

SEA GRANT ASSOCIATION BYLAWS

(Restated, September 12, 2022)

ARTICLE I

Name; Offices; Registered Office

Section 1.1 Name. The name of the Corporation is the Sea Grant Association (the "Corporation"), a federally recognized 501c3 organized for the purpose of maintaining and advancing the Sea Grant College Program into the future.

Section 1.2 Principal Office. The principal office of the Corporation shall be located within or outside the State of Rhode Island at such place as the Board of Directors may designate. The Corporation may have such other offices as the Board of Directors may determine the affairs of the Corporation require.

Section 1.3 Registered Office and Agent. The Corporation shall have and continuously maintain a registered office and a registered agent in the State of Rhode Island. The Board of Directors may change the registered office and the registered agent from time to time.

ARTICLE II

Writings

Section 2.1 Action by a Writing. Any requirement in these Bylaws of writing or that something be in written form may be met by any form of information inscribed on a tangible medium that is conveyed in an electronic or other medium and is stored and retrievable in perceivable form.

ARTICLE III

Members

Section 3.1 Members and Membership Eligibility. The Corporation shall have members, and the members shall have such rights as are set forth in the Rhode Island Nonprofit Corporation Act (the "Nonprofit Act"), the Articles of Incorporation, and these Bylaws. Membership shall be open to any institution, or consortium of institutions, which receives Sea Grant college, regional consortium, or program funding in accordance with the National Sea Grant College Act, pays the requisite membership dues, and complies with any other requirements that may be adopted by the Board of Directors as a condition for membership. The Board of Directors shall, from time to time, enact procedures for the admission of members.

Section 3.2 Delegates. Each member shall designate in a written notice to the Secretary of the Corporation an individual to serve as its delegate (including such delegate's email address), who shall represent, vote, and otherwise act on behalf of the member in any matter, proceeding, and activity applicable to members. The delegate shall be an employee of the member (or in the case of a member that is a consortium of institutions, an employee of one of those consortium institutions), whose duties include responsibility for the member's Sea Grant program activities. A member's written notice may also designate an alternate delegate, who, in the absence of its delegate, may act on behalf of the member. A member may change its delegate or alternate delegate at any time with written notice to the Secretary.

Section 3.3 Dues. Members shall pay annual dues to the Corporation, the amount to be set by a two-thirds vote at a meeting of the members. Annual dues shall be payable on or before January 1, each calendar year. Any member delinquent in the payment of its annual dues as of March 1, shall be suspended from voting, attending, or otherwise participating in any meeting, proceeding, or other activity.

Section 3.4 Rights of Members. Each member shall be entitled to cast one vote on those matters set forth in these Bylaws, on which the Nonprofit Act requires the approval of the members, or that otherwise may be submitted for a membership vote.

Section 3.5 Term of Membership. The term of a member shall continue for so long as that member continues to pay its annual dues and otherwise remains eligible for membership pursuant to Section 3.1. The Board of Directors may terminate the membership of a member that fails to pay its annual dues by March 1, after said member was given notice of the delinquency and thirty (30) days from the date of such notice to pay the outstanding amount. The term of a member also may be terminated in accordance with rules of member conduct adopted by the Board of Directors. In such case, the procedures for terminating a member shall require due process, including prior notice to the member of the proposed termination and an opportunity to be heard by the Board. A member may resign its membership at any time by giving written notice to the Secretary; however, the resignation of a member shall not relieve that member of any obligation to pay dues or other financial obligations arising prior to the member's resignation.

ARTICLE IV

Meetings of the Members

Section 4.1 Regular Meetings. There shall be at least two regular meetings of the membership each year, with one to be held during the spring and designated as the Annual Meeting. The Board of Directors shall determine the time and place, either within or outside the State of Rhode Island, of regular meetings of the members and arrange for a suitable

agenda. Meetings may be held by means of varied communications technology, provided that those participating face no barriers to communicating with one another during the meeting.

Section 4.2 Special Meetings. Special meetings of the members may be called for any purpose or purposes by the Board of Directors, the President, or by the President at the request of not less than one-third of the members entitled to vote. Only business within the purpose or purposes described in the meeting notice may be conducted at a special meeting.

