

Bylaws of
The Society for Ocean Sciences, Incorporated
(Incorporated under and by virtue of the General Laws of the State of Maryland)

Article 1
Name

The name of the corporation shall be the Society for Ocean Sciences, Incorporated, hereafter referred to as the Society.

Article 2
Offices

Section 1. Principal Office

The principal office of the Society is located in Montgomery County, State of Maryland.

Section 2. Change of Address

The designation of the county or state of the Society's principal office may be changed by amendment of these bylaws. The Board of Directors may change the principal office from one location to another within the named county by noting the changed address and the effective date below, and as such changes of address shall not be deemed, nor require, an amendment of these bylaws:

New Address: _____

Dated: _____, 20____

New Address: _____

Dated: _____, 20____

New Address: _____

Dated: _____, 20____

Section 3. Other Offices

The Society may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the Board of Directors may, from time to time, designate.

Article 2 Nonprofit Purposes

Section 1. IRC Section 501(c)(3) Purposes

The Society is organized exclusively for one or more of the purposes as specified in section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under 501(c)(3) of the Internal Revenue Code.

Section 2. Specific Objectives and Purposes

The specific objectives and purposes of the Society shall be:

- (a) To promote experiential learning about marine organisms and marine environments for students in their classrooms through teacher training, curriculum development, publication and distribution of materials pertaining to the mission of the Society, and by working directly with students;
- (b) To promote experiential learning about marine organisms and marine environments for students and the general public through land-based or ship-based ecotours, workshops, and seminars;
- (c) To provide research experiences and hands-on conservation activities for students and the general public at coastal facilities;
- (d) To expand and redefine our educational and environmental program from time to time as necessary to meet the continuing challenge of promoting and protecting ocean resources;
- (e) To engage in other activities related to educating the public about the oceans, marine life, and its protection.

Article 3 Directors

Section 1. Authority

The business and affairs of the Society shall be managed by a Board of Directors, subject to the provisions of the laws of the State of Maryland, any limitations in the Articles of Incorporation, and these bylaws. The Board of Directors shall have the full power and authority to do all acts and perform all functions which the Society might do or perform and establish all policies of the Society.

Section 2. Duties

It shall be the duties of the Directors to:

- (a) Perform any and all duties imposed upon them collectively or individually by law, by the Articles of Incorporation, or these bylaws;
- (b) Appoint and remove, employ and discharge, and, except as otherwise provided in these bylaws, prescribe the duties and fix compensation, if any, of all officers, agents, and employees of the Society;
- (c) Supervise all officers, agents, and employees of the corporation to assure that their duties are performed properly;
- (d) Meet at such times and places as required by these bylaws;
- (e) Register their addresses with the secretary of the Society, and notices of meetings mailed to them at such addresses shall be valid notices thereof.

Section 3. Number

The Society shall have two Directors and collectively they shall be known as the Board of Directors. The number of Directors may be increased or decreased from time to time by the Board of Directors, provided that there shall not at any time be fewer than 2 Directors.

Section 4. Qualifications

The Directors shall be of the age of majority in the State of Maryland.

Section 5. Term of Office

Each Director shall hold office for a period of three years and until his or her successor is elected and qualifies. Directors may be re-elected to the Board for consecutive 3-year terms.

Section 6. Compensation

Directors shall serve without compensation except that a reasonable fee may be paid to Directors for attending regular and special meetings of the Board. In addition, they shall be allowed reasonable advancement of expenses incurred in the performance of their duties. Any payment to Directors shall be approved in advance in accordance with the Society's conflict of interest policy as set forth in Article 9 of the bylaws.

Section 7. Place of Meetings

Meetings shall be held at the principal office of the Society unless otherwise provided by the Board or at such other place as may be designated from time to time by resolution of the Board of Directors.

Section 8. Regular Meetings

Regular meetings of the Directors shall be held quarterly on the second Monday of March, June, September, and December at 7:00 PM unless such a day falls on a legal holiday, in which event the regular meeting shall be held at the same hour on the next business day.

At the regular meeting of Directors held on the second Monday of June every third year, Directors shall be elected by the Board of Directors. Voting for the election shall be by written ballot. Each Director shall cast one vote per candidate, and may vote for as many candidates as the number of candidates to be elected to the Board. The candidates receiving the highest number of votes up to the number of Directors to be elected shall be elected to serve on the Board.

