



By-Laws of [The] Maryland Student Legislature, Incorporated

All adopted amendments incorporated as of October 25, 2008

Article I Places of Business

Section 1 - Principal Office. The principal office of [The] Maryland Student Legislature, Incorporated (hereinafter referred to as the "Corporation") shall be 207 Cypress Creek Road, Severna Park, MD 21146.

Section 2 - Mailing Address. The principal mailing address of the Corporation and the official address for all Board members shall be 222 Main Street, #140, Annapolis, MD, 21401.

Section 3 - Other Offices. The Corporation may also have an office or offices in such other places as the business of the Corporation may require and the Board of Directors may from time to time chose.

Article II Members

Section 1 - Identification of Members. There shall be Five (5) classes of membership: Associate members, Alumni members, Honorary members, Advisory members and Regular members. The only class of members retaining full membership privileges, including the right to vote for members of the Board of Directors and vote at the Annual meeting, shall be the Regular members.

Section 2 - Associate members. The Associate members of the Corporation shall be composed of all members of duly established chapters in good standing of [The] Maryland Student Legislature (hereinafter referred to as "M.S.L."), a formerly unincorporated association, at any college or university in the State of Maryland who meet the requirements set forth by the M.S.L. Constitution including payment of all appropriate Annual Dues. The Board of Directors retains the authority to disqualify the Associate membership status of any person(s) of the corporation.

Section 3 - Alumni Members. All eligible groups or individuals identified in the M.S.L. Constitution meeting all requirements therewith shall be Alumni members of the Corporation. All Alumni members are also members of the Alumni Association and retain all rights and privileges defined by the Alumni Association Bylaws. All Alumni members shall pay Annual Dues to the Corporation set forth by the Board of Directors.

Section 4 - Honorary Members. Honorary members of the Corporation are members who have been bestowed Honorary status by the Board of Directors and shall have the right and privileges accorded to them by the Board of Directors.

Section 5 – Advisory Members. Advisory Members of the Corporation are members who serve on the Faculty Panel, Board of Advisors, or otherwise serve in an advisory capacity as defined by resolution of the Board of Directors and shall have the rights and privileges accorded to them by the Board of Directors.

Section 6 - Regular members. Regular members of the Corporation shall be composed of elected members of the Board of Directors, the student Governor, and the Alumni Association President. This class of voting members retains the right to increase its membership by unanimous resolution.

Section 7 - Annual Meeting. Regular members shall conduct an Annual meeting for the purpose of discussing appropriate issues regarding the Corporation and for electing and/or re-electing any members to the Board of Directors. The Annual meeting shall be held to coincide with the MSL Annual Session or before the close of the fiscal year. The exact time and place shall be determined by the Board of Directors who shall notify, in writing, all Regular members no later than two months prior to said Annual meeting.

Article III M.S.L. Constitution

Section 1 - The Corporation hereby adopts the Constitution of [The] Maryland Student Legislature, formerly an unincorporated association, as the governing document of the Associate Membership of the Maryland Student Legislature and all component chapters at colleges or universities in the State of Maryland. The Board of Directors retains the power to make any changes to and reject proposed amendments to the M.S.L. Constitution which may be in the best interests of the Corporation and necessary to ensure the continuation of the tax exempt status of the Corporation.

Article IV Board of Directors

Section 1 - General Powers. The property and business of the Corporation shall be managed under the direction of the Board of Directors of the Corporation.

Section 2 - Number and Term of Office. The number of directors shall be a minimum of three (3) and maximum of fifteen (15), as may be designated from time to time by resolution of a unanimous vote of the Board of Directors. Members of the Board of Directors shall serve for a term of five years with the exception of the current sitting Governor of M.S.L. and Alumni Association President who shall serve for the length of their term. The terms of Members of the Board of Directors with the exception of the current sitting Governor of M.S.L. and Alumni Association President shall have their terms commence immediately and end in conclusion with the end of the Fiscal Year five-years hence.

Section 3 - Nomination and Election of Directors.

