

BYLAWS
OF
THE WASHINGTON D.C. AREA MARINE AQUARIST SOCIETY
(VIRGINIA NONSTOCK CORPORATION)

ARTICLE I

Principal Office

Section 1. The Principal Office. The principal office of The Washington D.C. Area Marine Aquarist Society (the “*Corporation*”) shall be located in the Commonwealth of Virginia. The Corporation may also have offices at such other places within or without the Commonwealth of Virginia as the Board of Directors in office (the “*Board*”) may from time to time appoint or the business of the Corporation requires.

Section 2. Registered Office. The registered office of the Corporation in the Commonwealth of Virginia shall be at 2119 Glencourse Lane, Reston, Virginia 20191 until otherwise established by a vote of the majority of the Board, and a statement of such change is filed with the Virginia State Corporation Commission or until changed by an appropriate amendment of the Articles of Incorporation.

ARTICLE II

Organization

Section 1. Purpose of the Corporation. The purposes of the Corporation are:

- (a) To educate the public on topics related to the biology, physiology, and chemistry of reef biotopes through the sponsorship of meetings, lectures, publications, websites, competitions, exhibits and other means;
- (b) To support research, education and conservation efforts aimed at improving marine and coral reef environments; and
- (c) To involve and educate young people about marine aquatic life and the marine aquarium hobby.

Section 2. Non-Profit Status. The Corporation is organized exclusively for educational purposes, including, for such purposes, the making of distributions to organizations under Section

501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future federal tax code). The Corporation is nonprofit and does not issue stock.

ARTICLE III

Board of Directors

Section 1. Powers. The Board shall have full power to conduct, manage, and direct the business and affairs of the Corporation, and all powers of the Corporation are hereby granted to and vested in the Board.

Section 2. Qualification and Selection. Each director of the Corporation shall be a member in good standing of the organization, and a natural person of full age. Each director shall be elected by a majority of the members entitled to vote at the Annual Meeting where such election is required by these Bylaws.

Section 3. Number and Term of Office. The Board shall consist of a minimum of five directors and a maximum of 25 directors. The majority of the Board then in office may reserve up to 20 director positions at any one time for representatives from certain sponsors of the Corporation (the “*Reserved Directorships*”). Each director shall hold office for two (2) years and until his or her successor shall have been elected and qualified, or until his or her earlier death, resignation, or removal. Each director’s term shall begin at the close of the Annual Meeting at which such director was elected to the Board.

Section 4. Composition. At all times five Board positions shall be reserved for the following executive officers (the “*Director Officers*”): President, Vice President, Secretary, Treasurer and Membership Director (the “*Executive Officers*”). The Director Officers shall be elected by the members pursuant to Section 2 of this Article. No individual may be an Executive Officer without also serving as a director at the same time.

Section 5. Resignations. Any director of the Corporation may resign at any time by giving written notice to the President or the Secretary of the Corporation. Such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Removal. Should any director be absent from three (3) consecutive regular meetings of the Board they shall be removed from the Board at the discretion of the Board, and in the case of Director Officers from his or her executive office, without notice. Such removal shall be approved at the next regular meeting of the Board following the third meeting from which such director is absent.

Section 7. Vacancies. In the case of vacancies, new directors, including new Director Officers, shall be selected by a majority of the Board then in office. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office, and a director chosen to fill a position resulting from an increase in the number of directors, or chosen to fill a Reserved Directorship, shall hold office until the next Annual Meeting and until his successor is elected and qualified, or until his earlier death, resignation or removal.

Section 8. Fees. There is no compensation for acting as a director or officer or being on a committee. This section does not prohibit the Board from compensating a director, officer or committee person for his or her speaker's fee and travel expenses if so authorized by the Board, nor is the Board prohibited from compensating a director or committee person for out of pocket expenses which are incurred on behalf of the Corporation with authorization. This section is not to restrict the Board in funding any authorized financial business of the Corporation.

Section 9. Limitations and Indemnification of Personal Liability of Directors. The Corporation shall indemnify directors, officers, employees, or agents of the Corporation to the full extent permitted under the laws of the Commonwealth of Virginia, as it may be amended from time to time, or as may be substituted therefore. All of the rights, powers and limitations of indemnification provided under the laws of the Commonwealth of Virginia are incorporated by reference as a part of these Bylaws.

Section 10. Action by Consent. Any action required or permitted to be taken at any meeting of the Board or any committee of the Board may be taken without a meeting, if all members of the Board or committee, as the case may be, consent to the action in writing, and the written consents are filed with the minutes of proceedings of the Board or committee.

