

BYLAWS
OF
ORGANIZATION OF BIOLOGICAL FIELD
STATIONS, INC.



Adopted on 1st day of September, 2024

Electronic file version: 23Sept2024

TABLE OF CONTENTS

ARTICLE I. PURPOSE

Section 1. Purpose

ARTICLE II. INDIVIDUAL NONVOTING MEMBERS

Section 1. Individual Nonvoting Members

Section 2. Rights and Obligations of Individual Nonvoting Members

ARTICLE III. STATION VOTING MEMBERS

Section 1. Power and Purpose of the Station Voting Members

Section 2. Records of Members

Section 3. Dues

Section 4. Selection of Station Voting Members

Section 5. Qualifications of Station Voting Members

Section 6. Suspension or Removal of Station Voting Members

Section 7. Resignation of Station Voting Members

Section 8. Quorum for Station Voting Membership Meetings

Section 9. Decision-Making by Station Voting Members

Section 10. Proxy Voting

Section 11. Voting by E-mail or Other Methods

Section 12. Annual Membership Meeting

Section 13. Other Membership Meetings

Section 14. Content of Notice

Section 15. Waiver of Notice

Section 16. Record Date

ARTICLE IV. BOARD OF DIRECTORS

Section 1. Duties of the Board of Directors

Section 2. Qualifications of Directors and Composition of the Board of Directors

Section 3. Number of Directors

Section 4. Terms of Voting Member Elected Directors

Section 5. Selection of Voting Member Elected Directors

Section 6. Removal of Directors

Section 7. Resignation of Directors

Section 8. Filling Vacancies

Section 9. Conduct of Directors

Section 10. Quorum

Section 11. Decision-Making and Voting

Section 12. No Proxy Voting

Section 13. Telephonic Meetings

- Section 14. Decisions Without Meetings
- Section 15. Board of Directors Meetings
- Section 16. Notice of Board of Directors Meetings
- Section 17. Waiver of Notice
- Section 18. Authority of Directors

ARTICLE V. OFFICERS, CHAIRPERSON, AND STAFF

- Section 1. Officers
- Section 2. Election and Term of Office
- Section 3. Removal
- Section 4. Vacancies
- Section 5. President
- Section 6. Vice President
- Section 7. Past President
- Section 8. Members at Large
- Section 9. Secretary
- Section 10. Treasurer
- Section 11. Editor
- Section 12. Network Coordinator

ARTICLE VI. COMMITTEES

- Section 1. Establishment of Committees
- Section 2. Board Committees
- Section 3. Organizational Standing Committees
- Section 4. Organizational Standing Committee Chair
- Section 5. Committee Procedures
- Section 6. Limitations on Powers

ARTICLE VII. MISCELLANEOUS PROVISIONS

- Section 1. Compensation of Officers and Directors
- Section 2. Conflict of Interest
- Section 3. Tax Year
- Section 4. No Discrimination
- Section 5. Annual Financial Review

ARTICLE VIII. AMENDMENTS

- Section 1. Articles of Incorporation and Bylaws

NOTE: For assistance in updating, amending, or interpreting these bylaws, contact David Atkin, attorney, at Nonprofit Support Services.

BYLAWS
OF
ORGANIZATION OF BIOLOGICAL FIELD STATIONS, INC.

ARTICLE I. PURPOSE

Section 1. Purpose. The purposes of Organization of Biological Field Stations, Inc. are exclusively those allowed for organizations defined under §501(c)(3) of the Internal Revenue Code. Within these limits, the purposes of Organization of Biological Field Stations, Inc. include the following:

To facilitate the highest quality environment for scientists, students, teachers and the public to pursue research and education, and to enhance biological and environmental understanding.

To assist its members in providing optimal infrastructure for exemplary scientific research, innovative and effective learning, and informed natural resource stewardship.

To enhance the capacity of field stations through training and information sharing.

To educate the public and decision-makers about the critical role of field stations in research and education.

To enhance public support for funding field stations infrastructure and the activities supported at field stations.

ARTICLE II. INDIVIDUAL NONVOTING MEMBERS

Section 1. Individual Nonvoting Members. OBFS may have individual nonvoting members.

