

**MARYLAND ASSOCIATION OF STUDENT COUNCILS INC.**

**UNANIMOUS WRITTEN CONSENT  
OF  
THE BOARD OF DIRECTORS  
IN LIEU OF ORGANIZATIONAL MEETING**

**March 5, 2021**

The undersigned, being all the directors of Maryland Association of Student Councils Inc., a Maryland nonstock corporation (the "Corporation"), acting by written consent without a meeting, hereby adopt the following resolutions effective as of the date first set forth above.

**Ratification of Acts of Incorporator**

RESOLVED, that all actions taken on behalf of the Corporation by the incorporator are ratified, adopted and approved as the actions of the Corporation.

**Incorporation Expenses**

RESOLVED, that the officers of the Corporation are authorized and directed to cause the Corporation to pay the expenses of its incorporation and organization and to reimburse the person or persons who have made any disbursements in connection with the Corporation's incorporation and organization.

**Adoption of Articles of Incorporation**

RESOLVED, that a certified copy of the articles of incorporation of the Corporation, filed with the State of Maryland on March 5, 2021, shall be filed in the minute book of the Corporation, and that the secretary of the Corporation is authorized and directed to maintain the articles of incorporation of the Corporation as they may hereafter be amended in current form in the minute book of the Corporation.

**Agent for Service of Process**

RESOLVED, that Wayne Perry, named as the initial agent for service of process in the articles of incorporation of the Corporation, is named as the Corporation's agent for service of process.

**Adoption of Bylaws**

RESOLVED, that the bylaws attached hereto as Exhibit A is hereby approved and adopted as the bylaws of the Corporation.

RESOLVED, FURTHER, that the secretary of the Corporation is authorized and directed to execute a certificate of adoption of the bylaws and to file the certified bylaws in the minute book of the Corporation, and is authorized and directed to maintain the bylaws of the Corporation as they may hereafter be amended in current form in the minute book of the Corporation.

**Designation of Principal Office and Location of Minute Book**

RESOLVED, that the principal office of the Corporation shall be located at Maryland Association of Student Councils, Maryland State Department of Education, 200 W. Baltimore Street, 4th Floor, Baltimore, MD 21201.

RESOLVED, FURTHER, that the minute book of the Corporation shall be maintained at the principal office of the Corporation or such other location as the board of directors may direct, provided that the minute book of the Corporation may be maintained in electronic form to the extent permitted by applicable law.

**Number of Directors**

RESOLVED, that the number of authorized directors of the Corporation is four (4).

**Election of Officers**

RESOLVED, that each of the following individuals is elected to the office of the Corporation set forth opposite his or her name, to serve at the pleasure of the board of directors until the election and qualification of a successor, or until the officer’s earlier resignation or removal:

President:	Olivia Keithley
Executive Director:	Nicete Moodie
Treasurer:	Michael Hagan
Secretary:	Madiba Dennie

**Fiscal Year**

RESOLVED, that the first fiscal year of the Corporation shall be from the date of incorporation to the last day of June of 2021 and thereafter the fiscal year of the Corporation is to end on the last day of June of each year.

**Authorization to File Application for Employer Identification Number**

RESOLVED, that the officers of the Corporation, or such person or persons as may be designated by the officers, are authorized and directed to execute and file appropriate applications to obtain an employer identification number with the Internal Revenue Service and any other identification numbers, permits or licenses required by law or deemed necessary or advisable for the conduct of the business of the Corporation.

**Establishment of Bank Accounts**

RESOLVED, that the Corporation shall establish in its name one or more accounts with one or more financial institutions on such terms and conditions as may be agreed with said financial institutions, that any standard resolutions required by said financial institutions to establish such accounts are hereby adopted as if such resolutions were incorporated herein, and that the officers of the Corporation are authorized to execute such resolutions required by said financial institutions for such accounts.

RESOLVED, FURTHER, that the officers of the Corporation are hereby authorized to write checks and make withdrawals on such accounts on behalf of the Corporation, and to designate one or more other persons who are authorized to write checks and make withdrawals on such accounts on behalf of the Corporation, subject to the limitations set forth herein and resolutions adopted by the board from time to time.

#### **Authorization for Contracts and Expenditures**

RESOLVED, that the officers of the Corporation, and such person or persons as may be designated by the officers, may (i) enter into and execute on behalf of the Corporation contracts, leases, licenses, checks, notes, debt obligations, orders for the payment of money, and all other forms of agreements or instruments, (ii) make withdrawals on the Corporation's accounts, (iii) approve or make expenditures, grants or donations, or (iv) otherwise cause the Corporation to incur liability, in each case as permitted by applicable law and the articles of incorporation and bylaws of the Corporation, if such action has not otherwise been delegated by the board of directors and if such action is deemed necessary or desirable to further the interests of the Corporation, provided that: (x) the approval of two separate officers shall be required for any single transaction or series of related transactions that obligates the Corporation to pay an amount in excess of \$25,000; and (y) the prior written approval of the board of directors shall be required for any single transaction or series of related transactions that obligates the Corporation to pay an amount in excess of \$50,000.

#### **Authorization to File Applications for Tax Exemption**

RESOLVED, that the officers of the Corporation are authorized and directed to execute and file the Form 1023, Application for Recognition of Exemption Under Section 501(c)(3) of the Internal Revenue Code, with the Internal Revenue Service.

RESOLVED, FURTHER, that the officers of the Corporation are authorized and directed to execute and file all other necessary applications and to do all other things deemed by such officer or officers to be necessary or desirable to secure for the Corporation appropriate exemptions from income, real property, sales, franchise, use and other taxes under federal, state or local tax laws, and to consult with legal counsel to ascertain the availability of exemptions from taxation under federal, state or local tax laws.

#### **Authorization to File Applications for Charitable Solicitation**

RESOLVED, that the officers of the Corporation are authorized and directed to execute and file all necessary applications, registrations and reports with state attorneys general or other state regulatory authorities as may be necessary for the Corporation to hold charitable assets or to solicit funds for charitable purposes in any jurisdiction in which the Corporation plans to conduct such activities.

#### **Authorization to File Corporate Qualifications and Business Registrations**

RESOLVED, that for the purpose of authorizing the Corporation to do business in any jurisdiction within or outside the United States in which it is necessary or desirable for the Corporation to transact business, the officers of the Corporation are authorized and directed to execute and file all necessary registrations, applications, certificates, reports or other instruments, to obtain all necessary licenses, authorizations and permits, to appoint and substitute all necessary

agents for service of process, and to designate and change the location of all necessary statutory offices as may be necessary to authorize the Corporation to do business in any such jurisdiction.

RESOLVED, FURTHER, that whenever it is necessary or desirable for the Corporation to cease doing business in any jurisdiction and withdraw therefrom, the officers of the Corporation are authorized and directed to revoke any appointment of agent for service of process and to execute and file such certificates, reports, revocation of appointment or surrender of authority as may be necessary to terminate the authority of the Corporation to transact business in any such jurisdiction.

### **Adoption of Governance Policies**

RESOLVED, that the conflict of interest policy attached hereto as Exhibit B is hereby approved and adopted as the conflict of interest policy of the Corporation.

RESOLVED, FURTHER, that each director and officer of the Corporation, and each other individual designated in the policy or designated by the board of directors from time to time, shall be provided a copy of the conflict of interest policy and shall be directed to complete and return the conflict of interest disclosure form (contained therein) to the chair of the board of directors or to such other individual designed by the board of directors, within a reasonable time after the date hereof and on an annual basis thereafter for as long as the individual is required to make disclosures under the policy.

RESOLVED, FURTHER, that the whistleblower policy attached hereto as Exhibit C is hereby approved and adopted as the whistleblower policy of the Corporation.

