

**BYLAWS  
OF  
INTERNATIONAL MAP  
INDUSTRY ASSOCIATION, INC.  
(a Maryland nonstock corporation)**

**PREAMBLE**

The following Bylaws of International Map Industry Association, Inc. (these “Bylaws”) shall be subject to, and governed by, the Maryland General Corporation Law (the “MGCL”) and by Maryland nonstock corporations under Subtitle 2 of Title 5 of the Corporations and Associations Article of the Annotated Code of Maryland (collectively, with the MGCL, the “Act”), and the Articles of Incorporation of International Map Industry Association, Inc. (the “Articles”). In the event of a direct conflict between the herein contained provisions of these Bylaws and the mandatory provisions of the Act, said Act shall be the prevailing controlling law. In the event of a direct conflict between the provisions of these Bylaws and the Articles, it shall then be the Articles which shall be controlling.

**ARTICLE 1 - NAME**

The legal name of the Corporation shall be known as International Map Industry Association, Inc., and shall herein be referred to as the “Corporation.”

**ARTICLE 2 - PURPOSE**

The purpose of the Corporation is to operate as a non-profit association to: (i) bring together in one organization, for their mutual benefit, commercial entities, public and semi-public entities and agencies (including nonprofit organizations and government agencies) , academic institutions, and individuals engaged in the commercial, public or academic operations of the global mapping and spatial information industry; (ii) provide services, conduct studies, disseminate information, hold meetings and conferences, and provide educational programs for the enlightenment and improvement of the membership; (iii) stimulate the capture, integration, distribution and sale of spatial information and related products and services; (iv) promote high standards of professional competence, conduct and ethics; (v) foster communication and cooperation among members; and (vi) lease, purchase, receive through donation or otherwise procure, own or hold custody or possession of property, whether real, personal or mixed, for the purpose of developing and promoting the aforesaid activities. In addition, this Corporation has been formed for the purpose of performing all things incidental to, or appropriate in, the foregoing specific and primary purposes. However, the Corporation shall not, except to an insubstantial degree, engage in any activity or the exercise of any powers which are not in furtherance of its primary non-profit purposes.

The Corporation shall hold and may exercise all such powers as may be conferred upon any nonstock corporation by the Act or the laws of the State of Maryland and as may be necessary or expedient for the administration of the affairs and attainment of the purposes of the Corporation. Notwithstanding anything to the contrary contained in these Bylaws, at no time and in no event shall the Corporation participate in any activities which have not been permitted to be carried out by a Corporation exempt under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (the “Code”).

### **ARTICLE 3 - OFFICES**

The Corporation may have other such offices as the Corporation’s Board of Directors (the “Board”) may determine or deem necessary, or as the affairs of the Corporation may find a need for from time to time.

### **ARTICLE 4 - MEMBERSHIP**

Section 1. **Eligibility.** Subject to the application and approval process and the timely and ongoing payment of dues, as applicable, in Section 3 of this Article 4, Membership is open to any commercial entity or public or semi-public entity or agency having interest in spatial data, technologies or cartographic related materials including individuals, firms, non-profit organizations, academic institutions and government agencies or departments. Those entities and persons who are eligible to be members of the Corporation and satisfy all applicable application and dues paying requirements set forth in these Bylaws or otherwise established by the Corporation, from time to time, for the membership class, category or type selected, and are approved by the Corporation for membership for the class selected, shall be each individual a “Member” and collectively, the “Members” of the Corporation (but subject to the expiration, termination or removal of a Member per these Bylaws or per any other applicable rules, regulations, guidelines or requirements established or adopted by the Corporation from time to time).

Section 2. **Classes, Categories or Types.**

- a. **Regular Members.** “Regular Members” shall be any commercial entity or public or semi-public entity, or an agency or department thereof, primarily or significantly involved in the development, capture, integration, distribution and sale of spatial information and related digital and manufactured products and services.
- b. **Life Members.** The Board may elect an entity to an honorary position of “Life Member” who because of distinguished service rendered to the Corporation or the interests represented in it. Life Members shall not have voting rights, but shall have the privilege of the floor.
- c. **Associate Members.** “Associate Members” shall be all Members who are not Regular Members or Life Members and who are not currently actively involved in the commercial operations of the global mapping and spatial information industry.

Associate Members shall not have voting rights, but shall have the privilege of the floor.

- d. **Additional Classes, Categories or Types of Members As May Be Established by the Board.** In addition to the foregoing classes, categories or types of members, the Board may, from time to time, in its sole discretion by a vote of at least two-thirds (2/3) the Directors present and voting at a duly constituted meeting of the Board at which a quorum is present, establish such other classes, categories or types of members, with such rights and obligations as the Board may so determine, including, without limitation, voting rights (or the lack thereof). Any such classes, categories or types of members so established shall be deemed members of the Corporation and subject to provisions of the Articles, these Bylaws and any rules, regulations, guidelines or requirements established or adopted by the Corporation and applicable to such class, category or type of members.

