

MID-ATLANTIC REGIONAL ASSOCIATION COASTAL OCEAN OBSERVING SYSTEM (MARACOOS)

BYLAWS

ARTICLE I

OFFICES AND PURPOSE

Section 1. Registered Office. The registered office of the Corporation shall be in the County of New Castle, State of Delaware and comprises both the regional association headquarters and the observatory center.

Section 2. Other Offices. The Corporation also may have offices at such other places both within and without the State of Delaware as the Board of Directors may from time to time determine or the business of the Corporation may require.

Section 3. Purposes. The purposes of the Corporation are to promote charitable, scientific, literary, and educational activities within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”), by engaging in activities to provide data, information and products on marine and estuarine systems to the general public, as well as public, private, academic, and non-profit sector entities. In furtherance of the foregoing purposes, the Corporation will undertake activities that include, but are not limited to, the following:

- a. representing the interests of those that use, depend on, study and manage coastal environments and their resources in the Mid-Atlantic region;
- b. making grants and contributions and otherwise rendering financial assistance to any organization organized and operated exclusively for charitable, scientific, literary, or educational purposes within the meaning of Section 501(c)(3) of the Code that engages in ocean observing efforts or other activities which further the purposes of the Corporation;
- c. representing a partnership or consortium of marine and estuarine data providers and users from state and federal agencies, private industry, non-governmental institutions, academia and the public;
- d. providing a means by which the public at large benefits from and contributes to the development and sustained operation of an applied integrated ocean observing system for the open ocean (to the continental shelf) and regional estuaries and watersheds;
- e. ensuring continued and routine compilation and distribution of applied marine and estuarine data, information, and products that meet federal standards for quality assurance and quality control;
- f. assuring regional integration with the federal backbone of ocean observing systems;
- g. using new technologies and adapting all of the foregoing to accommodate the changing needs of users of marine and estuarine information.

Notwithstanding the foregoing, the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office. The Corporation and its activities shall focus on the neutral provision of quality data and information products to the

partners and community at large to serve stakeholder needs and societal benefits.

Section 4. Officers of the Corporation. The Officers of the Corporation include the Chair of the Board of Directors and up to two(2) Vice Chairs. Other officers may be elected by the Board at its discretion (see Article VI).

ARTICLE II

EXECUTIVE DIRECTOR

Section 1. Executive Director. The Corporation shall hire a full-time Executive Director.

Section 2. Authority. The Executive Director has day-to-day authority for the organization, carrying out the organization's goals, policies, and management authority over staff and activities funded through the organization. The Executive Director represents the Corporation in the public domain as chief spokesperson. The Executive Director has authority over financial decisions up to \$10,000. Decision making that exceeds \$10,000 shall seek approval from the Executive Committee or Board of Directors, as stipulated in these bylaws.

Section 3. Duties/Responsibilities. The Executive Director will attend all Board meetings; report on the progress of the organization; answer questions of Board members, and carry out duties as described in the job description. The Board may designate other duties as necessary.

Section 4. Additional Staff. The Executive Director may hire management staff, program staff, consultants, and interns as provided in the annual operating budget of the Corporation. Staff are not eligible for a position on the Board of Directors.

ARTICLE III

QUALIFICATIONS OF MEMBERS

Section 1. Eligibility for Membership. Membership is available to dues-paying entities, organizations, and associations (hereinafter, "entity" or "entities") and individuals. Member entities may include professional associations, federal, state, and local government agencies, nongovernmental organizations (NGOs), academic institutions, and commercial companies, and functional groups, divisions and branches of any of the foregoing.

Section 2. Classes of Membership. The Board of Directors can determine different classes of membership as needed.

Section 3. Application for Membership. Individuals of organizations must complete and submit an application for membership in order to be considered for membership in the organization. The Board, or its designee, will assess the eligibility and determine whether the application is accepted. The Board reserves the right to decline memberships.

Section 4. Annual Dues. The payment of such dues shall be a condition of Membership. The Board may determine alternate forms of membership dues, at its discretion.

Section 5. List of Members. A list of members shall be available on the organization's website.

Section 6. Rights of Members. All Members shall have the right to attend, participate in, and vote in open meetings of the Corporation. Members also have the right to be nominated to serve on the Board of Directors. Other benefits of membership may be offered at the discretion of the Board.