Section 2. Rights and Obligations of Individual Nonvoting Members. The Board of Directors may by resolution establish categories of individual nonvoting membership and determine any obligations and privileges of members in those categories. The individual nonvoting members will not have the power to vote on the member election of directors or members, or to participate in a binding member vote on any corporate matters.

ARTICLE III. STATION VOTING MEMBERS

Section 1. Qualifications of Station Voting Members. A station voting member must be a field station or marine laboratory established and operated for scientific and educational purposes, or an organization that supports or is significantly involved in a field station or marine laboratory. Each Station Voting Member must designate a representative.

Section 2. Powers and Purpose of Station Voting Members. Station voting members ("voting members" hereafter) have the power to elect and also to remove the members of the Board of Directors and certain officers of Organization of Biological Field Stations, Inc., to elect and remove voting members and to vote on any amendments to the bylaws or articles which would alter the qualification, selection, removal, obligations, rights or powers of the voting members, and to vote on any other matters properly put before them for an advisory vote by the Board of Directors or by motion during a member meeting. The voting members do not have the power to make binding or enforceable decisions on matters reserved for the Board of Directors, including adopting budgets, authorizing expenditures, setting policies, or determining the organization's programs and activities. During member meetings voting members may forward a seconded motion to the board by voting on any issues. Any such vote by the voting members shall be recognized by the Board of Directors as a board meeting "notice" and must be acted on in a board meeting within 30 days of the member vote. All member, board, or committee minutes and consent resolutions are open and available to all organization members.

Section 3. Dues. Annual dues, if any, will be set by the voting members.

Section 4. Selection of Station Voting Members. Voting membership shall be automatically approved following a determination that the applicant has paid any required dues and satisfies any other qualifications required for membership. This determination can be made by the Board of Directors or by a committee delegated this task by the Board of Directors.

Section 5. Records of Members. The treasurer shall ensure that the organization maintains a current, formal, alphabetical record of the names, addresses, e-mails and status of voting members and non-voting members.

Section 6. Suspension or Removal of Station Voting Members. A voting member may be suspended or expelled by the voting members or by the Board of Directors for serious misconduct, which adversely affects the interests or reputation of the corporation.

Before the voting members can suspend or remove a voting member there must be not less than fifteen (15) days prior written notice of the suspension or expulsion, to the voting members, giving the reasons therefore. Further, there must be an opportunity for the member to be heard, orally or in writing, not less than five (5) days before the effective date of the suspension or removal by the voting members, or by a person or persons authorized by the Board of Directors to decide that the suspension or removal not take place.

Suspended voting members may be reinstated through an application to the Board of Directors that satisfactorily explains reasons for reinstatement.

Section 7. Resignation of Station Voting Members. Any voting member may resign at any time by sending or delivering a written resignation to the secretary.

Section 8. Quorum for Station Voting Membership Meetings. A quorum will consist of the presence, participation by conference call, or voting by e-mail or other methods, where that is allowed, of at least ten percent of the voting members.

Section 9. Decision-Making by Station Voting Members. The affirmative vote of at least a majority of the voting members present at or participating by e-mail, or other methods, in a properly called meeting, for which a quorum has been achieved, is necessary and sufficient to make decisions or pass resolutions by the voting members, unless a greater proportion is required by law, the Articles or Bylaws. All decisions require a clearly stated motion, a second, and a vote. All motions, which are successfully adopted, must be recorded in the written minutes.

Section 10. Proxy Voting. Proxy voting will not be allowed at any meeting of the voting members or as part of reaching any decision by the voting members.

Section 11. Voting by E-mail or Other Methods. Unless prohibited or limited by the Articles or Bylaws, any action which may be taken at any annual, regular or special meeting of the voting members may be taken without a meeting if the corporation delivers a written ballot to every member entitled to vote on the matter, by e-mail or other methods, at the address provided by the voting member. The written or electronic ballot will: a) set forth each nominee or proposed action; and b) provide an opportunity to vote for each vacant board position, and for or against each proposed action. Approval by written or electronic ballot will be valid only when the number of votes cast by ballot equals or exceeds any quorum required to be present at a meeting authorizing the action. The vote is limited to the subject specified on the ballot.

Section 12. Annual Membership Meeting. There must be an annual meeting of the voting members, which will be held to nominate members to the Board of Directors. It

will be held at a time and location determined by resolution of the voting members, or by the Board of Directors, if the voting members do not do so. Attendance at annual meetings is open to all interested parties and encouraged for all members (voting and non-voting).