Section 3. **Application and Dues.** Any entity or individual eligible for membership may become a Member upon completion of a written application for membership on one or more forms approved by the Board, from time to time, and upon payment of first annual dues to the Corporation. Annual dues for each subsequent year in the amount established by the Board shall be paid by January 1<sup>st</sup> of such year, or on such other date or dates as may be established by the Board for one or more Members or classes of Members from time to time. Any rights of Members with respect to voting or governance of the Corporation are reserved to the Regular Members only, unless otherwise specified in these Bylaws. All other benefits of membership are contractual only and are limited to those specified in the any applicable application for membership of such member or written policies adopted by the Board with regard to member benefits, and there shall be no other rights or benefits except as specified therein.

Section 4. **Termination.** Membership in the Corporation shall terminate upon the resignation of a Member, failure to pay dues within thirty (30) days after notification by the Executive Director or Administrator upon order of the President or by the President, which notification shall be delivered sixty (60) days after the required due date, death, or expulsion from membership for violation of the Articles, Bylaws or other rules or policies adopted by the Board from time to time that are applicable to the Member, or for commission of any act deemed by the Board as injurious to the reputation and standing of the profession or the Corporation. No Member shall be expelled, except for failure to pay dues, without (i) due process, including a statement of charges having been mailed to the Member at least thirty (30) days before final action is taken stating the time and place of the meeting of the Board to consider the charges and an opportunity for the Member or by representative to present any defense to such charges; and (ii) without a two-thirds (2/3) vote of the Board present and voting at a duly constituted meeting at which a quorum is present.

## **ARTICLE 5 – MEETINGS OF THE MEMBERSHIP**

Section 1. **Annual Meeting - Time, Place, and Purpose.** The annual meeting of the membership of the Corporation (the “Annual Membership Meeting”) shall be held each year at such time and place as may be selected by the Board and stated in the notice for such meeting.

The Annual Membership Meeting shall include the election of Directors (as hereinafter defined) and the transaction of such other business as may properly be brought before the meeting.

Section 2. **Notice for Annual Meeting.** Notice of the Annual Membership Meeting, stating the time and place of the meeting, shall be delivered by mail, electronic transmission or email to the membership not less than thirty (30) nor more than sixty (60) days before the date of the meeting, by or at the direction of the Executive Director or Administrator upon order of the President, the President, the Secretary, or the other officer of the Corporation calling the meeting. Notwithstanding anything to the contrary in this Article, Life Members and Associate Members shall be provided written notice of meetings, and shall be entitled to attend meetings of the Membership of the Corporation, but neither Life Members nor Associate Members shall have any right to vote on any matter that comes before the Membership, and only Regular Members shall have the right to vote on matters that come before the membership, including, without limitation, the election of directors of the Corporation.

Section 3. **Special Meetings.** A special meeting of the membership may be called by the President, the Board, or not less than one-third (1/3) of the Regular Members.

Section 4. **Notice of Special Meeting.** Written notice of a special meeting of the membership, stating the time, place, and purpose of the meeting shall be delivered by mail, electronic transmission or email to the membership not less than thirty (30) nor more than sixty (60) days before the date of the meeting by or at the direction of Executive Director or Administrator upon order of the President, the President or the Board. Notwithstanding anything to the contrary in this Article, Life Members and Associate Members shall be provided written notice of meetings, and shall be entitled to attend meetings of the Membership of the Corporation, but neither Life Members nor Associate Members shall have any right to vote on any matter that comes before the Membership, and only Regular Members shall have the right to vote on matters that come before the membership, including, without limitation, the election of directors of the Corporation.

Section 5. **Waiver of Notice.** Whenever any notice is required to be given to any Member under any provision of law, the Articles or these Bylaws, a Member may waive such notice, whether before or after the time stated therein. The presence of any Member at a meeting, in person or by proxy, without objection to the lack of notice of such meeting, shall also waive notice by such Member.

Section 6. **Voting.** Each Regular Member shall have one vote. Whenever any action is to be taken by vote of the Members, it shall, except as otherwise required by law or by the Articles, be authorized by a majority of the votes cast at a meeting of Members by the Regular Members.

Section 7. **Quorum.** Regular Members representing at least a majority of the Regular Members present in person or by proxy which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of Members, a majority of the Members present may adjourn the meeting without further notice until a quorum is present,

when any business may be transacted that may have been transacted at the meeting as originally called.

Section 8. **Proxies.** Each Regular Member entitled to vote may vote by proxy executed in writing or by means of electronic or telephonic transmission by the Regular Member or her duly authorized attorney-in-fact on any and all business that rightfully comes before the membership at a meeting called in accordance with these Bylaws, including the establishment of a quorum, but no such proxy shall be voted or acted upon after eleven (11) months from its date unless such proxy provides for a longer period of time.

Section 9. **Action by Ballot.** Any action on a stated proposal or for the election of Directors that may be taken at any meeting of Members may be taken without a meeting if the Corporation delivers a ballot to the Regular Members and the Regular Members vote by mail, electronic transmission or email in a manner set forth in or with the ballot and permitted under the Act.

Section 10. **Action by Consent.** Any action required or permitted to be taken at a meeting of the Members of the Corporation may be taken without a meeting if a consent in writing setting forth the action so taken, shall be signed by all of the Regular Members entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote.

