDP facility permit and COMAR requirements for July 1, 2024, through July 31, 2025.



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Item: 5

Type: A/E Services over \$200,000

Group & Division: Environmental Operations

MES Contract Number: To be assigned

Project Name: Sandy Hill Creative Disposal Project (SHCDP) Landfill
Regulatory Compliance Support Services

Title/Description: Landfill gas collection system O&M and air emissions compliance
monitoring and reporting

Procurement Method: A/E shortlist

Bids/Proposals: N/A

Awarded To: Stearns, Conrad & Schmidt, Consulting Engineers, Inc. (SCS
Engineers)

Amount: \$519,172

Term: July 1, 2024 – July 31, 2025

Client/Fund Source: Prince George's Co./Contract Management Services (IGA 2-21-4-
53)

MBE Goal: 10%

Remarks: The SHDP is a closed landfill. The AE will perform field operations and maintenance of landfill gas collection, flare and monitoring systems located at the landfill. This includes routine blower/ flare station daily inspection, routine wellfield/ and pipeline inspection, calibration of combustion sensors, and non-routine repairs. The AE will also perform air emissions and other regulatory support as specified by facility permits such as Clean Air Act regulations, including the Standards of Performance for Municipal Solid Waste Landfills (40 CFR 60 Subpart WWW), the Emissions Guidelines and Compliance Times for Municipal Solid Waste Landfills (40 CFR 60 Subpart Cc), and the Maximum

Achievable Control Technology (MACT) Standards for Landfills (40 CFR 63, Subpart AAAA). This includes monthly wellhead monitoring, quarterly surface emissions monitoring, quarterly and semiannual NSPS/MACT reports for the landfill, and annual emissions and toxic certification. Support services will be for the period July 1, 2024, through July 31, 2025.

The MBE vendor will perform weekly flare station operation and maintenance, routine equipment inspection and non-routine maintenance as needed. MBE participation may be higher as non-routine needs increase.



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Item: 6

Type: A/E Services over \$200,000

Group & Division: Environmental Operations

MES Contract Number: To be assigned

Project Name: Brown Station Road Sanitary Landfill (BSRSL) Regulatory Compliance Support Services

Title/Description: Landfill gas & air emissions compliance monitoring and reporting

Procurement Method: A/E shortlist

Bids/Proposals: N/A

Awarded To: Stearns, Conrad & Schmidt, Consulting Engineers, Inc. (SCS Engineers)

Amount: \$555,000

Term: July 1, 2024 – July 31, 2025

Client/Fund Source: Prince George's Co./Contract Management Services (IGA 2-21-4-53)

MBE Goal: 20%

Remarks: The AE will perform field operations and maintenance of landfill gas (LFG) collection, flare and monitoring systems located at the landfill. This includes routine blower/flare station daily inspection, routine wellfield and pipeline inspection, calibration of combustion sensors, and non-routine repairs. The AE will also perform required monitoring, recordkeeping, and reporting to comply with Clean Air Act regulations including the Standards of Performance for Municipal Solid Waste Landfills (40 CFR 60 Subpart WWW), the Emissions Guidelines and Compliance Times for Municipal Solid Waste Landfills (40 CFR 60 Subpart Cc), and the Maximum Achievable Control Technology (MACT) Standards for Landfills (40 CFR 63, Subpart AAAA). This includes monthly wellhead

monitoring, quarterly surface emissions monitoring, quarterly and semiannual NSPS/MACT reports for the landfill, and annual emissions and toxic certification. Support services will be for July 1, 2024 through July 31, 2025.

Photos:



Change Order Approval
PROCUREMENTS, CONTRACTS, PURCHASE ORDERS,
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Item: 7

Type: Services over \$200,000

Group & Division: Environmental Operations

MES Contract Number: 1-21-4-54-8

Project Name: Household Hazardous Waste (HHW) Collections and Disposal at Brown Station Road Sanitary Landfill (BSRSL)

Title/Description: Provide services to pack, haul and dispose of collected HHW

Original Procurement Method: Competitive Sealed Bid

Contractor: ACV Environmental Services, Inc.

