

**BYLAWS OF  
SCIENCE LITERACY PROJECT**

**ARTICLE I**

**OFFICES**

The principal office of Science Literacy Project (the “Corporation”) shall be located at such place as is designated in the Articles of Incorporation or such other place within or without the State of Ohio, as the Board (as defined in Section 3.1) shall from time to time designate. The Corporation may maintain additional offices at such other places as the Board may designate.

**ARTICLE II**

**MEMBERSHIP**

The Corporation shall have no members.

**ARTICLE III**

**BOARD OF DIRECTORS**

**3.1 Functions and Definitions.** The property, affairs, and business of the Corporation shall be managed and controlled by its Board of Directors. The Board of Directors may by general resolution delegate to officers of the Corporation and to committees such powers as provided for in these Bylaws.

**3.2 Qualifications and Number.** Each director shall be a natural person, but need not be a citizen of the United States unless a majority of the directors then in office shall provide otherwise. The number of Directors shall be five, or such other number as shall be decided by the directors from time to time.

**3.3 Elections and Terms.** The Board may elect directors to serve as directors at any regular meeting of the directors called in accordance with the provisions of these bylaws. New directors shall be elected by a majority of directors present at such a meeting, provided that there is a quorum. Directors so elected shall serve a term beginning on the first day of the next fiscal year. The term of office of each director shall be one year and shall continue until the director’s successor has been elected, appointed or chosen, and qualified.

**3.4 Resignation.** Any Director may resign at any time upon notice given in writing or by electronic transmission to the Chairperson of the Board. Such resignation shall take effect at the time

specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the President of the Board of Directors.

**3.5 Removal.** Any one or more of the Directors may be removed with or without cause at any time by action of at least a majority of the directors then in office present and voting at a meeting of the Board at which a quorum is present, provided that written notice of such removal is given to any director so removed.

**3.6 Vacancies.** Vacancies among the Directors, whether caused by resignation, death, removal, expiration of a term or the creation of new directorships resulting from an increase in the authorized number of directors, may be filled by the remaining Directors, at any regular or special meeting.

**3.7 Quorum; Vote Required for Action.** At all meetings of the Board, a majority of the total number of authorized directors shall constitute a quorum for the transaction of business. Except as otherwise provided herein or in the Articles of Incorporation, or required by law, the vote of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board.

**3.8 Regular Meetings; Special Meetings** Meetings shall be held at such time as the Board shall fix, except that the Board shall meet at least once per calendar year. Meetings shall be held at such place within or without the state of Ohio as shall be fixed by the Board. Notice of regular meetings need not be given if the date, times and places thereof are fixed by resolution of the Board. Special meetings may be called by the Chairman of the Board, if any, or by a majority of the directors then in office. Notice of the time, date and place of a special meeting shall be given, orally, in writing or by electronic transmission (including electronic mail), by the person or persons calling the meeting to all directors at least four days before the meeting if the notice is mailed, or at least 24 hours before the meeting if such notice is given by telephone, hand delivery, facsimile, electronic mail or other means of electronic transmission. Unless otherwise indicated in the notice, any and all business may be transacted at a special meeting. The notice of any meeting need not specify the business to be transacted or the purpose of the meeting. Notice of any adjournment of a meeting of the Board to another time or place because a quorum is not present shall be given to the directors who were not present at the time of the adjournment and, unless such time and place are not announced at the meeting, to the other directors. Any requirement of furnishing a notice shall be waived by any director who signs a waiver of notice before or after the meeting.

**3.9 Remote Meetings Permitted.** Members of the Board, or any committee of the Board, may participate in a meeting of the Board or such committee by means of Skype, a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to conference telephone or other communications equipment shall constitute presence in person at such meeting.

**3.10 Organization.** Meetings of the Board shall be presided over by the Chairperson of the Board, or in such person's absence by the President, or in such person's absence by a chairperson chosen at the meeting. The Secretary shall act as secretary of the meeting, but in such person's absence the chairperson of the meeting may appoint any person to act as secretary of the meeting.

**3.11 Informal Action.** Any action required or permitted to be taken at any meeting of the Board, or of any committee thereof, may be taken without a meeting if all members of the Board or such committee, as the case may be, consent thereto in writing or by electronic transmission.

**3.12 Compensation.** Directors shall not receive any stated salaries for their services as such, but

by resolution of the Board of Directors a fixed sum and expenses of attendance may be allowed for attendance at each regular or special meeting of the Board; however, nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving reasonable compensation therefor.