Section 11. **Meetings by Telephone Conference.** Except as otherwise prohibited by law or restricted by the Articles or these Bylaws, the Members may participate in a meeting of the Members by means of the internet or other electronic communications technology in a fashion pursuant to which the members have the opportunity to read or hear the proceedings substantially concurrently with their occurrence, vote on matters submitted to the Members, pose questions, and make comments.

**ARTICLE 6 - BOARD OF DIRECTORS**

Section 1. **General Powers and Responsibilities.** The Corporation shall be governed by the Board, which shall have all the rights, powers, privileges and limitations of liability of directors of a non-profit corporation organized under the Act and the Articles. The Board shall establish policies and directives governing business and programs of the Corporation and shall delegate to any officer of the Corporation, subject to the provisions of these Bylaws, authority and responsibility to see that the policies and directives are appropriately followed.

Section 2. **Number and Qualifications.** The Board shall have up to thirteen (13), but no fewer than four (4), Board members (collectively, the “Directors” and each individually, a “Director”). The number of Directors may be increased beyond thirteen (13) members or decreased to fewer than four (4) members by the affirmative vote of two-thirds (2/3) of the then serving members of the Board. Each Director shall be a Regular Member, but need not be a

resident of the State of Maryland. The Members shall be divided into three regions (each a “Region”) : (i) Regular Members from North and South America, (ii) Regular Members from Europe, Africa and the Middle East, and (iii) Regular Members from Asia Pacific which includes, Asia, Australia, New Zealand and the Pacific Islands. There shall be available for each Region seats for up to four (4) Directors *at all times*. Notwithstanding anything to the contrary in the foregoing, there shall at all times be at least one (1) Director from each Region. In addition to the foregoing, the Immediate Past President shall serve as a Director *ex officio* and without vote. The resignation, removal or death of any Director elected to the Board shall not be deemed to create a vacancy on the Board so long as there are at least four (4) Directors serving on the Board, and at any and all times that the Board has four (4) or more members currently serving on the Board, the Board shall be deemed fully constituted for all purposes and eligible to take any action, make any decision or pass any resolution relating to any and all matters within the power and authority of the Board of this Corporation. The number of Directors may be increased or decreased at any annual, regular or special meeting of the Board. Notwithstanding the above, the number of Directors shall never be less than the minimum required by the applicable provisions of the Act.

After the conclusion of the term of President, the person who served as President shall continue with the title of “Immediate Past President,” but such person shall not be an officer of the Corporation and shall have no powers or duties except for serving as an *ex-officio* Director, without vote. The Immediate Past President shall hold that title for two (2) years, or for such other period of time that is not more than two (2) years, as the Board may determine in its discretion, or until such person’s death or resignation. In addition, the Board may remove or shorten the term of service of any Immediate Past President for any reason and its discretion.

Section 3. **Board Compensation.** The Directors shall receive no compensation for service as Directors other than such reasonable expenses as may be approved by the Board, from time to time. However, provided the compensation structure complies with Sections relating to “Contracts Involving Directors and/or Officers” as stipulated under these Bylaws, nothing in these Bylaws shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving reasonable compensation for services rendered.

Section 4. **Board Elections.** Prior to each annual meeting of the Members, a slate of Directors to be elected by the Members shall be submitted to the Members for consideration. Each slate of Directors to be considered for election at an annual meeting of the Members shall be developed by the President, in consultation with the Board, or a committee of the Board as the Board shall designate. The Board of Directors shall be divided into two with half the seats up for election at each Annual Meeting. In accordance with the Section 2 of this Article, the Board shall accept applications from Regular Members, as divided by Region, wishing to serve on the Board and shall determine which applicants are qualified to serve on the Board. Those individuals determined to be qualified shall be placed on the ballot which is to be presented to each Region at the Annual Membership Meeting. The Regular Members of each Region shall vote on applicants from that Region. New and renewing Directors shall be elected by a majority of the Regular Members of their respective Region present at an Annual Membership Meeting at which a quorum is present. The Immediate Past President shall serve as a Director along with the elected Directors.

Section 5. **Term of Office.** All Directors shall serve for a term of two (2) years and until her or his successor is duly elected and qualifies or until death, resignation, or removal. No person shall serve more than four (4) consecutive years on the Board. After serving the maximum total number of consecutive years on the Board, a Member may be eligible for reconsideration as a Director after two (2) years have passed since the conclusion of such Director's service

Section 6. **Vacancies.** A vacancy on the Board may exist upon the occurrence of any of the following:

- a) The death, resignation, or removal of any Director;
- b) The declaration by resolution of the Board of a vacancy in the office of a Director who has been declared of unsound mind by a final order of court, convicted of a felony, or found by final order or judgment of any court to have breached a duty pursuant to the provisions of the Act dealing with the standards of conduct for a Director;
- c) An increase in the authorized number of Directors; or
- d) The failure of the Members, at any annual or other meeting of Members at which Director(s) are to be elected, to elect the full authorized number of Directors.

Any vacancy on the Board may be filled by vote of a simple majority of the Directors then in office, whether or not the number of Directors then in office is less than a quorum, or by vote of a sole remaining Director. No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's term of office expires.