RESOLVED, FURTHER, that the record retention policy attached hereto as Exhibit D is hereby approved and adopted as the record retention policy of the Corporation.

### **Authorization to Obtain Insurance**

RESOLVED, that the officers of the Corporation are authorized and directed to obtain, on the basis of commercially reasonable and available terms, such insurance policies as are required by the Corporation, including a general liability insurance policy and a directors and officers liability insurance policy, and are authorized and directed to maintain such policies on the basis of commercially reasonable and available terms.

### **Retention of Employees**

RESOLVED, that the president of the Corporation, or such other officer(s) or person(s) as may be designated by the president, shall have authority over the hiring, retention and termination of the Corporation's employees.

### **Retention of Service Providers**

RESOLVED, that the officers of the Corporation are authorized and directed to engage and retain Arnold & Porter Kaye Scholer LLP to provide legal services to the Corporation.

### **General Authorization**

RESOLVED, that the officers of the Corporation are authorized to take all such further action, as any such officer may deem necessary, proper, convenient or desirable in order to carry

out each of the foregoing resolutions and fully to effectuate the purposes and intents thereof, and that all actions taken by the officers of the Corporation to date, in connection with the foregoing resolutions, or otherwise, are hereby in all respects confirmed, ratified and approved.

**Execution**

RESOLVED, that an executed copy of this unanimous written consent shall be filed with the minutes of the proceedings of the board of directors. This unanimous written consent may be executed by facsimile (or PDF copy delivered by electronic mail) in any number of counterparts, each of which shall be deemed an original, and all of which shall constitute one and the same instrument.

[Signature page follows]

IN WITNESS WHEREOF, the undersigned directors have duly executed this unanimous written consent as of the date first set forth above.



Olivia Keithley (Mar 17, 2021 13:15 EDT)

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Olivia Keithley, Director



Nicete Moodie (Mar 9, 2021 13:09 EST)

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Nicete Moodie, Director



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Michael Hagan, Director



Madiba K. Dennie (Apr 24, 2021 16:01 EDT)

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Madiba Dennie, Director

**EXHIBIT A**

**Bylaws**

**(attached)**

**BYLAWS**  
**OF**  
**MARYLAND ASSOCIATION OF STUDENT COUNCILS INC.**



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**BYLAWS  
OF  
MARYLAND ASSOCIATION OF STUDENT COUNCILS INC.**

**Article I  
OFFICES**

**Section 1.1. Principal Office and Other Offices.** The principal office of Maryland Association of Student Councils Inc. (the “**Corporation**”) shall be located at such place within the State of Maryland as shall be designated from time to time by resolution of the board of directors and designated in the Corporation’s articles of incorporation, as the same may be amended or restated from time to time. The Corporation may also have such other offices within or without the State of Maryland as the board may from time to time determine or as the business of the Corporation may require.

**Section 1.2. Resident Agent.** The Corporation shall have and maintain within the State of Maryland a resident agent at such address as shall be designated from time to time by resolution of the board of directors and designated in the Corporation’s articles of incorporation, as the same may be amended or restated from time to time.

**Article II  
MEMBERS**

The directors of the Corporation shall be the members of the Corporation for all purposes. All actions, consents and approvals taken by the directors shall be and shall be deemed to be taken by them as the members and as the directors of the Corporation for all purposes, whether or not the specific action, consent or approval specifically references them as acting as members at the time. All meetings of the board of directors shall be and shall be deemed to be meetings of the board of directors acting both as the directors and as the members of the Corporation.

**Article III  
BOARD OF DIRECTORS**

**Section 3.1. Powers.** Except as otherwise provided by law, the articles of incorporation or these bylaws, the business and affairs of the Corporation shall be managed and all corporate powers shall be exercised by or under the direction of its board of directors.

**Section 3.2. Number.** The number of directors constituting the board of directors shall be not less than three (3) and not more than fifteen (15), with the exact number of directors to be fixed within these limits from time to time by a majority vote of the directors in office, provided that no decrease in the number of directors constituting the board shall shorten the term of any director then in office. As used in these bylaws, the term “entire board” shall mean the total number of authorized directors fixed by the board from time to time, including any vacancies on the board.

**Section 3.3. Election and Term of Office.**

(a) **Initial Directors.** The initial directors shall be the persons named in the articles of incorporation and shall serve until the first annual meeting the board.

(b) **Non-Student and Non-Ex Officio Directors.** Except as provided in Section 3.3(c) (relating to student directors) and Section 3.3(d) (relating to ex officio directors), all directors other

than the initial directors shall be elected as described in this Section 3.3(b). To become a director, a person shall be nominated by a director and elected by a majority vote of the directors in office at an annual meeting of the board. Each director shall serve for a term of three (3) years and until the election and qualification of a successor, or until such director's earlier death, resignation or removal. Directors may be elected to any number of terms.

(c) **Student Directors.** At all times, at least one member of the board of directors shall be a student or recent graduate of a high school located in Maryland. The initial student director shall be elected by the initial directors named in the articles of incorporation. Thereafter, to become a student director, a student shall be nominated by a director and elected by a majority vote of the directors in office at an annual meeting of the board. Each student director shall serve for a term of one (1) year and until the election and qualification of a successor, or until such student director's earlier death, resignation or removal. A student director may be elected to a maximum of two (2) terms. Except with respect to their election and term of office, each student director shall be treated in all respects as any other director of the Corporation and shall have the same voting rights as any other director of the Corporation.

(d) **Ex Officio Directors.** An ex officio director shall serve on the board of directors by virtue of his or her official position with the Corporation and shall remain an ex officio director until he or she shall no longer hold a designated position which is the basis for ex officio membership. Except with respect to their election and term of office, each ex officio director shall be treated in all respects as any other director of the Corporation and shall have the same voting rights as any other director of the Corporation. Any individual then serving as the executive director, co-executive director, or assistant executive director of the Corporation, if any, shall serve as an ex officio director of the Corporation.

**Section 3.4. Newly Created Directorships and Vacancies.** Except with respect to ex officio directors, newly created directorships resulting from an increase in the authorized number of directors, and vacancies occurring on the board for any reason, including any vacancy occurring by reason of the death, resignation or removal of a director, may be filled at any meeting of the board by a majority vote of the directors remaining in office, whether or not such directors constitute a quorum, or by the sole director remaining in office. Each director so elected shall serve until the next annual meeting of the board and until such director's successor is elected and qualified. Any vacancy in any ex officio directorship shall be filled by the individual, if any, then serving in the designated position which is the basis for such ex officio directorship.

**Section 3.5. Removal.** Except with respect to ex officio directors, any director may be removed from the board at any time, with or without cause, by a majority vote of the directors in office, provided that written notice of such meeting, setting forth the purpose of the meeting, is given in accordance with the notice provisions for special meetings set forth herein. No reduction of the number of directors constituting the board shall have the effect by itself of removing any director before the expiration of the director's term of office. To remove an ex officio director, the person must be removed from the designated position which is the basis for his or her ex officio membership on the board.

**Section 3.6. Resignation.** Any director may resign from the board at any time by giving written notice to the board, the board chair, the president or the secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect at the time of receipt by the board or such officer. The acceptance of such resignation shall not be necessary to make it effective.

**Section 3.7. Annual and Regular Meetings.** An annual meeting of the board shall be held at such time and place as may be fixed by the board from time to time by resolution at which meeting the board shall elect directors, appoint officers, and transact any other business as shall come before the

meeting. Regular meetings of the board shall be held at such times and places as may be fixed by the board from time to time by resolution or as specified in the notice of the meeting.

**Section 3.8. Special Meetings.** Special meetings of the board may be held at any time upon the call of the board chair, the president or any two (2) directors, or the sole director remaining in office, in each case at such time and place as shall be fixed by the person or persons calling the meeting, as specified in the notice thereof.

