

MID-ATLANTIC CIO FORUM, INC.
A NON-STOCK CORPORATION

BY-LAWS

Article I
NAME, PURPOSE, POLICY, LOCATION

Section 1. Name. The name of the corporation is: Mid-Atlantic CIO Forum, Inc. (hereinafter referred to as “Corporation”). The Corporation is a non-stock corporation formed pursuant to Subtitle 2 of Title 5 of the Corporations and Associations Article of the Maryland Code Annotated (the “Act”).

Section 2. Purposes. The exempt purposes for which the Corporation is organized and shall be operated include helping foster excellence and efficiency in business and information technology in an environment that promotes educational and networking opportunities for CIOs that face similar challenges and issues. CIOs will participate with peers to share information, ideas, experiences and interests as well as to exchange best practices in peer-to-peer discussion sessions, and to engage in any lawful activity in furtherance of the foregoing purposes not inconsistent with the Corporation’s status as a corporation exempt from tax under Code Section 501(c)(6).

Section 3. Policy. The Corporation shall not engage in any regular business of any kind carried on for a profit. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Officers or Directors or other private persons, except that the Corporation shall be authorized and empowered to pay to any of them reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes as set forth above.

Section 4. Location. The principal office of the Corporation shall be located at 401 Washington Avenue, Suite 212, Towson, MD 21204.

Article II
MEMBERSHIP

Section 1. Eligibility for Membership. Subject to the Corporation’s Membership Policy, any association or persons desiring a collaborative environment for members to share information about emerging trends and current issues related to business and information technology management may be a member. For purposes of the Corporation, a “CIO” is the person within an organization who is responsible for technology and computations.

Section 2. Selection of Members. Any association or person that meets the eligibility requirements set forth in the Corporation’s Membership Policy, and has obtained the approval of a majority of the Board of Directors may be admitted as a Member.

Section 3. Termination and Reinstatement of Membership. The Board of Directors, after a termination inquiry and by affirmative vote of two-thirds of all the members of the Board, may suspend or expel a member for cause or for any reason. A termination inquiry must afford all interested members an opportunity to fully express their views on the member whose suspension or expulsion is being considered. Members expelled for cause may reapply for membership in a subsequent fiscal year. Such application will require an affirmative vote of two-thirds of all members of the Board of Directors. Failure to pay dues within 90 days after the due date shall be cause for termination.

Section 4. Resignation. A member may resign by filing a written resignation with any officer, but such resignation shall not relieve the member so resigning of the obligation to pay dues, assessments, or other charges accrued and unpaid.

Section 5. Transfer of Membership. Membership in the Corporation is not transferable or assignable.

Article III DUES

Section 1. Amount of Dues. The Board of Directors is responsible for establishing the membership dues amount no later than 30 days prior to the beginning of the fiscal year. Membership dues shall be due and payable on the 1st day of the fiscal year beginning each July 1st and ending each June 30 unless requested by a member earlier and to match to their budget/fiscal year. Please see the Corporation's Membership Policy and its Addendum for membership dues and fee information.

Section 2. Dues Period. Annual dues of a new member shall be prorated at the discretion of the Board of Directors.

Section 3. Assessments. Special assessments in the fiscal aggregate not to exceed the last established annual dues per member may be levied by the Board of Directors as are necessary to carry out the activities of the Corporation.

Article IV MEETINGS OF MEMBERS

Section 1. Annual Meeting. The Corporation shall hold an annual meeting of Members. The meeting shall be held at a place and time specified by the Board of Directors, but within 60 days prior to June 30th.

Section 2. Special Meetings. Special meetings of the Members shall be held as decided by a majority vote of the Board of Directors or upon written petition to the Board of Directors by ten percent of the Members. Such meeting shall have at least fourteen (14) days prior written notice. The notice shall state the purpose of the meeting and the time and place

as determined by the Board of Directors. In no case shall the meeting be held later than sixty (60) days after such notice.

