

**BYLAWS OF
PATUXENT PARTNERSHIP, INC.**

1. NAME AND PURPOSES: The name and purposes of the Corporation are set forth in the Articles of Incorporation.

2. PRINCIPAL OFFICE OF THE CORPORATION: The principal office of the Corporation shall be a street address designated by the Board of Directors.

3. MEMBERSHIP: The Corporation shall have one or more classes of members as shall be determined from time to time by the Board of Directors:

(a) **Voting Members:** The Members of the Board of Directors of the Corporation (hereinafter "Directors") shall constitute the voting members of the Corporation. The business and affairs of the Corporation shall be governed by the Board of Directors.

(b) **Nonvoting Members:** In the discretion of the Board of Directors, there may be other classes of nonvoting members. Those other classes may include individual members, organizations, representatives of the government, or corporations who are committed to the mission of the organization and pay the dues established by the Board of Directors of the Corporation. All nonvoting members must be approved for membership by the Board of Directors. Nonvoting membership shall entitle organizations, corporations, and individuals to participate in the programs of the Corporation with the rights and benefits that are accorded to Nonvoting Members from time to time By the Board of Directors. These individual, organization, or corporate members have no voting rights. Further, the Board of Directors shall have the right to deny, or terminate, the nonvoting membership of any individual, organization, or corporation, or to deny access to or participation in the programs or services of the Corporation for any reason. Nonvoting Members whose dues are more than ninety (90) days past due automatically shall be suspended.

4. BOARD OF DIRECTORS: The Members of the Board of Directors of the Corporation (hereinafter "Directors") shall constitute the voting members of the Corporation.

(a) **Classes:** There shall be only one class of Directors.

(b) **Role/Number:** The business and affairs of the Corporation shall be governed by a Board of Directors which shall be composed of no more than twenty (20) persons and no fewer than ten (10) persons. The Board shall adjust the number of directors within these parameters from time to time as needed to address the needs of the Corporation.

(c) Board Composition: Ten (10) seats on the Board of Directors shall be allocated to persons representing the following constituencies:

(4.b.1) two (2) seats for representatives of Academia;

(4.b.2) three (3) seats for representatives of Government, one (1) shall be a liaison for the DOD or Navy whose nomination/participation is outlined in (4.b.2.a);

(4.b.2.a) The Navy/DOD representative will not be subject to general election. She/he will be appointed by a senior Navy official and will serve as a liaison to the Board with no voting privileges

(4.b.3) five (5) seats for representatives of Industry, where a minimum of one (1) seat shall be for a representative of Large Industry as defined by the Board of Directors and a minimum of one (1) seat shall be for a representative of Small Industry as defined by the Board of Directors.

(d) Elections/Vacancies: Each October, the Board Governance Committee will submit to the TPP Board proposed new members. The Board will vote on these proposed members to serve for the ensuing three years. Vacancies occurring between annual meetings may be filled for the balance of the term by election by the remaining members of the Board of Directors.

(e) Term: Each Director shall hold office for a term of three years or until a successor is duly elected. Except as otherwise stated in these bylaws, no person shall serve more than two (2) consecutive full terms on the Board of Directors, except a director may extend their term for one year to serve as immediate past president or immediate past treasurer. After serving the maximum time allowed, a person may again serve after being off the Board of Directors for one year.

(f) Removal: A director may be removed, without cause, as determined by a two-thirds vote of the Board present at any meeting at which there is a quorum. Any member of the Board of Directors may be removed for failure to participate in the activities of the Board of Directors as evidenced by the failure to attend at least two thirds of the Board of Directors Governance meetings in a 12-month period.

(g) Resignation: A Director may resign only by submitting a written resignation to the President or to the other Directors, if the resigning Director is the President.

(h) Employment by the Corporation shall disqualify an individual and any member of the individual's immediate family from eligibility for election to the Board of Directors. Employment of a Director or a member of a Director's immediate family by the Corporation shall lead to the resignation of the Director from the Board.

5. OFFICERS OF THE BOARD OF DIRECTORS:

(a) Election: Annually, at the first board meeting following the annual meeting where a quorum is present, the Board of Directors shall elect with a majority vote from among its members a President, a Vice-President, a Secretary, and a Treasurer of the Corporation. In addition, the Board may elect one Director to serve as an At large member on the Executive Committee.

(b) Terms: The persons elected shall hold office for terms of two (2) years and until their successors are elected, or until they are removed. No elected officer of the Corporation shall serve more than two (2) consecutive terms in the same office.