**Section 3.9. Place of Meetings; Remote Communication.** Meetings of the board may be held at any place within or outside the State of Maryland that has been designated in the notice of the meeting or, if there is no notice, designed by resolution of the board. Directors not physically present at a meeting of the board of directors may participate in the meeting by remote communication, videoconference, teleconference or other communications equipment if all persons participating in the meeting can hear each other at the same time. The board of directors may determine, in its discretion, that any meeting of the board of directors may be held solely by means of remote communication. Directors participating by remote communication shall be considered present in person at the meeting.

**Section 3.10. Notice of Meetings.** Notice of any special meeting, and of any regular meeting if the time and place are not fixed by board resolution, shall be given to each director. No notice of an annual meeting or a regular meeting shall be required where the time and place of the meetings are fixed by board resolution. Notice, when required, shall be given to each director in person or by telephone, mail, facsimile, email or other means of electronic transmission and shall be addressed or delivered to each director at his or her address or contact information as it appears on the records of the Corporation. Notice shall be deemed to have been given when sent, and if by mail, when deposited in the United States mail with prepaid postage thereon. Notice must be given to each director at least three (3) days before the time set for the meeting if by mail and at least twenty-four (24) hours before the time set for the meeting if given personally or by telephone, facsimile transmission, email or other electronic means. The notice shall state the time and place where the meeting is to be held and the means of any remote communication by which directors may participate at the meeting, but the notice need not specify the purpose of the meeting unless required to elsewhere by these bylaws.

**Section 3.11. Waiver of Notice.** Whenever notice to directors is required by applicable law, the articles of incorporation or these bylaws, a waiver thereof, in writing signed by, or by electronic transmission by, the director entitled to the notice, whether before or after such notice is required, shall be deemed equivalent to notice. Attendance by a director at a meeting shall constitute a waiver of notice of such meeting except when the director attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business on the ground that the meeting was not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special board or committee meeting need be specified in any waiver of notice.

**Section 3.12. Quorum and Action of the Board.** Except as otherwise permitted by applicable law, the articles of incorporation or these bylaws, the presence of a majority of the entire board shall be necessary and sufficient to constitute a quorum for the transaction of business at any meeting of the board of directors. Except as otherwise expressly required by applicable law, the articles of incorporation or these bylaws, the vote of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors.

**Section 3.13. Adjournment of Meetings.** A majority of the directors present at any meeting of the board of directors, whether or not a quorum is present, may adjourn and reconvene such meeting to another time and place. At least twenty-four (24) hours' notice of any adjourned meeting of the board of directors shall be given to each director whether or not present at the time of the adjournment, if such notice

shall be given by one of the means specified in Section 3.9 hereof other than by mail, or at least three (3) days' notice if by mail. Any business may be transacted at an adjourned meeting that might have been transacted at the meeting as originally called.

**Section 3.14. Conduct of Meetings.** At each meeting of the board of directors, the board chair or, in his or her absence, another director selected by the board of directors shall preside. The secretary shall act as secretary at each meeting of the board of directors. If the secretary is absent from any meeting of the board of directors, an assistant secretary shall perform the duties of secretary at such meeting; and in the absence from any such meeting of the secretary and all assistant secretaries, the person presiding at the meeting may appoint any person to act as secretary of the meeting.

**Section 3.15. Action Without a Meeting.** Any action required or permitted to be taken at a meeting of the board of directors or of a committee thereof may be taken without a meeting if a unanimous consent which sets forth the action is given in writing or by electronic transmission by each member of the board of directors or committee thereof entitled to vote on the matter and filed in paper or electronic form with the minutes of proceedings of the board of directors or committee thereof.

**Section 3.16. Compensation of Directors.** The Corporation shall not pay compensation to directors for services rendered to the Corporation as directors, except that directors may be reimbursed for reasonable expenses incurred in the performance of their duties to the Corporation, in reasonable amounts as approved by the board. A director may receive reasonable compensation for the performance of services provided to the Corporation in any capacity separate from his or her responsibilities as a director when so authorized by the board.

#### **Article IV COMMITTEES**

**Section 4.1. Board Committees.** The board of directors may, by a majority vote of the directors in office, designate one or more committees of the board, including an executive committee, and appoint or remove the members of any committee of the board. Each board committee shall consist of one or more directors, and only of directors, and shall serve at the pleasure of the board. Any board committee, to the extent provided by the board, shall have and may exercise all the powers and authority of the board in the management of the business and affairs of the Corporation, except that no such committee shall have the authority to: (a) approve any action for which applicable law, the articles of incorporation or these bylaws requires approval by a majority (or higher) vote of the board of directors; (b) amend or repeal any resolution of the board which by its express terms is not so amendable or repealable; or (c) approve any merger, reorganization, voluntary dissolution or disposition of all or substantially all of the assets of the Corporation. The designation of a board committee and the delegation of authority to a board committee shall not operate to relieve the board or any member thereof of any responsibility imposed by law.

**Section 4.2. Alternate Members.** The board of directors may, by a majority vote of the directors in office, designate one or more directors as alternate members of any board committee, who may replace any absent or disqualified member at any board committee meeting. If a member of a committee shall be absent from any meeting, or disqualified from voting at any meeting, the remaining member or members present at the meeting and not disqualified from voting, whether or not such member or members constitute a quorum, may unanimously appoint another member of the board of directors to act at the meeting in the place of any such absent or disqualified member.

**Section 4.3. Committee Rules.** Unless the board provides otherwise, at all meetings of board committees, a majority of the then authorized members of the committee shall constitute a quorum for the transaction of business, and the vote of a majority of the members of the committee present at any meeting

at which there is a quorum shall be the act of the committee. Unless the board provides otherwise, each board committee may make, alter and repeal rules and procedures for the conduct of its business. In the absence of such rules and procedures, each board committee shall conduct its business in the same manner as the board of directors conducts its business pursuant to this Article III hereof. Each committee shall keep regular minutes of its meetings.

**Section 4.4. Advisory Committees.** The board of directors may establish one or more advisory committees to the board. The members of any advisory committee may consist of directors or non-directors and may be appointed as the board determines. Advisory committees may not exercise the authority of the board to make decisions on behalf of the Corporation, but shall be restricted to making recommendations to the board or board committees, and implementing board or board committee decisions and policies under the supervision and control of the board or board committee. Unless the board provides otherwise, each advisory committee appointed by the board may make, alter and repeal rules and procedures for the conduct of its business.

**Section 4.5. Student Advisory Committee.** The board of directors shall establish and maintain a student advisory committee as an advisory committee to the board of directors. The student advisory committee shall consist of one or more members who are students or recent graduates of high schools located in Maryland. The student advisory committee shall provide recommendations and advice to the board on the Corporation's vision, strategy, goals, programs and activities. From time to time, the board of directors may invite the student advisory committee to attend and participate in meetings of the board of directors in an advisory capacity.

## **Article V OFFICERS, EMPLOYEES AND AGENTS**

**Section 5.1. Positions.** The officers of the Corporation shall consist of a president, an executive director, a secretary, and a treasurer. The board may from time to time appoint such other officers, including a chair of the board (who must be a director), one or more vice chairs of the board (who must be directors), one or more vice presidents, and one or more assistant secretaries or assistant treasurers, with such duties, powers, titles and privileges as the board may determine. Except as provided in Section 5.9 hereof, all officers shall be chosen by the board from slates of candidates eligible and willing to serve. Any two or more offices may be held by the same person, except for the offices of president and vice president.