Section 3. Member Representatives. With respect to Members that are entities, each such Member shall file on the records of the Corporation the identity of the individual(s) who shall constitute the duly authorized representative of such Member, having power to vote on behalf of such Member and to bind such Member to all votes made by the duly authorized representative with respect to all matters concerning the Corporation. Any such Member may, at any time, and from time to time, change the identity of its duly authorized representative(s) by written notice to the Corporation. If upon any vote to be taken by the Members, the duly authorized representative of a Member shall not have the authority on his own to bind such Member, he shall so state in advance of the vote to be taken, and such Member's vote shall be subject to receipt by the Corporation of a proper company resolution from such Member.

Article V BOARD OF DIRECTORS

Section 1. Function of Directors. The business and affairs of the Corporation shall be managed under the direction of its Board of Directors, except as otherwise provided by law. All powers of the Corporation may be exercised by or under authority of the Board of Directors.

Section 2. Number of Directors. The Corporation shall have at least five (5) directors at all times and no more than eight (8) directors at any time. A majority of the entire Board of Directors may increase or decrease (but not below 2), the number of directors set by the Articles of Incorporation, but the action may not affect the tenure of office of any director, except as provided in Section 4. Additionally included in the Board of Directors described herein shall be a Security Networking Group (SNG) member appointed by the majority of the Board. The SNG member shall serve for a three-year term. Further, one voting member of the Board must be a representative from Towson University ("Towson Representative"). Towson University shall appoint the Towson Representative.

Section 3. Appointment and Tenure of Directors. The initial Board members will be selected by the Incorporators of the Corporation. Thereafter, Board Members shall be nominated by current Board members or any active CIO member in good standing. CIO members of the Corporation are eligible to vote on members of the Board as long as they are in good standing and all dues have been paid. Elections of Board members whose term is expired occur annually in May of each year. A board member must be a CIO of a company that is a paid member of the Corporation, unless the existing Board grants an exception to a candidate for the Board. If there are multiple CIO's from a given member, they are each eligible for candidacy to the Board. However, there can only be one CIO from any member company on the Board serving concurrently or in overlapping terms. No vendor members of the Corporation are eligible to serve on the Board. If the minimum membership of the Board drops below 5, there shall be a special election of new Board

members. Board members shall serve a term or three (3) years. The Board shall be organized so that 1/3 of the Board comes up for re-election or replacement each year. Notwithstanding the foregoing, the Towson Representative is not subject to the 3 year term or the re-election process. Additionally, there is no term limit on how many times a member can be on the Board.

Section 4. Removal of Director. Unless statute or the Articles of Incorporation provide otherwise, the directors may remove any director, with or without cause, by the affirmative vote of a majority of the entire Board of Directors. If a Board member resigns from the Board during a calendar year but the minimum is greater than or equal to 5, the Board member will not be replaced until the next regular election.

Section 5. Vacancy on Board. A majority of the remaining directors, whether or not sufficient to constitute a quorum, may fill a vacancy on the Board of Directors which results from any cause except an increase in the number of directors, and a majority of the entire Board of Directors may fill a vacancy which results from an increase in the number of directors. A director elected to fill a vacancy serves until the next annual meeting of directors and until his successor is elected and qualifies.

Section 6. Annual and Regular Meetings. The Corporation shall hold an annual meeting of its directors to elect officers and transact any other business within its powers at such time and on such day as shall be set by the Board of Directors. Except as the Articles of Incorporation or statute provides otherwise, any business may be considered at an annual meeting without the purpose of the meeting having been specified in the notice. Failure to hold an annual meeting does not invalidate the Corporation's existence or affect any otherwise valid corporate acts. Additionally, the Board shall meet at least once a quarter and more frequently if required. Any other regular meeting of the Board of Directors shall be held on such date and at any place as may be designated from time to time by the Board of Directors. Each Board member is expected to attend all Board meetings but must participate in at least 2/3 of the meetings in any one Corporation year, or the Board member will be considered to have resigned. Decisions and action items from each Board meeting will be documented and distributed to the Board following each meeting.