ARTICLE IV

Meetings of the Board

Section 1. Organization. The President shall preside at every meeting of the Board. In the event of a vacancy in the office or absence of the President, the Vice President shall preside at the meeting. In the event of a vacancy in the offices, or absences, of the President and the Vice President, the Secretary shall preside at the meeting. In the absence of the Secretary, any person appointed by the chairman of the meeting shall act as Secretary.

Section 2. Regular Meetings. Regular Board meetings shall be held at such time and place as may be designated by the Board. If the date fixed for any such regular Board meeting is a legal holiday under the laws of the State where the meeting is held, then the same shall be held on the next succeeding business day, or at such other time as may be determined by the Board. At such meetings, the Board shall transact such business as may properly be brought before the meeting. Notice of regular meetings need not be given.

Section 3. Annual Meeting. The Board must hold a general meeting annually which is open to all members of the Corporation (the “*Annual Meeting*”). Notice of the Annual Meeting is to be mailed to known members in good standing by the Secretary of the Board one-month before the Annual Meeting pursuant to Section 8 of this Article.

Section 4. Annual Reports of the Board at the Annual Meeting. The Board shall direct the President and Treasurer to present at the Annual Meeting, a report showing in appropriate detail the following:

The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year immediately preceding the date of the report and the last three quarters of the fiscal year if the Annual Meeting falls within the last quarter of the fiscal year.

The principal changes in assets and liabilities including trust funds, during the year immediately proceeding the date of the report.

The revenue or receipt of the Corporation, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Corporation.

The expenses or disbursements of the Corporation, for both general and restricted purposes, during the year immediately preceding the date of the report, including separate data with respect to each trust fund held by the Corporation. The annual report of the Board shall be filed with the minutes of the Annual Meeting.

Section 5. Special Meetings. Special meetings of the Board shall be held whenever called by the President or by two or more directors. Notice of each such meeting shall be given to each director by telephone, electronic mail or first class mail. If notice is provided by telephone, such notice must be provided at least twenty-four hours before the meeting is to be held. If notice is provided by electronic mail or telegram, such notice must be provided at least forty-eight hours before the meeting is to be held. If notice is provided by first class mail, such notice must be provided at least five days before the meeting is to be held. Every such notice shall state the time and place of the meeting.

Section 6. Quorum, Manner of Acting and Adjournment. A majority of the directors in office shall be present at each Board meeting in order to constitute a quorum for the transaction of business. Every director shall be entitled to one vote. The acts of a majority of the directors present at a meeting at which a quorum is present shall be the acts of the Board. In the absence of a quorum, a majority of the directors present and voting may adjourn the meeting until a quorum is present. The directors shall act only as a board and the individual directors shall have no power as such.

Section 7. Conference Telephone and Computer Meetings. One or more persons may participate in a meeting of the Board or of a committee of the Board by means of conference telephone or similar communications equipment by means of which all persons participating in the

meeting can hear each other. The Board or a committee may conduct business via a computer network system if all parties on the Board or committee have access to said network.

Section 8. Notice, Waiver of Notice. Whenever written notice is required to be given to any person or organization under these Bylaws, it may be given to such person or organization either personally or by sending a copy thereof by first class mail, telegram, or electronic mail. An organization may designate a person to receive such notice, including the address and method by which the notice is to be sent and this information shall be forwarded to the Secretary of the Corporation. Failure to provide this information shall constitute waiver of notice. Attendance of a person at any meeting shall constitute a waiver of notice of such meeting.

Section 9. Amendment Proposal Contained in Notice. Whenever the language of a proposed resolution is included in the notice of a meeting, the meeting considering the resolution may, without further notice, adopt it with such clarifying or other amendments as do not enlarge its original purpose.

ARTICLE V

Officers

Section 1. Number, Qualification and Designation. The officers of the Corporation shall be the Executive Officers and such other officers as may be elected in accordance with the provisions of Sections 2 or 3 of this Article. An officer may not hold more than two Executive Officer positions at one time. The President, Vice President, Secretary and Membership Director shall be natural persons of full age; the Treasurer may be a corporation, but if a natural person, shall be of full age.

Section 2. Election and Term of Office. The officers of the Corporation, except the Director Officers and those elected pursuant to Section 3 of this Article, shall be elected every two (2) years by a majority of the Board then in office at the Annual Meeting where such election of officers is required by these Bylaws. Each such officer shall hold his position for two years until the next Annual Meeting at which the election of officers is required and until his or her successor has been elected and qualified or until his or her earlier death, resignation, or removal.