Section 7. Resignation and Termination. Any Member may resign by filing a written letter of resignation. Resignation shall not relieve a Member of unpaid dues, or other charges previously accrued. The Board of Directors may terminate a member by majority vote.

ARTICLE IV

MEETINGS OF MEMBERS

Section 1. Annual Meeting. There shall be an annual meeting of the Members as determined by the Board of Directors. Notice of the annual meeting shall be given in advance. Additional meetings of the membership can be scheduled at the discretion of the Board of Directors.

Section 2. State of the Organization. At the direction of the Board, a representative of the organization (Executive Director or other designee) shall provide an update to the membership on the status and annual progress of the organization.

Section 3. Proxy. At any meeting of the Members, the Members may vote by proxy, if the Chair, either directly or via the Executive Director, is informed of the request prior to the meeting.

Section 4. Quorum. Twenty-five percent of the votes entitled to be cast on a matter must be represented at a meeting of Members to constitute a quorum on that matter. For electronic votes, an email or other direct communication shall be extended to all Members, constituting a quorum for purposes of the vote.

Section 5. Voting. Each Member in good standing shall have one (1) vote. Where an organization is a member, one vote for the organizational member may be cast. All issues to be voted on shall be decided by a majority of those voting. Provision shall be made for proxy voting. At the discretion of the Chair, voting may be conducted by electronic communication means, including email.

ARTICLE V

BOARD OF DIRECTORS

Section 1. Number and Composition. The Board of Directors shall consist of up to eighteen (18) Directors. Twelve (12) Directors are elected by the Members, and up to six (6) Directors may be appointed by the Board by a majority vote of the Board of Directors.

Section 2: Representation of Board Membership. The goal of the Corporation is to have a representative Board with a diversity of directors that reflects the diversity of the Members as determined by the Board.

Section 3: Board Elections by Members. With the exception of (a) the maximum of six (6) additional director positions that may be named by the Board of Directors as set forth in Section 1 of this article, the Directors shall

be elected by the membership, as set forth by the Board.

Section 4. Nominations. All candidates for a Board position must be approved by the Nominations committee by majority vote. The Board of Directors shall serve as the Nominations Committee, chaired by a Vice Chair, as designated by the Chair. The Chair may designate a subset of the Board to serve as Nominations Committee.

Section 5. Removal. A Board Member may be removed from office at any time, with or without cause, by a three-fourths majority vote of all of the Board of Directors casting ballots. Board members may designate a proxy for their vote if they are unable to personally vote.

Section 6. General Powers. The Board of Directors approve the annual operating budget. Financial decisions over \$10,000, but less than \$20,000, shall be approved by a majority vote of the Board Officers. Financial decisions over \$20,000 shall be approved by the full Board of Directors by a majority vote. The Board sets strategic policy for the Corporation and provides general guidance to the Executive Director for conducting the day-to-day affairs of the organization.

Section 7. Conflict of Interest. Each member serves in their individual capacity. Board members may not participate in political campaigns or activities in their role as Board members or on behalf of the corporation. Each member of the Board of Directors shall be required to sign a conflict of interest policy, divulging any real or potential conflicts of interest. No Board Member shall receive funds from the core IOOS/MARACOOS grant, nor shall they be eligible to receive funds from the core IOOS/MARACOOS grant for one year following their departure from the Board of Directors.

Section 8. Compensation. The Board of Directors shall not receive compensation for carrying out duties as a Board member. Any reimbursement of expenses related to duties of being a Board member shall adhere to the MARACOOS reimbursement policy.

Section 9. Terms. All Board members shall serve three-year terms. Following expiration of a term, a Director is eligible for re-election for an additional three-year term. Mid-term vacancies may be filled to complete the remainder of the term. The Board shall endeavor to stagger the terms of service in order to minimize board member turnover at each election. A board member who has served two, successive 3-year terms may be re-elected or appointed to the Board of Directors in an election year that is at least 11 months after the member has completed the second term. This provision shall take effect for members elected or appointed after May 31, 2021.

Section 10. Director Emeritus. The Board, at its discretion, may appoint outgoing/past Board members to the position of Director Emeritus, to recognize the significant contributions of exemplary, past Directors, and to allow continued contact and input from such select persons into the strategic management of the Board and the corporation.

