

BYLAWS
OF
NATIONAL FEDERATION OF REGIONAL ASSOCIATIONS

ADOPTED: SEPTEMBER 28, 2006

ARTICLE I
NAME

The name of the Corporation is the National Federation of Regional Associations for Coastal and Ocean Observing.

ARTICLE II
MEMBERS

The Corporation may have one or more classes of membership, each class having such rights, duties and benefits as the Board of Directors shall determine. Regional Associations for coastal and ocean observing that have formed as part of the Integrated Ocean Observing System (IOOS) as described in The First U.S. Integrated Ocean Observing System Development Plan (January, 2006 Washington, D.C.), and further defined by resolution of the Board of Directors, shall be eligible for membership in the Corporation upon such terms and conditions as may be determined by the Board from time to time. Such terms and conditions shall include dues that may be assessed by resolution adopted by the Board.

ARTICLE III
BOARD OF DIRECTORS

Section A. General Powers. The business and affairs of the Corporation shall be conducted and managed by its Board of Directors, which shall exercise all of the powers of the Corporation. The Board may by general resolution delegate to committees and officers of the Corporation such powers as it sees fit and may adopt policies and procedures for the operation of the Corporation.

Section B. Duties. Every Director in exercising his or her powers and discharging his or her duties shall: (a) act honestly and in good faith with a view to the best interests of the Corporation; and (b) exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances.

Section C. Number, Tenure, and Qualifications. The number of Directors constituting the Board shall be not less than three (3) or more than thirty (30). The exact number of Directors shall be fixed from time to time by a resolution adopted by the affirmative vote of a majority of the Board. Each Member shall appoint two (2) Directors to serve on the Board at the pleasure of such Member. Each Director shall hold

office until his or her successor has been duly appointed and qualified or until his or her earlier death, resignation, or removal.

Section D. Resignation; Removal; Vacancies. Any Director may resign at any time by giving written notice to the Chair or to the Board. A Director may be removed at any time, with or without cause, by a vote of two-thirds of the Directors then in office at a special meeting of the Board called expressly for such purpose.

Section E. Honorary Directors. The Corporation may have an unlimited number of Honorary Directors, who shall be entitled to notice of and the right to attend all meetings of the Board, but who shall not have the right to vote. Honorary Directors shall be elected for one (1) year terms at the annual meeting of the Corporation.

Section F. Annual Meeting. An annual meeting of the Corporation shall be held each year for the purpose of electing Officers and taking such other action as may come before the Board. Such meetings shall be held at such place within or outside the State of Maine as may be designated by the Board.

Section G. Regular Meetings. Regular meetings of the Board may be held at such times and at such places, either within or outside the State of Maine, as may from time to time be determined by resolution of the Board. The Board may authorize the Chair to fix the exact date and place of each regular meeting, in which case notice of the time and place of such regular meetings shall be given in the manner provided in this Bylaw.

Section H. Special Meetings. Special meetings of the Board may be called by the Chair or by the Secretary and must be called by either of them on the written request of any two (2) members of the Board. Special meetings may be held at such place, either within or outside the State of Maine, and at such time as shall be specified in the notice of meeting.

Section I. Notice of Meetings. Notice of all Board meetings, except as herein otherwise provided, shall be given by mailing the same at least three (3) days before the meeting, or by sending notice by email or facsimile transmission at least three (3) days before the meeting, to the usual business or residence address of the Director. Any Director may waive notice of any meeting. The attendance of any Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or these Bylaws.

Section J. Quorum; Voting; Meeting Representative. At all meetings of the Board, Directors appointed by a majority of the Member Regional Associations shall be necessary and sufficient to constitute a quorum for the transaction of business. The two Directors appointed by each Member Regional Association shall have one vote, regardless of whether one or both of such Directors is present. An act

approved by the majority of the Directors present (counting only one vote per Member) at any meeting at which there is a quorum shall be the act of the Board. If at any meeting there is less than a quorum present, a majority of those present may adjourn the meeting from time to time without further notice to any absent Director.

Section K. Informal Action by Directors. Any action required or permitted to be taken at any meeting of the Board or of any committee thereof may be taken without a meeting, if a written consent to such action is signed by all voting members of the Board or of such committee, as the case may be, and such written consent is filed with the minutes of the proceedings of the Board or committee.

Section L. Telephone Meetings. Members of the Board or a committee of the Board may participate in a meeting by means of a conference telephone or similar communications equipment if all persons participating in the meeting can hear each other at the same time. Participation in a meeting by these means constitutes presence in person at the meeting.