- a) The nomination and election of directors with the exception of the current sitting Governor of M.S.L., and Alumni Association President and director vacancies shall take place only during the Annual Meeting of the Board of Directors. Not less than thirty (30) days prior to the Annual Meeting, interested candidates shall submit their applications to the Chairman of the Board.
- b) A three-quarters vote of the Regular members shall be necessary to elect any new member to the Board of Directors.
- c) Any director, upon the expiration of his five-year term, seeking an additional term shall need only a majority vote of the Regular members to be re-elected.
- d) The selection of the Student Governor of M.S.L. shall take place in the manner as defined in the M.S.L. Constitution.
- e) The selection of the Alumni Association President shall take place in the manner as defined by resolution of the Board of Directors.

Section 4 - Filling of Vacancies. In the case of any vacancy in the Board of Directors through death, resignation, disqualification, removal or other cause, the remaining directors, may elect a successor at any formal meeting of the Board of Directors with a three-quarters vote.

Section 5 - Removal of Directors. Any director may be removed from office with cause by an affirmative, unanimous vote of the remaining directors at any special meeting called for the purpose. A Director subject to removal shall be afforded the opportunity to speak on their behalf at any such meeting.

Section 6 - Place of meetings. The Board of Directors may hold their meetings and have one or more offices, or keep the books of the Corporation, either within or outside the State of Maryland, at such place or places as they may from time to time determine by resolution or by written consent of all the directors. The Board of Directors may hold their meetings by conference telephone or other similar electronic communications equipment in accordance with the provisions of the Maryland Corporation law.

Section 7 - Time of meetings. The Chairman, from time to time, may call a formal meeting of the Board of Directors with a minimum of fifteen (15) days advance written notice to each of the directors unless waived in writing by all directors. The Annual Meeting of the Board of Directors shall be held to coincide with the MSL Annual Session each year, the exact date to be determined by a resolution of the Board of Directors. Any business may be transacted at any formal meeting of the Board, including the Annual Meeting, unless otherwise specified in these Bylaws.

Section 8 - Special Meetings. Special Meetings of the Board of Directors shall be held whenever called by any member of the Board of Directors with a minimum of three (3) days advance written notice to each of the directors unless waived in writing by all directors. Only emergency business may be transacted at any special meeting

Section 9 - Quorum. The presence of a majority of the Directors shall be necessary to hold and conduct any formal, Annual or special meeting.

Section 10 - Required vote. An affirmative vote of a majority of those Directors present shall be necessary for the passage of any resolution unless otherwise indicated in another section of these By-Laws. Each Director shall be entitled to a single vote, including the Chairman of the Board. In the event of a tie, the Chairman may cast an additional vote. Any director may vote either in person or by proxy bearing a date not more than one (1) month old. Such proxy shall be signed and dated but need not be sealed, witnessed, or acknowledged.

Section 11 - Conduct of Meetings. All formal, Annual and special meetings shall be presided over by the Chairman of the Board, shall preside at all meetings of the Board of Directors, or if he is not present, by the Treasurer. The Secretary of the Corporation shall record the events at each meeting; in the event the Secretary is not present an Interim Secretary shall be appointed by the Chairman.

Section 12 - Compensation of Directors. Directors shall not receive any stated salary for their services. Nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity, and receiving compensation therefore.

Article V Officers and Agents

Section 1 - Election, Tenure, and Compensation.

- a) **Officers:** The officers of the Corporation shall be a President and/or one or more Vice Presidents, a Chairman of the Board, a Vice-Chairman of the Board, a Treasurer and a Secretary and/or one or more assistants to the foregoing officers as the Board of Directors from time to time may consider necessary for the proper conduct of the business of the Corporation. Officers shall be ex-officio members of the Board of Directors unless also serving as a regular member.
- b) **Agents:** shall be defined by resolution of the Board of Directors
- c) **Tenure:** The officers shall be elected biennially by the Board of Directors at the Annual Meeting of the Board and shall have their term commence at the start of the fiscal year and end two-years hence. except where a longer term is expressly provided in an employment contract duly authorized and approved by the Board of Directors by a two-thirds (2/3) vote. The tenure of agents shall be defined by resolution of the Board of Directors.
- d) **Qualifications:** The Chairman of the Board and the Vice-Chairman of the Board shall be Directors but the other officers may, but need not be, directors. Any two or more of the above offices, except those of President and Vice President, may be held by the same person, but no officer shall execute, acknowledge or verify an instrument in more than one capacity if such instrument is required by law or these By-Laws to be executed, acknowledged or verified by any two or more officers.
- e) **Compensation:** The compensation or salary paid all officers of the Corporation shall be fixed by resolutions adopted by the Board of Directors.
- f) **Vacancies:** In the event that any office other than an office required by law, shall not be filled by the Board of Directors, or, once filled, subsequently becomes vacant, then such office and all references thereto in these By-Laws shall be deemed inoperative unless and until such office is filled in accordance with the provisions of these By-Laws.
- g) **Removal:** All officers and agents of the Corporation shall be subject to removal at any time by affirmative vote of a majority of the whole Board of Directors, and all officers, agents, and employees, shall hold office at the discretion of the Board of Directors or of the officers appointing them.