(c) Vacancies: Vacancies occurring during a term may be filled for the balance of the term by election by the Board of Directors by a majority vote of the Board present at any meeting at which there is a quorum. Persons serving an initial term of less than two (2) years may serve for two (2) additional full two (2) year terms.

(d) Removal: An officer may be removed from his/her position, without cause, as determined by a two-thirds vote of the Board present at any meeting at which there is a quorum.

(e) Resignation: An officer may resign only by submitting a written resignation to the President or Secretary or to the other Directors, if the resigning officer is the President.

(f) Authority and Duties: The Officers shall have the authority and responsibility delegated by the Board as stated as follows:

(5.f.1) The President shall preside at and conduct all meetings of the Board of Directors and Executive Committee. The President may sign all deeds,

mortgages, bonds, contracts and other agreements in the name of the Corporation after they have been approved by the Board, unless the signing and execution thereof shall have been expressly delegated to another officer or agent of the Corporation. The President shall serve as the representative of the Corporation in meetings and discussions with other organizations and agencies, and shall otherwise perform all of the duties which are ordinarily the function of the office, or which are assigned by the Directors.

(5.f.2) The Vice President, at the request of the President, or in his/her absence or during his/her inability to act, shall perform the duties and exercise the functions of the President, and when so acting shall have the powers of the President. If the President's office becomes vacant, the Vice President shall serve until the next election. The Vice-President shall have such other powers and perform such other duties as may be assigned by the Board of Directors or the President.

(5.f.3) The Secretary shall keep accurate records and minutes of all meetings of the Corporation; shall make available copies of the minutes of the previous meeting and distribute them in advance of each meeting; shall cause to be delivered all notices of meetings to those persons entitled to vote at such meetings; and shall maintain the Minutes Book of the Corporation and a current listing, with phone numbers and addresses, of the Directors at the office of the Corporation. The Secretary shall have such other powers and perform such other duties as may be assigned by the Board of Directors or the President.

(5.f.4) The Treasurer shall oversee the funds of the Corporation and the maintenance of full and accurate accounts of receipts and disbursements. The Treasurer shall oversee the deposit of funds of the Corporation to ensure their deposit in the name of the Corporation in depositories approved by the Board of Directors. The Treasurer shall have such other powers and perform such other duties as may be assigned by the Board of Directors or the President.

6. MEETINGS:

(a) **Annual Meeting:** The Annual Meeting of the Directors of the Corporation shall be held at such date and time as is determined by the Board of Directors. At the annual meeting, the Directors shall elect approximately one-third (1/3) of the Members of the Board of Directors from among those persons who have been duly nominated.

(b) **Board Governance Meetings:** Board Governance meetings of the Board shall be held six times per year and may be scheduled more often by the President or the Executive Committee.

(6.b.1) **Quorum:** At meetings of the Board of Directors; a quorum shall consist of a majority (51%) of the Directors then serving, present in person.

(6.b.2) **Voting:** Except as otherwise provided in these bylaws, decisions of the Board of Directors shall be by vote of a majority of those present, assuming a quorum is present. Each Director shall have one vote. Members of the Board may vote only in person or using audio or video conferencing technology, provided that each participant in the meeting is able to hear and be heard, simultaneously. There shall be no proxy voting.

(c) **Non-Governance Meetings:** The Board of Directors may hold non-governance meetings to present topics of interest and invited guests or speakers. No business or governance will be presented or acted upon during these meetings.

(d) **Special Meetings:** Special meetings of the Board shall be held at any time and at any place when called by the President or by at least 25% of the Board members then serving. Business transacted at special meetings shall be confined to the purposes of the meeting stated in the notice of the meeting.

(e) **Notice of Meetings:** Notice of regular Board meetings, including the annual meeting, shall be in writing and may be transmitted electronically and delivered at least 10 days and no more than 30 days before the day of the meeting. Notices of special meetings shall state that it is a special meeting being called, shall include the purpose for the meeting, and shall be given orally or in writing including electronically at least

48 hours prior to the meeting time. Failure of notice to any member shall not invalidate the meeting or any action taken at the meeting.

7. COMMITTEES:

The Board of Directors may create such committees with such powers as it deems appropriate to have. The President shall appoint a member of the board to chair all committees and, except as provided for in (a.1) below, may appoint members to those committees, including persons who are not Directors of the Corporation. All such appointments must be approved by the Board either prior to the appointment or be ratified at the next Board meeting.

