

ARTICLES OF INCORPORATION OF  
COAST DEFENSE STUDY GROUP, INC.

I, the undersigned natural person of the age of eighteen (18) years or more, acting as incorporator for the purpose of forming a nonstock corporation under the general laws of the State of Maryland, do hereby form and create a corporation and adopt the following Articles of Incorporation.

1. Name. The name of the Corporation is Coast Defense Study Group, Inc. (hereinafter sometimes called the "Corporation").

2. Nonstock Corporation. The Corporation shall not have the authority to issue capital stock. 3. Membership. The Corporation shall have such classes of members, if any, as are set forth in the bylaws, which shall prescribe the rights, privileges and qualifications of the classes of members.

4. Principal Office. The address of the Corporation's principal office in Maryland is 731 Baltimore Pike, Bel Air, Maryland 21014, which is located in the County of Harford.

5. Registered Agent. The name and address of the resident agent of the Corporation is Elliot L. Deutsch, 731 Baltimore Pike, Bel Air, Maryland 21014, which is located in the County of Harford. Said agent is a citizen of Maryland and actually resides therein.

6. Purposes. The purposes of the Corporation are to promote and encourage the study of coast defenses and fortifications, primarily, but not exclusively, those of the United States of America. The Corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code," each reference in these Articles of Incorporation to a section of the Code shall include the corresponding provisions of any future federal internal revenue laws), including without limitation the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code.

7. Powers and Authority. In furtherance of the purposes of the Corporation, the Corporation may receive property by gift, devise or bequest, invest or reinvest the same, and apply the income and principal thereof, as the Board of Directors may from time to time determine, either directly or through contributions to any charitable organization or organizations, exclusively for charitable and educational purposes, and engage in any lawful act or activity for which corporations may be organized under Maryland law, subject to the following limitations:

(a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, trustees, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein;

(b) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office;

(c) Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code; and

(d) During any period of time that the Corporation is classified as a "private foundation" within the meaning of Section 509 of the Code, the Corporation shall be subject to such additional restrictions as are imposed under the Code and Section 5-401, et seq. of the Corporations and Associations Article of the Annotated Code of Maryland.

8. Dissolution and Liquidation. Upon the dissolution of the Corporation, its assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such 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 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 such purposes.

#### 9. Indemnification.

(a) Right to Indemnification. Each person who was or is made a party or is threatened to be made a party to or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative or otherwise and whether formal or informal (hereinafter a "proceeding"), by reason of the fact that he or she, or a person of whom he or she is the legal representative, is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, other enterprise or employee benefit plan, whether the basis of such proceeding is alleged action in an official capacity as a director, officer, partner, trustee, employee or agent or in any other capacity while serving as a director, officer, partner, trustee, employee or agent, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by Maryland law, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than said law permitted the Corporation to provide prior to such amendment).

(b) Advancement of Expenses. The right to indemnification conferred in this Section 9 shall include the right to require the Corporation to pay the expenses (including attorneys' fees) incurred in defending any such proceeding in advance of its final disposition, Provided, however, that if applicable law so requires, an advancement of expenses incurred by an indemnitee in his or her capacity as a director (and not in any other capacity in which service was or is rendered by such indemnitee, including, without limitation, service to an employee benefit plan) shall be made only upon delivery to the Corporation of any affirmation required by applicable law and an undertaking, by or on behalf of such indemnitee, to repay all amounts so advanced if it shall ultimately be determined that such indemnitee is not entitled to be indemnified for such expenses under Section 9(a) or otherwise.

(c) Non-Exclusivity of Rights. The right to indemnification and the advancement of expenses conferred

in this Section 9 shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of these Articles of Incorporation, bylaw, agreement, vote of members or disinterested directors or otherwise. The Board of Directors is expressly authorized to adopt and enter into indemnification agreements for directors, officers, and committee members.

(d) Effect of Amendment. No amendment, repeal or modification of this Section 9 shall adversely affect any rights hereunder with respect to any act or omission occurring prior to the date when such amendment, repeal or modification became effective.

(e) Limitation on Rights. Notwithstanding anything herein to the contrary, in no case shall the Corporation indemnify, reimburse, or insure any person for any taxes imposed on such individual under Chapter 42 of the Code. Further, if at any time the Corporation is deemed to be a "private foundation" within the meaning of Section 509 of the Code then, during such time, no payment shall be made under this Section if such payment would constitute an act of self-dealing or a taxable expenditure, as defined in Sections 4941(d) and 4945(d), respectively, of the Code.

