

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

*Revised April 22, 2024*  
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# 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 of 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. Unless appointed to fill a vacancy (section 3.4), Directors will begin their terms on July 1 and serve until June 30th on the third year following their appointment.

(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, the student member on the MASC Board of Directors shall be an MASC-appointed staff position and shall follow the same process for appointment as all other MASC-appointed staff. Each student director shall serve for a term of one (1) year and until the appointment 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 appointment 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. Ex officio directors serve in an advisory capacity and provide critical insight into the operations of the organization. They serve as non-voting directors, however, have all other rights and privileges as Directors. Any individual then serving as the executive director, assistant executive director, or registrar 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 end of the 3-year term for the vacancy which they filled. 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, 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 must be given to each director at least twenty-four (24) hours before the time set for the meeting. 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,, 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 of its business.

**Section 4.5. Student Advisory Committee.** The MASC student leadership team will serve in the capacity of a student advisory committee to the MASC Board of Directors. 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, chief executive officer, 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/Chief Executive Officer.** 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. Organizational Directors.** The Board of Directors shall establish two (2) Organizational Director positions to support the management and coordination of the Corporation's operations and programs. Positions shall be titled **Business Director** and **Program Director**.

A. Purpose and Scope- The Organizational Directors shall serve as key members of the Corporation's leadership, providing oversight and coordination in their respective areas to ensure the organization fulfills its mission and operates efficiently.

(1) **Business Director:** The Business Director shall oversee the financial, legal, administrative, and operational functions of the Corporation. Responsibilities may include budgeting, financial reporting, compliance, risk management, record keeping, contracts, and resource development, as determined by the Board.

(2) **Program Director:** The Program Director shall oversee the development, implementation, and evaluation of the Corporation's programs and services. Responsibilities may include program planning and implementation, community outreach, volunteer coordination, performance evaluation, and alignment of programs with the organization's mission and strategic goals.

B. Appointment and Term- Organizational Directors shall be hired by the Board of Directors and shall serve at the pleasure of the Board. The term of each Organizational Director shall be one (1) year, with eligibility for reappointment. The Board may remove an Organizational Director at any time, with or without cause by a  $\frac{2}{3}$  vote of the Board.

C. Reporting and Authority- The Organizational Directors shall report directly to the Board of Directors and shall work collaboratively to ensure coordination between business operations and program delivery. The Board may delegate additional specific powers or duties to each Organizational Director as deemed appropriate.

D. Vacancies- In the event of a vacancy in either position, the Board of Directors shall appoint an interim or permanent replacement in accordance with the organization's policies and procedures.

**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 favour 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. Denuie (Apr 24, 2021 16:01 EDT)

Name: Madiba Denuie

Title: Secretary