ARTICLE VI

OFFICERS OF THE BOARD

Section 1. Chair of the Board. The Chair of the Board shall preside at all meetings of the Members and the Board of Directors, shall see that all orders and resolutions of the Board of Directors are carried into effect.

Section 2. Vice Chair of the Board. There will be up to 2 Vice-Chairs of the Board. If more than one vice chair is appointed, the positions shall be distinguished through designation as 1st Vice Chair and 2nd Vice Chair. In the absence of the Chair, or in the event of the inability of the Chair to act, the senior Vice Chair present shall perform the duties of the Chair and, when so acting, shall have all the powers of and be subject to all the restrictions upon the Chair. The Vice Chair shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe. If neither of the Vice Chairs is present, the Chair may designate a board member to preside on the Chair's behalf.

Section 3. Additional Board Officers. The Board of Directors may elect other Officers as it shall deem necessary who shall hold their offices and exercise such powers and perform such duties as shall be determined by the Board.

Section 3a. Secretary. A Secretary may be elected at the discretion of the Board to coordinate Board correspondence with the Board Chair or the Executive Director. In the absence of a Secretary, the functions of these roles shall be covered collectively by the Executive Committee.

Section 3b. Treasurer. A Treasurer may be elected at the discretion of the Board to coordinate the ongoing financial oversight of the organization with the Board Chair and the Executive Director. In the absence of a Treasurer, the functions of these roles shall be covered collectively by the Executive Committee

Section 3c. Past Chair. When an election results in a new Chair, the outgoing Chair shall be appointed to the officer position of Past Chair, to work with the new Chair to manage the Board of Directors with the other officers, until such time as the new Chair becomes the Past Chair through election of a new Board Chair.

Section 3d. Chair Emeritus. The Board, at its discretion, may appoint past Chairs to the position of Chair Emeritus, to recognize the significant contributions of exemplary, past Chairs, and to allow continued contact and input from such select persons into the strategic management of the Board and the corporation.

Section 4. Compensation. Board officers shall not receive compensation.

Section 5. Election and Term. The Officers of the Corporation shall be elected by a majority of the Board members to a 1-year term. The timing of annual Board officer elections occurs as set forth by the Board. Officers shall hold office until their successors are chosen. This section shall take effect on June 1, 2021.

Section 6. Resignation. Any Officer may resign at any time by giving written notice to the Board of Directors. If the Chair leaves office, the Board shall hold a special election to elect a new Chair to complete a term of service. The Board may fill other vacant officer positions by special election to complete a term of service or wait till the regular office election.

ARTICLE VII

COMMITTEES OF DIRECTORS

Section 1. Committees. The Board of Directors may designate one or more committees. The Board may designate one or more Directors as members of any committee.

Section 2. Executive Committee. An Executive Committee is composed of the Board officers and chaired by the Board Chair. It convenes at the call of the Chair. The Executive Committee advises the Executive Director

effective as of June 2019

between official meetings of the Board and exercises financial approvals that exceed \$10,000 but are less than \$20,000.

Section 3. Resignation, Removal, and Vacancies. Any member of any committee may resign at any time by giving written notice to the Board of Directors. Any member of any committee may be removed from such Committee at any time, with or without cause, by the affirmative vote of a majority of the Board of Directors.

Section 4. Participation by Non-Board Members. Persons who are not members of the Board of Directors may be appointed to Board Committees or may be appointed to Advisory Committees established from time to time to provide advice and counsel to the Board or its Committees and report the same to the Board of Directors when required. However, only officers of the Board of Directors may serve on the Executive Committee.

ARTICLE VIII

MEETINGS OF DIRECTORS

Section 1. Place and Time of Meetings. The Board of Directors of the Corporation may hold meetings in person, by telephone conference, or via other electronic means as determined by the board.

Section 2. Regular Meetings. Regular meetings of the Board of Directors will be scheduled in advance with notification provided to Directors with as much advanced notice as practical.

Section 3. Special Meetings. Special meetings of the Board may be called by the Chair or the Executive Director.

Section 4. Quorum. At all meetings of the Board, fifty percent (50%) participation of all Directors shall constitute a quorum.

Section 5: Proxy Vote: A proxy vote may be accepted at the discretion of the Chair.

