

BYLAWS
OF
ORGANIZATION FOR TROPICAL STUDIES, INC.

ARTICLE I - NAME, MISSION and OFFICES

Section 1. Name: The name of this corporation is the Organization for Tropical Studies, Inc. (the “Corporation”).

Section 2. Mission: The mission of the Corporation is to provide leadership in education, research, and the responsible use of natural resources in the tropics.

Section 3. Offices: The Corporation may have, in addition to its registered office, offices at such places, both within and without the State of North Carolina, as the Board of Directors may from time to time determine or as the activities of the Corporation may require.

ARTICLE II – BOARD OF DIRECTORS

Section 1. General Powers, Rights and Privileges: All corporate powers, rights and privileges shall be vested in, and the business and affairs of the Corporation shall be managed under the direction of, its Board of Directors.

Section 2. Number, Term and Qualifications: The number of Directors on the Board of Directors shall be eighteen (18).

Nine (9) of the Directors shall be elected by the Institutional Members to three (3) year staggered terms as provided in Article V below, and shall be referred to as “Member Directors”. The balance of the Board of Directors shall be elected by the Board of Directors to three (3) year staggered terms and shall be referred to as “Stakeholder Directors”. The term of each Director shall begin immediately following the annual meeting of the Board of Directors.

The initial Directors shall be divided into three classes, with one class to hold office for a period of one (1) year, the second class to hold office for a period of two (2) years, and the third class to hold office for a period of three (3) years. Each Director thereafter elected to succeed an initial Director whose term is expiring shall hold office for a period of three (3) years or until his or her death, resignation, retirement, removal, disqualification or until his or her successor is duly elected and qualified. A Director may be re-elected for a second and then a third consecutive three-year term, but after said third consecutive term a Director shall be disqualified from re-election as Director for a period of at least two years. Directors need not be residents of the State of North Carolina or of the United States.

No person shall serve as a Director on the Board of Directors for more than nine (9) consecutive years in any position; provided, however, that the CEO may serve as a Director for the duration of the CEO’s term as CEO.

Section 3. Election of Member Directors. The Member Directors (except the initial Member Directors) shall be elected by the Institutional Members and begin service immediately after the conclusion of the annual meeting of the Board of Directors referred to in Article III, Section 2 below. The election of Member Directors shall be made in accordance with such procedures as the Board of Directors may prescribe from time to time. The terms of Member Directors shall be three (3) years

and shall be staggered such that each year there shall be three (3) Member Directors to be elected by the Institutional Members. Each Member Director shall be an employee of or faculty member at or otherwise officially associated with an Institutional Member.

Section 4. Election of Stakeholder Directors: The Stakeholder Directors (except the initial Stakeholder Directors) shall be elected by the Board of Directors at the annual meeting of the Board of Directors referred to in Article III, Section 2 below and begin service immediately after the conclusion of the annual meeting. The nomination and election of Stakeholder Directors shall be made in accordance with such procedures as the Board of Directors may prescribe from time to time. The terms of Stakeholder Directors shall be three (3) years and shall be staggered such that each year there shall be three (3) Stakeholder Directors to be elected by the Board of Directors.

Section 5. Removal: A two-thirds (2/3) majority of the Board of Directors may remove and replace any elected Director.

Section 6. Vacancies: If a vacancy occurs in a Member Director or Stakeholder Director position, the vacancy may be filled by the Board of Directors. Any Director so elected shall serve until the next annual election of Directors, at which time the Director position may be filled for the remaining term of such Director by the Institutional Members if a Member Director position or by the Board of Directors if a Stakeholder Director position.

Section 7. Compensation: The Board of Directors shall not receive compensation.

ARTICLE III - MEETINGS AND ACTION OF THE BOARD OF DIRECTORS

Section 1. Regular Meetings: The Board of Directors may provide, by resolution, the time and place, either within or without the State of North Carolina, either in person or telephonic/virtual, for the holding of regular meetings of the Board of Directors, as the Board determines in its discretion. There Board of Directors shall hold at least four (4) regular meetings each calendar year.

Section 2. Annual Meeting: The Board of Directors shall hold an annual meeting (which shall be considered a regular meeting) in the spring of each calendar year before the beginning of the next fiscal year (or at such other date and time determined by the Board of Directors). A portion of each annual meeting shall, subject to such rules therefore as the Board of Directors may from time to time prescribe, be open for Institutional Members and other stakeholders of the Corporation and the public at large to ask questions and make suggestions for the operations and affairs of the Corporation. At the annual meeting, the Board of Directors shall elect and fill any open Stakeholder Director positions and elect Officers for the ensuing year.