Section 2 - Chairman of the Board.

- a) **Duties:** The Chairman of the Board shall preside at all meetings of the Board of Directors unless the Board of Directors shall by a majority vote of a quorum thereof elect a chairman other than the Chairman of the Board to preside at meetings of the Board of Directors.
- b) **Powers:** They may sign and execute all authorized bonds, contracts or other obligations in the name of the Corporation; and they shall be ex-officio a member of all standing committees and the Board of Advisors. They shall also preside at all meetings with the members of the Corporation.

Section 3 - President of the Corporation.

- a) Duties: The President shall be the chief executive officer of the Corporation and shall have general charge and control of all its business affairs and properties on a day-to-day basis.
- b) Powers: The President may sign and execute all authorized bonds, contracts or other obligations in the name of the Corporation. They shall have the general powers and duties of supervision and management usually vested in the office of president of a corporation. The President shall be an ex-officio member of all the standing committees with and the Board of Advisors, and shall be entitled to vote at said committee meetings even though he may not be a director. However, if the President is not a director of the Corporation he shall not be entitled to vote at any formal, Annual or special meeting of the Board of Directors. He shall do and perform such other duties as may, from time to time, be assigned to him by the Board of Directors.

Section 4 - Vice President. The Board of Directors may appoint one or more Vice Presidents. Any Vice President (unless otherwise provided by resolution of the Board of Directors) may sign and execute all authorized bonds, contracts, or other obligations in the name of the Corporation. Each Vice President shall have such other powers and shall perform such other duties as may be assigned to him by the Board of Directors or by the President. In case of the absence or disability of the President, the duties of that office shall be performed by any Vice President, and the taking of any action by any such Vice President in place of the President shall be conclusive evidence of the absence or disability of the President.

Section 5 –Treasurer.

- a) The Treasurer shall have custody of all the funds and securities of the Corporation, and he shall keep full and accurate account of receipts and disbursements in books belonging to the Corporation. They shall deposit all monies and other valuables in the name and to the credit of the Corporation in such depository or depositories as may be designated by the Board of Directors.
- b) The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements. They shall render to the President and the Board of Directors, whenever either of them so requests, an account of all their transactions as Treasurer and of the financial condition of the Corporation.
- c) The Treasurer shall give the Corporation a bond, if required by the Board of Directors, in a sum, and with one or more sureties, satisfactory to the Board of Directors, for the faithful performance of the duties of their office and for the restoration of the Corporation in case of their death, resignation, retirement or removal from office of all books, papers, vouchers, monies, and other properties of whatever kind in his possession or under their control belonging to the Corporation.
- d) The Treasurer shall perform all duties generally incident to the office of Treasurer, Subject to the control of the Board of Directors and the President.

Section 6 –Secretary.

- a) The Secretary shall give, or cause to be given, notice of all meetings of directors and all other notices required by law or by these By-Laws, and in case of their absence or refusal or neglect to do so, any such notice may be given by any person thereunto directed by the President, or by the directors or members upon whose written request the meeting is called as provided in these By-Laws.
- b) The Secretary shall record all the proceedings of the meetings of the directors in books provided for that purpose, and they shall perform such other duties as may be assigned to them by the directors or the President.
- c) They shall have custody of the seal of the Corporation and shall affix the same to all instruments requiring it, when authorized by the Board of Directors or the President, and attest the same. In general, the Secretary shall perform all the duties generally incident to the office of Secretary, subject to the control of the Board of Directors and the President.

ARTICLE VI Reimbursements

Section 1 - Payments to the Corporation. Any payments made to an officer or other employee of the Corporation, such as salary, commission, interest or rent, or entertainment expense incurred by him, which shall be disallowed in whole or in part as a deductible expense by the internal Revenue Service, shall be reimbursed by such officer or other employee of the Corporation to the full extent of such disallowance. It shall be the duty of the Directors, as a Board, to enforce payment of each such amount disallowed. In lieu of payment by the officer or other such employee, subject to the determination of the Board of Directors, proportionate amounts may be withheld from his future compensation payments until the amount owed to the Corporation has been recovered.