10. Limitation of Liability. To the maximum extent that Maryland law in effect from time to time permits limitation of the liability of directors and officers, no director or officer of the Corporation shall be liable to the Corporation or its members for money damages. Without limiting the generality of the foregoing, no director or officer of the Corporation shall be liable to the Corporation or its members for money damages except (a) to the extent that it is proved that the person actually received an improper benefit or profit in money, property, or services, for the amount of the benefit or profit in money, property, or services actually received, or (b) to the extent that a judgment or other final adjudication adverse to the person is entered in a proceeding based on a finding in the proceeding that the person's action or failure to act was the result of active and deliberate dishonesty and was material to the cause of action adjudicated in the proceeding. If Maryland law is hereafter amended to permit a corporation to further eliminate or limit the liability of a director of a nonstock corporation, then the liability of a director of the Corporation, in addition to the circumstances in which a director is not liable as set forth in the preceding sentences, shall, without further action of the directors or members, be further eliminated or limited to the fullest extent permitted by Maryland law as so amended. Neither the amendment nor repeal of this Section 10, nor the adoption or amendment of any other provision of the Articles of Incorporation or bylaws inconsistent with this Section, shall apply to or affect in any respect the applicability of this Section 10 with respect to any act or failure to act which occurred prior to such amendment, repeal or adoption. Notwithstanding anything herein to the contrary, the limitation of liability set forth in this Section 10 shall not apply in any instance where such relief is inconsistent with any provision of the Code applicable to corporations described in Section 501(c)(3) of the Code.

11. Directors. The management of the Corporation shall be vested in a Board of Directors. The number of directors shall be fixed from time to time as provided in or pursuant to the bylaws, provided that the number of directors shall never be less than the minimum number required by Maryland law. The directors shall be divided into classes as provided in the bylaws. The Board of Directors shall initially consist of three members, and the names and terms of the members of the initial Board of Directors of the Corporation, who shall act until their respective successors are elected and qualified, are:

Director	Term Expires
Terrance C. McGovern	October 1, 1993
Leo K. Polaski	October 1, 1994
Mark A. Berhow	October 1, 1995

12. Miscellaneous. The following provisions are inserted for the management of the business and for the conduct of the affairs of the Corporation and for the purpose of creating, defining, limiting and regulating powers of the Corporation and its directors and members:

(a) Members of the Corporation with voting rights shall have the right to vote by mail on anyone or more stated proposals or for the election of directors or any officers who are elected by members. In the discretion of the Board of Directors, mail votes may be combined with the votes of members of the Corporation present in person at a meeting of the members of the Corporation. Members of the Corporation shall not have the right to vote by proxy.

(b) Unless otherwise provided in the bylaws, one-fifth of the members of the Corporation shall constitute a quorum for purposes of a vote by mail or any regular or special meeting of such members. Except as otherwise required by law, the Articles of Incorporation or these bylaws, the act of a majority of the members voting in any mail vote in which, or present at any meeting at which, there is a quorum shall be the act of the members.

(c) Except as otherwise provided in these Articles of Incorporation or the bylaws of the Corporation as they may be amended from time to time, the majority of (i) the Corporation's voting members, (ii) a particular class of members of the Corporation, or (iii) each class of such members, are authorized to take any action which would otherwise require the affirmative vote or other action two-thirds (or other vote or action of more than a majority) of such members, of a particular class of such members, or of each class of such members.

(d) In the event any provision (or portion thereof) of these Articles of Incorporation shall be found to be invalid, prohibited, or unenforceable for any reason, the remaining provisions (or portions thereof) of these Articles of Incorporation shall be deemed to remain in full force and effect, and shall be construed as if such invalid, prohibited, or unenforceable provision had been stricken herefrom or otherwise rendered inapplicable, it being the intent of the Corporation that each such remaining provision (or portion thereof) of these Articles of Incorporation remain, to the fullest extent permitted by law, applicable and enforceable, notwithstanding any such finding.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and acknowledge the same to be my act on this 15th day of August, 1993.

/S/ Terrance c. McGovern, Sole Incorporator

COAST DEFENSE STUDY GROUP, INC.  
INFORMAL ACTION BY INITIAL DIRECTORS

The undersigned, being all of the directors named in the Articles of Incorporation of Coast Defense Study Group, Inc., a Maryland corporation, pursuant to Section 2-408(c) of the Corporations and Associations Article of the Annotated Code of Maryland, do hereby consent that the following actions be taken, and the same shall be, in all respects, valid corporate actions as though they had been authorized at a meeting of the Board of Directors of the Corporation:

(1) Adoption of Bylaws Adopt the Bylaws attached hereto as the Bylaws of the Corporation.

(2) Election of Initial Members of the Corporation Elect the persons identified on Exhibit A attached hereto and incorporated herein as the initial members of the Corporation.

(3) Election of Initial Officers Elect the following persons to the offices set forth opposite their respective names, to serve at the pleasure of the directors and until their respective successors are elected and qualified:

Terrance C. McGovern Chairman/President  
Elliot L. Deutsch Secretary  
Elliot L. Deutsch Treasurer

(4) Adoption of Organizational Resolutions

Adopt the following resolutions:

Organizational Expenses

(a) RESOLVED, that the officers of the Corporation, each acting alone, be, and they hereby are, authorized to payor provide for all costs, charges and expenses incidental to or arising out of the incorporation of this Corporation and its authorization to do business.

Filing For Tax Exemption

(b) RESOLVED, that the officers of the Corporation, each acting alone, be, and they hereby are, authorized and directed to prepare and file or cause to be prepared and filed on behalf of the Corporation appropriate applications or requests seeking recognition of the Corporation as a nonprofit organization exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, and to take such actions and to execute and deliver such documents as such officer(s) may deem necessary or appropriate in connection with such applications or requests.