A Director elected to fill a vacancy shall be elected for the unexpired term of her or his predecessor in office.

Section 7. **Resignation.** Except as provided in this paragraph, any Director may resign effective upon giving written notice the President, the Secretary, or the Board, unless the notice specifies a later time for the effectiveness of the resignation. If the resignation is effective at a future time, a successor may be designated to take office when the resignation becomes effective.

Section 8. **Removal.** A Director may be removed, with or without cause, at any duly constituted meeting of the Board, by the affirmative vote of *two-thirds (2/3)* of then-serving Directors.

Section 9. **Meetings.** The Board shall hold meetings at least twice a year, one of which shall be held within one (1) week of the Annual Membership Meeting, which shall be the annual meeting of the Board (the "Annual Board Meeting"). Meetings may be held in person or by some other means where each Director can communicate with all other officers and Directors.

Meetings may be called by the Executive Director or Administrator upon order of the President, the President or any three (3) members of the Board at such place and time as the person or persons calling the meeting shall specify in a written notice of the meeting.

Section 10. **Notice.** A single notice of the time and place of all regularly scheduled meeting of the Board for a given year may be provided without having to give notice of each meeting of the Board individually. In the event that the Board does not provide such a notice of regularly scheduled meetings or wishes to hold a meeting not indicated on such notice, notice of the time and place of such meeting shall be given not less than *five (5)* days nor more than forty (40) days before the date of the meeting, which notice need not specify the purpose of the meeting. Notice of the adjournment of a meeting need not be given if the time and place to which it is adjourned are fixed and announced at such meetings. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice of waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

Section 11. **Minutes.** The Secretary shall be responsible for the recording of all minutes of each and every meeting of the Board in which business shall be transacted in such order as the Board may determine from time to time. However, in the event that the Secretary is unavailable, the President shall appoint an individual to act as secretary at the meeting. The Secretary, or the individual appointed to act as secretary, shall prepare the minutes of the meetings, which shall be delivered to the Corporation to be placed in the minute books. A copy of the minutes shall be delivered to each Director via either regular mail, hand delivered, emailed, electronic transmission or faxed within ten (10) business days after the close of each Board meeting.

Section 12. **Action by Written Consent.** Any action required by law to be taken at a meeting of the Board, or any action that may be taken at a meeting of the Board, may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Directors. The number of Directors in office must constitute a quorum for an action taken by unanimous written consent. Such consent shall be placed in the minute book of the Corporation and shall have the same force and effect as a unanimous vote of the Board taken at an actual meeting. The Directors' written consent may be executed in multiple counterparts or copies, each of which shall be deemed an original for all purposes. In addition, facsimile signatures and electronic signatures or other electronic "consent click" acknowledgments shall be effective as original signatures.

Section 13. **Quorum and Voting.** At each meeting of the Board or a Board committee, the presence of a majority of the Directors or members of a committee, as applicable, shall constitute a quorum for the transaction of business. Each Director shall only have one vote. If at any time the Board consists of an even number of members and a vote results in a tie, then the vote of the President shall be the deciding vote. The act of the majority of the Directors serving on the Board or Board Committees and present at a meeting in which there is a quorum shall be the act of the Board or Board Committees, as applicable, unless otherwise provided by the Articles, these



Bylaws, or a law specifically requiring otherwise. If a quorum is not present at a meeting, the Directors present may adjourn the meeting from time to time without further notice until a quorum shall be present. However, a Director shall be considered present at any meeting of the Board or Board Committees if during the meeting he or she is present via telephone or web conferencing with the other Directors participating in the meeting.

Section 14. **Proxy.** Directors shall not be allowed to vote by proxy.

Section 15. **Advisory Board Participants.** The Board may form, from time to time, appoint for a term of one (1) year, or for such other term of not more than two (2) years as the Board may determine, by a vote of the majority of the Board such advisory board participants as it deems appropriate (each referred to herein as an “Advisory Board Participant”). Advisory Board Participants shall attend and report at Board meeting. Advisory Board Participants shall not receive compensation, but the Board may, by resolution, authorize reimbursement of some expenses incurred in the performance of their duties. The purposes of the Advisory Board Participants are: (a) to have representation in areas where the Corporation wishes to pursue various objectives such as increasing membership, (b) to obtain expertise for the Board that the Board feels would be beneficial to have represented at each Board meeting, (c) other reasons deemed necessary by the Board. Advisory Board Participants are non-voting members of the Board. Advisory Board Participants are not required to be Members. Notwithstanding anything to the contrary contained in the Bylaws, the Board may remove any appointed Advisory Board Participants at any time and for any reason, or for no reason.

## **ARTICLE 7 - OFFICERS**

Section 1. **Officers and Duties.** The Board shall elect, from among the Directors serving on the Board, the President, Secretary and Treasurer of the Corporation. The Board may designate by resolution any other officers. All officers of the Corporation must also be Directors of the Corporation. The same person may hold any number of offices, except that neither the Secretary nor the Treasurer may serve concurrently as the President. In addition to the duties in accordance with this Article, officers shall conduct all other duties typically pertaining to their offices and other such duties which may be required by law, the Articles, or by these Bylaws, subject to control of the Board, and they shall perform any other such additional duties which the Board may assign to them at their discretion.

