

CONSTITUTION OF THE STAT CLUB OF MARYLAND

PREAMBLE

The following Constitution shall be subject to, and governed by, the Non-Profit Corporation Act of Maryland and the Articles of Incorporation of the STAT Club of Maryland. In the event of a direct conflict between the herein contained provisions of this Constitution and the mandatory provisions of the Non-Profit Corporation Act of Maryland, said Non-Profit Corporation Act shall be the prevailing controlling law. In the event of a direct conflict between the provisions of this Constitution and the Articles of Incorporation of the STAT Club of Maryland, it shall then be this Constitution which shall be the controlling document.

ARTICLE 1 – NAME

The legal name of the Non-Profit Organization shall be known as the STAT Club of Maryland and shall herein be referred to as the “Organization.”

ARTICLE 2 – PURPOSE

The general purposes for which the Organization has been established are as follows:

The Organization is hereby formed to foster social opportunities involving recreation, education, and entertainment of its members with regard to speculative fiction, including but not limited to examination, viewing, discussion, and creation of objects and works in the genres of Science Fiction, Science Fantasy, Science Horror, Fantasy, and Alternate Histories as well as supporting areas that deepen a member’s understanding of speculative fiction such as but not limited to writing fiction, creating art pertaining to speculative fiction, viewing said art, film making, recording, editing, prop making, costume making, sound effects, special effects, acting, directing, and understanding information from science fact and other STEM-related topics as they relate to speculative fiction.

This Organization is established as a social club and shall be operated exclusively for the purposes above within the meaning of IRS Publication 557 Section 501(c) (7) Organization of the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding section of any future federal tax code and shall be operated exclusively for/to a social club.

In addition, this Organization has been formed for the purpose of performing all things incidental to, or appropriate in, the foregoing specific and primary purposes. However, the Organization shall not, except to an insubstantial degree, engage in any activity or the exercise of any powers which are not in furtherance of its primary non-profit purposes.

The Organization shall hold and may exercise all such powers as may be conferred upon any nonprofit organization by the laws of the State of Maryland and as may be necessary or expedient for the administration of the affairs and attainment of the purposes of the Organization. At no time and in no event shall the Organization participate in any activities which have not been permitted to be carried out by an Organization exempt under Section 501(c) of the Internal Revenue Code of 1986, such as certain political and legislative activities.

ARTICLE 3 – OFFICES

The principal office of the Organization shall be located in Towson, MD. The specific address shall be fully specified in the STAT Club of Maryland By-Laws.

The Organization may have other such offices as the Board of Directors may determine or deem necessary, or as the affairs of the Organization may find a need for from time to time, provided that any permanent change of address for the principal office is properly reported as required by law.

ARTICLE 4 – DEDICATION OF ASSETS

The properties and assets of the Organization are irrevocably dedicated to and for non-profit purposes only. No part of the net earnings, properties, or assets of this Organization, on dissolution or otherwise, shall inure to the benefit of any person or any member, director, or officer of this Organization. On liquidation or dissolution, all remaining properties and assets of the Organization shall be distributed and paid over to an organization dedicated to non-profit purposes which has established its tax-exempt status pursuant to Section 501(c) of the Code.

ARTICLE 5 – BOARD OF DIRECTORS

General Powers and Responsibilities

The Organization shall be governed by a Board of Directors (the "Board"), which shall have all the rights, powers, privileges and limitations of liability of directors of a non-profit corporation organized under the Non-Profit Corporation Act of Maryland. The Board shall establish policies and directives governing business and programs of the Organization and shall delegate to the President and Organization staff, subject to the provisions of this Constitution, authority and responsibility to see that the policies and directives are appropriately followed.

Number and Qualifications

The Board shall have up to nine (9) members, but no fewer than four (4) Board members. The number of authorized members of the board and their duties are fully specified in the STAT Club of Maryland By-Laws, but must not be greater than this maximum nor less than this minimum. A Board member need not be a resident of the State of Maryland.

Board Compensation

The Board shall receive no compensation other than for reasonable expenses. However, provided the compensation structure complies with Sections relating to "Contracts Involving Board Members and/or Officers" as stipulated under this Constitution, nothing in this Constitution shall be construed to preclude any Board member from serving the Organization in any other capacity and receiving compensation for services rendered.