Section 3. Subordinate Officers, Committees and Agents. The Board may from time to time elect such other officers and appoint such committees, employees or other agents as the business of the Corporation may require, including one or more Assistant Secretaries and one or more Assistant Treasurers. All such officers elected pursuant to this Section 3 shall hold office until the next Annual Meeting and until his or her successor has been elected and qualified or until his or her earlier death, resignation, or removal. All committees, employees or other agents appointed pursuant to this Section 3 shall serve at the pleasure of the Board. Each officer, committee, employee or agent elected or appointed pursuant to this Section 3 shall have such authority and perform such duties as are provided in these Bylaws, or as the Board may from time to time determine. The Board may

delegate to any such officer or committee the power to appoint subordinate officers and to retain or appoint employees, other agents, or committees, and to prescribe the authority and duties of such subordinate officers, committees, employees and agents.

Section 4. Removal. The Board may remove the President from his office and Board position if he or she is declared of unsound mind by an order of any court, convicted of a felony, commits a fraudulent act, misappropriates funds, or for any other proper cause, or if within thirty (30) days after notice of his or her selection, he or she does not accept such office either in writing, or by attending a meeting of the Board, or by oral acceptance at the Annual Meeting. Any officer, committee, employee or other agent of the Corporation may be removed, with or without cause, by the Board or the members whenever, in the judgment of the Board or the members, the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights of any person so removed. Should any Executive Officer be absent from three (3) consecutive regular meetings of the Board he or she shall be removed without notice at the discretion of the Board. Such removal shall be approved at the next regular meeting of the Board following the third meeting from which such Executive Officer is absent.

Section 5. Vacancies. A vacancy in any office, including an Executive Office, because of death, resignation, removal, disqualification or any other cause shall be filled by the Board and shall be filled for the remaining portion of the term.

Section 6. Salaries. The officers shall not receive salaries.

Section 7. General Powers. All officers of the Corporation, as between themselves and the Corporation, shall respectively have such authority and perform such duties in the management of the property and affairs of the Corporation as may be determined by the Board.

Section 8. President. The President shall be the Chief Executive Officer of the Corporation and shall have general supervision over the activities and operations of the Corporation subject, however, to the control of the Board. The President is Chairman of the Board and spokesperson of the Corporation. The President shall sign, execute and acknowledge, in the name of the Corporation, deeds, mortgages, bonds, contracts or other instruments authorized by the Board except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws to some other officer or agent of the Corporation and, in general shall perform all duties incident to the office of President, and such other duties as from time to time may be assigned to him or her by the Board.

Section 9. Vice President. The Vice President shall perform the duties of the President in his or her absence and such other duties, as may from time to time, are assigned to him or her by the Board or the President. The Vice President is Vice Chairman of the Board.

Section 10. Secretary. The Secretary of the Board shall record all the votes of the directors and keep and retain minutes of the meetings of the Board and of committees of the Board in

a book or books to be kept for that purpose; shall see that notices are given and records and reports properly kept and filed by the Corporation as required by law; shall be custodian of the seal of the Corporation and see that it is affixed to all documents to be executed on behalf of the Corporation under its seal and in general, shall perform all duties incident to the office of Secretary and such other duties as may from time to time be assigned to him or her by the Board or the President. The Secretary shall prepare and distribute an agenda prior to meetings.

Section 11. Treasurer. The Treasurer shall have or provide for the custody of funds or other property of the Corporation and shall keep a separate bank account of the same; shall collect and receive or provide for the collection and receipt of moneys earned by or in any manner due to or received by the Corporation; and shall deposit all funds in his or her custody as Treasurer in such banks or other places of deposit as the Board may from time to time designate; shall, whenever so required by the Board, render an account showing his or her transactions as Treasurer, and the financial condition of the Corporation; and, in general, shall discharge such other duties as may from time to time be assigned to him or her by the Board, or the President. The Treasurer shall prepare an annual report of the Corporation, including all financial records, which shall be presented to the Board for inspection and approval.

Said report is to be open for inspection by all members at the general meeting. Any member can request a reasonable current update of the Corporation's finances if said request is made in writing to the Treasurer and allows the Treasurer thirty (30) days to respond. The member is to pay for any expense occurred in obtaining said report that they so requested.