Section 4.3 Notice of Meetings. Written notice, stating the place, date, and hour of the meeting, and in the case of a Special Meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than thirty (30) days before the date of a regular meeting and not less than ten (10) days before the date of a special meeting. Notice of membership meetings shall be sent electronically to each member's delegate. Such notice shall be deemed to be delivered when sent electronically.

Section 4.4 Waiver of Notice. A member may waive any notice required by law or these Bylaws before or after the date and time of the meeting that is the subject of such notice. The waiver shall be in writing, shall be signed by the member's delegate, and shall be delivered to the Secretary for inclusion in the minutes of the meeting or filing with the corporate records. A member who attends a meeting 1) waives objection to lack of notice or defective notice of the meeting unless the member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting, and 2) waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the member objects to considering the matter when it is presented.

Section 4.5 Quorum. Except as otherwise provided in the Nonprofit Act, the Articles of Incorporation, or these Bylaws, a simple majority of members entitled to vote shall constitute a quorum at a meeting of members for the transaction of any business.

Section 4.6 Participation in Meetings by Communications Technology. Any or all members may participate in a meeting by communications technology, so long as those participating face no barriers to communicating with one another during the meeting, and such participation shall constitute presence at the meeting.

Section 4.7 Voting and Action by Members. Each member is entitled to cast one vote on each matter submitted for a vote by the membership. Proxy voting is not permitted. Except as required by the Nonprofit Act, the Articles of Incorporation, or these Bylaws, a simple

majority of those members represented at a meeting at which a quorum is present shall decide all matters to be voted upon at a meeting of members.

Section 4.8 Electronic Vote. In lieu of a meeting, the membership may act on any matter by voting electronically. A matter voted on electronically shall be decided by a majority of those members voting, if the total number of votes cast on the matter by the deadline provided is equal to or greater than the total number of members who would have been required at a meeting for there to have been a quorum; except that, with respect to electing directors and officers of the Corporation, or electing persons to serve on advisory committees, the vote will be decided in favor of the candidate who receives the most votes cast in the election for the position, provided that the total number of votes cast in the election by the deadline provided is equal to or greater than the total number of members who would have been required at a meeting in order for there to have been a quorum.

ARTICLE V

Directors

Section 5.1 General Powers. The Board of Directors (the “Board”) shall manage and direct the affairs of the Corporation and may exercise all the powers and authority granted to it by law.

Section 5.2 Number and Election. The Board shall consist of nine (9) directors, with the President, the President-Elect, the Immediate Past President, the Secretary, the Treasurer, the Chair of the Program Mission Committee and the Chair of the Ethics Committee serving as *ex officio*¹ directors, and the two remaining at-large directors elected by the membership. Of the two at-large directors elected by the membership, one shall be elected in an odd-numbered year and the other in an even-numbered year at an annual meeting of the members. Only delegates shall be eligible for election as directors.

The roles of the officers (President, President-Elect, Secretary, and Treasurer) and committee chairs are described below. The role of the Past President is to ensure continuity during Board transitions and organizational change, to help ensure the appropriate succession of Directors, to support the President in his/her/their role, and to provide continuity to the Corporation by providing historical context and institutional memory for issues. The Past President serves as the chair of the Nominating Committee. The two elected At-Large members

¹ Ex officio refers to members serving a role or fulfilling a function (here, serving on the Board) by virtue of the office they occupy with the Corporation (here, the office they were elected to). Ex officio members may serve as voting or non-voting members on committees, as defined in the bylaws.

fully support the work of Officers of the Corporation, and represent the entire membership of the Corporation.

Section 5.3 Term. Those directors serving *ex officio* shall serve for the duration of the time they hold their office or position with the Corporation. The term of the Immediate Past President shall be for two (2) years, commencing upon the conclusion of his/her/their presidency. The two directors elected by the membership shall serve a two-year term and until a successor has been elected. Otherwise, a director's term shall end upon the director's resignation, death, incapacity, or removal. There shall be no limitation on the number of terms that a director may serve.

Section 5.4 Resignations. A director may resign at any time by giving written notice to the Secretary. Such resignation shall take effect immediately unless another date is specified in the notice. A resignation by a director who is serving as a director in an *ex officio* capacity shall also be deemed a resignation from the office or position associated with the directorship.

Section 5.5 Removal. A director may be removed, with or without cause, by a vote of two-thirds of all the directors, or by a majority vote of the entire membership. The removal of a director who is serving as a director in an *ex officio* capacity shall also result in the removal of that director from the office or position associated with the directorship.