Board Elections

The members of the Organization, as part of their regular nomination and election procedures, will elect directors to the Board from qualified individuals within the Organization's membership. The election nominations will be for a specific position on the board.

Term of Board

All appointments to the Board shall be for term lengths and restrictions as described in the STAT Club of Maryland By-Laws.

Board Vacancies

A vacancy on the Board may be created by an occurrence of any of the following conditions:

- a. Death
- b. Resignation
- c. Removal
- d. An increase in the authorized number of directors
- e. Failure of a confirmation vote of an acting director
- f. Failure of affirmation of an officer by the Board
- g. Refusal to serve after a director has been elected

The Board's directors then in office may fill any vacancy with the selection of a suitable Organization member whether or not the number of directors then in office is less than a quorum, or by vote of a sole remaining director. The member so selected will serve as an acting director until such time as the Organization's members can confirm him or her by vote. Upon confirmation, the acting director becomes a director and serves the remainder of the term of the director he or she replaced.

The single exception to the procedure above is resignation of the President. The Vice President becomes President immediately, and the Vice President's position becomes the vacancy to be filled.

An acting director will exercise all the authorities and privileges and discharge the responsibilities of the director he or she replaced.

No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

Resignations

Each Board member shall have the right to resign at will and at any time upon written notice thereof to the Chair of the Board, the Secretary, or the President. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective. If the resignation is effective at a future date, the board may proactively appoint a successor ahead of time to take office on that date.

Unless the Attorney General of Maryland is first notified, no director may resign when the Organization would then be left without a duly elected director in charge of its affairs.

Removals

A Board member may be removed as described in this section at any duly constituted meeting of the Board.

The Board of Directors may remove any director with cause by way of an affirmative vote of a two-thirds majority of the directors then currently in office, provided that the director to be removed has been notified in writing in the manner set forth in **Article 5 – Meetings** that such action would be considered at the meeting.

The Board of Directors may remove any director with cause by way of a simple majority vote of the directors then currently in office at any regular or special Board meeting. Suitable conditions for which removal with cause is appropriate are:

- Has been declared of unsound mind by a final court order
- Has been convicted of a felony
- Has been found by final order or judgment of any court to have breached a duty pursuant to the Organization's Code of Conduct and/or an act of the law dealing with the standards of conduct for a director
- Has missed 2 consecutive meetings as described in the Board Member Attendance section below
- Failure to be bonded by the club's designated bonding agency if the organization chooses to be bonded

Meetings

The Board must meet at least quarterly. These are the Board's regular meetings and may be held at such time and place as shall be determined by the Board. The Chair of the Board or any three (3) regular Board members may call a special meeting of the Board with at least three (3) days' written notice provided to each member of the Board. The notice shall be served upon

each Board member via hand delivery, the postal service, email, fax, text message, or other appropriate electronic means. The person(s) authorized to call such special meetings of the Board may also establish the place the meeting is to be conducted, so long as it is a reasonable place to hold any special meeting of the Board.

Minutes

The Secretary is responsible for the recording and archiving of all minutes of each and every meeting of the Board in which business shall be transacted in such order as the Board may determine from time to time. However, in the event that the Secretary is unavailable, the Chair of the Board shall appoint an individual to act as Secretary at the meeting. The Secretary, or the individual appointed to act as Secretary, shall prepare the minutes of the meetings, which shall be delivered to the Organization to be placed in the minute books. A copy of the minutes shall be delivered to each Board member via either the postal service, hand delivered, emailed, faxed, text message, or other appropriate electronic means within 14 business days after the close of each Board meeting.

Action by Written Consent

Any action required by law to be taken at a meeting of the Board, or any action that may be taken at a meeting of the Board, may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Board members. The number of directors in office who sign must constitute a quorum for an action taken by written consent. Such consent shall be placed in the minute book of the Organization and shall have the same force and effect as a vote of the Board taken at an actual meeting. The Board members' written consent may be executed in multiple counterparts or copies, each of which shall be deemed an original for all purposes. In addition, facsimile signatures and electronic signatures or other electronic "consent click" acknowledgments shall be effective as original signatures.