Section 2 - Payments from the Corporation. All expenses incurred in the filing of the Articles of Incorporation shall be reimbursed, in a reasonable time, to any party who has submitted proper supporting documentation to the Treasurer of the Corporation.

ARTICLE VII
Miscellaneous Provisions

Section 1 - Fiscal Year. The fiscal year of the Corporation shall begin on July 1 of each calendar year and end June 30 of the next calendar year.

Section 2 - Notices. Whenever, under the provision of these By-Laws, notice is required to be given to any director, officer, or member it shall not be construed to mean personal notice, but such notice shall be given in writing, by regular mail, be depositing the same in a post office or letter box, in a postpaid sealed wrapper, addressed to each member officer, director at such address as appears on the books of the Corporation, or in default of any other address, to such director, officer, or member at the last known address, and such notice shall be deemed to be given at the time the same shall be thus mailed. Any member, director, or officer may waive any notice requirement to be given under these By-Laws.

ARTICLE VIII
Statutory Code of [The] Maryland Student Legislature, Incorporated

Section 1 - Modus Operandi. The Corporation shall codify all major regulations and business practices, as seen fit by the Board of Directors, in the form of a Statutory Code. This document shall be organized into Articles and maintained by the Corporation with all other pertinent records.

Section 2 - Voting. All inclusions, exclusions, additions, subtractions and amendments to the Statutory Code shall originate as main motions in the business of the Board of Directors and may not be made by any vote other than a simple majority unless stipulated otherwise in any other section of these By-Laws, wherein, it shall be automatically assumed that that section shall have precedence.

Section 3 - Scope and Power. All sections of the Statutory Code shall constitute an action and power exercised by the Board of Directors. As such, these regulations shall supersede any and all documents of the Corporation and its associate bodies with the exception of these By-Laws and the Articles of Incorporation both of which shall supersede the Statutory Code in any incidence whereby there shall be a conflict.

ARTICLE IX
Non-disclosure of Information

Section 1. The Maryland Student Legislature, Inc. shall not cause the public release of any personal security information submitted by individuals and/or maintained by the Maryland Student Legislature, Inc. to include identification numbers, personal contact information and identifying personal information but not including individual's name. The Maryland Student Legislature, Inc. may use non-identifying individual information for corporate purposes only.

ARTICLE X
Non-discrimination Statement

Section 1. The Maryland Student Legislature, Inc. and its affiliates shall not discriminate on the basis of race, age, religion, color, creed, gender, ethnicity, marital status, mental or physical disabilities, sexual orientation, national origin, political affiliation, veteran's status, status with regard to public assistance, and membership or activity in a local commission.

ARTICLE XI
Amendments

Section 1 - Amendment of By-Laws. The Board of Directors shall have the power and authority to amend, alter, or repeal these By-Laws or any provision thereof, and may from time to time make additional By-Laws provided that said Amendment has been submitted in writing at least one meeting of the Board of Directors prior to the vote to Amend or has been sent in writing by regular mail to each of the Directors not less than twenty (20) days prior to the vote. Directors can waive their right to receive Amendments in writing provided that the proposed Amendment can be submitted electronically not less than twenty (20) days prior to the vote. All amendments shall be passed by a minimum of two-thirds (2/3) of the directors.

ARTICLE XII
Indemnification

Section 1 - Definitions. As used in this Article XII, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time, (the "Indemnification Section") shall have the same meaning as provided in the indemnification Section.

Section 2 - Indemnification of Directors and Officers. The Corporation shall indemnify any director or officer of the Corporation against all loses in connection with any legal proceeding that may & rise out of the operation of the corporation to

the fullest extent permissible by the Indemnification Section and shall advance all expenses, including appropriate legal expenses, to said directors or officers.

Section 3 - Indemnification of Employees and Agents. With respect to an employee or agent, other than a director or officer of the Corporation, the Corporation may, as determined by the Board of Directors, indemnify and advance expenses to such employees or agents to the fullest extent permissible in the Indemnification Section upon a majority vote of the members of the Board of Directors.