Section 3. Special Meetings: Special meetings of the Board of Directors may be called by the Chairperson or the President or upon the written request of a majority of the Board of Directors.

Section 4. Telephonic and Virtual Meetings: The Board of Directors may permit any or all Directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

Section 5. Notice of Meetings: Regular and special meetings of the Board of Directors and the annual meeting shall be held upon such notice sent by any usual means of communication (including email) not less than seven (7) days before the meeting. For any special meeting, such notice shall reasonably describe the purpose(s) of the meeting.

Section 6. Waiver of Notice: A Director may waive any notice required by law or these Bylaws before or after the date and time stated in the notice. The waiver shall be in writing, signed by the Director entitled to the notice, and filed with the minutes or corporate records. A Director's attendance at or participation in a meeting waives any required notice to him or her of the meeting unless the Director, at the beginning of the meeting (or promptly upon his or her arrival), objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

Section 7. Quorum: A majority of the Directors currently in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 8. Action Without Meeting: Action required or permitted to be taken at a Board of Directors' meeting may be taken without a meeting if the action is taken by all members of the Board. The action must be evidenced by one or more written consents signed by each Director before or after such action, describing the action taken, and included in the minutes or filed with the corporate records reflecting the action taken. Any action taken under this section is effective when the last Director signs the consent, unless the consent specifies a different effective date. A consent signed under this section has the effect of a meeting vote and may be described as such in any document.

Section 9. Action in Electronic Form: Any notice or any action by a Director to vote or give consent (for example, a Director's waiver of notice of a Board of Directors meeting or consent to action taken by the Board of Directors without a meeting) may be in electronic form and delivered by electronic means.

ARTICLE IV – COMMITTEES OF THE BOARD DIRECTORS

Section 1. Board Committees: The Board of Directors of the Corporation may designate by resolution Board Committees, consisting only of members of the Board of Directors, with those responsibilities prescribed by resolution of the Board of Directors. To the extent specified by the Board of Directors and permitted by applicable law, each Board Committee may exercise the authority of the Board of Directors.

Section 2. Other Committees of the Corporation: The Board of Directors of the Corporation may from time to time designate by resolution other non-board advisory committees or groups with such responsibilities as the Board of Directors may prescribe. The Chair of the Board of Directors (or the President in consultation with the Chair of the Board of Directors) shall appoint the individuals to serve on such advisory committees or groups, who may include individuals who are not members of the Board of Directors. Such advisory committees or groups may not exercise the authority of the Board of Directors or have any authority with respect to the assets or affairs of the Corporation

Section 3. Meetings of Committees: The procedures set forth in Article III above which govern meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the Board of Directors, apply to Board Committees of the Board of Directors and their members as well.

ARTICLE V – INSTITUTIONAL MEMBERS

Section 1. Institutional Members: The Corporation shall have one class of members consisting of Institutional Members. Each Institutional Member shall appoint one or more

representatives or delegates (“Delegates”) to represent the interests of the Institutional Member and to receive notices, invoices and information from the Corporation and shall appoint one of its Delegates to be its Voting Delegate. Each Institutional Member shall each year inform the Corporation of the name and contact information for its Delegates and Voting Delegate.

Section 2. Qualifications: Institutional Members shall be legal entities, including without limitation universities, colleges, museums, foundations, trusts and conservation and research organizations that are organized and operated exclusively for charitable, scientific, and/or educational purposes.

Section 3. Admission of Institutional Members: Admission of a new Institutional Member shall require approval of the Board of Directors.

Section 4. Voting Rights of Institutional Members: Each Institutional Member shall have one vote for each Member Director position to be elected each year and the vote of the Institutional Member shall only be cast by the Voting Delegate from the Institutional Member.

The Board of Directors shall request nominations from Institutional Members and then nominate at least three (3) candidates for the three (3) Member Director positions to be elected each year at or before the annual meeting of the Board of Directors. In making its Member Director nominations, the Board of Directors shall seek representation on the Board of Directors of the various countries in which the Corporation operates and the various academic interests of its Institutional Members.

The Board of Directors may nominate more than three candidates for the three positions in its discretion. In any election of Member Directors involving more than three (3) candidates for the three (3) positions, the three candidates receiving the highest number of votes shall be deemed elected. Institutional Members shall be permitted to write-in and vote for a candidate or candidates not nominated by the Board of Directors.

The vote of Institutional Members shall be by written or electronic or email ballot submitted by the Institutional Member, in accordance with rules established from time to time by the Board of Directors. Any notice to or action or consent by an Institutional Member may be by electronic means.