Quorum

At each meeting of the Board of Directors or Board Committees, the presence of 4 persons or at least of half the members, whichever is less, shall constitute a quorum for the transaction of business. The act of the majority of the Board members serving on the Board or Board Committees and present at a meeting in which there is a quorum shall be the act of the Board or Board Committees, unless otherwise provided by the Articles of Incorporation, this Constitution, or a law specifically requiring otherwise. If a quorum is not present at a meeting, the Board members present may adjourn the meeting from time to time without further notice until a quorum shall be present. However, a Board member shall be considered present at any meeting of the Board or Board Committees if during the meeting he or she is present via telephone or web conferencing with the other Board members participating in the meeting.

Voting

Each Board member shall have exactly one vote. The director chairing the meeting shall not normally vote, but when the number of board members is even and the voting is tied, the meeting's chair shall cast the deciding vote.

Proxy

A Board member who is unable to attend a meeting of the Board or a Board Committee may vote by written proxy given to any other voting member of the Board or Committee or designated staff member who is in attendance at the meeting in question. However, a vote by proxy shall not be counted toward the number of Board members needed to be present to constitute a quorum for the transaction of business. No proxy shall be valid after three months from the date of execution. Each proxy shall be revocable unless expressly stated therein to be irrevocable or unless made irrevocable by law.

Board Member Attendance

The Board shall deem a Board member who has missed four (4) consecutive meetings without such a reevaluation with the Chair to have resigned from the Board.

ARTICLE 6 – OFFICERS and Board Role Definitions

Officers and Duties

The STAT Club of Maryland Officers shall include a President (Executive Director), a Vice President, a Secretary, a Treasurer (Chief Financial Officer), and such other officers as the Board may designate by resolution. These other officers shall be listed and defined in the STAT Club of Maryland By-Laws. Except in instances of temporarily filling a vacancy, no Director may hold more than one office at any time.

In addition to the performance of duties in this Article, officers shall conduct all other duties typically pertaining to their offices and other such duties which may be required by law, STAT Club of Maryland By-Laws, or by this Constitution, subject to control of the Board of Directors, and they shall perform any other such additional duties which the Board of Directors may assign to them at their discretion.

All Officers will be elected by STAT Club of Maryland members by means of a vote, and must be affirmed by a majority of the Board in order to serve. Officers shall serve the needs of the Board, subject to all the rights, if any, of any officer who may be under a contract of employment.

Therefore, without any bias or predisposition to the rights of any officer that may be under any contract of employment, any officer may be removed with or without cause by the Board. All officers have the right to resign at any time by providing notice in writing to the Chair of the Board, President, and/or Secretary of the Organization, without bias or predisposition to all

rights, if any, of the Organization under any contract to which said officer is a part thereof. All resignations shall become effective upon the date on which the written notice of resignation is received or at any time later as may be specified within the resignation; and unless otherwise indicated within the written notice, a stated acceptance of the resignation shall not be required to make the resignation effective.

STAT Club of Maryland Officers are members of the Board and are directors, but accede to the Board differently. Officers are first elected by vote by STAT Club of Maryland voting members and then must be affirmed by the Board to ensure they are suitable candidates for their office. Any and all vacancies in any office shall be filled in accordance with Article 5 – Board of Directors of this Constitution. The compensation, if any, of Directors shall comply with the compensation clause of **Article 5 – Board of Directors**.

President (Executive Director)

It shall be the responsibility of the President, in general, to supervise and conduct all day-to-day activities and operations of the Organization, subject to the control, advice and consent of the Board of Directors. The President shall keep the Board of Directors completely informed, shall freely consult with them in relation to all activities of the Organization, and shall see that all orders and/or resolutions of the Board are carried out to the effect intended. The Board of Directors may place the President under a contract of employment where appropriate.

The President shall be empowered to act, speak for, or otherwise represent the Organization.

The President shall be responsible for the hiring and firing of all personnel and shall be responsible for keeping the Board informed at all times of staff performance and for implementing any personnel policies which may be adopted and implemented by the Board.

The President, at all times, is responsible for control, supervision, and accounting for all funds of the Organization, to execute in the name of the Organization all contracts and other documents authorized either generally or specifically by the Board to be executed by the Organization, and to negotiate any and all material business transactions of the Organization.