Original Term: Notice to proceed to August 31, 2023, with three (3) additional one (1) year extensions

Modified Term: Option Year 2: through August 31, 2025

Original Amount: \$2,527,654.96 (BOD Item 6, 8/26/21 for \$2,400,000)

Modifications to Date: Year 1 Option, \$701,295.36 (BOD Item 9 8/24/23 for \$1,263,677.48)

Amount of this Renewal 2: \$677,491.00

Revised Total Contract Amount: \$3,906,241.32

Client/Fund Source: Prince George's Co./Contract Management Services (IGA 2-21-4-53)

MBE Participation: Goal 18%, Participation to date 13.7%

Remarks: Prince George's County opened the HHW lot in 2000 located at the Brown Station Road Sanitary Landfill. It is open and free of charge to County residents who need to dispose of harmful household waste such as: car batteries, automotive fluids and fuels, electronics, cleaning agents, oil-based paints, household batteries,

and solvents amongst other materials. The HHW lot operates weekly, Thursday to Saturday. The contractor provides staff to support operations and is responsible for the proper handling and disposal of the material stream collected. Services include technical identification of waste items, creation of shipping documents, safe control of vehicle traffic, off-loading of vehicles, waste bulking, waste disposal, site set up and overall event execution. During Option Year 2, ACV will continue to provide these services through Fiscal Year 2025.

ACV has been operating under a Corrective Action Plan (CAP) since March 2023. ACV has made significant progress in closing their MBE performance gap during FY24 (Option Year 1). ACV has added new MBE vendors in an effort to comply with their CAP. They have improved MBE participation from 2.4% in July 2023 to 13.7% in March 2024. Current projections using an average invoice amount and MBE participation over the past fiscal year indicate that ACV will attain their 18% MBE performance goal by the end of this calendar year.



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Item: 8

Type: Construction over \$200,000

Group & Division: Environmental Operations

MES Contract Number: 1-23-4-46-5

Project Name: Brown Station Road Sanitary Landfill
Area C Cell C-1 Construction

Title/Description: Construction of an approximately 10-acre cell (C-1) associated with Area C at the Brown Station Road Sanitary Landfill.

Original Procurement Method: Competitive Sealed Bid

Contractor: Allan Myers MD, Inc.

Original Term: 500 Calendar Days, with NTP issued on 12/21/2023

Modified Term: October 15, 2025

Original Amount: \$9,257,000. (Pre-solicitation approval for \$13,332,400 received on March 30, 2023, BOD Item 2)

Modifications to Date: N/A

Amount of this Change Order: \$509,009.00

Revised Total Contract Amount: \$9,766,009.00

Client/Fund Source: Prince George's County/FY22 – FY26 Contract Management Services (IGA 2-21-4-53)

MBE Participation: Goal 29%, Participation invoiced to date 20%

Remarks: The Brown Station Road Sanitary Landfill (BSRSL) is a municipal solid waste landfill owned and operated by Prince George's County (County). The landfill encompasses 850 acres and is currently divided into two primary areas: Area A and B. To meet the County's municipal solid waste management needs beyond

2025, the County planned to construct Area C, which will ultimately consist of 12 cells and add more than 50 years of capacity beyond 2025. The work actively being performed under this contract includes the construction of the first cell, identified as Cell C-1. The BOD approved a pre-solicitation amount of \$13,332,400 on March 30, 2023. MES executed a contract with Allan Myers in May 2023 for a total of \$9,257,000. This BOD item reflects a change in the awarded contract price exceeding \$200,000.