Written notice of the annual meeting must be sent by e-mail or other methods, as directed by the member, to all members, at the address provided by the member or as it appears in the corporate records, at least 30 days in advance of the meeting.

At the annual meeting voting members will hear and consider reports from the Board of Directors, officers and staff concerning the activities, management, and budget of the Corporation. Voting members will then nominate persons to fill any vacancies on the Board of Directors, and vote on any other matters for which proper notice was given. Voting for members of the Board of Directors will occur within three months of the annual meeting and be by secret ballot. Members may be given the option to vote by e-mail or other methods, rather than in person. The failure to hold an annual meeting does not affect the validity of any corporate action.

Section 13. Other Membership Meetings.

A. Regular Meetings. The Corporation may hold a series of regular meetings of the voting members at times and locations set by the Board of Directors, officers, executive committee, or by petition of at least 10% of the voting members. A single notice sent by e-mail, or other methods, at the address provided by the member, at least thirty days in advance of the beginning of the series of regular meetings will be sufficient and no further notice is required so long as the meeting dates and times which were announced do not change.

B. Special Meetings. Special meetings of the voting members may be called by the officers, executive committee, the Board of Directors or by a quorum of the voting members or by petition of at least 10% of the voting members. Notice for a special meeting must be mailed by e-mail or other methods, at the address provided by the voting member, at least thirty days in advance of the meeting and must specify the purpose(s) for which the meeting is called. Only the business for which a special meeting is called may be considered at the meeting.

Section 14. Content of Notice. The notice must contain the date, time, location and when required, the purpose of the meeting. Notices of special meetings always require a statement of the purpose(s) for which the meeting is called. If amendments to the Bylaws or the Articles of Incorporation will be considered, the notice must state this fact and the exact wording and an explanation of the amendments to be considered must be included with the notice. Voting and non-voting members will receive the same notices and may participate in the same member meetings.

Section 15. Waiver of Notice. Any member may waive the right to receive full advance notice of any meeting. Waivers of notice will be in writing, signed by the person entitled to notice, and will be given to the Secretary to be placed in the corporate records. Waivers may be signed before or after the meeting has taken place. The attendance of a voting member at any meeting without specific objection to improper notice will constitute a waiver of the full notice of that meeting.

Section 16. Record Date. The record date for determining the members entitled to receive notice of a meeting will be the day before the day on which the notice is sent. The record date to determine the members entitled to vote at a member's meeting will be the date of the meeting.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. Duties of the Board of Directors. The Board of Directors (or "board" hereafter) will establish the corporation's policies and review and change them as necessary, oversee its programs and activities, appoint or employ and supervise its staff, authorize its expenditures, oversee its financial affairs, and ensure the proper management and use of its assets and property. The board must also ensure that the corporation properly employs the necessary corporate formalities to make its decisions, that it prepares and submits all required state and federal reports, and that it operates in compliance with relevant state and federal laws. Board members must diligently prepare for, attend, and participate in the meetings of the Board of Directors and any board committees as needed, in order to carry out these tasks. The role of the board does not include direct management or conduct of the daily operations of the organization. Board of Directors must present proposed annual budget and pending major policy or program decisions to the Annual Meeting for advisory vote. Board must report in full to the Annual Meeting all major budgetary, policy, and program decisions made since the previous member meeting

Section 2. Qualifications of Directors and Composition of the Board of Directors. Nominees for positions on the Board of Directors must have demonstrated a commitment to the mission and purposes of Organization of Biological Field Stations, Inc., and must have expertise in areas relevant to the needs of the organization. There shall be three classifications of directors as follows:

A. Station Voting Member Elected Directors. Member elected directors shall be elected by the voting members as described in Article III, section 2 and Article IV, Section 5. Nominees for these positions must be members (voting or non-voting). There shall be at least six and no more than eight member elected directors: president, vice-president, secretary, treasurer and two to four members at large. The Board of Directors shall

determine the number of members at large to be elected by the voting members. The past-president shall serve on the board for a two-year term following the election of the new president.