Vice President

In the absence of the President, or at the direction of the Board, it shall then be the responsibility of the Vice President to perform all the duties of the President, and in doing so shall have all authority and powers of, and shall be subject to all of the restrictions on, the President. The Vice President shall temporarily fill any vacant role on the Board until a replacement can be appointed.

Secretary

The Secretary, or their designee, shall be the custodian of all records and documents of the Organization, which are required to be kept at a location designated by the Board, and shall act

as secretary at all meetings of the Organization and the Board of Directors, and shall keep the minutes of all such meetings on file in hard copy or electronic format. They shall attend to the giving and serving of all notices of the Organization and shall see that the seal of the Organization, if any, is affixed to all documents, the execution of which on behalf of the Organization under its seal is duly authorized in accordance with the provisions of this Constitution.

Treasurer (Chief Financial Officer)

It shall be the responsibility of the Treasurer to receive, deposit, disburse, keep, and maintain all funds of the Organization or cause to be kept and maintained, adequate and accurate accounts of all the properties and business transactions of the Organization, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The Treasurer may enlist the aid of other STAT Club of Maryland members or outside firms such as accounting or tax firms in the pursuit of her of his duties specified either in this Constitution or in the STAT Club of Maryland By-Laws. The Treasurer is responsible for creating and sending all reports and filings involving finances to oversight organizations at the state and federal levels.

Chairperson of the Board

The Chairperson of the Board (the Chair) presides over Board of Directors meetings, prepares an agenda, notifies Directors as to the time and place of Board meetings, and may call special meetings of the Board. The Chairperson of the Board holds no other office and is not to be confused with the President.

ARTICLE 7 – DIRECTOR COMMITTEES

Committees of Directors

The Board of Directors, may, from time to time, and by resolution adopted by a majority of the directors then in office, provided that a quorum is present, designate one or more committees to exercise all or a portion of the authority of the Board, to the extent of the powers specifically delegated in the resolution of the Board or in this Constitution. Each such committee shall consist of at least two (2) directors and may also include persons who are not on the Board but whom the directors believe to be reliable and competent to serve on the specific committee. Committees exercising any authority of the Board of Directors may be composed only of directors or may include non-voting, non-directors for their expertise or experience.

The Board may designate one or more alternative members of any committee who may replace any absent member at any meeting of the committee. The appointment of members or alternate members of a committee requires the vote of a majority of the directors then in office, provided that a quorum is present.

The Board of Directors may also designate one or more advisory committees that do not have the authority of the Board. However, no committee, regardless of Board resolution, may:

- a. Approve of any action that, pursuant to applicable Law, would also require the affirmative vote of the members of the Board if this were a membership vote.
- b. Fill vacancies on, or remove the members of, the Board of Directors or any committee that has the authority of the Board.
- c. Fix compensation of the directors serving on the Board or on any committee.
- d. Amend or repeal the Articles of Incorporation or Constitution or adopt a new Constitution.
- e. Amend or repeal any resolution of the Board of Directors that by its express terms can be neither amended nor repealed.
- f. Appoint any other committees of the Board of Directors or their members.
- g. Approve a plan of merger, consolidation, voluntary dissolution, bankruptcy, or reorganization; or a plan for the sale, lease, or exchange of all or considerably all of the property and assets of the Organization otherwise than in the usual and regular course of its business; or revoke any such plan.
- h. Approve any self-dealing transaction, except as provided pursuant to law.

Unless otherwise authorized by the Board of Directors, no committee shall compel the Organization in a contract or agreement or expend Organization funds.

Meetings and Actions of Committees

Meetings and actions of all committees shall be governed by, held, and taken in accordance with, the provisions of Article 7 – Director Committees of this Constitution concerning meetings and actions of the directors, with such changes in the context of those sections of the Constitution as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committee. Special meetings of committees may also be called by resolution of the Board of Directors. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the Organization records. The Board of Directors may adopt rules not consistent with the provisions of this Constitution for the governance of any committee.

If a director relies on information prepared by a committee of the Board on which the director does not serve, the committee must be composed exclusively of any or any combination of (a) directors, (b) directors or employees of the Organization whom the director believes to be reliable and competent in the matters presented, or (c) counsel, independent accountants, or other persons as to matters which the director believes to be within that person's professional or expert competence.