**Section 5.2. Election and Term of Office.** Except as provided in Section 5.9 hereof, the officers of the Corporation shall be elected by the board at the annual meeting of the board. Each officer shall hold office for the term for which he or she is elected or appointed, or if no term is designated, shall serve at the pleasure of the board, subject to the rights, if any, of an officer under any contract of employment. Each officer shall hold his or her office until such officer's successor is elected and qualified or until such officer's earlier death, resignation or removal. Officers may be elected for any number of terms. Except for the chair and vice chair of the board, the executive director and as may otherwise be provided in the resolution of the board choosing an officer, no officer need be a director. All officers shall be subject to the supervision and direction of the board.

**Section 5.3. Removal.** Except as provided in Section 5.9 hereof, any officer may be removed at any time, with or without cause, by the board, or by an officer on whom such power of removal may be conferred by the board, subject to the rights, if any, of an officer under any contract of employment. The election or appointment of an officer shall not of itself create contract rights.

**Section 5.4. Resignation.** Any officer may resign at any time by giving written notice to the board or the board chair. Unless otherwise specified in the notice, the resignation shall take effect at the



time of receipt by the board or the board chair. The acceptance of such resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party.

**Section 5.5. Vacancies.** Except as provided in Section 5.9 hereof, a vacancy in any office arising for any reason shall be filled for the unexpired portion of the term by the board at the next regular or special meeting of the board, or by an officer on whom such power of appointment may be conferred by the board. An officer appointed or elected to fill a vacancy shall hold office for the unexpired term of his or her predecessor in office, if any, and until his or her successor is elected and qualified.

**Section 5.6. Board Chair and Vice Chair.** The board chair, if any, shall be a director and shall preside at all meetings of the board, and shall exercise and perform such other powers and duties as may from time to time be assigned to him or her by the board. The board vice chair, if any, shall be a director and shall preside at all meetings of the board in the board chair's absence, and shall exercise and perform such other powers and duties as may from time to time be assigned to him or her by the board or the board chair.

**Section 5.7. President.** The president shall preside at all meetings of the board if there is no board chair or board vice chair or in their absence. The president shall have the general powers and duties of supervision and management of the Corporation which usually pertain to his or her office and shall perform all such other duties as are properly required of him or her by the board. Unless otherwise provided by the board, and subject to executive sessions of board meetings where officers and staff are not present, the president shall be entitled to participate in meetings of the board of directors, but shall not be entitled to vote in his or her capacity as president. The president shall, in addition, be the chief executive officer of the Corporation with the power to hire, supervise and fire all of the Corporation's employees, subject to the terms of any employment contract.

**Section 5.8. Vice President.** Each vice president may be designated by such title as the board may determine, and each such vice president in such order of seniority as may be determined by the board, shall, in the absence or disability of the president perform the duties and exercise the powers of the president. Each vice president also shall have such other powers and perform such duties as usually pertain to the office of vice president or as are properly required of such vice president by the board or the president.

**Section 5.9. Executive Director.** The executive director shall supervise, direct and control the Corporation's day-to-day activities, business and affairs, subject to the supervision of the board of directors and the president. The executive director also shall have such other powers and perform such duties as usually pertain to his or her office or as are properly required of him or her by the board of directors or the president. The executive director shall be appointed by the Maryland State Department of Education ("MSDE"), and any vacancy in the executive director position shall be filled by MSDE. The executive director may be removed with or without cause by MSDE.

**Section 5.10. Secretary.** The secretary shall record, certify and keep, or cause to be kept, the minutes of all meetings and resolutions of the board and its committees. The secretary shall give and serve, or cause to be given and served, all notices and reports as required by law and these bylaws. The secretary shall keep the corporate seal, if any, to sign such instruments as require the seal and his or her signature. The secretary shall keep or cause to be kept the original or a copy of its articles of incorporation and bylaws as amended to date. The secretary shall have such other powers and perform such other duties incident to the office of secretary or as may be prescribed by the board or these bylaws.

**Section 5.11. Treasurer.** The treasurer shall have the custody of all funds and securities of the Corporation and shall keep and maintain, or cause to be kept and maintained, full and accurate accounts of



all deposits, disbursements, properties and business transactions of the Corporation in books belonging to the Corporation. The treasurer shall deposit, or cause to be deposited, all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the board, and shall disburse, or cause to be disbursed, the funds of the Corporation as may be ordered by the board. The treasurer shall render to the president and the board, at the annual meeting of the board or upon request, an account of all his or her transactions as treasurer and of the financial condition of the Corporation. The treasurer shall have such other powers and perform such other duties incident to the office of treasurer or as may be prescribed by the board or these bylaws.

**Section 5.12. Additional Officers.** The board may empower the president or one or more other officers to appoint or remove such other officers as the business of the Corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in these bylaws or as the board may from time to time determine.

**Section 5.13. Compensation of Officers.** Any officer of the Corporation is authorized to receive a reasonable salary or other reasonable compensation for services rendered to the Corporation when so authorized by the board or by the committee or person to whom the board has delegated such authority. No officer shall be prohibited from receiving compensation because the officer is also a director of the Corporation as long as such compensation is permitted under Section 3.16 hereof. No person who serves as both a director and as an officer of the Corporation shall be permitted to vote on his or her own salary or other compensation as an officer.

**Section 5.14. Employees and Other Agents.** The board may from time to time appoint such employees and other agents as it shall deem necessary, each of whom shall have such authority and perform such duties as the board may from time to time determine. To the fullest extent allowed by law, the board may delegate to any employee or agent any powers possessed by the board and may prescribe their respective title, terms of office, authorities and duties. Any employee or agent of the Corporation is authorized to receive a reasonable salary or other reasonable compensation for services rendered to the Corporation when so authorized by the board or by the committee, officer or person to whom the board has delegated such authority.

## **Article VI INDEMNIFICATION AND INSURANCE**

**Section 6.1. Indemnification.** Subject to Section 6.5 hereof, the Corporation shall indemnify and hold harmless to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person who was or is made or is threatened to be made a party or is otherwise involved in any action, suit, or proceeding, whether civil, criminal, administrative or investigative (a “**Proceeding**”), by reason of the fact that he or she, or a person for whom he or she is the legal representative, is or was a director, officer, employee or agent of the Corporation or, while a director, officer, employee or agent of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, enterprise or nonprofit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses (including attorneys’ fees) actually and reasonably incurred by such person. Notwithstanding the preceding sentence, the Corporation shall be required to indemnify a person in connection with a Proceeding (or part thereof) commenced by such person only if the commencement of such Proceeding (or part thereof) by the person was authorized in the specific case by the board of directors.

**Section 6.2. Advancement of Expenses.** Subject to Section 6.5 hereof, the Corporation shall pay the expenses (including attorneys’ fees) actually and reasonably incurred by a director, officer, employee, or agent of the Corporation in defending any Proceeding in advance of its final disposition, upon

receipt of an undertaking by or on behalf of such person to repay all amounts advanced if it shall ultimately be determined by final judicial decision from which there is no further right to appeal that such person is not entitled to be indemnified for such expenses under this Section 6.2 or otherwise. Payment of such expenses actually and reasonably incurred by such person, may be made by the Corporation, subject to such terms and conditions as the Corporation in its discretion deems appropriate.

**Section 6.3. Non-Exclusivity of Rights.** The rights conferred on any person by this Article VI will not be exclusive of any other right which such person may have or hereafter acquire under any statute, provision of the articles of incorporation, these bylaws, agreement, vote of disinterested directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding office. The Corporation is specifically authorized to enter into individual contracts with any or all of its directors, officers, employees or agents respecting indemnification and advances, to the fullest extent not prohibited by applicable law.

**Section 6.4. 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 is or was serving at the request of Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, enterprise, or nonprofit entity against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under applicable law.