Section 5.6 Vacancies. A vacancy in a director position shall be deemed to exist in the event of the resignation, death, incapacity, or removal of a director. In such case, the membership shall elect a replacement to fill the vacancy. A director elected to fill a vacancy shall hold office for the unexpired term of his or her predecessor. Only delegates are eligible for election to fill a director vacancy.

Section 5.7 Compensation. Directors shall not be compensated for serving on the Board, but the Board may authorize the reimbursement of directors for documented reasonable expenses incurred in the performance of their duties to the Corporation. Nothing herein contained shall be construed to preclude any director from serving the Corporation in a non-board capacity and receiving compensation for those non-board services.

ARTICLE VI

Meetings of the Board of Directors

Section 6.1 Location of Meetings. Meetings of the Board of Directors may be held within or outside the State of Rhode Island and may be held by means of communications

technology, provided that those participating in the meeting can hear one another simultaneously.

Section 6.2 Regular and Special Meetings. The Board shall determine the number and dates of its regular meetings, except that at least one regular meeting shall be held each year in the spring and designated as the Annual Meeting. The Annual Meeting shall be held on a date to coincide with the Annual Meeting of the membership. Special meetings of the Board may be called by the President or by any two (2) directors.

Section 6.3 Notice. Notice of regular meetings shall be provided to all directors at least five (5) days in advance, except that the Board may set a schedule for meetings at the beginning of each one-year (or shorter) period and notice of that schedule shall be sufficient notice of all regularly scheduled meetings for that period. Notice of a special meeting shall be provided to all directors at least two (2) days in advance. Notice of any Board meeting, regular or special, shall be sent electronically to each director to the electronic mail address of record for that director. Such notice shall be deemed to be delivered when sent electronically.

Section 6.4. Waiver of Notice. Whenever notice is required to be given to any director under any provision of law, the Articles of Incorporation, or these Bylaws, a waiver in writing signed by the director entitled to such notice, whether before or after the time stated therein, shall be the equivalent to the giving of such notice. The waiver must specify the meeting for which notice is waived and must be filed with the minutes or the corporate records. A director's presence at a meeting, in person or by communications technology, waives any required notice to the director of the meeting unless the director, at the beginning of the meeting, or promptly upon the director's arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote on any action proposed at the meeting.

Section 6.5 Quorum. Unless a greater proportion is required by law, a quorum shall consist of a simple majority of the total number of directors in office.

Section 6.6 Board Action. Unless a greater proportion is required by law, the Articles of Incorporation, or these Bylaws, the act of a simple majority of the directors present at a meeting at which a quorum is present shall be the act of the Board. If a tie vote occurs among the voting directors, the President shall cast an additional, deciding vote.

Section 6.7 Action by Written Consent. Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if all the directors consent in writing to the specific action and the written consent is included in the corporate minutes or filed with

the corporate records reflecting the action taken. Action taken under this section is effective when the last director signs the consent unless the consent specifies an earlier or later effective date. A consent signed under this section has the effect of a meeting vote and may be described as such in any document.

Section 6.8 Participation in Meetings by Communications Technology. Any or all directors may participate in a meeting by communications technology, so long as directors participating face no barriers to communicating with one another during the meeting, and such participation shall constitute presence in person at the meeting.

Section 6.9 Inspection. Every director shall have the right at any reasonable time to inspect and copy all books, records, and documents of the Corporation to the extent reasonably related to the performance of the director's duties as a director.

ARTICLE VII

Standing Committees

Section 7.1 Designation of Committees. The following Standing Committees are designated to advise and assist the Board in carrying out its objectives and responsibilities ("Standing Committees"): The Program Mission Committee; the External Relations Committee; the Networks Advisory Council; the Nominations Committee; and the Standards and Ethics Committee. Unless otherwise stated in these Bylaws, eligibility to serve on Standing Committees is not limited to delegates and includes any individual who is employed by a member (or in case of a member that is a consortium of institutions, an employee of one of those institutions). The Board may create additional advisory committees to advise and assist the Board as it sees fit, including, for example, to organize Sea Grant Week, or to seek nominations for Sea Grant awards. However, none of the Standing Committees, nor any other advisory committee created by the Board, shall exercise Board authority and are advisory in nature only, except that the Nominations Committee shall serve to nominate candidates for election to positions elected by the membership.