B. Board Selected Officer Positions. The Board of Directors will select by majority vote and appoint the editor and network coordinator who shall automatically be both officers and members of the Board of Directors on appointment. These appointments will be for two-years with possibility for reappointment with no term limits. Sitting editors or network coordinators must recuse themselves from discussion and voting on their offices.

C. Organizational Standing Committee Chair Directors. Organizational Standing Committee chair directors shall be appointed by the Board of Directors and shall serve on the board while serving simultaneously as the chair of one or more of the committees that have been designated as an Organizational Standing Committee by the Board of Directors. Appointees for Organizational Standing Committee Chair Director positions must be members (voting or non-voting). Sitting committee chairs must recuse themselves from discussion and voting on appointments to their positions. The Board of Directors shall have the right to determine how many Organizational Standing Committees are needed, and therefore how many committee chairs serve on the Board of Directors. These appointments will be for one year with possibility for reappointment with no term limits. The voting members may declare Organizational Standing Committees, so designated by the Board, to be unnecessary and pass a resolution to redesignate them as ad-hoc committees whose chairs do not serve on the Board of Directors.

Section 3. Number of Directors. The Board of Directors must consist of no fewer than six and no more than twenty-four members. The secretary will keep an up-to-date list of the Directors. The voting members may pass a resolution to increase the size of the board and create new member elected positions.

Section 4. Terms of Voting Member Elected Directors. Voting member elected directors will assume office on January 1 and serve two-year terms, which will be staggered so that one-half of the directors take office in even years (including president and secretary) and one-half of the directors take office in odd years (including vice president and treasurer). Only the secretary and treasurer can serve consecutive terms. However, unless they formally resign or are removed from office, directors will remain in office until their successors are properly elected, designated, or appointed.

Section 5. Selection of Voting Member Elected Directors.

A. Nominations. Voting member elected directors shall be nominated at the annual meeting of the voting members held for that purpose. Nominations may be made by

the Board of Directors, by individual board members, by voting members, by individual nonvoting members, or by an ad hoc "Nominations Committee" chaired by the Past-President to serve the sole, and short-term task, of developing a slate for a particular election.

B. Election Policy and Procedures. The Board of Directors may prepare and adopt by resolution, a formal written policy regarding the details of the board election process, including requirements for the announcement of elections and the solicitations of nominations, the role of a nominating committee, and the schedule and procedures that must be used to hold elections.

Section 6. Removal of Directors. Directors elected by the voting membership may be removed with or without cause by resolution of the voting members. Proper notice must be given in advance, as required for an annual membership meeting, or for a regular meeting of the voting members, or as required for a special meeting of the voting members, whichever is appropriate, stating that the removal of a director is to be considered (See Article III, Sections 12 and 13). The Board of Directors may remove directors appointed by the board.

Section 7. Resignation of Directors. A director may resign at any time. The resignation of a director must be in writing and be delivered to the board, its presiding officer, the president, or the secretary. Once delivered, a notice of resignation is irrevocable.

Section 8. Filling Vacancies on the Board of Directors. The vice president shall fill the vacancy of president. The Board of Directors shall by majority vote, appoint directors to fill any other vacancies on the board. A voting member elected director appointed to fill a vacancy will serve only until the next regular election of directors, at which time she or he must be nominated and elected by the voting members in order to remain a director. Board appointed directors will serve out the term of the person they are replacing and will be eligible for reappointment.

Section 9. Conduct of Directors. Directors must discharge their duty of loyalty and their duty of diligence in good faith with the care an ordinarily prudent person in a like position would exercise under similar circumstances and in a manner the director reasonably believes to be in the best interest of the corporation.

Section 10. Quorum. At all meetings of the Board of Directors, the presence or participation by phone, or other conference communication forum, of a quorum, which is at least a majority of the number of board members in office immediately before the meeting begins, is necessary to allow the transaction of corporate business or the making of corporate decisions.

Section 11. Decision-Making and Voting. All decisions require a clearly stated motion, a second, and a vote that must be recorded in the written minutes. Each member of the Board of Directors will have one vote. At the request of any director, the names will be recorded in the minutes of each director who voted for, voted against, or abstained on a particular motion.

The directors must diligently and conscientiously attempt to make decisions by consensus. They must employ all standard consensus practices and techniques including the expression and careful consideration of minority views. When a consensus apparently cannot be achieved, any director may request and require that a vote be taken in which the affirmative vote of at least two thirds of all of the Directors participating in any properly called meeting at which a quorum is present, is sufficient to make a decision of the Board of Directors unless a greater proportion is required by law or by these Bylaws.