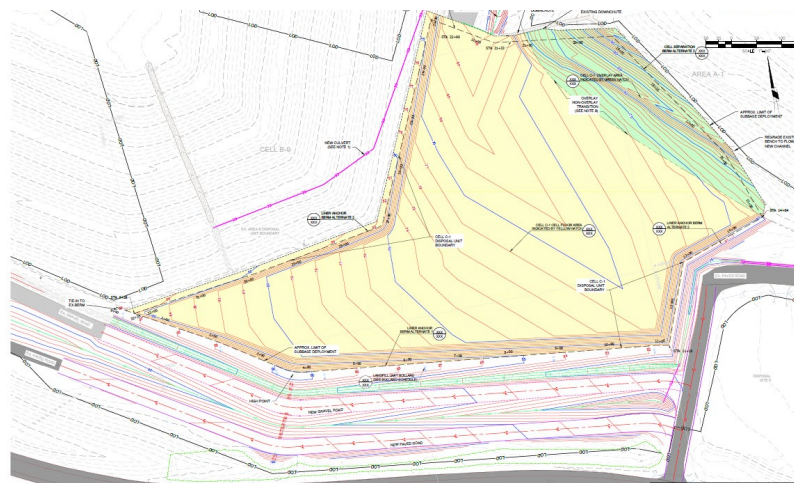
The project was initially bid in February 2024 with the expectation that MDE construction approval for Cell C-1 expected by May of 2023. MES executed the contract in May 2023 and withheld NTP pending the final MDE approval. MDE issued the permit in February 2024. The change order request of \$464,361 represents the material and labor escalation cost from the delayed NTP.

At the time of bid, MDE stormwater permitting was being updated to include more stringent inspection protocols. MES and the engineer of record obtained this permit on the contractor's behalf in October 2023 to limit further potential delays to the start of construction. This change order request for \$44,648 includes the additional cost for AM to comply with the monitoring and reporting requirements of the stormwater permit.

This amendment serves to update the contract for fiscal, temporal, and scope adjustments of changes encountered to date.



Example of cell construction activities.



Construction Drawing of Area C Cell C-1

Change Order Approval
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Item: 9

Type: Supplies over \$200,000

Group & Division: Environmental Operations

MES Contract Number: 1-22-4-64-5

Project Name: Prince George's County MRF and Montgomery County Recycling Center

Title/Description: Supply and Delivery of 11- and 12-gauge baling wire

Original Procurement Method: Competitive Sealed Bid

Contractor: South Atlantic Marine Services, Inc.

Original Term: One year contract from June 21, 2022 to June 30, 2023 with 2, one-year optional renewal years

Modified Term: Second Renewal from June 30, 2024 to June 30, 2025

Original Amount: \$457,362.00 (BOD Item 1, May 26, 2022)

Modifications to Date: CO #1 increase of \$109,570.00 on 10/9/2022
CO #2 increase of \$376,680.00 on 2/2/2023 (BOD Item 8, 1/26/23)
1st Renewal increase of \$672,792.00 (BOD Item 5, 1/22/23)

Amount of this Renewal #2: \$672,792.00

Revised Total Contract Amount: \$ 2,289,196.00

Client/Fund Source: Prince George's County, MES contract #2-16-4-27
Montgomery County, MES contract #2-16-4-69

MBE Participation: Goal 0%, Participation to date 0%

Remarks: Baling wire is critical to the functions of the MRF. This is the second and final renewal option.

BYLAWS OF THE BOARD OF DIRECTORS OF THE MARYLAND ENVIRONMENTAL SERVICE

July 1, 2023

ARTICLE I

NAME AND PURPOSE

Section 1.01. The Board of Directors (“Board”) is the body established by statute to provide overall management of the Maryland Environmental Service (“Service”).

Section 1.02. The Service is an instrumentality of the State and a public corporation by that name, style, and title, and the exercise by the Service of the powers conferred by this subtitle is the performance of an essential governmental function of the State of Maryland.

ARTICLE II

POWERS

Section 2.01. The Board shall perform the duties and exercise the powers specified in the Maryland Environmental Service Act, Title 3, subtitle 1 of the Natural Resources Article, Annotated Code of Maryland (“MES Act”), and other pertinent provisions of law.