Executive Committee

The Board may appoint an Executive Committee composed of a minimum of two (2) directors, exclusive of the Organization's officers, to serve as the Executive Committee of the Board. The Executive Committee, unless limited in a resolution by the Board, shall have and may exercise all the authority of the Board in the management and affairs of the Board between meetings of the Board, provided, however, that the Executive Committee shall not have the authority of the Board in reference to those matters enumerated in Article 7 - Committee of Directors. The Secretary of the Organization shall send to each director a summary report of the business conducted in any meeting of the Executive Committee.

Finance Committee

The Finance Committee, if created, shall be responsible for making sure the Organization's financial reports are accurate. It shall also oversee the budget and perform other duties like establishing reserve funds, lines of credit and investments. In the event that the Board should appoint a Finance Committee, the members of said Finance Committee must comprise less than one-half (1/2) of the membership of the Audit Committee, and the Chair of the Finance Committee shall not serve on the Audit Committee.

Communications and Public Relations Committee

If created, a Communications Committee shall handle all matters that relate to communicating with donors, stakeholders and others. This Committee shall also oversee all newsletters, official communications, social media platforms, online presence and contacts with the media.

ARTICLE 8 - STANDARD OF CARE

General

A director shall perform all the duties of a director, including, but not limited to, duties as a member of any committee of the Board on which the director may serve, in such a manner as the director deems to be in the best interest of the Organization and with such care, including reasonable inquiry, as an ordinary, prudent, and reasonable person in a similar situation may exercise under similar circumstances.

In the performance of the duties of a director, a director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

- a. One or more officers or employees of the Organization whom the director deems to be reliable and competent in the matters presented;
- b. Counsel, independent accountants, or other persons, as to the matters which the director deems to be within such person's professional or expert competence; or

- c. A committee of the Board upon which the director does not serve, as to matters within its designated authority, which committee the director deems to merit confidence, so long as in any such case the director acts in good faith, after reasonable inquiry when the need may be indicated by the circumstances, and without knowledge that would cause such reliance to be unwarranted.

Except as herein provided in Article 8 - Standard of Care, any person who performs the duties of a director in accordance with the above shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a director, including, without limitation of the following, any actions or omissions which exceed or defeat a public or charitable purpose to which the Organization, or assets held by it, are dedicated.

Loans

The Organization shall not make any loan of money or property to, or guarantee the obligation of, any director or officer, unless approved by the Maryland Attorney General; provided, however, that the Organization may advance money to a director or officer of the Organization or any subsidiary for expenses reasonably anticipated to be incurred in the performance of the duties of such officer or director so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

Conflict of Interest

The purpose of the Conflict of Interest policy is to protect the Organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of one of its officers or directors, or that might otherwise result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable corporations/organizations and is not intended as an exclusive statement of responsibilities.

Restriction on Interested Directors

Not more than 0% (percent) of the persons serving on the Board of Directors at any time may be interested persons. An interested person is (1) any person currently being compensated by the Organization for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director; and (2) any brother, sister, parent, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, mother-in-law, or father-in-law of any such person. If any of the aforementioned people have a conflict of interest, then the board member is an interested person. However, any violation of the provisions of this section shall not affect the validity or enforceability of any transaction entered into by the interested person.

Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors who are considering the proposed transaction or arrangement.

Establishing a Conflict of Interest

After the disclosure of the financial interest and all material facts, and after any discussion with the interested person, the interested person shall leave the Board meeting while the potential conflict of interest is discussed and voted upon. The remaining Board members shall decide if a conflict of interest exists.

Addressing a Conflict of Interest

In the event that the Board should establish that a proposed transaction or arrangement establishes a conflict of interest, the Board shall then proceed with the following actions:

- a. Any interested person may render a request or report at the Board meeting, but upon completion of said request or report the individual shall be excused while the Board discusses the information and/or material presented and then votes on the transaction or arrangement proposed involving the possible conflict of interest.
- b. The Chair of the Board shall, if deemed necessary and appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the Board shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the best interest of the Organization, for its own benefit, and whether it is fair and reasonable. It shall make its decision as to whether to enter into the transaction arrangement in conformity with this determination.

Violations of Conflict of Interest Policy

Should the Board have reasonable cause to believe an interested person has failed to disclose actual or possible conflicts of interest, the Board shall then inform the interested person of the basis for such belief and afford the interested person an opportunity to explain the alleged failure to disclose.