Section 7. Special Meetings. Special meetings of the Board of Directors may be called at any time by the President or by a majority of the Board of Directors by vote at a meeting, or in writing with or without a meeting. A special meeting of the Board of Directors shall be held on such date and at any place as may be designated from time to time by the Board of Directors.

Section 8. Notice of Meeting. Except as provided in Section 6 of this Article, the Secretary shall give notice to each director of each annual, regular, and special meeting of the Board of Directors. The notice shall state the time and place of the meeting. Notice is given to a director when it is delivered personally to him, left at his residence or usual place of business, or sent by telegraph, telecopy, electronic mail or telephone, at least 24 hours before the time of the meeting or, in the alternative, by mail to his address as it

shall appear on the records of the Corporation, at least 72 hours before the time of the meeting. Unless the Bylaws or a resolution of the Board of Directors provide otherwise, the notice need not state the business to be transacted at or the purpose of any annual, regular, or special meeting of the Board of Directors. No notice of any meeting of the Board of Directors need be given to any director who attends, or to any director who, in writing executed and filed with the records of the meeting either before or after the holding thereof, waives such notice. Any meeting of the Board of Directors, annual, regular, or special, may adjourn from time to time to reconvene at the same or some other place, and no notice need be given of any such adjourned meeting other than by announcement.

Section 9. Action by Directors. Unless statute or the Articles of Incorporation or Bylaws require a greater proportion, the action of a majority of the directors present at a meeting at which a quorum is present is action of the Board of Directors. Decisions and approvals by the Board are accomplished by a simple majority of current voting Board members. Majority is 51% or more of a quorum of the full Board. (Note: this means a quorum for a meeting may not be sufficient to determine the majority on a given vote.) Should the meeting quorum be insufficient to resolve the outcome of a vote, the President will obtain the votes from the absent members of the Board within a week after the Board meeting. A quorum of the Board is 60% of the total number of voting Board members. If there is no quorum, no decisions or approvals are considered in effect during that meeting. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting, if a written consent, which sets forth the action, is signed by all members of the Board and filed with the minutes of proceedings of the Board. Consent by electronic mail shall be deemed written consent for these purposes.

Section 10. Meeting by Conference Telephone; Other Electronic Communications. Members of the Board of Directors may participate in a meeting by means of a conference telephone or similar electronic 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 a meeting.

Section 11. Compensation. A director may not receive any compensation for carrying out their duties as directors. The Board of Directors may adopt policies providing for reasonable reimbursement of directors for expenses incurred in conjunction with carrying out board responsibilities, such as travel expenses to attend board meetings. A director who serves the Corporation in any other capacity may receive compensation for such other services, pursuant to a resolution of the directors.

Section 12. Compensation for Professional Services by Directors. Directors are not restricted from being remunerated for professional services provided to the Corporation, provided that such professional services are not within their roles as Directors. Such remuneration shall be reasonable and fair to the Corporation and must be reviewed and approved in accordance with the Corporation's Conflict of Interest policy and state law.

Section 13. General Responsibilities of Directors.

- (a) Each Board member individually and the Board as a whole will cooperate with Towson University, the President, and individual members of the Corporation in support and advancement of the mission of the Corporation.
- (b) Each Board member will participate in:
 - i. Recruitment of members
 - ii. Management of funding
 - iii. Selection of meeting topics for forums
 - iv. Support in the development of professional development meetings
 - v. Serving as the fiduciary stewards of the Corporation's finances
- (c) Board members will provide demonstrative support of Corporation discussions through active participation in such discussions and, on occasion, serving as presenters.
- (d) The Board approves the agenda and all formats and participants including speakers for Corporation meetings and forums.
- (e) The Board will provide support either directly or through their organizations in the mentorship of students from Towson University.
- (f) The President is responsible for developing an agenda for each of the Board meetings.
- (g) Each Board member will make every attempt to attend all Board meetings but must participate in at least 2/3 of the meetings in any one Corporation year, or the Board member will be considered to have resigned.