Section 9. Special Meetings

Special meetings of the Board of Directors may be called by the Chairperson of the Board, the President, the Secretary, by any two Directors, or, if different, by the persons specifically authorized under the laws of the State of Maryland to call special meetings of the Board.

Section 10. Notice of Meetings

Unless otherwise provided by the Article of Incorporation, these bylaws, or provision of law, the following provisions shall govern the giving of notice for meetings of the Board of Directors:

- (a) **Regular Meetings.** No notice need be given for any regular meeting of the Board of Directors.
- (b) **Special Meetings.** At least one week prior, notice shall be given by the Secretary of the Society to each Director of each special meeting the Board. Such notice may be oral or written, may be given personally, by first class mail, by telephone or by electronic mail and shall state the place, date, and time of the meeting and the matters proposed to be acted upon at the meeting. In the case of electronic mail notification, the Director shall acknowledge receipt of the notice by return message or telephone call within twenty-four hours of the first notification.
- (c) **Waiver of Notice.** Whenever any notice of a meeting is required to be given to any Director of the Society under provisions of the Articles of Incorporation, these bylaws, or provisions of law of the State of Maryland, a waiver of notice in writing signed by the Director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

Section 11. Quorum for Meetings

A quorum shall consist of a majority of the members of the Board of Directors.

Except as provided under the Articles of Incorporation, these bylaws, or provisions of law, no business shall be considered by the Board at any meeting at which the required quorum is not present, and the only motion which the chair shall entertain at such meeting is a motion to adjourn.

Section 12. Majority Action as Board Action

Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation, these bylaws, or provisions of law require a greater percentage or different voting rules approval of a matter by the Board.

Section 13. Conduct of Meetings

Meetings of the Board of Directors shall be presided over by the President of the Board, or, if no such person has been designated, or in his or her absence, by a chairperson chosen by a majority of the Directors present at the meeting. The Secretary of the Society shall act as secretary of all meetings of the Board, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

Meetings shall be governed by such procedures as may be approved from time to time by the Board of Directors insofar that such rules are not inconsistent with or in conflict with the Articles of Incorporation, these bylaws, or provisions of law.

Section 14. Vacancies

Vacancies on the Board of Directors shall exist (1) on the death, resignation, or removal of any Director, and (2) whenever the number of authorized Directors is increased.

Any Director may resign effective upon giving written notice to the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No Director may resign if the Society would then be left without a duly elected Director or Directors in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of Maryland.

Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of the state of Maryland.

Unless otherwise prohibited by the Articles of Incorporation, these bylaws, or provisions of law, vacancies on the Board may be filled by approval of the Board of Directors. If the number of Directors then in office is less than a quorum, a vacancy on the Board may be filled by approval of a majority of the Directors then in office or by a sole remaining Director. A person elected to fill a vacancy on the Board shall hold office until the next election of the Board of Directors or until his or her death, resignation, or removal from office.

Section 15. Nonliability of Directors

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Society.

Section 16. Indemnification by Corporation of Directors and Officers

The Directors and officers of the Society shall be indemnified by the Society to the fullest extent permissible under laws of the state of Maryland.

Section 17. Insurance for Corporate Agents

Except as may be otherwise provided under provision of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Society (including a Director, officer, employee, or agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Society would have the power to indemnify the agent against such liability under the Articles of Incorporation, these bylaws, or provisions of law.

Article 4 Officers

Section 1. Designation of Officers

The officers of the Society shall consist of a President, Secretary and Treasurer and may include one or more Vice Presidents. The President shall serve as Chairperson of the Board of Directors. The Board of Directors may also appoint an Executive Director, one or more vice presidents, assistant secretaries, assistant treasurers, and other such officers with such titles as may be determined from time to time by the Board of Directors.

Section 2. Election and Term of Office

Officers shall be elected by the Board of Directors, at any time, and each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

Section 3. Removal and Resignation

Any officer may be removed, either with or without cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or the President or the Secretary of the Society. Any such resignation shall take effect at the date of receipt of such notice or at a later date specified therein, and, unless otherwise specified therein, the acceptance of the resignation shall not be necessary to make it effective. The above provisions of this section shall be superseded by any

conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the Society.

Section 4. Vacancies

Any vacancies caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such a vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in offices appointed at the discretion of the Board may or may not be filled as the Board shall determine.