Each committee shall exercise the authority of the Board of Directors to the extent authorized by the Board of Directors. However, a committee may not by itself:

- Approve action that requires full Board approval by law;
- Fill vacancies on the Board of Directors or any of its committees;
- Amend the Articles of Incorporation;
- Adopt, amend or repeal the Bylaws;
- Approve a plan of merger, consolidation or dissolution, or transfer of assets of the corporation;
- Employ or discharge anyone from employment with the Corporation;
- Other than the executive committee if so charged, committees may not enter into any agreement, contract or obligation on behalf of the organization;
- Other than the executive committee if so charged, Committees and their members shall not portray themselves as representing the organization as a whole publicly.

(a) Standing Committees. The President of the Corporation or the Board of Directors may establish such standing committees as determined are appropriate for the conduct of the business of the Corporation.

(a.1) Executive Committee. The Executive Committee shall consist of the President, the Vice President, the Secretary, the Treasurer, and, when applicable, one At large Director elected by the Board of Directors. In instances where special circumstances require expeditious action between meetings of the Board of Directors, the Executive Committee shall have the power to take the necessary actions, subject to any prior limitation imposed by the Board of Directors except as specified above. The minutes of the Executive Committee shall include a summary of the circumstances requiring any expeditious action taken by the Executive Committee and the minutes shall be submitted to the Board of Directors. Care will be taken to ensure that only those issues necessitating discussion/action prior to the next Board meeting be addressed. The Executive Committee is responsible for recommending and overseeing procedures for the evaluation of the job performance of the Chief Executive Officer and, as necessary, for succession planning.

(a.2) Finance Committee. The Finance Committee will provide the expertise needed to assure the full Board that the organization is on sound financial footing. The Finance Committee shall be responsible for oversight of the financial operations of the Corporation. While serving on the Finance Committee, a member of the Committee shall not: (i) accept any consulting fee, advisory fee, or other compensation or benefits from the Corporation; or (ii) have participated in any other transactions with the Corporation in which he or she has a financial interest within the previous year. The Committee shall undertake at a minimum the following responsibilities:

- Review, discuss and recommend changes to the proposed annual Corporation budget and submit for approval to the Board of Directors;
- Review, discuss and present the financial statements to the Board of the Corporation for approval, at least quarterly;
- Oversee the Corporation's audit if required, including appointing the auditor and receiving the auditor's report. The Finance Committee should ensure that the full board approves the audited financial statements and receives a copy of

the management letter (if any) and the Finance Committee should monitor implementation of the management letter if applicable. A separate committee or a subcommittee of the Finance Committee may be appointed to oversee the audit provided the full board has the opportunity to approve the audited financial statements;

- Recommend and review policy and procedures for: (a) the receipt, retention, and treatment of complaints received by the Corporation regarding accounting, internal accounting controls, or auditing matters; and (b) the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting, auditing or other financial matters;
- Periodically, review and discuss the quality, quantity, substance and dissemination of financial information provided to the Board of Directors and the Committee, recommending improvements as necessary; and
- Monitor the investments of the Corporation and develop and recommend to the Board changes to the Corporation's investment and endowment policies as appropriate.
- Ensure the completion and filing of the form 990

(a.3) Board Governance Committee. The Board Governance Committee shall consist of at least three (3) members of the Board of Directors and may include up to two (2) representatives of the general membership.

(a.3.1). Nominations: The Board Governance Committee shall be responsible for nominating persons to serve as directors, giving regard to the qualifications required in these bylaws and the needs of the Corporation. The number of persons nominated shall be equal to the number of vacancies intended to be filled. The Board Governance Committee also shall nominate persons to serve as the elected officers of the Corporation. No person shall serve on the Board Governance Committee for more than three (3) consecutive years.

(a.3.2) Self Nominations. Those members of the General Nonvoting Membership interested in board service may contact the Board Governance Committee regarding their interest.

(a.3.3) Orientation. The Board Governance Committee shall also be responsible for orientation and education of board members.

(a.3.4) Bylaws development. The Board Governance Committee shall be responsible for proposing amendments to the bylaws for consideration and vote by the full board.

(b) Special/Ad Hoc Committees. The President of the Corporation or the Board of Directors may establish such special or Ad Hoc committees as they shall determine are necessary for the functioning of the Corporation. Each such committee shall be given a specific charge and term. No special or Ad Hoc committee shall have a term extending beyond one (1) year unless reappointed.