ARTICLE IX

NOTICES

Section 1. Form of Notice. Whenever, under the provisions of the statutes or the Certificate of Incorporation or these Bylaws, notice is required to be given to any Director or Members, it shall not be construed to mean personal notice, but such notice may be given in writing, by mail or email addressed to such Director or Members at his or her address as it appears on the records of the Corporation, with postage thereon prepaid, and such notice shall be deemed to be given at the time when the same is deposited in the United States mail. Notice to Directors may also be given by electronic transmission or another facsimile.

Section 2. Waiver of Notice. Whenever any notice is required to be given under the provisions of the statutes or the Certificate of Incorporation or these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent to such notice. Actual presence of a Member or Director at any meeting shall constitute a waiver of any notice required herein.

ARTICLE X

INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1. Any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she 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 or other enterprise, shall be indemnified by the Corporation against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such action, suit or proceeding, if the Director or Officer acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful; provided, however, the Corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such indemnification is authorized by the Board of Directors. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interest of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful; provided, however, if the action referred to above is brought by or in the right of the Corporation to procure a judgment in its favor, no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Corporation unless and only to the extent that the Court of Chancery of the State of Delaware or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses that the said court shall deem proper.

Section 2. To the extent that any such person has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred in connection therewith.

Section 3. Except as provided in Section 2 or ordered by a court, any indemnification authorized by Section 1 shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Director or Officer is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Section 1. Such determination shall be made (a) by the Board of Directors by a majority vote of Directors who were not parties to such action, suit or proceeding even though less than a quorum, or (b) by a committee of such Directors designated by majority vote of such Directors even though less than a quorum, (c) if there are no such Directors, or if such disinterested Directors so direct, by independent legal counsel in a written opinion, or (d) by the Members.

Section 4. Expenses (including attorneys' fees) incurred by the persons identified in Section 1 in defending a civil or criminal action, suit or proceeding referred to in Section 1 shall be paid in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation as authorized by these Bylaws.

Section 5. The foregoing right of indemnification shall in no way be exclusive of any other rights of indemnification to which any such Director or Officer may be entitled, under any other bylaw, agreement, vote of disinterested Directors or otherwise, and shall continue as to a person who has ceased to be a Director or Officer and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE XI

GENERAL PROVISIONS

Section 1. Dissolution or Liquidation. In the event of the liquidation, dissolution, or winding up of the affairs of the Corporation, whether voluntary, involuntary, or by operation of law, the assets of the Corporation shall be distributed as provided in the Certificate of Incorporation.

Section 2. Annual Statement. The Board of Directors, through the Executive Director, shall present at each annual meeting a full and clear statement of the business and condition of the Corporation and/or Observatory.

Section 3. Contracts. The Executive Director, in accordance with the authorities and procedures listed in these bylaws, may enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation.

Section 4. Loans. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors.

Section 5. Checks. All checks, drafts, or orders for the payment of money, and notes of the Corporation or other evidences of indebtedness issued in the name of the Corporation, shall be approved by the Executive Director or his/her designee.

Section 6. Deposits. All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies; provided, however, that this Section 6 shall not be construed as allowing any Officer to authorize the retention of any funds in any manner that would prevent the Corporation from continuing to be exempt from federal taxation under Section 501(c)(3) of the Code.

Section 7. Gifts. The Executive Director may accept on behalf of the Corporation any contribution, gift, bequest, or devise for any purpose of the Corporation; provided, however, that this Section 7 shall not be construed as allowing the Executive Director to accept any gifts in any manner that would prevent the Corporation from continuing to be exempt from federal taxation under Section 501(c)(3) of the Code.

Section 8. Fiscal Year. The fiscal year of the Corporation shall end on the last day of May in each year unless the Board of Directors shall determine otherwise.

Section 9. Seal. The corporate seal shall have inscribed thereon the name of the Corporation, the year of its organization, and the words "Corporate Seal, Delaware". The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.

ARTICLE XII

AMENDMENTS

Section 1. Amendments. These Bylaws may be altered at any meeting of the Members, provided, however, that in any event, no such amendment shall permit the addition or deletion of any provision the inclusion or absence

effective as of June 2019

of which, as the case may be, would cause the Corporation to cease to qualify for exemption from taxation under Section 501(c)(3) of the Code. Alteration of these Bylaws may also be accomplished via electronic means, including email vote.

END OF BYLAWS