Section 2. **Election and Term of Office.** The officers will be elected by the Board at its annual meeting and each officer shall hold office for two (2) years, or for such other term of not more than two (2) years as the Board may determine, or until death, resignation or removal. The terms of the other officers shall be concurrent with the term of the President.

Section 3. **Resignation.** All officers have the right to resign at any time by providing notice in writing to the President, and/or Secretary of the Corporation, without bias or predisposition to all rights, if any, of the Corporation under any contract to which said officer is a part thereof. All resignations shall become effective upon the date on which the written notice of resignation is received or at any time later as may be specified within the resignation; and unless otherwise

indicated within the written notice, a stated acceptance of the resignation shall not be required to make the resignation effective.

Section 4. **Removal; Vacancies.** Any officer may be removed with or without cause by a majority vote of the Board. Any and all vacancies in any office because of death, resignation, disqualification, removal, or for any other cause, shall be filled in accordance to the herein prescribed Bylaws for regular appointments to such office.

Section 5. **Compensation.** The compensation, if any, of the officers shall be fixed or determined by resolution of the Board.

Section 6. **President.** It shall be the responsibility of the President, in general, to supervise and conduct all activities and operations of the Corporation, subject to the control, advice and consent of the Board. The President shall keep the Board completely informed, shall freely consult with them in relation to all activities of the Corporation, and shall see that all orders and/or resolutions of the Board are carried out to the effect intended. The Board may place the President under a contract of employment where appropriate. The President shall be empowered to act, speak for, or otherwise represent the Corporation between meetings of the Board. Subject to the approval by a two-thirds (2/3) vote of the Board present and voting at a duly constituted meeting at which a quorum is present, the President shall be responsible for the hiring and firing of all personnel, and shall be responsible for keeping the Board informed at all times of staff performance and for implementing any personnel policies which may be adopted and implemented by the Board. The President, at all times, is authorized to contract, receive, deposit, disburse and account for all funds of the Corporation, to execute in the name of the Corporation all contracts and other documents authorized either generally or specifically by the Board to be executed by the Corporation, and to negotiate any and all material business transactions of the Corporation.

Section 7. **Secretary.** The Secretary, or her/his designee, shall be the custodian of all records and documents of the Corporation, which are required to be kept at the principal office of the Corporation, and shall act as secretary at all meetings of the Board, and shall keep the minutes of all such meetings on file in hard copy or electronic format.

Section 8. **Treasurer.** It shall be the responsibility of the Treasurer to keep and maintain, or cause to be kept and maintained, adequate and accurate accounts of all the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The Treasurer shall be responsible for ensuring the deposit of, or cause to be deposited, all money and other valuables as may be designated by the Board. Furthermore, the Treasurer shall disburse, or cause to be disbursed, the funds of the Corporation, as may be ordered by the Board, and shall render to the President and Directors, whenever they request it, an account of all the Treasurer's transactions as treasurer and of the financial condition of the Corporation. The Treasurer shall give the Corporation a bond, if so requested and required by the Board, in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of the Treasurer's office and for restoration to the Corporation of all its books, papers, vouchers, money and other property of every kind in the Treasurer's possession or

under the Treasurer's control upon the Treasurer's death, resignation, retirement, or removal from office. The Corporation shall pay the cost of such a bond.

Section 9. **Executive Director.** The Board of Directors may, but shall not be required to, employ and set the compensation of an Executive Director. The Executive Director, if one is employed, shall assist the President, other officers of the Corporation and Directors in conducting the business of the Corporation and shall perform such other duties as are prescribed by these Bylaws and in accordance with a position description and contract, which shall be revised as required.

Section 10. **Administrator.** The Board of Directors may, but shall not be required to, employ and set the compensation of an Administrator, which Administrator may be a natural person or business entity. The Administrator shall perform administrative tasks for or on behalf of the Board, the officers and the Corporation, including, without limitation, administrative support, financial management, strategic planning, project management, program development, event planning, marketing, and coordination or other tasked, assigned or contracted for or as set forth in these Bylaws.

## **ARTICLE 8 - COMMITTEES**

Section 1. **Committees of Directors.** The Board may, by resolution adopted by a majority of the Directors then in office, provided that a quorum is present, designate one or more committees to exercise all or a portion of the authority of the Board, to the extent of the powers specifically delegated in the resolution of the Board or in these bylaws. Each such committee may include persons who are not on the Board but whom the Directors believe to be reliable and competent to serve at the specific committee. However, committees exercising any authority of the Board may not have any non-Director members. The Board may designate one or more alternative members of any committee who may replace any absent member at any meeting of the committee. The appointment of members or alternate members of a committee requires the vote of a majority of the Directors then in office, provided that a quorum is present. The Board may also designate one or more advisory committees that do not have the authority of the Board. However, no committee, regardless of Board resolution, may:

- a) Exercise any power the Board is prohibited from delegating under the Act.
- b) Fill vacancies on, or remove the members of, the Board or any committee that has the authority of the Board.
- c) Amend or repeal the Articles or Bylaws or adopt new bylaws.
- d) Amend or repeal any resolution of the Board that by its express terms is not so amendable or repealable.