Article VI OFFICERS

Section 1. Positions. The officers of the Corporation shall consist of the following: a President, a Vice President, a Secretary, and a Treasurer. No person may hold two or more elective offices of the Corporation at the same time, except the office of Secretary and Treasurer.

Section 2. Powers and Duties. The duties and authority of the Officers shall be determined from time to time by the Board. Subject to any such determination, the Officers shall have the following duties and authority:

- (a) **President:** The President need not be a member of the Board, but once elected shall serve as an ex-officio member of the Board. As such, the President shall serve as the chief executive officer of the Corporation and, subject to the direction of the Board of Directors, shall have general charge of the affairs and property of the Corporation and general supervision over its Officers, employees, and agents.

In general, the President shall perform all duties incident to the office of President. The President may enter into and execute in the name of the Corporation contracts or other instruments not in the regular course of business, which are authorized, either generally or specifically, by the Board. The President shall have the general powers and duties of management usually vested in the office of president of a corporation. The President may delegate from time to time, to any other Officer or to an “Executive Director” of the Corporation selected by the Board, any or all of such duties and authority.

- (b) **Vice President**: The Vice President shall serve in the President’s stead in the absence or inability of the President and, in general shall have such powers and perform such duties as may be assigned to him or her from time to time by the chairman of the Board of Directors or the President.

- (c) **Treasurer**: The Treasurer shall:
 - (i) Have charge of and supervision over and be responsible for the funds, securities, receipts and disbursements of the Corporation;

 - (ii) Assist the Board in establishing proposed budgets for approval by the Board;

 - (iii) Cause the monies and other valuable effects of the Corporation to be deposited in the name and to the credit of the Corporation in such banks or trust companies as the Board of Directors may select; or as may be selected by any Officer(s) or agent or agents authorized so to do by the Board of Directors;

 - (iv) Cause the funds of the Corporation to be disbursed by checks or drafts, with such signatures as may be authorized by the Board of Directors, upon the authorized depositories of the Corporation, and cause to be taken and preserved proper vouchers for all monies disbursed;

 - (v) Render to the Board of Directors or Officers of the Corporation, whenever requested, a statement of the financial condition of the Corporation and all of the transactions conducted as Treasurer;

 - (vi) Keep the books of account of all the business and transactions of the Corporation;

 - (vii) Be empowered to require from all Officers or agents of the Corporation reports or statements giving such information as the Treasurer may desire with respect to any and all financial transactions of the Corporation; and

 - (viii) In general, perform all duties incident to the office of Treasurer and such other duties as are given to him by these Bylaws or as from time to time may be assigned to him by the Board of Directors or the President.

- (d) **Secretary**: The Secretary shall:
- (i) Record all the proceedings of the meetings of the Board of Directors in a book to be kept for that purpose;
 - (ii) Cause all notices to be duly given in accordance with the provisions of these Bylaws and as required by statute;
 - (iii) Be custodian of the records and of the seal of the Corporation, and cause such seal to be affixed to all certificates representing stock of the Corporation prior to their issuance, and to all instruments, the execution of which on behalf of the Corporation under its seal shall have been duly authorized in accordance with these Bylaws;
 - (iv) See that the books, reports, statements, certificates and all other documents and records of the Corporation required by statute are properly kept and filed; and
 - (v) In general, perform all duties incident to the office of Secretary and such other duties as are given to the Secretary by these Bylaws, or as from time to time may be assigned by the Board of Directors or the President.

In the absence of the Secretary at any meeting of the Directors, the person presiding at the meeting shall designate a temporary secretary to keep a record of the meeting.