Section 7.2 Program Mission Committee. The Program Mission Committee shall develop ideas, documents, policies, and procedures, which are then referred to the Board and the membership for consideration. In particular, Program Mission Committee shall (i) consider and recommend policies, procedures, and collective activities to enhance the effectiveness of the National Sea Grant Program; (ii) consider and recommend policies and procedures to enhance partnership between Sea Grant academic institutions and government; (iii) advise and assist in the collection and assembly of information that elucidates the progress and impact of the Sea Grant program network; (iv) recommend issues for consideration by the Board, other committees, and the membership; (v) liaison with, nurture, and encourage faculty and professional leadership in

pursuit of the Sea Grant mission; and (vi) recommend the formation of subcommittees and special committees to expedite progress towards the goals of the Corporation and to further the Sea Grant mission.

The Program Mission Committee shall consist of both voting and non-voting members. The voting members shall consist of the Chair of the Committee, a delegate who shall be elected for that purpose by the members of the Corporation; the President-Elect; and six delegates who shall be elected by the members of the Corporation, each of whom shall serve as liaison to one of the Corporation's six (6) recognized "Networks," *i.e.*, the Extension Assembly, the Communications Network, the Educators Network, the Fiscal Officers Network, the Legal Network, and the Research Coordinators Network. The non-voting members shall consist of the Corporation's President; the chairs of the six (6) recognized networks, *i.e.*, the Extension Assembly, the Communications Network, the Educators Network, the Fiscal Officers Network, the Legal Network, and the Research Coordinators Network ("the Networks"); and the Chair of the Networks Advisory Council.

Section 7.3 External Relations Committee. The External Relations Committee shall advise and assist the President regarding issues and activities associated with government relations and relations with foundations, industry groups, and nongovernmental organizations. In particular, the External Relations Committee shall (i) advise and assist the President in representing the Corporation before Congress and the Executive Branch of the United States Government; (ii) advise and assist the President and the Board in developing partnerships with government (Federal, State, and local), foundations, industry groups, and nongovernmental organizations; (iii) advise and assist the President in interacting with the National Oceanic and Atmospheric Administration ("NOAA"), including its Sea Grant Office, on common Congressional and Executive Branch agenda items; (iv) maintain a close working liaison with the Board on Oceans, Atmosphere, and Climate of the Association of Public and Land-Grant Universities and other organizations that share common interests with the Corporation; and (v) support the Corporation's federal government relations efforts in (A) developing and implementing strategy for Congressional and other Federal relations efforts in consultation with the Board; (B) recommending actions to be taken by members; (C) gathering and disseminating information; (D) preparing and arranging for the presentation of Congressional testimony; (E) responding to relevant legislative and agency inquiries; (F) preparing position papers and briefing materials; and (G) recommending to the Board and the membership the formation of subcommittees and special committees that will expedite the Corporation's external relations goals.

The External Relations Committee shall consist of the Chair of the Committee, a delegate who shall be appointed by the President, subject to confirmation by the members of the Corporation; the President; the President-Elect; and up to twelve (12) delegates appointed by the

President, whose appointments are subject to confirmation by the members of the Corporation. All of the members of the External Relations Committee may vote on Committee matters.

Section 7.4. The Networks Advisory Council. The Networks Advisory Council (“the Council”) shall develop ideas, documents, and recommendations through exchanges with the Networks of the National Sea Grant Program that are then referred by the Council’s leadership to the Board and the Corporation’s members for adoption and action. In particular, the Council shall (i) enhance communication within and across Networks by engaging Network partners in matters of common interest; (ii) recommend issues for consideration by the Board, Network committees, and Network members; and (iii) advise the President and the Board on issues under Board consideration.

The Council shall consist of both voting and non-voting members. The voting members shall consist of the chairs or leaders of the six recognized networks (“Network Chairs”), and two additional members who shall be elected by the Network Chairs to serve, respectively, as the Chair and Vice Chair of the Council. The non-voting members of the Council are the President, the President-Elect, the Chair of the Program Mission Committee, the Chair of the External Relations Committee, and any other Corporation officers or committee chairs that the Council members may elect to serve on the Council.

