Board of Trustees: Article II - Members of the Corporation

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2.1 Powers of Members.

The Members of the Corporation are responsible to assure that the Corporation accomplishes its mission in the public interest. The Members shall have and exercise all rights and powers conferred upon members, generally, pursuant to Chapter 180 of the Massachusetts General Laws and such other powers and rights as are vested in them pursuant to the Articles of Organization of the Corporation or these Bylaws, including, without limitation, the right to elect the Trustees from time to time pursuant to Section 3.3 below.

2.2 Number, Election and Qualifications of Members.

The Board of Trustees may from time to time elect Members to the Corporation upon such terms, conditions and qualifications as it deems best. There shall be not more than one hundred twenty elected Members of the Corporation at any one time.

2.3 Term.

All new members shall be elected for an initial term of membership specified by the Board of Trustees, which shall not exceed three years. At any time following the expiration of his or her initial term, the Member may be elected for an additional six-year term. If election occurs at a time other than at the Annual Meeting the counting of service years will begin at the next Annual Meeting, although the appointment is effective upon election. At the expiration of a Member's six-year term of membership, he or she shall be eligible for re-election as a Member for one or more additional six year terms, either immediately following the last term's expiration or at anytime thereafter.

2.4 Term Limitations.

Notwithstanding the term for which he or she is elected, a Member's term shall expire at the first Annual Meeting following such Member's seventy-fifth birthday. At that time, such person shall become eligible to be elected an Honorary Member.

2.5 Honorary Membership.

In addition to electing Members of the Corporation, the Board of Trustees may from time to time elect Honorary Members upon such terms, conditions and qualifications as the Board of Trustees deems best. Honorary Members shall not be counted in the number of Members. At any meeting at which Honorary Members are present, they shall be non-voting participants and shall not be counted in the determination of a quorum. No person who is a member of the Scientific Staff of the Institution shall be elected as an Honorary Member if at that time there are at least five Honorary Members who are, or have been, members of such staff.

2.6 Ex officio Members.

The following shall be ex officio Members of the corporation: (a) officers of the Corporation (the Chairman of the Board of Trustees, Chairman of the Corporation, the President and Director, the Treasurer, the Clerk, and such other officers as the Board of Trustees may from time to time establish), for so long as they hold their respective offices; and (b) persons occupying such positions in the management of the Corporation as are designated by the Executive Committee to be ex officio Members. Ex officio Members shall have all of the rights and privileges of elected Members, including the right to vote.

2.7 Annual Meetings and Regular Meetings.

The Spring Meeting of the Members, which shall be the Annual Meeting of the Members, shall be held in Woods Hole, Massachusetts, or at such other place in the Commonwealth of Massachusetts as the Trustees may designate, on the Friday of the second full week in May, but if the Annual Meeting is not then held, a meeting may be held in lieu thereof on such other date as the Trustees may designate, and any business transacted or election held at such meeting shall be as valid as if transacted or held at an Annual Meeting. At each Annual Meeting of the members, they shall fix the number of Trustees. If the Members at any Annual Meeting shall not fix the number of Trustees, the number in effect at the commencement of such meeting shall remain in effect. The Autumn Meeting of the Members shall be held at the office of the Corporation at Woods Hole, Massachusetts, or at such other place in the Commonwealth of Massachusetts as the Trustees may designate, on the Friday of the second full week in October, or such other date as the Trustees may designate.

2.8 Special Meetings.

Special meetings of the Members may be called by the Chairman of the Corporation or, upon the written request of Members representing at least ten percent (10%) of a quorum of the Members required for a meeting, by the President and Director or the Clerk, to be held in Woods Hole, Massachusetts, or at such other place in the Commonwealth of Massachusetts as the Trustees may designate, at such time and place as the call or notice thereof shall indicate.

2.9 Notices.

Notice of all meetings of Members shall be given to each Member and, at the request of the Chairman of the Corporation, to each Honorary Member, by the President and Director, the Clerk, or any other officer directed to do so by the Trustees, indicating the time and place of each meeting. Notice shall be in written, printed, electronic, facsimile or telegraphic form and shall be personally delivered, electronically transmitted, faxed, mailed or sent, postage or fee prepaid, to each Member at his or her address last shown on the records of the Corporation. Notices of regular meetings shall be given no less than fourteen days before the day of the meeting. Notices of special meetings shall be given no less than seven days in advance of the meeting. Notices of special meetings shall also state the purposes thereof.

Where a Member or Honorary Member has registered an electronic mail or facsimile address on the books of the Corporation, valid notice

may be provided in such form. Notices sent by the Corporation to a Member or Honorary Member via electronic mail or facsimile to either the electronic mail address or facsimile telephone number for such person on record with the Corporation, with transmission confirmed by the sending machine or device, shall be deemed to have been sent and delivered as of the date and time transmitted.

2.10 Waiver of Notice.

The presence of any Member at a meeting of the Corporation shall be the equivalent of due and sufficient notice to him or her, and of the business to be transacted thereat, unless objection is made by him or her prior to, or at the commencement of, the meeting and noted in the records of the meeting. No notice of a meeting shall be required as to such Members who themselves, or by their attorneys, shall, by a writing to be filed with the minutes of the meeting, waive notice thereof either before or after the holding of the meeting.

2.11 Quorum.

At any meeting, one third (1/3) of the total combined number of elected and ex-officio Members shall constitute a quorum, and a majority of those present may conduct business. If a quorum is not present, a majority of the Members present may adjourn the meeting from time to time, without notice other than by announcement at said meeting, until a quorum is present.

2.12 Voting and Proxies.

In all matters to be acted upon at any meeting, each Member shall be entitled to only one vote. When a quorum is present at any meeting, a majority of the votes properly cast by Members present in person or by proxy shall decide any question, including election of any office, unless otherwise provided by law, by the Articles of Organization or by these Bylaws.

Members may vote either in person or by written proxy dated not more than six months before the meeting named therein, which proxies shall be filed before being voted with the Clerk or other person responsible for recording the proceedings of the meeting. Unless otherwise specifically limited by their terms, such proxies shall entitle the holders thereof to vote at any adjournment of the meeting but such proxies shall terminate after the final adjournment of such meeting.

Last updated: December 1, 2010

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