ARTICLE III

MEMBERS

Section 3.01. The Board shall consist of the following members:

- A. The Executive Director of the Service, who shall be a nonvoting member.
- B. The State Treasurer of Maryland, or the State Treasurer’s designee.
- C. Three members from the public sector in the State in positions responsible for environmental, water, wastewater, or solid waste management.
- D. One member from the private sector in the State with technical, financial, development, or legal experience related to environmental, water, wastewater, or solid waste management.
- E. One member from the private sector in the State with financial experience related to environmental, water, wastewater, solid waste management.

- F. One member from the private sector in the State with experience or expertise in matters related to business ethics, preferably involving board of director ethics and conflicts of interest.
- G. Except for the Executive Director, an employee of the Service may not serve on the Board.

Section 3.02. The term of a Board member other than the State Treasurer and the Executive Director shall be four years, unless a different term is established by law.

Section 3.03. At the end of a term, a Board member continues to serve until a successor is appointed and qualifies.

Section 3.04. In accordance with Section 8-501 of the State Government Article, Annotated Code of Maryland, a Board member who fails to participate in at least 50% of the meetings of the Board during any consecutive 12-month period shall be considered to have resigned.

ARTICLE IV

OFFICERS AND STAFF OF THE BOARD

Section 4.01. Elected Officers. At the Organizational Meeting (as defined in Section 5.01), and at other times when necessary, the Board shall select from among its members three Elected Officers of the Service: a Chair of the Board (“Chair”), a Secretary (“Secretary”), and a Treasurer (“Treasurer”). Neither the State Treasurer nor the Executive Director may serve as an Elected Officer.

- A. The Elected Officers shall serve until the next Organizational Meeting, or until a successor is elected by the Board.
- B. An Elected Officer may be removed from their position by the affirmative vote of at least five members.
- C. The Board shall fill any vacancy in an office by the affirmative vote of at least five members.

Section 4.02. Chair.

- A. The Chair is authorized to represent the Board before all public bodies, to preside at the meetings of the Board, to sign on behalf of the Board papers

authorized by the Board or as required by law, to appoint work groups of the Board to study specific matters of interest, and to perform such other duties as the MES Act, these Bylaws, or the Board may assign.

- B. If the Chair notifies the Board that they will not be present for a scheduled or special meeting of the Board, or the Chair is unexpectedly absent or under a disability, the Secretary shall preside at the meeting, and shall have the powers and authority of the Chair for each meeting at which the Secretary presides.

Section 4.03. Secretary.

A. The Secretary shall keep a record of the proceedings of the Board and be custodian of all books, documents, and papers filed with the Service and of the minute book or journal of the Service and its official seal and shall perform such other duties as set forth in the MES Act, these Bylaws, or as directed by the Board.

A.B. With the approval of the Board, the Secretary may authorize an employee of the Service to serve as Deputy Secretary and to perform the functions of the Secretary, subject to any restrictions and conditions that the Secretary establishes.

B.C. The Secretary shall be the official records custodian of the Service, as that term is defined in the Maryland Public Information Act.

Section 4.04. Treasurer

A. The Treasurer shall maintain a detailed and accurate accounting system for all financial transactions of the Service and shall perform such other duties as set forth in the MES Act, these Bylaws, or as directed by the Board.

B. With the approval of the Board, the Treasurer may authorize an employee of the Service to serve as Deputy Treasurer and to disburse money for the purposes of the Service as provided by law, and subject to restrictions and other conditions that the Treasurer establishes.

C. The Treasurer and Deputy Treasurer shall be covered by a surety bond in accordance with the provisions of law concerning the State Employees Surety Bond Committee.