**Section 6.5. Limitations.** Notwithstanding any other provision of these bylaws, in no case shall the Corporation indemnify, reimburse or insure any person for any taxes imposed on such individual under Chapter 42 of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States internal revenue law (the “**Code**”), or in any instance where such indemnification, reimbursement or insurance is inconsistent with any provision of the Code applicable to corporations described in Section 501(c)(3) of the Code. In addition, the Corporation’s obligation, if any, to indemnify any person who was or is serving at its request as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, enterprise or nonprofit entity shall be reduced by any amount such person may collect as indemnification from such other corporation, partnership, joint venture, trust, enterprise or nonprofit entity.

**Section 6.6. Amendment, Repeal or Modification.** Any amendment, repeal or modification of this Article VI shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such amendment, repeal or modification.

## **Article VII GENERAL PROVISIONS**

**Section 7.1. Fiscal Year.** The fiscal year of the Corporation shall be determined by resolution of the board.

**Section 7.2. Corporate Seal.** The corporate seal, if any, shall be in such form as may be approved from time to time by the board. The seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

**Section 7.3. Contracts and Instruments.** The board may authorize any officer, employee or agent of the Corporation to enter into any contract, to execute and deliver any instrument, or to sign checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness in the name of and on behalf of the Corporation. Such authority may be general or may be confined to specific instances.

Unless so authorized, no officer, employee or agent shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount. No instrument required to be signed by more than one officer may be signed by one person in more than one capacity.

**Section 7.4. Books and Records.** The Corporation shall keep correct and complete books and records of account, the activities and transactions of the Corporation, a minute book containing a record of all actions by the board or board committees, a current list of the directors and officers of the Corporation, and the original or a copy of its articles of incorporation and bylaws as amended to date, and such other records required to be maintained by applicable law. Such records may be maintained on any information storage device or method that can be converted into written form for visual inspection within a reasonable time. The Corporation shall convert any records so kept on the written request of any person entitled to inspect such records pursuant to applicable law or these bylaws.

**Section 7.5. Rights of Inspection.** Each director shall have the right at any reasonable time to inspect the books, records, documents of every kind, and physical properties of the Corporation and each of its subsidiaries. The inspection may be made in person or by the director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

**Section 7.6. Governing Law and Construction.** In all matters not specified in these bylaws, or in the event these bylaws shall not comply with applicable law, the General Corporation Law of the State of Maryland as then in effect shall apply. All references to statutes, regulations and laws shall include any future statutes, regulations and laws that replace those referenced. References in these bylaws to the Corporation's articles of incorporation shall include all amendments thereto or changes thereof unless specifically provided otherwise by these bylaws. Whenever these bylaws may conflict with the Corporation's articles of incorporation, such conflict shall be resolved in favor of the articles of incorporation.

## **Article VIII AMENDMENTS**

**Section 8.1. Amendment of Articles of Incorporation.** The board of directors may adopt, amend or repeal provisions in the articles of incorporation of the Corporation at any meeting of the board by a majority vote of the directors in office, provided that written notice of such meeting, setting forth the purpose of the meeting and the proposed alteration, is given in accordance with the notice provisions for special meetings set forth herein.

**Section 8.2. Amendment of Bylaws.** The board of directors may adopt, amend or repeal bylaws of the Corporation at any meeting of the board by a majority vote of the directors in office, provided that written notice of such meeting, setting forth the purpose of the meeting and the proposed alteration, is given in accordance with the notice provisions for special meetings set forth herein.

**CERTIFICATE OF SECRETARY**

The undersigned hereby certifies that he or she is the duly elected and acting secretary of Maryland Association of Student Councils Inc., a Maryland nonstock corporation, and that the foregoing bylaws were adopted as the bylaws of the Corporation as of March 5, 2021, and that the same do now constitute the bylaws of the Corporation.

Date: Apr 24, 2021

By:   
Madiba K. Dennie (Apr 24, 2021 16:01 EDT)

Name: Madiba Dennie

Title: Secretary

**EXHIBIT B**

**Conflict of Interest Policy**

**(attached)**

**MARYLAND ASSOCIATION OF STUDENT COUNCILS INC.  
CONFLICT OF INTEREST POLICY**

**Article I: Purpose**

This conflict of interest policy is designed to foster public confidence in the integrity of Maryland Association of Student Councils Inc. (the “**Organization**”) and to protect the Organization’s interests when it is contemplating entering a transaction that might benefit the private interests of Organization insiders or related persons. This policy is intended to supplement but not replace any applicable laws or rules governing conflicts of interest applicable to nonprofit and tax-exempt organizations.

**Article II: Definitions**

1. An “**insider**” means a person with substantial influence over the Organization. The following persons are insiders for purposes of this policy:

a. Each member of the board of directors and each member of any committee with board-delegated responsibilities.

b. Corporate officers (including the president, vice president, chief executive officer, chief operating officer, executive director, treasurer, chief financial officer and secretary) and any person with equivalent responsibilities (whether or not the person is an officer of the Organization under the Organization’s bylaws or applicable law).

c. Any other person whom the board, based on facts and circumstances, determines has substantial influence over the Organization. Such persons may include a founder of or a substantial contributor to the Organization, a person with managerial authority over the Organization, or a person with control over a significant portion of the Organization’s budget (including a “key employee” as defined in the IRS Form 990 return).

d. Any person who met any of the above definitions at any time during the five years before the proposed transaction.

2. An “**interested person**” includes insiders and any person described in either of the following two categories:

a. Spouses, domestic partners, siblings, ancestors, children, grandchildren, great-grandchildren of any insider, and the spouses or domestic partners of siblings, children, grandchildren, and great-grandchildren of any insider.

b. A legal entity in which any combination of insiders and their family members is a greater-than-35 percent owner. Ownership is measured by stock ownership (either voting power or value) of a corporation, profits or capital interest in a partnership or limited liability company, beneficial interest in a trust, estate or unincorporated enterprise, or membership interest in a nonprofit organization. Ownership includes indirect ownership (for example, ownership in an entity that has ownership in the entity in question), including ownership through multiple tiers of entities.

3. An “**interest**” is any *financial* commitment, investment, obligation or relationship, or economic benefit, of an interested person in a transaction involving the Organization, including without limitation: a contract, sale, lease or license; performance of services in exchange for compensation, a fee or other consideration; joint ventures; and grants, loans, assistance or other financial benefits. For clarity, an interested person does not have an interest if the person provides financial or in-kind support to the Organization without charge or other consideration, including gifts, grants or contributions to the Organization.

4. A “**conflict of interest**” is present when, in the judgment of the board of directors or the committee designated to handle conflicts of interest, an interested person’s interest reduces the likelihood that an insider may act impartially and in the best interests of the Organization.

5. A “**transaction**” means any transaction, agreement or arrangement between an interested person and the Organization, or between the Organization and any third party where an interested person has an interest in the transaction or any party to it.

6. A “**person**” means an individual or entity, including a trust, estate, partnership, association, company or corporation.

### **Article III: Procedures**

1. Each interested person shall disclose to the board, or to a committee designated by the board to handle conflicts of interest, all material facts regarding an interest in the transaction. The interested person shall make disclosures promptly upon learning of the transaction. Insiders may make disclosures on behalf of interested persons related to them.

2. The board or committee shall determine that all material facts regarding the transaction and the interested person’s interest have been disclosed to the board or committee. The board or committee shall compile appropriate information to evaluate whether the transaction is fair and reasonable to the Organization and otherwise in its best interests, including reasonable investigation of whether the Organization could obtain a more advantageous alternative arrangement under the circumstances.

3. At a meeting, the board or committee may ask questions of and receive presentations from the insider and any other interested person. The board or committee shall deliberate and vote on the transaction in the absence of the insider and any other interested person. The insider and any other interested person shall be prohibited from any attempt to improperly influence the deliberation or voting on the transaction.