Section 5. Duties of the President

The President, subject to the direction of the Board of Directors, shall provide general supervision and direction for the Society. As Chairperson of the Board, the President shall preside at all meetings of the Board of Directors, and shall perform all other duties normally vested in that office, required by law, by the Articles of Incorporation, or these bylaws, or which may be prescribed from time to time by the Board of Directors. The President shall be Chairperson of the Executive Committee and ex officio member with a vote of all other committees of the Board of Directors.

Section 6. Duties of the Secretary

The Secretary shall record all meetings of the Board of Directors of the Society. The Secretary shall have custody of the seal of the Society, shall be empowered to affix the corporate seal to documents, execution of which, on behalf of the Society, and under its seal, is duly authorized, and when so affixed, may attest same. The Secretary shall exercise such other duties and authority as may be determined and assigned by the Board of Directors.

Section 7. Duties of the Treasurer

The Treasurer shall have general supervision over the care and custody of the funds and securities of the Society, and shall deposit the same or cause the same to be deposited in the name of the Society in such bank or banks as the Board of Directors may designate; shall have supervision over the accounts of all receipts and disbursements of the Society; shall, whenever required by the Board of Directors, render or cause to be rendered financial statements of the Society; and shall exercise such other duties and authority as may be determined and assigned by the Board of Directors.

Section 8. Duties of the Executive Director

The Board may employ or contract with an Executive Director who shall serve as Chief Operating Officer of the Society, and shall serve in this capacity at the pleasure of the Board of Directors. Under the directions of the Board of Directors and the President of the Society, the Executive Director shall be responsible for the management of the

Society and such other assignments as may be made by the Board of Directors or the President. In carrying out these assigned duties, the Executive Director may be authorized to establish bank accounts under the direction of the Treasurer, and to make other contractual commitments appropriate to the maintenance and operation of the Society. All persons employed or contracted to the Society shall hold their employment at the pleasure of the Board, which shall retain the right at all times to terminate any such employment, with or without cause, by a majority vote of the Board at any regular or special meeting of the Board.

Section 9. Compensation

The salaries of the officers, if any, shall be fixed from time to time by resolution of the Board of Directors. In all cases, any salaries received by officers of this Society shall be reasonable and given in return for services actually rendered to or for the Society. All officers salaries shall be approved in advance in accordance with the Society's conflict of interest policy, set forth in Article 9 of these bylaws.

Article 5 Committees

Section 1. Executive Committee

The Board of Directors may, by majority vote of members, designate an Executive Committee consisting of the two Board members. During the intervals between the meetings of the Board of Directors, the Executive Committee shall have all the power vested in the Board of Directors by law or by these Bylaws to manage the property, business and affairs of the Society, providing the Executive Committee shall not have the power of the Board of Directors in reference to electing, appointing or removing any members of said Committee, in reference to amending or repealing the Articles of Incorporation or these Bylaws, or in reference to any matter which under the General Laws of the State of Maryland is vested exclusively in the Board of Directors and may not be exercised by any Committee of the Board. A majority of the members of the Executive Committee shall constitute a quorum. The Executive Committee shall keep a record of all action taken by it, and shall report such action to the Board of Directors at the next meeting. The actions of the Executive Committee shall be reviewed at the next Board of Directors meeting, and except where the rights of a third party are 'involved, the actions may be revised or altered by the Board of Directors.

Section 2. Distribution Committee

The Board of Directors may, by majority vote of members, designate a Distributions Committee consisting of no less than two Board members. During the intervals between the meetings of the Board of Directors, the Distributions Committee may, with the approval of the Executive Committee, oversee and ensure proper application and completion of projects specified by the Board of Directors. The Distributions Committee will manage the designation and use of contributions made to other exempt organizations, which will further the objectives of The Society.

Section 3. Other Committees

The Chairperson of the Board of Directors, with the approval of the other Directors, shall from time to time appoint such Standing and Special Committees as shall be deemed necessary to carry out the activities of the Society and further its objectives.

Article 6 Execution of Instruments, Deposits, and Funds

Section 1. Execution of Instruments

The Board of Directors, except as otherwise provided in these bylaws, may by resolution authorize any officer or agent of the Society to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Society, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Society by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 2. Checks and Notes

Except otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for payment of money, and other evidence of indebtedness of the Society shall be signed by the Treasurer and countersigned by the President of the Society.

Section 3. Deposits

All funds of the Society shall be deposited to the credit of the Society in such banks, trust companies or other depositories the Board may select.

Section 4. Gifts

The Board of Directors may accept on behalf of the Society any contribution, gift, bequest, or device for the nonprofit purposes of the Society.