Section 5. Resignation and Removal. An Officer may resign by submitting a resignation in writing to the Board of Directors. An Officer may be removed with or without cause by the two thirds (2/3) majority vote of the Board.

Section 6. Vacancies. Vacancies in the Officers shall be filled by appointment by the Board of Directors based on the recommendations of the Directors. Officers thus appointed shall serve for the remainder of the vacated term. The Board may, in its sole discretion, choose not to fill any office for any period of time.

Section 7. Succession. Whenever any Officer, other than the President, resigns or is removed from office and the Board has designated no replacement, the President may appoint a replacement as an “acting” Officer to hold the office until the next meeting of the Board.

Section 7A. Succession Planning – President. To ensure continuity of leadership, the Board shall maintain a succession plan for the office of President, consistent with these Bylaws. Upon a vacancy in the office of President, or the President’s incapacity or inability to serve, (i) the Vice President shall serve as interim President unless the Board determines otherwise, and (ii) if the Vice President is unavailable, the Board shall appoint an interim President.

The Board shall meet as soon as practicable to confirm interim authority and to appoint a President (or set a process and timeline for appointment) in accordance with these Bylaws. The Secretary shall record the actions taken and maintain any transition materials designated by the Board.

President Succession Plan

- a. Trigger: President resignation, removal, or incapacity.
- b. Interim authority: Vice President serves as interim President immediately; if unavailable, the Board appoints an interim President.
- c. Board meeting: Secretary calls a Board meeting as soon as practicable to (a) confirm interim authority and (b) set the process and timeline to fill the office.
- d. Operations: Interim President continues ordinary operations; non-routine commitments require Board approval unless already authorized.
- e. Communications: Secretary issues a brief notice to Directors, Officers, and Members announcing interim leadership and next steps.
- f. Transition: Secretary coordinates transfer of passwords, records, contracts, and pending action items to interim President within 10 business days.
- g. Appointment: Board appoints the President pursuant to these Bylaws; minutes shall document the trigger, interim appointment, and final appointment.

Section 8. Compliance. The Officers of the Corporation are authorized and directed to take all steps necessary to assure that the Corporation operates and transacts its affairs in full compliance with applicable provisions of law, including but not limited to Section 501(c)(6) of the Code.

Section 9. Elections. The term of office for all elected officers and delegates, except Treasurer and Secretary, will be for three years beginning July 1st and ending June 30th. Officers may not serve more than two (2) consecutive terms.

ARTICLE V
Committees of the Board of Directors

The Board, by resolution approved by a majority vote of the Board, may appoint from among the Directors one or more committees of one or more members (which may include persons who are not Directors, provided that at least one member of each committee shall be a Director and that any act of any committee which has members which are not Directors shall be advisory, shall not bind the Board or the Corporation and shall be subject to Board approval) each of which, to the extent provided in the resolution, shall have and may exercise the authority of the Board, except that no committee shall:

- (a) Make, alter, or repeal any Bylaw of the Corporation;
- (b) Elect or appoint any Officer or Director, or remove any Officer or Director; or
- (c) Amend or repeal any resolution previously adopted by the Board.

The Board, by resolution adopted by a majority vote of the Board, may:

- (a) fill any vacancy in such committee;
- (b) appoint one or more persons to serve as alternate members of any such committee, to act in the absence or disability of members of any such committee with all the powers of such absent or disabled members of a committee;
- (c) abolish any such committee at its pleasure; or
- (d) remove any members of such committee at any time, with or without cause.

A majority (in number of persons) of each committee shall constitute a quorum for the transaction of business and the act of the majority of the committee members present at a meeting in which a quorum is present shall be the act of such committee. Each committee shall appoint from among its members a chairperson unless the resolution of the Board establishing such committee designates the chairperson, in which case, in the event of a vacancy in the chairperson, the Board shall fill the vacancy.