Recognized networks are those functional groups within the National Sea Grant Program, i.e., the Extension Assembly, the Communications Network, the Educators Network, the Fiscal Officers Network, the Legal Network, and the Research Coordinators Network, organized under their respective bylaws.

Section 7.5 Nominations Committee. The Nominations Committee shall consist of the Immediate Past President of the Corporation, who shall serve as the Chair of the Nominating Committee, and two (2) delegates appointed by the President, subject to confirmation by the members of the Board. In the event the Immediate Past President is unable to serve, the President may appoint an additional delegate to serve as the Chair, subject to confirmation by the members of the Board. The Nominations Committee shall nominate candidates for election to positions elected by the membership, using its best efforts to nominate at least two candidates for each such position, but may nominate only one in cases where it is unable to identify more than one eligible candidate for a position.

Section 7.6. Ethics Committee. The members of the Ethics Committee shall consist of the Chair of the Committee, a delegate who shall be elected by the members of the Corporation; two (2) delegates appointed by the President, subject to confirmation by the members of the Corporation; and up to four (4) members elected by the Network Advisory Council, subject to

confirmation by the members of the Corporation, who shall reflect the diversity of the Corporation. The Ethics Committee shall seek to act by consensus but may act in accordance with Section 7.9.

The Ethics Committee shall advise and assist the Board in overseeing implementation and enforcement of the Corporation's Events Code of Conduct including as follows: (i) receiving, reviewing, and responding to reports of misconduct as outlined in the Events Code of Conduct; (ii) ensuring that a member of the Ethics Committee is available and prepared to respond to possible violations at Corporation events, and in cases where a member of the Ethics Committee is not available, providing a mechanism for reporting and responding to unacceptable behavior; (iii) striving to maintain confidentiality; and (iv) recommending suitable action in response to violations of the Events Code of Conduct, such as a verbal warning, expulsion from the event, barring the violator from future events, notification of the violator's home institution or home program of the misconduct (particularly as it relates to potential Title IX violations), and/or notifying the appropriate law enforcement authorities.

The Ethics Committee shall also advise and assist the Board in developing and implementing other policies and procedures related to ethical conduct as it pertains to the Corporation and its members, including as follows: (i) developing for Board consideration ethical standards and codes; (ii) consulting with the President on issues of concern relating to ethical behavior by delegates, officers, and directors of the Corporation, with recommendations for appropriate action; (iii) making recommendations to the Board and the Networks with regard to policies and "best practices" for their consideration, including training and other programs to incorporate in member events; and (iv) serving generally as a resource for addressing issues as they arise related to ethical conduct.

Section 7.7 Term. Persons appointed or elected to serve as members of committees shall serve for a term of two years or until their earlier resignation, death, incapacity, or removal, or until the Committee shall sooner be terminated. Vacancies on committees other than Network Chairs who serve on the Program Mission Committee and Networks Advisory Council shall be filled by the President, with the advice of the Board, for the remainder of their unexpired term. Network Chairs who serve on the Program Mission Committee and Networks Advisory Council are elected by their respective networks, and should vacancies occur, shall be replaced on the Program Mission Committee and Networks Advisory Council according to the bylaws of their respective networks.

Section 7.8 Meetings. A majority of a committee's voting members may fix the time and place of its meetings, except that, if deemed necessary, the chair of a committee may call a meeting of the committee. Whenever possible, notice of a committee meeting shall be sent to all committee members electronically at least two (2) days in advance of any meeting. Meetings

of a committee may be held within or outside the State of Rhode Island. Any or all members may participate in a committee meeting by communications technology, so long as those participating face no barriers to communicating with one another during the meeting, and such participation shall constitute presence at the meeting. Each committee shall keep records of its actions and report such actions to the Board and the President.

Section 7.9 Quorum/Action. A simple majority of the voting members of a committee shall constitute a quorum. Any action of the majority of those members present at a meeting at which a quorum is present shall be deemed the action of the committee, except when a committee has only two members, in which case any action must be by unanimous consent. Any committee action may be taken by written unanimous consent of all the voting committee members.

ARTICLE VIII

Officers

Section 8.1 Officer Positions. The officers of the Corporation shall be a President, a President-Elect, a Secretary, and a Treasurer.