If, after hearing the interested person's explanation, and after making further investigation as may be warranted in consideration of the circumstances, the Board determines the interested person intentionally failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Procedures and Records

All minutes of the Board Meetings, when applicable, shall contain the following information:

- a. The names of all the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and any votes relating to the transaction or arrangement, the content of the discussions, including any alternatives to the proposed transaction or arrangement, and a record of any vote taken in connection with the proceedings.

Acknowledgment of Conflict of Interest Policy

Each director, principal officer, and member of a committee with Board delegated powers shall be required to sign a statement which affirms that such person:

- a. Has received a copy of the conflict of interest policy;
- b. Has read and understands the policy;
- c. Has agreed to comply with the policy; and
- d. Understands that the Organization is charitable, and in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Violation of Loyalty - Self-Dealing Contracts

A self-dealing contract is any contract or transaction (i) between this Organization and one or more of its Directors, or between this Organization and any corporation, firm, or association in which one or more of the Directors has a material financial interest ("Interested Director"), or (ii) between this Organization and a corporation, firm, or association of which one or more of its directors are Directors of this Organization.

Said self-dealing shall not be void or voidable because such Director(s) of corporation, firm, or association are parties or because said Director(s) are present at the meeting of the Board of Directors or committee which authorizes, approves or ratifies the self-dealing contract, if:

- a) All material facts are fully disclosed to or otherwise known by the members of the Board and the self-dealing contract is approved by the Interested Director in good faith (without including the vote of any membership owned by said interested Director(s));
- b) All material facts are fully disclosed to or otherwise known by the Board of Directors or committee, and the Board of Directors or committee authorizes, approves, or ratifies the self-dealing contract in good faith—without counting the vote(s) of the interested Director(s)—and

the contract is just and reasonable as to the Organization at the time it is authorized, approved, or ratified; or

c) As to contracts not approved as provided in above sections (a) and/or (b), the person asserting the validity of the self-dealing contract sustains the burden of proving that the contract was just and reasonable as to the Organization at the time it was authorized, approved, or ratified.

Interested Director(s) may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof, which authorizes, approves, or ratifies a contract or transaction as provided for and contained in this section.

Indemnification

To the fullest extent permitted by law, the Organization shall indemnify its "agents," as described by law, including its directors, officers, employees and volunteers, and including persons formerly occupying any such position, and their heirs, executors and administrators, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," and including any action by or in the right of the Organization, by reason of the fact that the person is or was a person as described in the Non-Profit Corporation Act. Such right of indemnification shall not be deemed exclusive of any other right to which such persons may be entitled apart from this Article.

The Organization shall have the power to purchase and maintain insurance on behalf of any agent of the Organization, to the fullest extent permitted by law, against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, or to give other indemnification to the extent permitted by law.

ARTICLE 9 – EXECUTION OF CORPORATE INSTRUMENTS

Execution of Corporate Instruments

The Board of Directors may, at its discretion, determine the method and designate the signatory officer or officers, or other person or persons, to execute any corporate instrument or document, or to sign the corporate name without limitation, except when otherwise provided by law, and such execution or signature shall be binding upon the Organization.

Unless otherwise specifically determined by the Board of Directors or otherwise required by law, formal contracts of the Organization, promissory notes, deeds of trust, mortgages, other evidences of indebtedness of the Organization, other organization instruments or documents, memberships in other corporations/organizations, and certificates of shares of stock owned by the Organization shall be executed, signed, and/or endorsed by the treasurer.

All checks and drafts drawn on banks or other depositories on funds to the credit of the Organization, or in special accounts of the Organization, shall be signed by such person or persons as the Board of Directors shall authorize to do so.

Loans and Contracts

No loans or advances shall be contracted on behalf of the Organization and no note or other evidence of indebtedness shall be issued in its name unless and except as the specific transaction is authorized by the Board of Directors. Without the express and specific authorization of the Board, no officer or other agent of the Organization may enter into any contract or execute and deliver any instrument in the name of and on behalf of the Organization.

ARTICLE 10 – RECORDS AND REPORTS

Maintenance and Inspection of Articles and Constitution

The Organization shall keep at its principal office the original or a copy of its Articles of Incorporation and Constitution as amended to date, which shall be open to inspection by the directors at all reasonable times during office hours.