4. The board or committee, in the absence of the interested person, shall determine whether the interest constitutes a conflict of interest, and if so, whether the transaction is nevertheless in the Organization’s best interest, for its own benefit, and fair and reasonable to the Organization, taking into account the relevant information and facts. The Organization shall also determine whether it could reasonably obtain a more advantageous alternative arrangement under the circumstances. Following such determination, a majority of disinterested members of the board or committee then in office may approve the transaction. If the transaction is approved by a committee, the board must ratify the transaction at its next meeting by a majority vote of the disinterested members of the board.

#### **Article IV: Records of Proceedings**

1. The minutes of any meeting of the board and any committee pursuant to this policy shall contain the name of each interested person who disclosed or was otherwise determined to have an interest in a transaction; the nature of the interest and whether it was determined to constitute a conflict of interest; any alternative transactions considered; the members of the board or committee who were present during the discussion on the transaction, those who voted on it, and to what extent interested persons were excluded from the deliberations; any comparability data or other information obtained and relied upon by the board or committee and how the information was obtained; the rationale for determining the transaction is reasonable if it exceeds the range of comparability data used; and the result of the vote, including, if applicable, the terms of the transaction that were approved and the date the transaction was approved.

2. The board or committee shall contemporaneously document the deliberation and decision on each transaction. The records must be prepared by the later of the next meeting of the board or committee or 60 days after the final action of the board or committee with respect to the transaction, and must be approved by the board or committee within a reasonable time afterwards.

#### **Article V: Compensation**

1. An insider who receives compensation, directly or indirectly, from the Organization for services is prohibited from voting on matters pertaining to his or her compensation. However, the insider is not precluded from providing information to the board or to any committee regarding compensation.

2. Compensation of each of the following individuals shall be reviewed and approved by the board or a committee designated by the board to handle executive compensation: each officer, the top management official, the top financial official, and each key employee of the Organization. The compensation of each such person shall be reviewed and approved using data as to comparable compensation for similarly qualified persons in functionally comparable positions at similarly situated organizations. The board or committee that reviews and approves each such person's compensation shall contemporaneously substantiate the deliberation and decision. The records must be prepared by the later of the next meeting of the board or committee or 60 days after the final action of the board or committee with respect to the compensation arrangement, and must be approved by the board or committee within a reasonable time afterwards.

#### **Article VI: Annual Disclosure and Compliance Statements**

Each director, each officer, the top management official, the top financial official, and each key employee of the Organization, and others that the Organization may identify, shall annually sign a statement in the form attached to this policy that: affirms the person has received a copy of this conflict of interest policy, has read and understood the policy, and has agreed to comply with the policy; and discloses the person's financial interests and family relationships that could give rise to conflicts of interest. The board or committee may designate a compliance officer for this policy to ensure that all persons required to submit disclosure statements do so in accordance with this policy.



## **Article VII: Past Transactions; Violations**

1. If the board or committee has reasonable cause to believe that an insider failed to disclose an actual or possible conflict of interest, including one arising from a transaction with a related interested person, it shall inform the insider of the basis for this belief and give the insider an opportunity to explain. If, after hearing the insider's response and further investigating as the circumstances warrant, the board or committee determines that the insider has failed to disclose an actual or possible conflict of interest, the board or committee shall take appropriate disciplinary and corrective action.

2. Where a transaction involving a conflict of interest is discovered after it has already occurred or begun (because, for example, the interest was inadvertently not disclosed prior to the transaction, or the Organization's leadership did not realize that a review was necessary or advantageous), the board or committee shall conduct a review as described above, and determine whether disciplinary or corrective action is possible or warranted. In appropriate cases, the board or committee may determine, upon completion of the review, that ratification of the transaction is in the Organization's best interest, for its own benefit, and is fair and reasonable to the Organization.

## **Article VIII: Periodic Review**

To ensure that the Organization operates in a manner consistent with its status as an organization exempt from federal income tax, the board shall authorize and oversee a periodic review of the administration of this conflict of interest policy. The review may be written or oral. The review shall consider the level of compliance with the policy, the continuing suitability of the policy, and whether the policy should be modified and improved.

## Exhibit A: Conflict of Interest Policy Disclosure Statement

Maryland Association of Student Councils Inc. (the “**Organization**”) follows a conflict of interest policy designed to foster public confidence in our integrity and to protect our interests when we are contemplating entering a transaction that might benefit the private interests of Organization insiders or related persons. To maintain our federal tax exemption and the trust of the public, we must diligently monitor and manage conflicts of interest or the appearance of any conflict in accordance with our conflict of interest policy, engage primarily in activities that accomplish one or more of our tax-exempt purposes, and comply with applicable law.

We are required to file annually the Form 990 return with the Internal Revenue Service, and the form we file is available to the public. In order to complete the Form 990 fully and accurately, we need each officer, director and key employee, and such other individuals that we may identify, to disclose the information requested in this statement. The purpose of this disclosure is to provide the board of directors or relevant committee with a meaningful opportunity to determine whether a conflict of interest exists, by disclosing any interest that could give rise to a conflict of interest. Complete, accurate disclosure gives the board or committee information it needs to fulfill its fiduciary obligations and to make decisions that are in the best interest of the Organization.

A “**conflict of interest**” arises when a person in a position of authority over the Organization, such as a director, officer or key employee, has a financial interest in a transaction involving the Organization that reduces the likelihood that the person will act impartially and in the best interests of the Organization. A person can have a financial interest either directly or indirectly, including through a family relationship or greater-than-35 percent ownership interest in a legal entity.

A “**family relationship**” includes the person’s spouse or domestic partner, ancestors, siblings, children, grandchildren and great-grandchildren, and the spouses or domestic partners of siblings, children, grandchildren and great-grandchildren.

An “**ownership**” interest in a legal entity is measured by stock ownership (either voting power or value) of a corporation, profits or capital interest in a partnership or limited liability company, beneficial interest in a trust, estate or unincorporated enterprise, or membership interest in a nonprofit organization. Ownership includes indirect ownership (for example, ownership in an entity that has ownership in the entity in question), including ownership through multiple tiers of entities.

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1. Do you have a financial interest in any transaction involving the Organization that could give rise to a conflict of interest, that has not been previously disclosed to the Organization? For financial interests that must be disclosed, refer to the Organization’s conflict of interest policy.

- Yes (describe the financial interest in the space below)
- No

Response:

2. Do you have a family relationship or business relationship with any other director, officer or employee of the Organization? A business relationship includes any of the following:

a. One person is employed by the other in a sole proprietorship or by an organization with which the other is associated as a director, trustee, officer or greater-than-35 percent owner, even if that organization is tax exempt. However, this does not include a person's employment relationship with the Organization, if any.

b. One person is transacting business with the other (other than in the ordinary course of either party's business on the same terms as are generally offered to the public), directly or indirectly, in one or more contracts of sale, lease, license, loan, performance of services, or other transaction valued in excess of \$10,000 in the aggregate during the Organization's tax year. This can include indirect transactions with an organization with which one person is associated as a director, trustee, officer or greater-than-35 percent owner, but it does not include charitable contributions to tax-exempt organizations.

c. The two persons are each a director, trustee, officer or greater-than-10 percent owner in the same business or investment entity, but not in the same tax-exempt organization.

- Yes (describe the family relationship or business relationship in the space below)
- No

Response:

3. I acknowledge that I have received a copy of the Organization's conflict of interest policy, have read and understood it, and agree to comply with its terms. To the best of my knowledge and belief, I have not engaged in any activity, directly or indirectly through business, investment or family relationships, which would violate the Organization's conflict of interest policy. If at any time following the submission of this disclosure statement, I become aware of any financial interest or relationship that has not been disclosed to the Organization, or if the information provided in this disclosure statement becomes inaccurate or incomplete, I will promptly notify the Organization.