Section 8.2 Election and Term of Office. Except for the President, officers shall be nominated for election by the Nominations Committee and elected by the membership at one of the annual members meetings, or in close proximity to one of the annual members meetings by electronic vote in accordance with Section 4.7. The President-Elect shall automatically assume the position of President upon the conclusion of the then-President's term. Officers shall serve two-year terms, with the President-Elect elected in odd-numbered years, and the Secretary and Treasurer elected in even-numbered years. Only delegates shall be eligible for election as officers. No officer of the Corporation shall hold more than one office at a time. The officers shall be elected in accordance with Article IV and subject to Article V of the Bylaws. In the instance where a tie vote occurs in the election of any officer, a second round of voting will be conducted, with the same candidates appearing on the ballot. If the vote again results in a tie, then the President, in the presence of the Board, shall determine the winner of the election by a coin toss, or other random selection process, from amongst the two tied finalists.

Section 8.3 President. The President shall have general supervision over the affairs of the Corporation, and shall perform other duties incident to the office and as may from time to time be assigned by the Board, including the following:

- a. To serve as chief executive and chief operating officer of the Corporation;
- b. To serve as a director on the Board and as its Chair;

- c. In consultation with the External Relations Committee Chair, to supervise the government relations activities of the Corporation.
- d. Except as otherwise provided in these Bylaws, to appoint committee members;
- e. To appoint, with the approval of the Board, a qualified individual from among the member institutions to serve as the Corporation's Fiscal Manager and assist the Treasurer in the performance of the duties of that office, including presenting an annual budget to the membership. The Fiscal Manager shall serve at the pleasure of the Board.
- f. To appoint a delegate to serve as Parliamentarian, said delegate having the responsibility to see that these Bylaws are adhered to and that all meetings of the Board and membership are conducted in conformity with accepted standards of parliamentary procedure.
- g. To be the official representative of the Corporation with NOAA and other government, business, and non-governmental organizations with whom the Corporation is undertaking business.
- h. To present a report at each annual meeting of the Board and membership regarding the activities of the Corporation during the President's term of office; and
- i. Unless otherwise specified in these Bylaws, to serve as an *ex officio* non-voting member on all committees of the Corporation, except the Ethics Committee.

Section 8.4 President-Elect. The duties of the President-Elect shall include the following:

- a. To serve as a director on the Board;
- b. To serve as a member of the Program Mission Committee;
- c. To serve as a member of the External Relations Committee;
- d. To become familiar with the mission and work of the Corporation in order to effectively succeed the President; and
- e. To assume the position of the President in the event of a vacancy in the position or when requested by the President to represent the corporation when the President is otherwise not available.

Section 8.5 Secretary. The Secretary shall maintain the records of the Corporation, other than the financial records maintained by the Treasurer, and shall perform other duties incident to the office and as may from time to time be assigned by the Board, including following:

- a. Maintain the official delegate list;
- b. Issue or cause the issuance of any notices required under these Bylaws;
- c. Assist the President in the processing of and maintenance of files of correspondence, official Corporation records, committee assignments, historical information, and other such documents pertaining to the business of the Corporation;
- d. Assist the President in preparation for Board and membership meetings and prepare minutes of meetings of the Board and the membership; and
- e. Other such duties as the President may assign.

Section 8.6 Treasurer. The Treasurer shall be responsible for maintaining the accounts and financial records of the Corporation, and shall perform other duties incident to the office and as may from time to time be assigned by the Board, including the following:

- a. The Treasurer, working in close conjunction with the Fiscal Manager, shall be responsible for keeping all Corporation accounts including statements and other records relating thereto; preparing an annual detailed report of Corporation accounts for review by the SGA Board and be provided in years in which there is an audit; preparing an annual financial statement to be presented at the annual meetings of the Board and membership; assisting in the preparation of each annual budget; depositing all member dues and other Corporation receipts in the Corporation's bank account(s) in a timely manner; and maintaining records of all funds distributed by the Corporation.
- b. The Treasurer shall oversee, in the fall of each year, the preparation of invoices for annual membership dues by the Fiscal Manager, and the presentation of these to the President for transmittal. Dues shall be sent to the Fiscal Manager, a record of receipt shall be presented to the Treasurer and properly recorded, after which the funds will be deposited in the appropriate account. The Treasurer shall also oversee the investment portfolio of the Corporation and provide regular investment status reports to the Board of Directors.

- c. The Treasurer is responsible for maintaining and filing the Corporation's tax returns and for assuring that the appropriate legal instruments of the Corporation are on file with appropriate state and federal agencies.