Maintenance and Inspection of Federal Tax Exemption Application and Annual Information Returns

The Organization shall keep at its principal office a copy of its federal tax exemption application and its annual information returns for three years from their date of filing, which shall be open to public inspection and copying to the extent required by law.

Maintenance and Inspection of Other Corporate Records

The Organization shall keep adequate and correct books and records of accounts and written minutes of the proceedings of the Board and committees of the Board. All such records shall be kept at a place or places as designated by the Board and committees of the Board, or in the absence of such designation, at the principal office of the Organization. The minutes and other books and records shall be kept either in written or typed form or in any form capable of being converted into written, typed, or printed form. Upon leaving office, each officer, employee, or agent of the Organization shall turn over to his or her successor or the Chair of the Board or President, in good order, such corporate/organization monies, books, records, minutes, lists, documents, contracts or other property of the Organization as have been in the custody of such officer, employee, or agent during his or her term of office.

Every director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Organization and each of its

subsidiary corporations/organizations. The inspection may be made in person or by an agent or attorney, and shall include the right to copy and make extracts of documents.

Preparation of Annual Financial Statements

The Organization shall prepare annual financial statements using generally accepted accounting principles. Such statements shall be audited by an independent certified public accountant, in conformity with generally accepted accounting standards. The Organization shall make these financial statements available to the Maryland Attorney General and members of the public for inspection no later than 60 days after the close of the fiscal year to which the statements relate.

Reports

The Board shall ensure an annual report is sent to all directors within 60 days after the end of the fiscal year of the Organization, which shall contain the following information:

- a. The assets and liabilities, including trust funds, of this corporation at the end of the fiscal year.
- b. The principal changes in assets and liabilities, including trust funds, during the fiscal year.
- c. The expenses or disbursements of the Organization for both general and restricted purposes during the fiscal year.
- d. The information required by the Non-Profit Corporation Act concerning certain self-dealing transactions involving more than \$50,000 or indemnifications involving more than \$10,000 which took place during the fiscal year.

The report shall be accompanied by any pertinent report from an independent accountant or, if there is no such report, the certificate of an authorized officer of the Organization that such statements were prepared without audit from the books and records of the Organization.

ARTICLE 11 – FISCAL YEAR

The fiscal year for this Organization shall end on December 31.

ARTICLE 12 – AMENDMENTS AND REVISIONS

This Constitution may be adopted, amended, or repealed by, as the first step, a simple majority of the directors then in office and then, as the second step, submitted to the Organization's membership for an up or down vote. Such action is authorized only at duly called and held meetings of the Organization and of the Board of Directors for which written notice of such meeting, setting forth the proposed bylaw revisions with explanations therefore, is given in accordance with this Constitution. If any provision of this Constitution requires the vote of a larger portion of the Board than is otherwise required by law, that provision may not be altered, amended or repealed by that greater vote.

ARTICLE 13 – CORPORATE/ORGANIZATION SEAL

The Board of Directors may adopt, use, and alter a corporate/organization seal. The seal shall be kept at the principal office of the Organization. Failure to affix the seal to any corporate/organization instrument, however, shall not affect the validity of that instrument.

ARTICLE 14 – CONSTRUCTION AND DEFINITIONS

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the Non-Profit Corporation Act as amended from time to time shall govern the construction of this Constitution. Without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter, the singular number includes the plural and the plural number includes the singular. Similarly, the term "person" includes an Organization as well as a natural person unless otherwise specified.

If any competent court of law shall deem any portion of this Constitution invalid or inoperative, then so far as is reasonable and possible (i) the remainder of this Constitution shall be considered valid and operative, and (ii) effect shall be given to the intent manifested by the portion deemed invalid or inoperative.

CERTIFICATE OF SECRETARY

I, the Secretary of STAT Club of Maryland, certify that I am the current elected and acting Secretary of the benefit Organization, and the above Constitution is the Constitution of this Organization as adopted by the Board of Directors on this <day executed> day of <month executed>, <year executed>, and that they have not been amended or modified since the above.

EXECUTED on this <day executed> day of <month executed>, <year executed> in the County of Baltimore in the State of Maryland.

<Duly Elected Secretary Name>