Section 4.05. Board Clerk

A. The Board Clerk shall perform their duties under the general supervision of the Secretary. The Clerk shall prepare and circulate, in a timely manner, the schedule of meetings, meeting agendas, draft minutes, resolutions,

correspondence, and other records and documents of the Board and any committees of the Board. The Clerk shall coordinate with the staff of the Service to make publicly available on the Service's website, in advance of each Board or committee meeting, any meeting agendas, summary of any finalized documents, written testimony from the public, and other materials that the Board will vote on. The Clerk shall also coordinate with the staff of the Service the posting on the Service's website of approved meeting minutes and shall assist the Board in implementing its other obligations under the Open Meetings Act. Unless otherwise directed by the Board, the Clerk shall attend all meetings of the Board and its committees. The Clerk shall prepare the annual attendance report for submittal to the Governor.

- B. The Executive Director shall submit to the Board, for its approval, the name and qualifications of an employee of the Service to serve as Clerk of the Board. The Clerk shall serve until the next Organizational Meeting, or until a successor is approved by the Board.
- C. If the Clerk notifies the Executive Director that they will not be present for a scheduled meeting of the Board or one of its committees, or the Clerk is unexpectedly absent or under a disability, the Executive Director shall designate another employee of the Service to temporarily fulfill the duties of the Clerk.

Section 4.06. Counsel. The Attorney General of Maryland is the legal advisor for the Service and the Board. The individual designated by the Attorney General to be counsel to the Service shall provide the legal aid, advice and counsel required by the Board.

Section 4.07. Other Staff. The Executive Director shall assign to the Board such other staff of the Service as the Board may require in carrying out its duties and responsibilities.

ARTICLE V

MEETINGS

Section 5.01. Regular Meetings. The Board shall hold regular monthly meetings. The first regular meeting of the fiscal year shall be designated as the Organizational Meeting, at which time the Elected Officers of the Board shall be elected, the members of the Standing Committees shall be confirmed, the schedule of regular

meetings shall be approved, the Board Clerk shall be confirmed, and the Board shall take any other actions required by these Bylaws. Except in an emergency, as determined by the Chair, the date of the Organizational Meeting and any regular meeting may be changed only by an affirmative vote of the Board. For any meeting that must be rescheduled due to an emergency, as determined by the Chair, the Chair shall designate a new date for the meeting.

Section 5.02. Special Meetings. The Board may hold special meetings upon the call of the Chair. The Chair may call a special meeting at the Chair's initiative, or in response to a written request of 4 members of the Board. The written request shall be submitted to the Clerk, with a copy to the Chair and to the Executive Director. Five business days' notice of any special meeting shall be given to all Board members, except when the Chair determines that special circumstances warrant shorter notice.

Section 5.03. Conduct of Board Meetings.

- A. Five members present at a meeting constitute a quorum for the transaction of business of the Board. The Executive Director is included as a member for purposes of making a quorum. If the State Treasurer and the State Treasurer's designee both attend a meeting, only one is considered present for quorum purposes.
- B. Meetings of the Board, including meetings of any Board committees, shall be held at the headquarters of the Service, or at any other location approved by the Chair of the Board, or the Chair of the Committee, as the case may be. A member may participate in any meeting of the Board or Committee by utilizing electronic technology, such as tele-conferencing or video-conferencing. A Board member must utilize technology that is compatible with the technology of the Service and that allows the member to effectively participate in the meeting.
- C. The affirmative vote of at least five members is necessary for any action taken by the Board. If the State Treasurer and the State Treasurer's designee both attend a meeting, only one vote may be cast between them for any specific action. Voting shall be by voice vote unless otherwise directed by the Chair. In all cases where a vote is taken, the yeas, nays and abstentions shall be separately recorded, except for a unanimous vote, which may be recorded as such.