8. DUALITY OF INTEREST: Any Board member, officer, employee, or committee member having an interest in a contract or other transaction or determination presented to the Board of Directors or a committee of the Corporation for recommendation, authorization, approval or ratification shall give prompt, full and frank disclosure of his or her interest to the Board of Directors or committee prior to its acting on such contract or transaction. The body to which such disclosure is made shall thereupon determine, by majority vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use his or her personal influence on, nor participate (other than to present factual information or to respond to questions) in the discussions or deliberations with respect to such contract, transaction or determination. Such person may not be counted in determining the existence of a quorum at any meeting where the contract, transaction, or determination is under discussion or is being voted upon. The minutes of the meeting shall reflect the disclosure made, the vote thereon and, where applicable the abstention from voting and participation, and whether a quorum was present.

Each member of the Board of Directors shall sign annually the Patuxent Partnership, Inc. Conflict of Interest Policy Annual Affirmation of Compliance and Disclosure Statement, which shall be maintained at the principal office of the organization by the Executive Director.

9. INDEMNIFICATION: The Corporation shall indemnify its directors and officers to the fullest extent permitted by Maryland statutory or decisional law, as amended or interpreted, including the advancement of related expenses, upon a determination by the Board of Directors or independent legal counsel appointed by the Board of Directors (who may be regular counsel for the corporation) made in accordance with applicable statutory standards; provided, however, such indemnification shall only be to the extent permitted of organizations which are exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any future United States Internal Revenue Law).

10. COMPENSATION: The members of the Board of Directors and the elected officers of the Corporation shall serve without compensation for their services as Board members or officers. Directors and officers may be reimbursed for all expenses reasonably incurred on behalf of the corporation.

11. INSPECTION OF CORPORATE RECORDS: Members of the Board of Directors shall have reasonable access to the records of the Corporation including, but not necessarily limited to: these bylaws, the roster of Directors, the books of accounts and the minutes or proceedings of the Board of Directors and of the Committees. The records shall be open to inspection no later than 2 business days after receipt of a written request, addressed to the President or the Secretary of the Corporation by a member of the Board of Directors of the Corporation for any purpose reasonably related to his/her service as a Board member.

12. ACCOUNTING PROCEDURES: The Board shall approve written policies related to accounting procedures, which shall include an identification of who has signature authority for checks, notes, acceptances, and orders for payment of money, as well as signature authority for all contracts, leases and deeds of any kind.

13. FISCAL YEAR: The fiscal year of the Corporation shall be from October 1st to September 30th.

14. ACTION WITHOUT MEETING: As provided under Maryland law, any action that may be properly taken by the Board of Directors assembled in a meeting may also be taken without a meeting, if consent in writing setting forth the action so taken is signed by all of the Directors entitled to vote with respect to the action. Such consent shall have the same force and effect as a vote of the Directors assembled and shall be filed with the minutes.

15. STAFF: APPOINTED OFFICERS AND STAFF:

(a) The Board of Directors shall delegate duties and customary authority to the Executive Director and staff of the Corporation. The duties and authority delegated shall be memorialized in written job descriptions.

(b) The Executive Director shall be subject to hire, supervision and termination by the Board of Directors. Other subordinate staff shall be subject to hire, supervision and termination by the Executive Director.

(c) The Executive Director and or his/her designee may attend and participate in meetings of the Members and the Board of Directors and of committees as staff to the Board and the committees but shall not be entitled to vote.

16. AMENDMENTS: These bylaws may be amended by a simple majority vote of the Board of Directors then serving who are present and entitled to vote at a meeting at which a quorum is present. The proposed amendment(s) must be submitted to the Directors in writing with written notice of the meeting to decide on the proposed amendment(s) at least fourteen (14) days prior to the meeting date.

17. NON-DISCRIMINATION: The Corporation shall not discriminate against any person on the basis of age, sex, race, color, national origin, sexual or affectional preference, disability, or political or religious opinion or affiliation in any of its policies, procedures or practices.

18. DISSOLUTION: The Corporation may be dissolved by a two-thirds vote of the Directors then serving provided that notice of the proposed dissolution has been

submitted to the Directors in writing with written notice of the meeting date to decide on the proposed dissolution at least thirty (30) days prior to the meeting date. In the event of dissolution, the Board of Directors shall dispose of all of the net assets of the Corporation exclusively to such organization(s) which are organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization under section 501(c)(3) of the Internal Revenue Code. Any remaining assets not disposed of by the Board shall be disposed of by the Court in the jurisdiction in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations.

Adopted by the Board of Directors this 12 day of December 2019.

I, the undersigned, being Secretary of the Corporation, hereby certify that the above is a true, complete and accurate copy of the Bylaws adopted by the Board of Directors on 12/12/2019 (date approved).

Secretary

A handwritten signature in cursive script, appearing to read "Katherine J. Schuch", written over a horizontal line.

Dated

02-13-2020