- e) Approve a plan of merger, consolidation, voluntary dissolution, bankruptcy, or reorganization; or a plan for the sale, lease, or exchange of all or considerably all of the property and assets of the Corporation otherwise than in the usual and regular course of its business; or revoke any such plan.

Unless otherwise authorized by the Board or these Bylaws, no committee shall compel the Corporation in a contract or agreement or expend Corporation funds.

Section 2. **Meetings and Actions of Committees.** Meetings and actions of all committees shall be governed by, and held and taken in accordance with, the provisions of Article 6 - Board of Directors of these bylaws concerning meetings and actions of the Directors, with such changes in the context of those bylaws as are necessary to substitute the committee and its members for the Board and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board or by resolution of the committee. Special meetings of committees may also be called by resolution of the Board. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the Corporation records. The Board may adopt rules not consistent with the provisions of these Bylaws for the governance of any committee.

## **ARTICLE 9 - STANDARD OF CARE**

Section 1. **General.** Each Director shall perform all the duties of a Director, including, but not limited to, duties as a member of any committee of the Board on which the Director may serve, in such a manner as the Director deems to be in the best interest of the Corporation and with such care, including reasonable inquiry, as an ordinary, prudent, and reasonable person in a similar situation may exercise under similar circumstances.

In the performance of the duties of a Director, a Director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

- a) One or more officers or employees of the Corporation whom the Director deems to be reliable and competent in the matters presented;
- b) Counsel, independent accountants, or other persons, as to the matters which the Director deems to be within such person's professional or expert competence; or
- c) A committee of the Board upon which the Director does not serve, as to matters within its designated authority, which committee the Director deems to merit confidence,

so long as in any such case the Director acts in good faith, after reasonable inquiry when the need may be indicated by the circumstances, and without knowledge that would cause such reliance to be unwarranted.

Except as herein provided in this Article 9 - Standard of Care, any person who performs the duties of a Director in accordance with the above shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a Director, including, without limitation of the following, any actions or omissions which exceed or defeat a public or charitable purpose to which the Corporation, or assets held by it, are dedicated.

Section 2. **Loans.** The Corporation shall not make any loan of money or property to, or guarantee the obligation of, any Director or officer; provided, however, that the Corporation may advance money to a Director or officer of the Corporation or any subsidiary for expenses reasonably anticipated to be incurred in the performance of the duties of such officer or Director so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

Section 3. **Conflict of Interest.** The purpose of the Conflict of Interest policy is to protect the Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of one of its Directors, officers, key employees, or committee members or that might otherwise result in a possible excess benefit transaction. This policy is intended to supplement, but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit organizations and is not intended as an exclusive statement of responsibilities.

Section 4. **Full Disclosure.** Any Director, officer, key employee or committee member having an interest in a contract or other transaction with the Corporation shall disclose such interest to the Board, or a proper committee thereof, for consideration, authorization, approval, or ratification and shall make a prompt, full and frank disclosure of her or his interest to the Board or committee prior to its acting on such contract or transaction. Such disclosure shall include any relevant and material facts, known to such person, about the contract or transaction which might reasonably be construed to be adverse or potentially adverse to the Corporation's interests.

Section 5. **Procedure.**

(1) The Board, or the proper committee thereof to which such disclosure is made, shall thereupon determine, by majority vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use personal influence on, nor participate (other than to present factual information or to respond to questions) in the discussions or deliberations with respect to, such contract or transaction. Such person may be counted in determining the existence of a quorum at any meeting where the contract or transaction is under discussion or is being voted upon. The minutes of the meeting shall reflect the disclosure made, the vote thereon and, where applicable, the abstention from voting and participation, and that a quorum was present.

(2) The Board may adopt conflict of interest policies requiring:

- (a) regular annual statements from Directors, officers and key employees that disclose existing and potential conflicts of interest; and
- (b) corrective and disciplinary actions with respect to transgressions of such policies.

For purposes of this Article 9 – Standard of Care, a person shall be deemed to have an “interest” in a contract or other transaction if the person is the party (or one of the parties) contracting or dealing with the Corporation, or is a director, trustee or officer of, or has a significant financial or influential interest in, the entity contracting or dealing with the Corporation other than corporations, partnerships, joint ventures, or other entities owned, controlled, or managed by the Corporation.

Section 6. **Violations of Conflict of Interest Policy.** Should the Board have reasonable cause to believe an interested person has failed to disclose actual or possible conflicts of interest, the Board shall then inform the interested person of the basis for such belief and afford the interested person an opportunity to explain the alleged failure to disclose.

If, after hearing the interested person’s explanation, and after making further investigation as may be warranted in consideration of the circumstances, the Board determines the interested person intentionally failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 7. **Procedures and Records.** All minutes of the Board meetings, when applicable, shall contain the following information:

- a) The names of all the persons who disclosed or otherwise were found to have an interest in connection with an actual or possible conflict of interest, the nature of the interest, any action taken to determine whether a conflict of interest was present, and the Board’s decision as to whether a conflict of interest in fact existed.
- b) The names of the persons who were present for discussions and any votes relating to the transaction or arrangement, the content of the discussions, including any alternatives to the proposed transaction or arrangement, and a record of any vote taken in connection with the proceedings.