- D. Proxy voting shall not be permitted. A Board member must be present at a meeting to cast a vote.
- E. Board meetings, including meetings of any Board Committees, shall be conducted in accordance with the Maryland Open Meetings Act, these Bylaws, and the latest revised version of *Robert's Rules of Order*.
- F. The portion of any Board meeting or committee meeting that is open to the public shall be livestreamed through the Service's website.
- G. At least 4 business days prior to a Board or committee meeting the Clerk shall circulate the proposed meeting agenda, draft meeting minutes, draft resolutions, proposed bylaw amendments, correspondence, and other records and documents which may be presented to the Board or committee for its consideration. The Clerk shall also coordinate with the staff of the Service to make publicly available on the Service's website, at least 48 hours in advance of each Board or committee meeting, any meeting agendas, summary of any finalized documents, written testimony from the public, and any other materials that the Board or Committee may vote on at the meeting. In the event the Clerk, due to an emergency, a natural disaster, or some other unanticipated situation, is not able to circulate the materials to the Board or post the material on the Service's website by the deadlines specified herein, then the Clerk shall fulfill these duties as soon as practicable.

Section 5.04. Public Comment. Each open meeting of the Board shall allow reasonable time for public comment. The Board will establish a protocol for advance sign up by persons who wish to comment at an open meeting, limits on time for an individual's comments, and overall limits on the time for all public comments. The Chair may, in the Chair's sole discretion, deny an individual an opportunity to address the Board if the Chair determines the individual intends to address the Board on a matter that is unrelated to the Service's mission or activities. The Chair may also, in the Chair's sole discretion, recognize an individual for comment at any time during a Board meeting.

Section 5.05. Meeting Minutes. The Clerk shall prepare the minutes of each Board and committee meeting. The Clerk shall distribute the draft minutes in advance of the next meeting of the Board or committee, unless the next meeting is an unscheduled emergency meeting, and it is impracticable for the Clerk to distribute the draft minutes prior to such meeting. The Board shall affirmatively approve the minutes of each meeting with such changes as may be requested by the Board. Approved minutes shall be signed by the Chair and the Secretary for

Board meetings, and by the committee chair for committee meetings. The Clerk, under the direction of the Secretary, shall retain the approved signed minutes as required by law.

ARTICLE VI COMMITTEES

Section 6.01. Standing Committees of the Board. The Standing Committees of the Board are the Committee on Audits and the Committee on Human Resources.

- A. At the annual Organizational Meeting the Chair shall present to the Board a proposed list of Board members to serve on the Standing Committees, and a proposed Committee Chair for each Standing Committee. The Board, by affirmative vote, may approve the proposed list as submitted, or may modify the proposed list by adding or deleting members, or designating other members to serve as Standing Committee chairs.
- B. Each Standing Committee shall have no less than 3 voting members. The Board Chair shall be an ex officio voting member of each Standing Committee but may not serve as chair of any Standing Committee.
- C. A member of a Standing Committee shall serve until the next Organizational Meeting, or until a successor is selected by the Board.
- D. The Board may, by affirmative vote, remove a member from any Standing Committee at any time.
- E. In case of vacancy on a Standing Committee, the Board Chair shall appoint another Board member to serve the remainder of the term.
- F. The Executive Director may serve as a non-voting member of any Standing Committee.
- G. The Executive Director shall direct appropriate staff of the Service to assist the Standing Committees in fulfilling their duties.

Section 6.02. Committee on Audit. The Committee on Audit shall render advice and assistance to the Board in fulfilling its fiduciary responsibilities for overseeing the adequacy of and compliance with the internal controls of the Service.

- A. The Committee shall assist the Service in reviewing proposals from the independent external auditor. Once the Service has selected an external auditor the Committee shall review the scope of each examination to be conducted and the services to be provided. The Committee shall review the

findings and reports prepared by the independent external auditor and provide the Board with appropriate reports.

- B. The Committee shall review legislative audits of the Service and the Service's response thereto and provide the Board with appropriate reports.
- C. The Committee shall review and recommend to the Board the scope of the internal audit function. The Committee shall review the charter of the Service's Internal Auditor, their annual plan of work, reports and administrative actions taken regarding their recommendations, and their annual report, if any, of significant audit items, and shall provide the Board with appropriate reports on the activities of that office.
- D. The Committee shall undertake other duties as directed by the Board.