Section 12. No Proxy Voting. No proxy voting is allowed at any meeting of the Board of Directors or as part of reaching any decision of the board.

Section 13. Virtual and Telephone Meetings. Meetings may be held virtually or by telephone, or other method, so long as all participating directors may simultaneously hear and speak with each other. A director participating in such a meeting is deemed present for purposes of a quorum.

Section 14. Decisions Without Meetings. The Board of Directors may make any decision or take any action within its power without a meeting through a written "unanimous consent resolution" that sets forth the action so taken. The resolution is effective when two-thirds of the directors have voted in the affirmative. The unanimous consent resolution may be sent or transmitted by e-mail or other method. The unanimous consent resolution must be filed with the corporate records.

Section 15. Board of Director Meetings. The Board of Directors must meet at least four times per year, and shall strive to do this by meeting at least once each quarter of the year. Members may attend board meetings. Executive committee or other board committee meetings may be closed.

Section 16. Notice of Board of Director Meetings. Notice must be given every board member of every meeting of the board, stating the date, time, and location of the meeting, and the purpose of the meeting if so required by law or these Bylaws. The notice must be given not less than seven days in advance of the meeting if delivered by telephone conversation or in person, and not less than seven days in advance if delivered by e-mail or other method to an address provided by the board member.

Regular board meetings: After the initial notice is given of the schedule for a series of regular board meetings, which will occur at a fixed time and place, no further separate notice is required for each of those regular board meetings. Notice must state the time, date, and location of the meeting. The Board of Directors may by resolution establish or change the dates of regularly scheduled board meetings, with proper notice given to all directors.

Section 17. Waiver of Notice. Any director may waive the right to receive full advance notice of any meeting. Waivers of notice must be in writing, signed by the person entitled to notice, and must be given to the secretary to be placed in the corporate records. Waivers may be signed before or after the meeting has taken place. The attendance of a director at any meeting without specific objection to the notice constitutes a waiver of the full notice of that meeting.

Section 18. Authority of Directors. No director may speak or act on behalf of the Corporation without specific authorization by the Board of Directors to do so.

ARTICLE V. OFFICERS, CHAIRPERSON, AND STAFF

Section 1. Officers. The officers of OBFS must carry out the policies and decisions of the Board of Directors as directed by the board. The officers must include a president, vice-president, past president, secretary, treasurer, network coordinator and editor. The same person may not hold more than one office. All officers must serve simultaneously as members of the Board of Directors.

Section 2. Election and Term of Office. The voting members will elect the president, vice president, secretary, treasurer, and members at large. As soon as possible following the election of directors, the Board of Directors will meet to appoint the network coordinator and editor.

All officers shall serve two-year terms and assume office on January 1. Only the secretary, treasurer, network coordinator, editor, and officers appointed by the Board of Directors as vacancy replacements can serve consecutive terms (in agreement with Article IV Section 2, Section 4, and Section 8). The President, Secretary, and Member at Large 2 will assume office in even numbered years. The President shall serve a further two years as past president, beginning at the end of their term as president. The Vice-President, Treasurer, Member at Large 1, and Member at Large Early Career will assume office in odd numbered years. Each officer will hold office until her/his successor has been properly elected and has taken office, unless she or he resigns or is removed.

Section 3. Removal. The voting members may remove any officer elected by the voting members. Voting members may also remove the Past President. Any officer appointed by the Board of Directors may be removed by the Board of Directors whenever, in its judgment, the interests of the corporation would be best served by such removal. Removal will be without prejudice to the contract rights, if any, of the officer so removed. The person being considered for removal from office, board, or committee chair has no vote in the process of removal.

Section 4. Vacancies. If any office of the corporation becomes vacant by death, resignation, retirement, removal, disqualification, or any other cause, the directors in office may appoint an officer to fill such a vacancy. The appointed officer will hold office for the remaining portion of the term of that office.

Section 5. President. The president is the principal officer of the corporation and will, in general, supervise or oversee the supervision of all of the affairs of the corporation. The president generally will preside at all meetings of the Board of Directors, unless the board selects another person to preside. The president will also perform other duties as may be assigned by the Board of Directors. The president may serve as an ex-officio member of any committee.