## ARTICLE IV

### OFFICERS

**4.1 Officers.** The officers of the Corporation shall be a President, a Secretary, a Treasurer, and such other officers as may be elected in accordance with other provisions of this Article. The Board of Directors may elect such other officers or agents, including a Chairman of the Board and an Executive Director, on or more Assistant Secretaries, and one or more Assistant Treasurers, as it shall deem desirable, and such officers shall have the authority and perform the duties prescribed from time to time by the Board of Directors. Any two or more offices may be held by the same person, except the officers of the President and Secretary. The Board may empower the President of the Corporation to appoint officers other than the Chairperson of the Board, the President or the Treasurer. A vacancy in an office because of death, resignation, removal, disqualification, or otherwise, shall be filled by the Board of Directors for the unexpired portion of the term.

**4.2 President.** Subject to the control of the Board and such supervisory powers, if any, as may be given by the Board, the powers and duties of the President of the Corporation are to act as the chief executive officer of the Corporation and, subject to the control of the Board, to have general supervision, direction and control of the business and affairs of the Corporation. The President may sign any deeds, mortgages, bonds, contracts, or other instruments, 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; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors. The President may authorize and approve expenditures and take such other steps he or she shall deem necessary to advance the purposes of the Corporation, provided such steps do not exceed the scope of authority granted by the Board of Directors.

**4.3 Chairperson of the Board.** The Chairperson of the Board shall have the power to preside at all meetings of the Board and shall have such other powers and duties as provided in these bylaws and as the Board may from time to time prescribe.

**4.4 Treasurer.** The Treasurer shall have custody of all monies of the Corporation. The Treasurer shall make such disbursements of the funds of the Corporation as are authorized and shall render from time to time an account of all such transactions. The Treasurer shall be responsible for the administration and oversight of the Corporation's financial records, regular reporting to the Board of Directors, initiation of an annual audit, compliance with statutory requirements, tax returns, and tax payments. The Treasurer shall also perform such other duties and have such other powers as are commonly incident to the office of Treasurer, or as the Board or the President may from time to time prescribe.

**4.5 Secretary.** The Secretary shall issue or cause to be issued all authorized notices for, and shall keep, or cause to be kept, minutes of all meetings of the Board. The Secretary shall have charge of the corporate minute books and similar records and shall perform such other duties and have such other powers as are commonly incident to the office of Secretary, or as the Board or the President may from time to time prescribe.

**4.6 Delegation of Authority.** The Board may from time to time delegate the powers or duties of any officer to any other officers or agents, notwithstanding any provision hereof.

**4.7 Removal.** Any officer of the Corporation shall serve at the pleasure of the Board and may be removed at any time, with or without cause, by the Board. Such removal shall be without prejudice to the contractual rights of such officer, if any, with the Corporation.

## ARTICLE V

### COMMITTEES

**5.1 Committees.** The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees of its members, each of which shall consist of two or more persons, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation; provided however, that no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the Bylaws; electing, appointing, or removing any member of any such committee or any Director or officer of the Corporation; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefor adopting a plan for the distribution of the assets of the Corporation or amending, altering, or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered, or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual Director of any responsibility imposed upon it or him by law.

**5.2 Advisory Committees.** The Board may designate other committees not having or exercising the authority of the Board in the management of the affairs of the Corporation. Any such committee may or may not have directors as members.

**5.3 Committee Rules.** Unless the Board otherwise provides, each committee designated by the Board may make, alter and repeal rules for the conduct of its business. In the absence of such rules each committee shall conduct its business in the same manner as the Board conducts its business pursuant to these bylaws.

**5.4 Service of Committees.** Each member of a committee shall continue as such until the next annual meeting of the Directors of the Corporation and until his successor is appointed, unless the committee shall be sooner terminated by the Board, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof. The designation of any such committee and the delegation thereto of authority shall not alone relieve any director of his duty under law to the Corporation.

**5.5 Manner of Acting.** Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee. Each committee may adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

**5.5 Records.** Minutes shall be kept of each meeting of each committee. Copies of the minutes of each such meeting shall be filed with the corporate records and supplied to the Secretary promptly after such meeting.

## ARTICLE VI

### CONTRACTS. CHECKS. DEPOSITS AND FUNDS

**6.1 Contracts.** The Board of Directors may authorize any officer or officers, agent, or agents of the Corporation in addition to the officers so authorized by these Bylaws, to enter into any contact or execute and deliver any instrument in the name of and on behalf of the Corporation and such authority may be general or confined to specific instances.