Actions taken at a meeting of any such committee shall be kept in a record of its proceedings, which shall be reported to the Board at its next meeting following such committee meeting.

ARTICLE VI

Fiscal Year

The fiscal year of the Corporation shall be from July 1 – June 31 of each year, unless otherwise established by resolution of the majority vote of the Board of Directors.

ARTICLE VII

Amendment to Bylaws

These Bylaws may be altered, amended, supplemented or repealed, in whole or in part, by the two-thirds consent of the Board of Directors or by majority vote of the Members. Written notice of any such Bylaw change to be voted upon by the Board shall be given not less than 10 days prior to the meeting at which such change shall be proposed.

ARTICLE VIII

Additional Provisions

Upon dissolution, after payment of all debts, no part of the remaining assets may be distributed to any Director, member or Officer of the Corporation but shall be distributed in accordance with law, provided, however, that the distribution must be to another organization exempt under the provisions of Section 501(c)(6) of the United States Internal Revenue Code (the

“Code”) or to the United States, or a State or local government, for a public purpose. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purpose.

ARTICLE IX Conflict of Interest

Section 1. For the purposes of this Article, a member, director, officer, trustee, committee member, professional staff member, other employee or agent of this Corporation (each an “Interested Person”) shall be deemed to have a “conflict of interest” in a contract or other transaction if such person is the party, one of the parties or directly related to a party contracting or dealing with the Corporation, or is a member, director, officer, committee member, professional staff member, other employee or agent of, or has a material financial interest or influence in, the entity contracting or dealing with the Corporation.

Section 2. Any Interested Person having a conflict of interest in a contract or other transaction presented to the Board of Directors for authorization, approval, or ratification shall make a prompt, full and frank disclosure of such person’s interest to the Board of Directors prior to its acting on such contract or transaction. Such disclosure shall include any relevant and material facts known to such Interested Person about the contract or transaction that might reasonably be construed to be adverse to the Corporation’s best interest. The Board of Directors shall thereupon determine whether the disclosure demonstrates that a conflict of interest exists or can be reasonably construed to exist. If a conflict is deemed to exist, such Interested Person shall not vote on nor use such person’s personal influence on, nor participate in (other than to present factual information or to respond to questions), the discussions or deliberations with respect to such contract or transaction. Interested Persons may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof, which authorizes such contract or transaction. At the time of the discussion and decision concerning the authorization of such contract or transaction, the Interested Person should not be present at the meeting.

Section 3. The Board shall approve only those contracts or transactions in which the terms are fair and reasonable to the Corporation and the arrangements are consistent with the best interests of the Corporation. Fairness includes, but is not limited to, the concepts that the Corporation should pay no more than fair market value for any goods or services which the Corporation receives and that the Corporation should receive fair market value consideration for any goods or services that it furnishes to others. The minutes of the meeting shall reflect the disclosure made, the vote thereon, the basis for the decision with respect to the approval of any contracts or transactions involving conflicts of interest and, where applicable, the abstention from voting and participation, and whether a quorum was present.

Section 4. No contract or other transaction between this Corporation and an Interested Person shall be either void or voidable for this reason alone or by reason alone that such Interested Person is present at the meeting of the Board of Directors, or of a committee thereof, which authorizes such contract or transaction, or that such Interested Person’s vote is counted for such purpose, if the material facts as to such Interested Person’s interests in such contract or transaction are disclosed in good faith or known to the Board of Directors or committee, and the Board of

Directors or committee authorizes such contract or transaction by a vote sufficient for such purpose without counting the vote or votes of such Interested Person.

ARTICLE X
Force and Effect of Bylaws

These Bylaws are subject to the provisions of the Act and the Articles of Incorporation as they may be amended from time to time. If any provision in these Bylaws is inconsistent with a provision in the Act or the Articles of Incorporation, the provision of the Act or the Articles of Incorporation shall govern to the extent of such inconsistency.

Adopted: July 1, 2022

Updated: May 27, 2026