Institutional Members shall not have the right to vote for the amendment or repeal of the Corporation’s Articles of Incorporation or Bylaws, for the approval of the dissolution or merger of the Corporation or the sale, transfer or encumbrance of all or substantially all of the Corporation’s assets or for the election of officers of the Corporation. The voting rights of Institutional Members shall be limited to the election of the nine (9) Member Directors of the Board of Directors as provided above.

Section 5. Fees and Dues: The Board of Directors shall determine, from time to time, the amount of any fees or dues payable by the Institutional Members.

Section 6. Suspension and Termination of Membership: If any Institutional Member fails to pay the fees or dues on a timely basis, said Institutional Member’s membership rights and privileges in the Corporation may be suspended or terminated at the discretion of the Board of Directors.

ARTICLE VI - OFFICERS AND THEIR DUTIES

Section 1. Number: The officers of the Corporation shall consist of a Chairperson of the Board of Directors, a Chief Executive Officer and President, a Secretary, a Treasurer, and such Vice

Chairs of the Board of Directors, Vice Presidents, Assistant Secretaries, Assistant Treasurers and other officers as the Board of Directors may from time to time so elect. Any two (2) or more offices may be held by the same person, except for the offices of Chairperson and President, and Chairperson and Chief Executive Officer. However, no individual may act in more than one (1) capacity where action of two (2) or more officers is required. The Board of Directors shall annually elect the officers of the Corporation.

Section 2. Chairperson: There shall be a Chairperson of the Board of Directors elected by the Board of Directors and the Board of Directors may elect such Vice Chair or Vice Chairs of the Board of Directors or other officers of the Board of Directors as the Board of Directors may desire. The election, term, removal, replacement and filling of vacancies of the Chairperson position shall be governed by the same rules and procedures as are applicable for Directors described in Article II above. The Chairperson shall preside at all meetings of the Board of Directors, shall have responsibility for providing long-range vision and planning for the Corporation, guiding the Board of Directors in providing guidance and oversight for the Corporation's activities, and such other duties as may be directed by the Board of Directors.

Section 3. President and Chief Executive Officer: The President and the Chief Executive Officer shall be elected by majority vote of the Board of Directors at a duly constituted regular or special meeting to serve at the pleasure of the Board of Directors, for such terms and such compensation, with such duties, and in such reporting relationships as may be specified from time to time in contracts entered into between the Corporation and the individual(s) serving as President and as Chief Executive Officer. The President and the Chief Executive Officer shall, in general, complement the Chairperson in providing executive leadership and vision. The President and the Chief Executive Officer may sign, with the Secretary or other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments that the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the corporation. In general, the President and the Chief Executive Officer shall perform all duties incident to those offices, and such other duties as may be prescribed by the Board of Directors from time to time. The President and Chief Executive Officer shall be elected by the Board of Directors to serve on the Board of Directors as a Stakeholder Director.

Section 4. Other Officers: All other officers of the Corporation shall be elected by the Board of Directors. The election, term, removal, replacement and filling of vacancies of such other officer positions shall be governed by the same rules and procedures as are applicable for Directors described in Article II above. These other officers shall perform such duties as may be directed by the Board of Directors from time to time.

Section 5. Bonds: The Board of Directors may by resolution require any and all officers, agents and employees of the Corporation to give bond to the Corporation, with sufficient sureties, conditioned on the faithful performance of the duties of their respective offices or positions, and to comply with such other conditions as may from time to time be required by the Board of Directors.

ARTICLE VII - CONTRACTS, LOANS AND DEPOSITS

Section 1. Contracts: The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Loans: No loans shall be contracted on behalf of the Corporation and no evidence

of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. Checks and Drafts: All checks, drafts or other orders for the payment of money issued in the name of the Corporation shall be signed by such officer or officers, agent or agents, employee or employees of the Corporation and in such a manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. Deposits: All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such depositories, as the Board of Directors shall direct.

ARTICLE VIII - REPORTS AND RECORDS

Section 1. Records. The Corporation shall keep and file such records as are required by the North Carolina Nonprofit Corporation Act, including minutes of all meetings of the Board of Directors, records of all actions taken by the Board of Directors and records of all actions taken by committees of the Board of Directors.

ARTICLE IX – GENERAL PROVISIONS

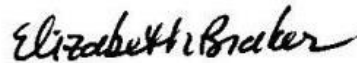
Section 1. Fiscal Year: The Corporation shall operate on a fiscal year basis ending June 30th.

Section 2. Amendment of Bylaws: These Bylaws may be amended or repealed and new Bylaws may be adopted by a majority vote of the Board of Directors from time to time.

* * * * *

CERTIFICATE

The undersigned, being the duly elected and qualified Secretary of the Corporation, hereby certifies that the foregoing are the Bylaws of the Corporation, as adopted effective 4 May, 2018.



Elizabeth Braker, Secretary