**6.2 Checks.** All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instrument shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President of the Corporation

**6.3 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 of Directors may select.

**6.4 Funds.** The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

## ARTICLE VII

### INDEMNIFICATION

**7.1 Indemnification of Officers and Directors.** Any present or former Director, officer, or employee of the Corporation, or other such persons so designated in the discretion of the Board of Directors, or the legal representative of such person, may be indemnified against all reasonable costs, expenses and counsel fees paid or incurred in connection with any action, suit or proceeding to which any such person or his legal representative may be made a party by reason of his being or having been such a Director, officer or employee serving or having served the Corporation, except in relation to matters as to which he shall be found guilty of negligence or misconduct in respect of the matters in which indemnity is sought and in relation to matters settled or otherwise terminated without a final determination on the merits where such settlement or termination is predicated on the existence of such negligence or misconduct.

**7.2 Advance of Expenses.** The Corporation shall pay all expenses (including attorneys' fees) incurred by such a director or officer in defending any such Proceeding as they are incurred in advance of its final disposition; provided, however, that if the Act then so requires, the payment of such expenses incurred

by such a director or officer in advance of the final disposition of such Proceeding shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it should be determined ultimately that such director or officer is not entitled to be indemnified under this Article VII or otherwise; and provided, further, that the Corporation shall not be required to advance any expenses to a person against whom the Corporation directly brings a claim, in a Proceeding, alleging that such person has committed an act or omission not in good faith or that involves intentional misconduct or a knowing violation of law, or derived an improper personal benefit from a transaction.

## ARTICLE VIII

### DISSOLUTION

In the event of termination, dissolution, or winding up of the Corporation in any manner or for any reason whatsoever, the directors shall, after paying or making provision for the payment of all of the proper liabilities of the Corporation, dispose of all of the remaining assets of the Corporation exclusively for and in accordance with the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for a public purpose and which has established its tax exempt status under Internal Revenue Code section 501(c)(3). Any such assets not so disposed of by the Board shall be disposed of by the appropriate court of the State of Ohio in the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for public purposes.

The property of this Corporation is irrevocably dedicated to public purposes and no part of the net income or assets of this Corporation shall ever inure to the benefit of any director or officer thereof or to the benefit of any private person.

## ARTICLE IX

### MISCELLANEOUS

**9.1 Fiscal Year.** The fiscal year of the Corporation shall commence the first day of July or such other period determined by resolution of the Board.

**9.2 Seal.** The Board may provide for a corporate seal, which shall have the name of the Corporation inscribed thereon and shall otherwise be in such form as may be approved from time to time by the Board.

**9.3 Form of Records.** Any records maintained by the Corporation in the regular course of its business, including its books of account and minute books, may be kept on or by means of, or be in the form of, any information storage device or method, provided that the records so kept can be converted into clearly legible paper form within a reasonable time. The Corporation shall so convert any records so kept upon the request of any person entitled to inspect such records pursuant to any provision of the Act.

**9.4 Reliance Upon Books and Records.** A member of the Board, or a member of any committee designated by the Board shall, in the performance of such person's duties, be fully protected in relying in good faith upon records of the Corporation and upon such information, opinions, reports or statements presented to the Corporation by any of the Corporation's officers or employees, or committees of

the Board, or by any other person as to matters the member reasonably believes are within such other person's professional or expert competence and who has been selected with reasonable care by or on behalf of the Corporation.

**Section 9.5 Articles of Incorporation Governs.** In the event of any conflict between the provisions of the Articles of Incorporation and bylaws, the provisions of the Articles of Incorporation shall govern.

**Section 9.6 Severability.** If any provision of these bylaws shall be held to be invalid, illegal, unenforceable or in conflict with the provisions of the Articles of Incorporation, then such provision shall nonetheless be enforced to the maximum extent possible consistent with such holding and the remaining provisions of these bylaws (including without limitation, all portions of any section of these bylaws containing any such provision held to be invalid, illegal, unenforceable or in conflict with the Articles of Incorporation, that are not themselves invalid, illegal, unenforceable or in conflict with the Articles of Incorporation) shall remain in full force and effect.

**Section 9.7 Amendments.** The Board shall have the power to adopt, amend or repeal bylaws and the Articles of Incorporation.

## **ARTICLE X**

### **PROCEDURE**

The rules contained in the most recent edition of Robert's Rules of Order shall provide the rules of procedure for the Corporation where they are not inconsistent with the provisions of the Articles of Incorporation or these Bylaws.

## **ARTICLE XI**

### **AMENDMENTS TO BYLAWS**

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a majority of the Directors present at any regular meeting or at any special meeting, if at least seven days' written notice is given of intention to alter, amend, or repeal, or to adopt new Bylaws at such meeting.