Name: \_\_\_\_\_

Date: \_\_\_\_\_

Title: \_\_\_\_\_

**EXHIBIT C**

**Whistleblower Policy**

**(attached)**

**MARYLAND ASSOCIATION OF STUDENT COUNCILS INC.  
WHISTLEBLOWER POLICY**

**Article I: Purpose and Scope**

The purpose of this whistleblower policy is to encourage and enable directors, officers, employees and volunteers of Maryland Association of Student Councils Inc. (the “**Organization**”) to report any action or suspected action taken within the Organization that is illegal, fraudulent, in violation of any adopted policy of the Organization, or reasonably likely to harm the Organization’s mission or reputation, to a source within the Organization before turning to outside parties for resolution. This policy applies to any matter which is related to the Organization’s business and does not relate to private acts of an individual not connected to the Organization’s business. This policy is intended to supplement but not replace any applicable laws or rules governing whistleblowing applicable to nonprofit and tax-exempt organizations.

**Article II: Violations; Reporting in Good Faith**

1. All directors, officers, employees and volunteers of the Organization are encouraged to report any action or suspected action taken within the Organization that is illegal, fraudulent, in violation of any adopted policy of the Organization, or reasonably likely to harm the Organization’s mission or reputation (each, a “**violation**”).

2. The following are examples of violations that should be reported: stealing or misappropriation of the Organization’s funds, supplies or other assets; fraud or deliberate error in the preparation, evaluation, review or audit of any financial statement or accounting records of the Organization; deviation from full and fair reporting of the Organization’s financial condition; deficiencies in or non-compliance with the Organization’s internal accounting controls; authorizing or receiving compensation for goods not received or services not performed; authorizing or receiving compensation for hours not worked, or failing to account for un-worked (but paid) hours as vacation, sick leave or other paid time off; violation of any adopted policy of the Organization; and harassment, discrimination and other forms of unlawful or inappropriate workplace behavior.

3. The person making the complaint is not responsible for investigating the suspected violation, proving the truth of the allegation(s) asserted in the complaint, or determining fault or corrective measures. However, anyone reporting a violation must act in good faith, without malicious intent, and have reasonable grounds for believing that the information shared in the report indicates that a violation has occurred. The Organization reserves the right to decline to investigate any complaint that does not provide reasonable grounds for the allegation(s) in the complaint. Any report which the complainant has made with malicious intent or any report which the complainant has good reason to believe is false will be viewed as a serious disciplinary offense.

**Article III: No Retaliation**

1. No director, officer, employee or volunteer who in good faith reports a violation or cooperates in the investigation of a violation will be subject to harassment, retaliation or adverse consequences, such as removal as a director or officer or termination of employment or volunteer status. Any individual within the Organization who retaliates against another individual who in good faith has reported a violation or has cooperated in the investigation of a violation is subject to discipline, including removal as a director or officer or termination of employment or volunteer status.

2. If an individual believes that someone who has made a report of a violation or who has cooperated in the investigation of a violation is being subject to harassment, retaliation or other adverse

consequences, the individual should contact the compliance officer for this policy. Any individual who reasonably believes that he or she has been retaliated against in violation of this policy will follow the same procedures as for reporting a violation.

#### **Article IV: Reporting Process**

1. If an individual reasonably believes that a violation has occurred, the individual is encouraged to share his or her questions, concerns or complaints with any person within the Organization who may be able to address them properly. In most cases, the direct supervisor of an individual is the person best suited to address a concern. However, if an individual is not comfortable speaking with his or her supervisor or if he or she is not satisfied with the supervisor's response, the individual is encouraged to speak directly to the compliance officer for this policy, the chairperson of the board of directors, or anyone in management he or she feels comfortable approaching. Directors and officers should report directly to the compliance officer or the chairperson of the board of directors.

2. The Organization encourages anyone reporting a violation to identify himself or herself when making a report in order to facilitate the investigation of the violation. However, reports may be submitted on a confidential basis by the complainant or may be submitted anonymously by submitting the complaint through a designated anonymous email process or reporting system. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation, to comply with all applicable laws, and to cooperate with law enforcement authorities as needed.

3. Reports of violations may be provided orally or in writing, although written complaints are encouraged. Submitted complaints should include whatever details, documentation or evidence is available to support a reasonable basis for the allegation(s) in the complaint and to assist in investigating the complaint. Anonymous complaints should be detailed to the greatest extent possible, insofar as the anonymity of the complainant will preclude follow-up questions with that person, making the investigation and resolution of such complaints more difficult.

#### **Article V: Compliance Officer; Handling Reported Violations**

1. The compliance officer for this policy shall be designated by the board of directors. The supervisor, manager, officer or director who receives a report of a violation from the complainant is required to notify the compliance officer of that report.

2. The compliance officer, or his or her designee, is responsible for promptly investigating all reported violations and for causing appropriate corrective action to be taken if warranted by the investigation, in consultation with the board of directors.

a. The compliance officer will notify the complainant and acknowledge receipt of a report of violation within a reasonable time period, but only to the extent that the complainant's identity is disclosed or a return address is provided.

b. The compliance officer will make initial inquiries in consultation with legal counsel, if necessary, to determine whether further investigation is necessary or appropriate. The compliance officer will manage any subsequent investigation, and may request the assistance of legal counsel or other parties as he or she deems necessary or appropriate. The compliance officer, or his or her designee, will fully investigate the complaint, meeting separately with the complainant and with others who either are named in the complaint or who may have knowledge of the facts set forth in the complaint. The compliance officer will explore anonymous complaints to the extent possible, but will weigh the prudence

of continuing such investigations against the likelihood of confirming the alleged facts or circumstances from attributable sources.

c. Upon completion of the investigation, the complainant will be notified about what actions will be taken, to the extent reasonably possible and consistent with any privacy or confidentiality limitations. If no further action or investigation is to follow, an explanation for the decision will be given to the complainant.

3. Any person who is the subject of a complaint shall not participate in any investigation or deliberation related to the complaint, except to present information as may be requested by the board of directors, the compliance officer or the investigating body. In the event the compliance officer is suspected of having committed a violation, then the violation will be reported to an alternate person designated by the board of directors, and the violation will be investigated by such person under the supervision of the board of directors.

#### **Article VI: Reporting to the Board of Directors**

The compliance officer will advise the board of directors of all reported violations, the current status of the investigation and how it was or will be conducted, and the outcome or corrective action taken or to be taken at the conclusion of the investigation, or if no further action or investigation is to follow, an explanation for the decision. The compliance officer will work with the board of directors to take any additional investigative, corrective or other actions requested by the board.

**EXHIBIT D**

**Record Retention Policy**

**(attached)**



**MARYLAND ASSOCIATION OF STUDENT COUNCILS INC.  
RECORDS MANAGEMENT AND RETENTION POLICY**

**Article I: Purpose and Scope**

1. The purpose of this records management and retention policy is to establish and maintain record retention practices for Maryland Association of Student Councils Inc. (the “**Organization**”) that comply with applicable legal requirements, contractual requirements, and the Organization’s business needs. This policy is intended to supplement but not replace any applicable laws or rules governing the retention and destruction of records applicable to nonprofit and tax-exempt organizations.

2. This policy applies to Organization directors, officers, employees, volunteers, agents and other personnel (collectively, “**Organization personnel**”). To the extent possible, the record retention requirements contained in this policy should also apply to all records created, maintained, stored or otherwise in the possession of the Organization’s third party vendors.

3. This policy applies to all documents, files or records created by any Organization personnel while acting within the course and scope of their duties pertaining to Organization business or operations, regardless of the manner in which the record has been created, maintained or stored (including hard copy originals, photocopies, facsimiles, voice messages, handwritings, photographs, videos, computer files and email) or where the record is created, maintained or stored (including records created, maintained or stored on or off Organization property, on work or personal computers or laptops, in cloud storage or by third-party vendors) (collectively, “**records**”).