ARTICLE IX

Indemnification

Section 9.1 Indemnification. Any person who is or was a director or officer of the Corporation, or who is or was acting as an agent of the Corporation, or who, while a director or officer of the Corporation, or while acting an agent of the Corporation, is or was serving at the Corporation's request as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, other enterprise, or employee benefit plan, shall be indemnified by the Corporation in accordance with and to the fullest extent permitted by the Rhode Island Nonprofit Corporation Act against all liabilities (*e.g.*, for judgments, penalties, fines, settlements) and for reasonable expenses (including attorney's fees) incurred by him or her arising out of, or in connection with, any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative.

Section 9.2 Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation, or who, while a director, officer, employee, or agent of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise or employee benefit plan, against liability asserted against such person in any capacity or arising out of such person's status, regardless of whether or not the Corporation would have the authority to indemnify such person against liability under the provisions of the Rhode Island Nonprofit Corporation Act.

ARTICLE X

General Provisions

Section 10.1 Execution of Contracts. The Board of Directors, except as otherwise provided in these Bylaws, may prospectively authorize any officer or officers, agent or agents, in the name, and on behalf, of the Corporation, to enter into any contract, or execute and deliver any instrument as may be necessary to carry out the purposes of the Corporation. Any such authority may be general or confined to specific instances. The Board of Directors shall approve all contracts requiring the commitment of corporate funds of more than \$2,500. The President may approve the execution of contracts of \$2,500 or less.

Section 10.2 Loans. The Board of Directors may authorize any officer or agent of the Corporation to: (i) obtain loans and advances at any time for the Corporation from any bank, trust company, firm, corporation, individual or other institution; (ii) make, execute and deliver promissory notes, bonds or other certificates or evidences of indebtedness of the Corporation; and (iii) pledge and hypothecate or transfer any securities or other property of the Corporation as security for any such loans or advances. Such authority conferred by the Board of Directors may be general or confined to specific instances. The Corporation shall not make any loan to any director, officer, or member of the Corporation.

Section 10.3 Voting of Securities Held by the Corporation. Stocks and other securities owned by the Corporation shall be voted in person or by proxy as the Board of Directors may specify. In the absence of any direction by the Board of Directors, such stocks and securities shall be voted as the President may determine.

Section 10.4 Financial Books and Records. There shall be kept at the principal office of the Corporation correct books of accounts of all the business and transactions of the Corporation, to which each member shall have access.

Section 10.5. Depositories. The funds of the Corporation not otherwise employed shall be deposited to the order of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select, or as may be selected by any one or more officers or agents of the Corporation to whom such power may from time to time be delegated by the Board of Directors.

Section 10.6 Signatories. All checks, drafts, and other orders for payment of money out of the funds of the Corporation, and all notes and other evidences of indebtedness of the Corporation shall be signed on behalf of the Corporation in such manner as shall from time to time be determined by the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President of the Corporation.

Section 10.7. Audits. The Board of Directors will periodically require an audit be made of the books and accounting records of the Corporation.

Section 10.8 Fiscal Year. The fiscal year of the Corporation shall be determined by resolution of the Board of Directors.

Section 10.9 Minutes of Meetings and Historical Documents. Copies of the minutes of the meetings of the Corporation, copies of correspondence of note, and other documents of

historical significance are to be filed annually by the officers of the Corporation and, with due control, they will be available to scholars.

Section 10.10 Corporate Seal. The Corporation shall have a corporate seal with its name, year of incorporation and the words "Corporate Seal State of Rhode Island" inscribed thereon. The seal shall be in the custody of the secretary and may be used by the secretary or any other officer so authorized by the Board of Directors, by causing it, or a facsimile thereof, to be impressed, affixed, or reproduced otherwise on any instrument or document as may be required by law, these Bylaws, the Board of Directors or president. The presence or absence of the seal on any instrument, or its addition thereto, shall not affect the character, validity, or legal effect of the instrument in any respect.

ARTICLE XI

Amendments

Section 11.1. Amendments to the Bylaws. These Bylaws may be amended or restated by a two-thirds vote of the members of the Corporation entitled to vote.

Section 11.2. Amendments to the Articles of Incorporation. The Articles of Incorporation may be amended or restated by a two-thirds vote of the members of the Corporation entitled to vote.