Section 6.03. Committee on Human Resources.

- A. The Committee on Human Resources shall periodically review the Service's human resources regulations and policies, the Service's employee compensation structure, the benefits available to the Service's employees. The Committee may also review the Service's recruitment and retention activities as it deems necessary.
- B. The Committee shall manage the process of the Executive Director's annual evaluation, which shall include discussing the evaluation process with the Executive Director, seeking input on the Executive Director's performance from Board members and others, leading a confidential discussion of the Executive Director's performance with all other Board members, and transmitting the results of the performance evaluation to the Executive Director.
- C. In accordance with the Board's Conflicts of Interest Policy, the Committee shall review the annual financial disclosure statements filed by Board members.
- D. The Committee shall undertake other duties as directed by the Board.

Section 6.04. Other Committees. The Board may create ad hoc committees. The members of an ad hoc committee shall be appointed by the Chair, who shall also designate the chair of the ad hoc committee. The Chair may not serve as the chair of an ad hoc committee. An ad hoc committee shall not continue beyond a period of one year past its creation unless the Board acts to extend the ad hoc committee's existence.

Section 6.05. Committee Meetings. Committee meetings shall be scheduled by the chair of each committee. Each Standing Committee shall meet at least two times per year but may meet more frequently as determined by each Committee Chair.

- A. Notice of each committee meeting shall be given in accordance with the Open Meetings Act and these Bylaws. Agendas and other materials to be considered by a committee shall be provided in advance as required by the Open Meetings Act and these Bylaws.
- B. Committee meetings shall be conducted in accordance with the Open Meetings Act and these Bylaws. Committee members may participate in a committee meeting in the same manner is permitted for Board members under Section 5.03.B of these Bylaws.
- C. A majority of the members of each committee shall constitute a quorum for the conduct of committee business. The affirmative vote of a majority of members of a committee is necessary for any action taken by the committee. If the State Treasurer and the State Treasurer's designee both attend a committee meeting, only one vote may be cast between them for any specific action. Voting shall be by voice vote unless otherwise directed by the committee chair. In all cases where a vote is taken, the yeas, nays and abstentions shall be separately recorded, except for a unanimous vote, which may be recorded as such.
- D. The Clerk shall prepare minutes of each committee meeting in accordance with Section 5.05 of these Bylaws.

ARTICLE VII

COMPENSATION OF DIRECTORS

Section 7.01. Those Board members not already holding a public office of profit shall receive from the Service per diem compensation as established by the Board. If the Board modifies the per diem compensation the new per diem compensation shall be paid only to those Board members whose term of office begins after the effective date of the change. The per diem compensation in effect as of the date these Bylaws are adopted shall continue until modified by the Board.

Section 7.02. Board members may be reimbursed for expenses incurred in the performance of their duties to MES as permitted by the Service's Expense Reimbursement Policy and pursuant to the Standard State Travel Regulations. A Board member seeking reimbursement of expenses shall, within thirty days after

incurring the expense, submit to an employee designated by the Deputy Treasurer, itemized receipts and appropriate mileage logs documenting the expenses.

ARTICLE VIII

AMENDMENT OF BYLAWS

Section 8.01. These Bylaws may be amended by an affirmative vote of the Board at any regular monthly meeting of the Board. The Board may not act on any proposed amendment unless the written text of the amendment is sent to each Board member, the Board Clerk, and the Counsel at least 21 days prior to the date on which the Board is to consider the amendment. Proposed amendments may be distributed by the Board Clerk or by the Board member proposing the amendment. The Clerk shall make the proposed amendment publicly available as provided in Section 5.03 of these Bylaws.

Adopted by the Board of Directors of the Maryland Environmental Service on May 25, 2023, to be effective July 1, 2023.

Revised: Revised June 27, 2024, to be effective July 1, 2024