ARTICLE IV **OFFICERS**

Section A. Board Officers. The Board Officers of the Corporation shall be a Chair, Vice-Chair, a Secretary, a Treasurer, and such other officers with such powers and duties not inconsistent with these Bylaws as may be elected and determined by the Board. Any two offices may be held by the same person, provided that the Chair shall not also be a Vice-Chair. All officers shall be Directors.

Section B. Election and Term of Office. The term of office of all officers shall commence upon their election and shall continue until the next annual meeting of the Board of the Corporation and thereafter until their respective successors are chosen or until their earlier resignation or removal.

Section C. Resignation, Removal; Vacancies. Any officer may resign at any time by giving written notice to the Chair or to the Board, and may be removed from office by the vote of the Directors at any time, in accordance with applicable law. In case any office of the Corporation becomes vacant by death, resignation, retirement, disqualification, or any other cause, the Board by majority action may select a Director to fill such vacancy.

Section D. Chair and Vice-Chair. The Chair shall be the principal executive officer of the Corporation. Subject to the direction and control of the Board, he or she shall be in charge of the business and affairs of the Corporation and shall see that the resolutions and directives of the Board are carried into effect except in those instances in which responsibility is assigned to some other person by the Board. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the Corporation or a different mode of execution is expressly prescribed by the Board, he or she may execute for the Corporation any contracts or other instruments which the Board has authorized to be executed, and he or she may accomplish such

execution either under or without the seal of the Corporation and either individually or with the Secretary or any other officer thereunto authorized by the Board, according to the requirements of the form of the instrument. He or she may vote all securities which the Corporation is entitled to vote except to the extent such authority shall be vested in a different officer or agent of the Corporation by the Board. In the absence of the Chair, the Vice-Chair shall perform all duties and responsibilities of the Chair.

Section E. Secretary. The Secretary shall keep, or shall cause to be kept, the minutes of all meetings of the Board in books provided for that purpose. The Secretary shall attend to the giving and serving of all notices of the Corporation; the Secretary shall have charge of the minute books and such other books and records as the Board may direct, may attest to the accuracy of such books and records, and shall perform such other duties as are customary to that office and as may from time to time be directed by the Chair or the Board.

Section F. Treasurer. The Treasurer shall keep, or shall cause to be kept, all funds, property, and securities of the Corporation, subject to such regulations as may be imposed by the Board. When necessary or proper, the Treasurer shall endorse on behalf of the Corporation for collection, checks, notes, and other obligations, and shall deposit the same to the credit of the Corporation at such bank or banks or depository as the Board may designate. The Treasurer shall, in general, perform all duties incident to the office of Treasurer, including a general supervision and control of the accounts of the Corporation, subject to the control of the Board. The Treasurer may, with approval of the Board, delegate any of these duties to the executive director or other such person. The Treasurer shall keep or cause to be kept accurate financial accounts and shall make available for inspection and examination by the Board and shall prepare a full report of the finances to be presented at the Annual Meeting.

Section G. Other Officers. The Board may elect or appoint one or more Vice-Chairs and such other officers and assistant officers as they may deem necessary, who shall have such authority and perform such duties as from time to time may be prescribed by the Chair or by the Board.

Section H. Agents and Employees. The Board may appoint agents and employees who shall have such authority and perform such duties as may be prescribed by the Board. The Board may remove any agent or employee at any time with or without cause. Removal without cause shall be without prejudice to such person's contract rights, if any, and the appointment of such person shall not itself create contract rights.

Section I. Compensation of Agents and Employees. The Corporation may pay compensation in reasonable amounts to agents and employees for services rendered, such amount to be fixed by the Board or, if the Board delegates power to any officer or officers, then by such officer or officers.

ARTICLE V **COMMITTEES**

Section A. Committees. The Board also may appoint from their number, or from among such other persons as the Board may see fit, such committees as the Board may determine, which shall in each case have such powers and duties as shall from time to time be prescribed by the Board. The Chair shall be a voting member ex officio of each committee appointed by the Board.

Section B. Executive Committee. The Executive Committee shall consist of the Board Officers and may include more Directors, as elected by majority vote of the full Board, to serve at its pleasure and to the extent permitted by applicable law. The Executive Committee shall have the authority of the Board, except that the Executive Committee shall have no authority to elect officers, amend the articles of incorporation, amend the bylaws of the Corporation, approve an acquisition, adopt a plan of merger or consolidation; or to enter into any transaction or activity which it knows to be contrary to the wishes of the Board. The Board shall be fully informed by the Chair at the next regular meeting or sooner, if, in the judgment of the Chair, circumstances warrant.

Section C. Rules; Record of Proceedings. Each Committee may prescribe rules and procedures to call and conduct its meetings. Each Committee shall keep regular minutes of its proceedings and shall report the same to the Board and the Chair when required.