Section 8. **Violation of Loyalty - Self-Dealing Contracts.** A self-dealing contract is any contract or transaction (i) between this Corporation and one or more of its Directors, or between this Corporation and any corporation, firm, or association in which one or more of the Directors has a material financial interest (“Interested Director”), or (ii) between this Corporation and a corporation, firm, or association of which one or more of its directors are Directors of this Corporation. Said self-dealing shall not be void or voidable because such director(s) of corporation, firm, or association are parties or because said director(s) are present at the meeting of the Board or committee which authorizes, approves or ratifies the self-dealing contract, if:

- a) All material facts are fully disclosed to or otherwise known by the members of the Board and the self-dealing contract is approved by the Interested Director in good

faith (without including the vote of any membership owned by said Interested Director(s));

- b) All material facts are fully disclosed to or otherwise known by the Board or committee, and the Board or committee authorizes, approves, or ratifies the self-dealing contract in good faith—without counting the vote of the Interested Director(s)—and the contract is just and reasonable as to the Corporation at the time it is authorized, approved, or ratified; or
- c) As to contracts not approved as provided in above sections (a) and/or (b), the person asserting the validity of the self-dealing contract sustains the burden of proving that the contract was just and reasonable as to the Corporation at the time it was authorized, approved, or ratified.

Interested Director(s) may be counted in determining the presence of a quorum at a meeting of the Board or a committee thereof, which authorizes, approves, or ratifies a contract or transaction as provided for and contained in this Section.

#### **ARTICLE 10 - INDEMNIFICATION**

Section 1. ***General.*** The Corporation shall indemnify: (1) any individual who is a present or former Director or officer of the Corporation; or (2) any individual who serves or has served in another corporation, partnership, joint venture, trust, employee benefit plan or any other enterprise as a Director or officer, or as a partner or trustee of such partnership or employee benefit plan, at the request of the Corporation and who by reason of service in that capacity 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, to the full extent permitted under the Act. The Corporation may, with the approval of the Board, provide such indemnification for any employee or agent of the Corporation.

Section 2. ***Advancement of Expenses.*** Reasonable expenses incurred by a Director or officer who 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, may be paid or reimbursed by the Corporation, upon the approval of the Board, for the costs and expenses incurred by such person in connection with such proceeding in advance of the final disposition of the proceeding upon receipt by the Corporation of: (1) a written affirmation by the party seeking indemnification that he or she has a good faith belief that the standard of conduct necessary for indemnification by the Corporation as authorized herein has been met; and (2) a written undertaking by or on behalf of the party seeking indemnification to repay the amount if it shall ultimately be determined that the standard of conduct has not been met.

Section 3. ***Exclusivity.*** The rights of indemnification and advancement of expenses provided by the Articles or these Bylaws shall not be deemed exclusive of any other rights to which a person seeking indemnification or advancement of expenses may be entitled under any law (common or statutory) or agreement, both as to action in his official capacity and as to action in another capacity

while holding office or while employed by or acting as agent for the Corporation, and such rights shall continue in respect of all events occurring while a person was a Director or officer and shall inure to the benefit of the estate, heirs, executors and administrators of such person. All rights to indemnification and advancement of expenses under the Articles or these Bylaws shall be deemed to be a contract between the Corporation and each Director or officer of the Corporation who serves or served in such capacity at any time while this Section 3 is in effect. Nothing herein shall prevent the amendment of this Article 10, Section 3 - Exclusivity, provided that no such amendment shall diminish the rights of any person hereunder with respect to events occurring or claims made before its adoption or as to claims made after its adoption in respect of events occurring before its adoption. Any repeal or modification of this Article 10, Section 3 – Exclusivity, shall not in any way diminish any rights to indemnification or advancement of expenses of such Director or officer or the obligations of the Corporation arising hereunder with respect to events occurring, or claims made, while this Article 10, Section 3 – Exclusivity, or any provision hereof, is in force.

Section 4. **Insurance.** The Corporation shall have the power to purchase insurance on behalf of any person who is or was a Director or officer of the corporation, or is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust, employee benefit plan or any other enterprise, or as a partner or trustee of such partnership or employee benefit plan at the request of the Corporation, against any liability asserted against such person in any such capacity, or arising out of such person’s status as such, whether or not the Corporation would have the power to indemnify the person against such liability under the provisions of Article 10, Section 1 – General, hereof.

Section 5. **Misfeasance and Other Exceptions.** Anything to the contrary in these Bylaws notwithstanding, no Director or officer shall be indemnified against any liability to which such person would otherwise be subject by reason of willful misfeasance, bad faith, gross negligence or reckless disregard of the duties involved in the conduct of such person’s office.

**ARTICLE 11 - EXECUTION OF CORPORATE INSTRUMENTS**

Section 1. **Execution of Corporate Instruments.** The Board may, at its discretion, determine the method and designate the signatory officer or officers, or other person or persons, to execute any corporate instrument or document, or to sign the corporate name without limitation, except when otherwise provided by law, and such execution or signature shall be binding upon the Corporation.