Section 12. The Membership Director. The Membership Director or an Assistant Membership Director shall have or provide for the custody of registered rolls representing the membership of the Corporation; shall provide for and maintain the privacy policies of the Corporation; shall gain approval of the Board for all changes to the privacy policies of the Corporation; shall provide for and maintain the process for accepting new members; shall provide and maintain the process for severing members, either through expiration of member term or through breach of conduct inconsistent with the Bylaws of the Corporation and acceptable use policies of the bulletin board; shall, whenever so required by the Board, render an account showing his or her transactions as Membership Director, and the current rolls for membership in the Corporation; and, in general, shall discharge such other duties as may from time to time be assigned to him or her by the Board, or the President. The Membership Director shall prepare an annual report of the membership rolls of the Corporation, which shall be presented to the Board for inspection and approval.

Said report and all access to member information of any kind shall be strictly governed by the privacy policy established by the Membership Director as approved by the Board.

Section 13. President Emeritus. All past Presidents gain the status of President Emeritus upon successful completion of their term. The President Emeritus shall serve as a non-voting advisory member of the Board. The Board reserves the right to revoke this status at any time. Such revocation shall be in accordance with Section 4 of this Article.

The immediate past President serves a vital role with its primary function to assist the President and the Board during the term of the current President. Specifically, the past President may possess unique knowledge regarding policy, past experiences and status of ongoing projects that will benefit the President in performing his or her duties. As advisors to the Board, all Presidents Emeritus may perform such other duties as from time to time may be requested of him or her by the Board on a volunteer basis.

Section 14. Sureties and Bonds. In the event that the Board shall so require, any officer or agent of the Corporation shall execute and deliver to the Corporation a bond in such sum and with such surety or sureties as the Board may direct, conditioned upon the faithful performance of his or her duties to the Corporation, including responsibility for negligence and for the accounting for all property, funds or securities of the Corporation which may come into his or her hands.

ARTICLE VI

Committees

Section 1. Committees. The Board may establish one or more committees, each committee to consist of one or more directors of the Corporation. Committees shall act at the direction of the Board.

Section 2. Procedures. Each committee shall keep minutes of its proceedings and report such proceedings periodically to the Board.

ARTICLE VII

Membership, Dues

Section 1. Membership. Membership is open to all persons interested in marine aquatic life, are current in membership dues, and who agree to the general principals stated in the mission statement.

Section 2. New Membership. Individuals interested in becoming a member of the Corporation shall make application on the Corporation's official application form to the Membership Director.

Section 3. Classes of Membership. The Board shall define and set member category definitions as from time to time are appropriate for the conduct of the business of the Corporation. These membership classes shall be published in a membership agreement/manual that is to be sent to all new and renewing members of the Corporation.

Section 4. Dues. A member shall pay his or her yearly dues as set forth in this Article and the applicable section(s) of the membership agreement/manual. Membership is not active until payment is received in full. Dues shall be due annually on the anniversary of the member's first payment of dues to the Corporation. Failure to pay the yearly membership dues will result in cancellation of membership in the Corporation.

(a) Dues

The Board shall define and set member dues as from time to time are appropriate for the conduct of the business of the Corporation. These membership dues may vary according to membership category. Membership dues shall be published in a membership agreement/manual that is to be sent to all new and renewing members of the Corporation.

(b) Refunds

No refunds will be made once dues are accepted by the Corporation.

Section 5. Member Benefits. The Board shall define and set member benefits as from time to time are appropriate for the conduct of the business of the Corporation. These membership benefits may vary according to membership category. Membership benefits shall be published in a membership agreement/manual that is to be sent to all new and renewing members of the Corporation.

Section 6. Quorum, Manner of Acting and Adjournment. A majority of the members shall be present at any meeting of the members, whether in person, by proxy, or via electronic means established by the Board, to constitute a quorum for the transaction of business. Every member shall be entitled to one vote. The acts of a majority of the members present at a meeting at which a quorum is present shall be the acts of the membership. In the absence of a quorum, a majority of the members present and voting may adjourn any meeting of the members until a quorum is present.

Section 7. Powers. Each officer, director and member of the Corporation, who are members in good standing, will have one vote on each item brought before them at the Annual Meeting. Said vote may be done in writing, via electronic mail or pursuant to other electronic means established by the Board. Members in good standing also have the right to alter or reverse any decision of the Board by a 2/3 vote of the membership in attendance at the Annual Meeting, whether such attendance is in person, by proxy or via electronic means established by the Board.

Section 8. Rights and Privileges. All members in good standing shall be entitled to member benefits as specified in Section 5. In addition each member in good standing shall be entitled to:

- (a) The right to nominate and vote on the election of the directors and Director Officers of the Corporation and such other issues as are put to vote.
- (b) The right to be nominated for any office of the Corporation.