Section 5. Financial Statements

The Treasurer of the Society shall prepare annually a full and correct statement of affairs of the Society, including a balance sheet and a statement of operations for the proceeding fiscal year. The statement of affairs shall be submitted to the Board of Directors at the March meeting each year and placed on file at the Society's principal office.

Article 7

Corporate Records and Reports

Section 1. Maintenance of Corporate Records

The Society shall keep at its principal office:

- (a) Minutes of all meetings of Directors and committees of the Board, including the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- (b) Adequate and correct books and records of account, including accounts of its properties and business transactions and account of its assets, liabilities, receipts, disbursements, gains, and losses;
- (c) A copy of the Society's Articles of Incorporation and bylaws as amended to date.

Section 2. Corporate Seal

The Board of Directors may adopt, use, and at will alter, a corporate seal. Such a seal shall be kept at the principal office of the Society. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

Section 3. Directors' Inspection Right

Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Society, and shall have such other rights to inspect books, records, and properties of the Society as may be required under the Articles of Incorporation, other provisions of these bylaws, and provisions of law.

Section 4. Right to Copy and Make Extracts

Any inspection under the provisions of this article may be made in person or by agent or attorney and the right of inspection shall include the right to copy and make extracts.

Section 5. Periodic Report

The Board shall cause any annual or periodic report required under law to be prepared and delivered to an office in this state, to be prepared and delivered within the time limits set by laws.

Article 8

IRC 501(3)(c) Tax Exemption Provisions

Section 1. Limitations on Activities

No substantial part of the activities of the Society shall be the carryings on of propaganda, or otherwise attempting to influence legislation (except as otherwise

provided by Section 501(h) of the Internal Revenue Code), and this Society shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any provisions of these bylaws, the Society shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(3)(c) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 2. Prohibition Against Private Inurement

No part of the net earnings of the Society shall inure to the benefit of, or be distributed to, its Directors, officers, or other private persons, except that the Society shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the Society.

Section 3. Distribution of Assets

Upon the dissolution of the Society, its assets remaining after payment, or provisions for payment, of all debts and liabilities of the Society, shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distributions shall be made in accordance with all applicable provisions of the laws of Maryland.

Article 9 Conflict of Interest and Compensation Approval Policies

Section 1. Purpose of Conflict of Interest Policy

The purpose of this conflict of interest policy is to protect this tax-exempt corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the corporation or any "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations and which might result in a possible "excess benefit transaction" as defined in Section 4958(c)(1)(A) of the Internal Revenue Code and as amplified by Section 53.4958 of the IRS Regulations. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2. Definitions

a. Interested Person. Any director, principal officer, member of a committee with governing board delegated powers, or any other person who is a "disqualified person" as

defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations, who has a direct or indirect financial interest, as defined below, is an interested person.

b. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

1. An ownership or investment interest in any entity with which the corporation has a transaction or arrangement,
2. A compensation arrangement with the corporation or with any entity or individual with which the corporation has a transaction or arrangement, or
3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Section 3, paragraph B, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 3. Conflict of Interest Avoidance Procedures

a. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

h. Determining Whether a Conflict of Interest Exists.

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

c. Procedures for Addressing the Conflict of Interest.

An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

After exercising due diligence, the governing board or committee shall determine whether the corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

d. Violations of the Conflicts of Interest Policy.

If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. Records of Board and Board Committee Proceedings

The minutes of meetings of the governing board and all committees with board delegated powers shall contain:

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

Section 5. Compensation Approval Policies

A voting member of the governing board who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.

A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.

No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

When approving compensation for directors, officers and employees, contractors, and any other compensation contract or arrangement, in addition to complying with the conflict of interest requirements and policies contained in the preceding and following sections of this article as well as the preceding paragraphs of this section of this article, the board or a duly constituted compensation committee of the board shall also comply with the following additional requirements and procedures:

- a. the terms of compensation shall be approved by the board or compensation committee prior to the first payment of compensation,
- b. all members of the board or compensation committee who approve compensation arrangements must not have a conflict of interest with respect to the compensation arrangement as specified in IRS Regulation Section 53.4958-6(c)(iii), which generally requires that each board member or committee member approving a compensation arrangement between this organization and a "disqualified person" (as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations):
 1. is not the person who is the subject of the compensation arrangement, or a family member of such person;
 2. is not in an employment relationship subject to the direction or control of the person who is the subject of the compensation arrangement
 3. does not receive compensation or other payments subject to approval by the person who is the subject of the compensation arrangement
 4. has no material financial interest affected by the compensation arrangement; and
 5. does not approve a transaction providing economic benefits to the person who is the subject of the compensation arrangement, who in turn has approved or will approve a transaction providing benefits to the board or committee member.