Section 6. Vice-President. In the absence of the president or in the event of the president's inability to act, the vice-president will perform the duties of the president. The vice-president, when acting as president, will have all the powers of and is subject to all the restrictions on the president. The vice-president will also perform other duties assigned by the Board of Directors.

Section 7. Past President. The past president will perform or oversee procedures for nominations for officers and board members. The past president will also perform other duties assigned by the Board of Directors.

Section 8. Members at Large. Members at Large will serve duties as defined by the Board or Directors.

Section 9. Secretary. The secretary will perform or oversee the performance of the following duties: a) record and keep the minutes of the meetings of the members and of the Board of Directors and of any board committees; b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; c) be custodian of the corporate records; and d) perform or oversee all duties incident to the office of secretary and such other duties as from time to time may be assigned by the president or by the Board of Directors. The secretary may delegate some or all of these tasks but remains responsible for their proper completion.

Section 10. Treasurer. The treasurer will perform or oversee the performance of the following duties: a) be responsible for the proper management and control of all funds of the corporation; b) prepare full and accurate financial records on a timely basis of all the income, expenses and assets of the corporation; c) present reports at every board meeting on the financial affairs of the corporation; d) ensure that all required state and federal reports are prepared and filed in a timely fashion; and e) keep a register of current voting and non-voting members, including mailing addresses of each, as provided by such member. The treasurer may delegate some or all of these tasks but remains responsible for their proper completion.

Section 11. Editor. The editor shall be responsible for editing and publishing the OBFS Newsletter, Annual Report, and other organizational publications as directed by the Board of Directors. The editor also shall be responsible for generating and disseminating information and ballots for the election of officers and other member votes.

Section 12. Network Coordinator. The OBFS website serves as a major management and outreach tool for organization. The network coordinator is responsible for ensuring that the features, user interface and operation of the website meet these needs.

ARTICLE VI. COMMITTEES

Section 1. Establishment of Committees. The Board of Directors may establish any committee, including standing committees or temporary committees, by a resolution. Such resolutions must name the committee and the purpose of the committee, must state whether it is a Board Committee or an Organizational Standing Committee, and must state what powers, authority and duties have been delegated to the committee, how the chair of the committee and how the members of the committee will be appointed or elected, and may state what procedures, if any, the committee will use in carrying out its work.

The Board of Directors must always have the power to amend, alter, or repeal the decisions of its committees, subject to limitations on the unilateral amending of contracts, interference with third-party rights, and other legal limitations.

Section 2. Board Committees.

A. The Board of Directors may establish Board Committees to which are delegated part of the power of the whole board to authorize expenditures and draft budgets, policies and programs to be approved by the full board. Such committees must be established by the affirmative vote of a majority of all directors then in office. Board Committees must consist of two or more directors, and must not have any members who are not

members of the Board of Directors. The Board of Directors will appoint the chair and members of a Board Committee.

B. Executive Committee: The Board of Directors may appoint an Executive Committee. The Executive Committee will have the power to make decisions between board meetings, including financial and budgetary decisions. The Executive Committee must comply with the provisions of the Bylaws concerning the full board as far as those are reasonably applicable to the Executive Committee. All Executive Committee decisions must be recorded in official minutes, which will be submitted to the full board. Unless the Board of Directors decides otherwise, the Executive Committee will consist of the president, who will be the chair, past president, vice president, secretary, treasurer, and the members at large of the organization. The Executive Committee must make reasonable efforts to inform all board members of the issues to be dealt with at an Executive Committee meeting.

Section 3. Organizational Standing Committees. The board may establish Organizational Standing Committees, including working committees or advisory committees. Such committees have the power to authorize expenditures previously approved and delegated by the Board, but do not have the power adopt budgets, set policy, establish programs, or make decisions for the corporation. Such committees are established through a resolution adopted by the directors present at a properly called meeting. Any OBFS member may be a member of such a committee, whether or not that person is a member of the Board of Directors.

Section 4. Organizational Standing Committee Chair. The Board of Directors will appoint the chair of an Organizational Standing Committee or if the board wishes, it may delegate that power to the president, the executive board, or the members of the Organizational Standing Committee, subject to later confirmation by the board. The chair will serve a one-year term and be eligible for reappointment. The executive committee will review Organizational Standing Committee chairs annually and make recommendations for reappointments of chairs to the Board of Directors.