Section 9. Action without Meeting. Any action required or permitted to be taken at any meeting of the members of the Corporation may be taken without a meeting, without prior notice and without a vote, if a unanimous consent in writing, setting forth the action so taken, is signed by all of the members entitled to vote on such matter.

ARTICLE VIII

Dissolution

Section 1. Dissolution. In the event that the Corporation is dissolved or liquidated, all of the assets and property remaining after all debts, obligations and expenses have been paid shall be distributed to organizations that are themselves non-profit and thereby tax-exempt. The organization's final Board shall select the specific organization(s) that will receive such assets.

ARTICLE IX

Certain Transactions

Section 1. Special Procedures for Certain Transactions. Each director and officer shall have the affirmative duty to disclose to the Corporation any potential conflicts with respect to contracts and other financial transactions. Any contract or transaction (including without limitation, the determination of compensation) between the Corporation and a director or officer of the Corporation, between the Corporation and any corporation, partnership, association or other organization in which a director or officer thereof is also a director or officer of the Corporation, or between the Corporation and a disqualified person within the meaning of Section 4958 of the Internal Revenue Code of 1986, as amended (the "Code") which may confer an economic benefit on such director, officer or disqualified person, shall be void or voidable solely for such reason, or solely because the director, officer or disqualified person is present at or participates in the meeting of the Board which authorizes such contract or transaction, or solely because the director's, officer's or disqualified person's vote is counted for such purpose unless, prior to the transfer of goods or services pursuant to the contract or transaction:

- (a) The material facts as to the director's, officer's or disqualified person's relationship with, or interest in, the contract or transaction are disclosed, or are known to the Board and, in good faith, the Board authorizes the contract or transaction by the affirmative vote of a majority of the directors attending a meeting during which such contract or transaction is addressed, provided such directors shall not be related to, or subject to the control of, the officer, director or disqualified person involved in the transaction or contract; and

- (b) The Board obtained and relied upon appropriate data as to comparability of payments or compensation made by similarly situated Corporations for functionally similar services, or fair market value of the consideration, and adequately and contemporaneously documented the basis for its determination; and
- (c) The contract or transaction is determined to be fair market value for the Corporation at the time it is authorized, approved or ratified by the Board.

Section 2. Applicability of Private Foundation Rules. If in any fiscal year the Corporation is a private foundation as described in Section 509 of the Code, the Corporation shall enter into transactions and conduct itself in such a manner as to not engage in any act of self-dealing under Section 4941(d) of the Code with any disqualified person within the meaning of Section 4946 of the Code.

ARTICLE X

General Provisions

Section 1. Signatures. All checks, notes, bills of exchange or other orders in writing, shall be signed by such person or persons as the Board may from time to time designate. Any check over \$500.00 must be co-signed by the President or authorized by the Board. If the Treasurer is unavailable for any reason, the Board may designate an Assistant Treasurer to sign checks under the Board's authorization.

Section 2. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may approve or designate and all such funds shall be withdrawn only upon checks signed by the Treasurer or other persons designated as the Board shall from time to time determine or as stated in these Bylaws.

Section 3. Contracts. Except as otherwise provided in these Bylaws, the Board may authorize any officer or officers, agent or agents, to enter into any contract or to execute or deliver any instrument on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 4. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of January in each year and end on the last day of December in each year.

Section 5. Corporate Seal. The corporate seal shall have inscribed thereon the name of the Corporation, the year of its incorporation and the words "Corporate Seal, Commonwealth of Virginia." The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced. The Secretary of the Corporation shall keep the corporate seal.

Section 6. Amendments. These Bylaws shall be amended or repealed or new Bylaws may be adopted, by vote of two-thirds of a quorum of the voting members of the Corporation in attendance, whether in person, by proxy or via electronic means established by the Board, at the Annual Meeting or any other meeting of the members. Such proposed amendment, repeal or new Bylaws, or a summary thereof, shall be set forth in any notice of such meeting, whether general or special. If said meeting is special, then the notice requirement to the members must conform to the requirements of the general meeting. Any amendment, repeal or new Bylaws shall be filed with the appropriate governmental authority as required by law. If a proposed change in the Bylaws is not sent out in advance with the official notice of said meeting, it may still be considered by the attendees; however in order to pass, it must be approved by a vote equal to two-thirds (2/3) of the total number of members entitled to vote, even if not present, or by a unanimous vote of those present, whichever is lower.

Dated: September __, 2004