**Article II: Record Retention Requirements**

1. The Organization shall manage, protect and maintain all records in accordance with this policy and the record retention schedule included in this policy (the “**Retention Schedule**”). All records shall be created, maintained and stored in a manner that complies with the Organization’s records storage, accessibility and retrieval procedures.

2. All records required to be retained to document the Organization’s legal compliance, or otherwise required by applicable law, rule or regulation to be retained, shall be retained for the periods required by law, rule or regulation as described in the Retention Schedule. To the extent that a record is included in more than one category in the Retention Schedule, the longer retention period shall apply.

3. Normal retention procedures will be suspended when a record or group of records are placed on a legal hold, which requires preservation of appropriate records under special circumstances, such as litigation or a government investigation.

a. In the event that the Organization’s board of directors or management learns of any claim that could reasonably give rise to litigation or government investigation, the Organization shall, in consultation with legal counsel, determine the need for a legal hold and identify what records are required to be placed under a legal hold. All records required to be retained due to pending or threatened litigation or investigation shall be retained for so long as the litigation or investigation is active, plus any additional tail period as may be provided for in the Retention Schedule.

b. A legal hold remains effective until it is released in writing by the Organization’s board of directors or management. Following the final resolution of the relevant litigation or government investigation, the Organization shall consult with legal counsel as to the release of the legal hold. After the

release of the legal hold, all records relevant to the legal hold shall return to their normal retention procedures.

4. To the extent that contractual records retention requirements exceed the retention periods in the Retention Schedule or specify the retention of records not listed in the Retention Schedule, the contractual requirements will control.

5. Records which are not identified in the Retention Schedule, no longer needed for Organization business or operations, and not subject to a legal hold or contractual records retention requirements, should be promptly destroyed.

### **Article III: Administration**

1. The compliance officer for this policy shall be designated by the board of directors, and questions regarding this policy should be directed to the compliance officer. On a periodic basis, the compliance officer will review a list of all records that have reached the destruction date and will confirm that the records can be destroyed in accordance with the requirements of this policy.

2. Records kept on-site should be destroyed in accordance with the Retention Schedule. Records that are sent off-site shall be labeled or designated with a destruction date. If the Organization uses a third party vendor for storage and/or destruction of records, after approval for destruction, the records storage vendor shall shred or otherwise destroy the noted records and provide a certificate of destruction in accordance with this policy. Destruction of electronic records shall utilize a method to ensure the electronic records are completely destroyed and not retrievable from any storage media.

3. The board of directors, or a committee designated by the board, shall meet periodically to review and, if necessary, update this policy to comport with changed business practices or changes in legal requirements. Any change to this policy, including to the Retention Schedule, must be approved by the board of directors or a committee designated by the board.

## Exhibit A: Record Retention Schedule

For purposes of this Retention Schedule, “**active records**” are records that are regularly referenced or required for current uses. A record is considered active if it meets at least one of the following criteria: (i) there is a legal or contractual requirement to keep a record; (ii) it would be advantageous to the Organization to be able to access a record quickly; (iii) a record will be needed for reference at a specific time in the future; or (iv) the custodian of the record makes the determination that a record may be retained as an active record. In contrast, “**inactive records**” are those records that are no longer needed for current business. Inactive records are those records that need not be readily available but still must be retained for legal, contractual, financial, operational or historical purposes. In this Retention Schedule, the retention period refers to the period of time a record must be kept after the record’s active period expires or when the record becomes inactive.

RECORD	RETENTION PERIOD
<b>Accounting and Finance</b>	
Accounts payable and receivables ledgers and schedules	7 years
Annual audit reports and financial statements	Permanent
Annual plans and budgets	2 years
Bank statements, canceled checks, deposit slips	7 years
Business expense records	7 years
Cash receipts	3 years
Check registers	Permanent
Electronic fund transfer documents	7 years
Employee expense reports	7 years
General ledgers	Permanent
Journal entries	7 years
Invoices	7 years
Petty cash vouchers	3 years
<b>Corporate Records</b>	
Articles of incorporation (and all amendments); bylaws (and all amendments)	Permanent
Board policies, resolutions, and meeting minutes; committee meeting minutes; member resolutions and meeting minutes	Permanent
Conflict of interest disclosure forms	7 years
Contracts and agreements	7 years
Corporate filings and reports to secretary of state, attorney general and state regulators (including charitable solicitation applications)	Permanent
Licenses and permits	Permanent
Fixed asset records	Permanent
IRS tax exemption documents (including application, determination letter and related correspondence)	Permanent
Sales and purchase records	3 years
State tax exemption documents (including application, determination letter and related correspondence)	Permanent
<b>Fundraising Records</b>	
Donor acknowledgment letters	7 years
Donor contact information	5 years

<b>RECORD</b>	<b>RETENTION PERIOD</b>
Records of unrestricted gifts made directly to organization or through third-party fundraisers	7 years
Records of restricted gifts, trusts, and endowments made directly to organization or through third-party fundraisers	Permanent
Fundraising materials (including all distributed materials, fundraising scripts, licenses for raffles, and other regulated games of chance)	7 years
Private grants (including proposals, agreements, and grantee reports)	7 years
Government grants (including proposals, agreements, and grantee reports)	7 years
Records of disposition of donated goods, including sale of donated securities and real estate	7 years
Trust documents	Permanent
<b>Legal and Insurance Records</b>	
Appraisals	Permanent
Environmental studies	Permanent
Insurance records (including contracts and policies; claims and applications; disbursements and denials)	Permanent
Intellectual property records (including copyright registrations; patents, patent applications and supporting documents; and trademark registrations and evidence of use documents)	Permanent
Leases	6 years
Real estate documents (including loan and mortgage contracts and deeds)	Permanent
Stock and bond records	Permanent
Warranties	7 years
<b>Payroll Records</b>	
Payroll registers (gross and net)	3 years
Time cards; wage rate tables; pay rates; work and time schedules; earnings records; records of additions to or deduction from wages; records on which wage computations are based	2 years
W-2 and W-4 forms and statements	4 years
<b>Personnel Records</b>	
Benefits descriptions per employee	4 years
EEO-1 reports (employer information report)	1 year
Employee applications and resumes	4 years
Employee benefit plans subject to ERISA (including plans regarding health and dental insurance, 401K, long-term disability and Form 5500)	6 years
Employee offer letters (and other documentation regarding hiring, promotion, demotion, transfer, lay-off, termination, or selection for training)	1 year
Records relating to background checks on employees and volunteers	5 years
Employment contracts; employment and termination agreements	3 years
Employee records with information on pay rate or weekly compensation	3 years

<b>RECORD</b>	<b>RETENTION PERIOD</b>
I-9 Forms	3 years
Injury and illness incident reports (OSHA Form 301) and related annual summaries (OSHA Form 300A); logs of work-related injuries and illnesses (OSHA Form 300)	5 years
Supplemental record for each occupational injury or illness (OSHA Form 101); log and summary of occupational injuries and illnesses (OSHA Form 200)	5 years
Job descriptions; performance goals and reviews; garnishment records	7 years
Employee tax records	4 years
Pension plan and retirement records	Permanent
Salary schedules; ranges for each job description	2 years
Time reports	3 years
Workers' compensation records	30 years
Volunteer position descriptions	7 years
Volunteer offer letters (and other documentation regarding the selection and activity of volunteers)	1 year
<b>Tax Records</b>	
Annual tax filing for the organization (IRS Form 990 and state equivalent)	Permanent
Earnings records from unrelated business taxable income (UBTI)	7 years
Filings of fees paid to professionals (IRS Form 1099 and state equivalent)	7 years
Payroll tax returns and withholdings	7 years
State unemployment tax records	Permanent