Section 5. Committee Procedures. Unless otherwise specified, Board Committee meetings will operate with the same quorum and voting requirements as the full board, and will operate according to the procedures of the board as stated in these Bylaws. If any formal decisions or resolutions are voted on at a committee meeting, then the votes and the resolutions so adopted must be recorded in the form of corporate minutes and filed with the secretary.

Section 6. Limitations on Powers. No committee may a) elect, appoint or remove any officer, member of the Board of Directors, or member of a Board Committee; b) authorize the sale, lease, exchange, or mortgage of all or substantially all of the property

and assets of the corporation; c) authorize the dissolution of the corporation or revoke proceedings therefore; d) amend, alter, or repeal the Articles, the Bylaws, or any resolution of the Board of Directors; e) authorize the payment of a dividend or any part of the income or profit of the corporation to its directors or officers.

ARTICLE VII. MISCELLANEOUS PROVISIONS

Section 1. Compensation of Officers and Directors. No officer or member of the Board of Directors will receive any compensation for fulfilling the responsibilities of a member of the board or of an officer as defined in these Bylaws. However, the corporation may pay compensation to officers and members of the Board of Directors for other services performed as employees or independent contractors as long as the required rules for conflicts of interest are followed. Board members and their relatives who receive regular compensation from the corporation must always constitute less than a majority of the board. Officers and members of the Board of Directors may receive reimbursement for actual expenses incurred in the course of fulfilling their responsibilities.

Section 2. Conflict of Interest. A conflict of interest is always present whenever the corporation pays money or other compensation, or provides any tangible benefits, to an officer or member of the board or to a member of a director's or officer's family. All transactions involving conflicts of interest must be approved using the following procedures: 1) Conflict of interest transactions must be approved by the full Board of Directors; they cannot be approved by staff, the executive director, or by a committee. 2) directors and officers who have a conflict of interest in any matter must a) declare the existence of any direct or indirect conflict of interest, b) disclose its nature on the record, and c) abstain from voting on that matter. The minutes must record this to show that it was done. 3) The rest of the board must analyze the transaction and sufficient information to ensure that all transactions involving a conflict of interest are fair to the corporation and that no special benefits are being given to any person. The information relied upon by the board, and its source, must be recorded in the minutes. 4) All conflict-of-interest transactions must be approved by the affirmative vote of a majority of all of the members of the Board of Directors who do not have a conflict of interest involved in that issue, as long as no less than two disinterested directors vote to approve the transaction.

All Directors and officers must sign a disclosure of all conflicts of interest, and update it if that disclosure needs to be changed.

Section 3. Tax Year. The tax year of the corporation is January 1 to December 31.

Section 4. No Discrimination. In the delivery of its services to the public, OBFS does not discriminate for or against any person on the basis of ethnicity, nationality, place of origin, religion, gender, sexual orientation, marital status, familial status, economic status, age, or mental or physical disability.

Section 5. Annual Financial Review. The board must require the performance of an annual financial review which must involve the services of a trusted person with bookkeeping or accounting skills and knowledge, and which does not rely upon the services of the person who does the financial bookkeeping for the organization, or the person(s) who sign the checks for the organization. This financial review need not be formal, but must at least review and reconcile the checkbook entries, bank statements, deposit slips, receipts and expense documentation. The Board of Directors may authorize a full formal audit as necessary.

ARTICLE VIII. AMENDMENTS

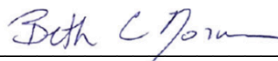
Section 1. Articles of Incorporation and Bylaws. The affirmative vote of at least two thirds of members voting is necessary to make, alter, amend or repeal the Articles of Incorporation or the Bylaws. Quorum requirements apply as per Article III Section 8. Proper written notice must be given in advance to all voting members, including a written copy and written explanation of the proposed amendments.

§

CERTIFICATE OF SECRETARY

I, the undersigned do hereby certify that the foregoing Bylaws constitute the Bylaws of Organization of Biological Field Stations, Inc., as duly adopted by the Board of Directors on the 23rd day of September, 2024.

Signed this 23 day of September, 2024.



Secretary of Organization of Biological Field Stations, Inc.