ARTICLE VI **CORPORATE ASSETS AND EARNINGS**

Section A. Investments. The Corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board, without being restricted to the class of investments which a Director is or may hereafter be permitted by law to make or any similar restriction; provided, however, that no action shall be taken by or on behalf of the Corporation if such action would result in the denial or loss of the tax exemption under Section 501(c)(3) or any other section of the Internal Revenue Code of 1986 and applicable Regulations relating thereto as they now exist or as they may hereafter be amended (the "Code").

Section B. Inurement Prohibition; Interest in Contracts. No Director, officer, committee member, or employee of, or any person connected with, the Corporation, or any other private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided that this shall not prevent the payment to any such person of such reasonable compensation and reimbursement of expenses as shall be fixed by the Board for services rendered to or for the Corporation in effecting any of its purposes; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation. Any Director, officer, employee, committee member, or agent of the Corporation may be interested directly or indirectly in any contract relating to the

operation of the Corporation, and may freely make contracts, enter transactions or otherwise act on behalf of the Corporation notwithstanding that such person may also be acting for himself or herself or for a third party in so doing; provided, however, that any such contract or transaction shall be at arm's length and be in compliance with the requirements of this Article.

Section C. Director Compensation. Notwithstanding the provisions of Section B of this Article, Directors may not be compensated for their services as Directors. Directors may be reimbursed for reasonable expenses associated with serving as Directors, including but not limited to travel expenses for attending meetings.

Section D. Dissolution. Upon the dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation then remaining in the hands of the Board, after all debts have been satisfied, shall be distributed, transferred, conveyed, delivered, and paid over, in such amounts as the Board may determine or as may be determined by a court of competent jurisdiction upon application of the Board, exclusively to charitable, scientific, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Code.

Section E. Exempt Activities. Notwithstanding any other provision of these Bylaws, no member, Director, officer, employee, or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Code.

ARTICLE VII **MISCELLANEOUS**

Section A. Corporate Seal. The Board may provide a suitable seal, containing the name of the Corporation, which seal shall be in the charge of the Secretary.

Section B. Fiscal Year. The fiscal year of the Corporation shall be as determined by the Board of Directors and evidenced by resolution filed with the corporate records.

Section C. Records and Reports. The Corporation shall keep correct and complete books and records of account and of its transactions and minutes of the proceedings of its Board and of any committee. The Chair or the Secretary of the Corporation shall prepare or cause to be prepared annually a full and correct statement of the affairs of the Corporation, including a balance sheet and a financial statement of operations for the preceding fiscal year, which shall be submitted at the annual meeting of the Board and filed within twenty days thereafter at the principal office of the Corporation.

ARTICLE VIII
INDEMNIFICATION AND INSURANCE

Section A. Indemnification. The Corporation shall, to the full extent of its power to do so provided by law, including without limitation Section 714 of Title 13-B of the Maine Revised Statutes Annotated, indemnify any and all present and former officers, Directors, employees, committee members, and agents of the Corporation against expenses, including attorneys' fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by them in connection with any action, suit, or proceeding in which they, or any of them, are made parties or a party by reason of their being or having been officers, directors, employees, committee members, or agents of the Corporation; except in relation to matters as to which any such person shall be finally adjudicated in any such action, suit, or proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interest of the Corporation, or, with respect to any criminal action or proceeding, where such person is finally adjudged to have had reasonable cause to believe that his or her conduct was unlawful. Such indemnification shall be made in accordance with the procedures set forth in Maine Revised Statutes Annotated, Title 13-B, Section 714, subsection 3, as the same may be amended from time to time. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any other Bylaw, agreement, or otherwise.

Section B. 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 who is or was serving at the request of the Corporation as a Director, director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, 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 the provisions of this Article.

Section C. Certain Limitations on Indemnification. In no case shall the Corporation indemnify or reimburse any person for any taxes on such individual under Chapter 42 of the Internal Revenue Code of 1986 as it presently exists or may hereafter be amended (the "Code"), or under the comparable or corresponding provisions of any future United States internal revenue laws. Further, at any time the Corporation is deemed to be a private foundation within the meaning of section 509 of the Code, then, during such time, no payment shall be made under this Article if such payment would constitute an act of self-dealing or a taxable expenditure as defined in sections 4941(d) or 4945(d), respectively, of the Code.

Section D. Indemnification from Other Sources. The Corporation's obligation, if any, to indemnify any person who was or is serving at its request as a trustee, director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise shall be reduced by any amount such person may collect as indemnification from such other corporation, partnership, joint venture, trust, or other enterprise.

ARTICLE IX
AMENDMENTS

The Board shall have power to make, alter, amend, and repeal the Articles of Incorporation or the Bylaws of the Corporation by vote of a majority of all of the Directors at any regular or special meeting.