Unless otherwise specifically determined by the Board or otherwise required by law, formal contracts of the Corporation, promissory notes, deeds of trust, mortgages, other evidences of indebtedness of the Corporation, other corporate/organization instruments or documents, memberships in other corporations/organizations, and certificates of shares of stock owned by the Corporation shall be executed, signed, and/or endorsed by the President, Secretary, or Treasurer.

All checks and drafts drawn on banks or other depositories on funds to the credit of the Corporation, or in special accounts of the Corporation, shall be signed by the President, Treasurer, or any other person or persons as the Board or the President shall authorize to do so.



Section 2. **Loans and Contracts.** No loans or advances shall be contracted on behalf of the Corporation and no note or other evidence of indebtedness shall be issued in its name unless and except as the specific transaction is authorized by the Board. Except for the President, no officer or other agent of the Corporation may enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation without the express and specific authorization of the Board.

## **ARTICLE 12 - RECORDS AND REPORTS; ELECTRONIC TRANSMISSIONS**

Section 1. **Maintenance and Inspection of Articles and Bylaws.** The Corporation shall keep at its principal office the original or a copy of the Articles and Bylaws as amended to date, which shall be open to inspection by the Directors, or any Director, at all reasonable times during office hours.

Section 2. **Maintenance and Inspection of Federal Tax Exemption Application and Annual Information Returns.** The Corporation shall keep at its principal office a copy of its federal tax exemption application and its annual information returns for three years from their date of filing, which shall be open to public inspection and copying to the extent required by law.

Section 3. **Maintenance and Inspection of Other Corporate Records.** The Corporation shall keep adequate and correct books and records of accounts and written minutes of the proceedings of the Board and committees of the Board. All such records shall be kept at a place or places as designated by the Board and committees of the Board, or in the absence of such designation, at the principal office of the Corporation. The minutes shall be kept in written or typed form, and other books and records shall be kept either in written or typed form or in any form capable of being converted into written, typed, or printed form. Upon leaving office, each officer, employee, or agent of the Corporation shall turn over to her or his successor or the President, in good order, such corporate/organization monies, books, records, minutes, lists, documents, contracts or other property of the Corporation as have been in the custody of such officer, employee, or agent during her or his term of office.

Every Director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Corporation and each of its subsidiary corporations/organizations. The inspection may be made in person or by an agent or attorney, and shall include the right to copy and make extracts of documents.

Section 4. **Annual Statement of Affairs.** The President or other executive officer of the Corporation shall prepare, or cause to be prepared, annually a full and correct statement of affairs of the Corporation, which shall include a balance sheet and a financial statement of operations for the preceding fiscal year. A statement of affairs of the Corporation for a year shall be provided to the Directors within ninety days following the end of a fiscal year, or at the next annual meeting of the Board, and placed on file at the Corporation's principal office.

Section 7. **Electronic Transmission.** Any notice or other document that is sent by electronic transmission pursuant to these Bylaws shall be in a form that is in compliance with the definition of

“electronic transmission” set forth in Section 1-101(m) of the MGCL. Per Section 1-101(m) of the MGCL, electronic transmission includes electronic mail, facsimile transmission and internet transmission.

**ARTICLE 13 - FISCAL YEAR**

The fiscal year for this Corporation shall end on December 31.

**ARTICLE 14 - AMENDMENTS AND REVISIONS**

These Bylaws may be altered, amended, or repealed by a vote of a majority of the Regular Members who are present, in person or by proxy, and voting on the proposed amendments, additions or deletions at a duly called meeting of the Members at which a quorum is present; provided that a copy of any amendment proposed for consideration shall be mailed, emailed or sent by electronic transmission to each Regular Member at least thirty (30) days prior to the date of the meeting. Voting shall be conducted in a meeting of the members or by mail, electronic transmission or email ballot distributed to the members eligible to participate.

**ARTICLE 15 - CORPORATE/ORGANIZATION SEAL**

The Board may adopt, use, and alter a corporate/organization seal. The seal shall be kept at the principal office of the Corporation. If the Corporation is required to place its corporate seal to a document, it is sufficient to meet the requirement 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 sign the document on behalf of the Corporation.

**ARTICLE 16 - CONSTRUCTION AND DEFINITIONS**

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained, in the Act as amended from time to time shall govern the construction of these bylaws. Without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter, the singular number includes the plural and the plural number includes the singular, and the term “person” includes a Corporation as well as a natural person. If any competent court of law shall deem any portion of these Bylaws invalid or inoperative, then so far as is reasonable and possible (i) the remainder of these Bylaws shall be considered valid and operative, and (ii) effect shall be given to the intent manifested by the portion deemed invalid or inoperative.

**CERTIFICATE OF SECRETARY**

I, \_\_\_\_\_, certify that I am the current elected and acting Secretary of the Corporation, and that the above Bylaws are the bylaws of this Corporation as adopted as of \_\_\_\_\_, 2020, and that the above Bylaws have not been amended or modified since being approved.

***EXECUTED*** on this \_\_\_ day of \_\_\_\_\_, 2020.

4825-7801-6705, v. 5

\_\_\_\_\_  
\_\_\_\_\_, Secretary