- c. the board or compensation committee shall obtain and rely upon appropriate data as to comparability prior to approving the terms of compensation. Appropriate data may include the following:
 1. compensation levels paid by similarly situated organizations, both taxable and tax- exempt, for functionally comparable positions. “Similarly situated” organizations are those of a similar size, purpose, and with similar resources
 2. the availability of similar services in the geographic area of this organization
 3. current compensation surveys compiled by independent firms
 4. actual written offers from similar institutions competing for the services of the person who is the subject of the compensation arrangement

As allowed by IRS Regulation 4958-6, if this organization has average annual gross receipts (including contributions) for its three prior tax years of less than \$1 million, the board or compensation committee will have obtained and relied upon appropriate data as to comparability if it obtains and relies upon data on compensation paid by three comparable organizations in the same or similar communities for similar services.

- d. the terms of compensation and the basis for approving them shall be recorded in written minutes of the meeting of the board or compensation committee that approved the compensation. Such documentation shall include:
 1. the terms of the compensation arrangement and the date it was approved
 2. the members of the board or compensation committee who were present during debate on the transaction, those who voted on it, and the votes cast by each board or committee member
 3. the comparability data obtained and relied upon and how the data was obtained
 4. If the board or compensation committee determines that reasonable compensation for a specific position in this organization or for providing services under any other compensation arrangement with this organization is higher or lower than the range of comparability data obtained, the board or committee shall record in the minutes of the meeting the basis for its determination.
 5. If the board or committee makes adjustments to comparability data due to geographic area or other specific conditions, these adjustments and the

reasons for them shall be recorded in the minutes of the board or committee meeting.

6. any actions taken with respect to determining if a board or committee member had a conflict of interest with respect to the compensation arrangement, and if so, actions taken to make sure the member with the conflict of interest did not affect or participate in the approval of the transaction (for example, a notation in the records that after a finding of conflict of interest by a member, the member with the conflict of interest was asked to, and did, leave the meeting prior to a discussion of the compensation arrangement and a taking of the votes to approve the arrangement).
7. The minutes of board or committee meetings at which compensation arrangements are approved must be prepared before the later of the date of the next board or committee meeting or 60 days after the final actions of the board or committee are taken with respect to the approval of the compensation arrangements. The minutes must be reviewed and approved by the board and committee as reasonable, accurate, and complete within a reasonable period thereafter, normally prior to or at the next board or committee meeting following final action on the arrangement by the board or committee.

Section 6. Annual Statements

Each director, principal officer, and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. has received a copy of the conflicts of interest policy,
- b. has read and understands the policy,
- c. has agreed to comply with the policy, and
- d. Understands the corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 7. Periodic Reviews

To ensure the corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's-length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.

Section 8. Use of Outside Experts

When conducting the periodic reviews as provided for in Section 7, the corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

Article 10 Adoption and Amendment of Bylaws

Section 1. Adoption

The Board of Directors shall adopt Bylaws for the conduct of affairs of the Society, which shall be consistent with the Articles of Incorporation.

Section 2. Amendment

(a) Any Director of the Society can petition that the Bylaws be amended. (c) Such petitions must be submitted to the Board of Directors for a vote. (d) The Bylaws will be amended, if two-thirds (2/3) of the voting Board members endorse the amendment, and the amendment does not violate either the general laws of Maryland for nonprofit corporations or the applicable provisions of the Internal Revenue Code of 1986, as amended.

Article 11 Construction and Terms

If there is any conflict between the provisions of these bylaws and the Articles of Incorporation of the Society, the provisions of the Articles of Incorporation shall govern.

Should any of the provisions or portions of these bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these bylaws shall be unaffected by such holding.

All references in these bylaws to the Articles of Incorporation shall be the articles of incorporation of the Society filed with an office of this state and used to establish the legal existence of this corporation.

All references in these bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code

ADOPTION OF BYLAWS

We, the undersigned, are all of the initial Directors or incorporators of the Society, and we consent to, and hereby do, adopt the foregoing bylaws consisting of 18 pages, as the bylaws of the Society

Dated: _____

_____.

_____.