(c) RESOLVED, that the officers of the Corporation, each acting alone, be, and hereby are, authorized and directed to take all actions such officer(s) may deem necessary or appropriate to secure for the Corporation permitted exemptions from applicable state taxes.

### Depository Arrangements

(d) RESOLVED, that the officers of this Corporation, each acting alone, be, and they hereby are, authorized and directed to select depositories of this Corporation and to designate from time to time the person or persons authorized to sign checks, drafts and other instruments drawn on accounts of this Corporation.

(e) RESOLVED, that the signatures of the persons so authorized may be manual or facsimile as specifically designated from time to time and that the depositories of this Corporation are hereby authorized to accept the facsimile signatures of said persons with the same force and effect as manual signatures.

(f) RESOLVED, that if any of such depositories require from time to time a prescribed form of resolution or resolutions of the Board of Directors in connection with such designation of authorized signers, each such resolution, if approved by the Chairman, shall be deemed to have been and hereby is adopted pursuant to this Informal Action, and, if so approved, the Secretary of this Corporation is hereby authorized to certify from time to time the adoption of such resolutions as though such resolutions were now presented and adopted pursuant to this Informal Action, and all such resolutions shall be made a part of the records of the Corporation.

(g) RESOLVED, that the Secretary may furnish to each of said depositories a certified copy of these resolutions and any resolutions deemed adopted from time to time pursuant to the Immediately preceding resolution, a certificate setting forth the names of the persons designated by the officers from time to time as persons authorized to sign checks, drafts and other instruments drawn on accounts of the Corporation, and, should there be any changes among such persons, additional certificates setting forth such changes.

(h) RESOLVED, that each depository and bank of the Corporation is hereby authorized to rely upon these resolutions and any resolutions deemed adopted from time to time pursuant to these resolutions, and upon such certificates furnished it from time to time, as continuing in effect until superseded by a new resolution or certificate.

### Other Organizational Matters

(i) RESOLVED, that the Corporation's fiscal year shall end on December 31.

(j) RESOLVED, that the officers of the Corporation, each acting alone, be, and they hereby are, authorized to execute, acknowledge, seal, file, deliver or certify as may be appropriate from time to time, any return, affidavit or other document required or provided for under the tax or other laws of any state, and any returns, reports or other documents required or provided for by or under tax, Social Security or other laws of the United States, and the said officers, or anyone or more of them, are hereby authorized to make any payments, deposits, guarantees or bonds and to take any and all steps necessary or proper to comply with the laws referred to herein.

(k) RESOLVED, that the officers of the Corporation, each acting alone, be, and they hereby are, authorized and directed to do any and all acts or things, and to execute, acknowledge, file and deliver as may be appropriate, any and all instruments, documents or other papers necessary or appropriate to carry out the matters provided for in this Informal Action and to complete the organization of the Corporation.

(l) RESOLVED, that all acts and things heretofore done or caused to be done by the incorporator, directors and officers of the Corporation, as anyone or more of them has deemed necessary, advisable or appropriate to effectuate or carry out the purpose and intent of the foregoing resolutions, are hereby ratified and approved.

(m) RESOLVED, that the Secretary of the Corporation be, and hereby is, authorized and directed to certify as having been adopted by the Board of Directors of the Corporation any additional resolutions necessary, advisable or appropriate to effectuate or carry out the purpose and intent of the foregoing resolutions, and all such resolutions shall be made a part of the records of the Corporation.

#### Corporate Committee Structure

(n) RESOLVED, that the following standing committees of members of the Corporation are formed and initial chairmen appointed:

Finance and Membership Committee - Elliot Deutsch

Publication Committee - Tom Vaughan

Preservation and Projects Committee - Vacant

(o) RESOLVED, that the following ad hoc committees of members of the Corporation are formed and initial chairmen appointed:

1993 Conference Committee - Alex Holder

1994 Conference Committee - Jim Parker

1994 Tour Committee - Dale Floyd

1995 Conference Committee - Greg Hagge

1995 Tour Committee - Dale Mumford

#### Corporation's Policies and Procedures

(p) RESOLVED, that the Corporation, its officers, and members shall follow the corporate policies and procedures set forth in Exhibit B until such time that these corporate policies and procedures are amended by the Board of Directors. As the Corporation works through a committee system, the corporate policies and procedures will be organized by committee, and committee chairmen shall prepare procedures that will detail the Corporation's policies. For the purposes of the corporate policies and procedures, the Corporation will be known as the CDSG.

IN WITNESS WHEREOF, we have hereunto set our hands as of this

\_\_\_\_\_ day of \_\_\_\_\_ 1993.

/s/ Mark A. Berhow

/s/ Terrance C. McGovern

/s/ Leo K. Polaski

8/15/93

BYLAWS OF  
COAST DEFENSE STUDY GROUP, INC.

ARTICLE I.  
General

Section 1. Purposes. Subject to the provisions of the Corporation's Articles of Incorporation, the purposes of the Corporation are to promote and encourage the study of coast defenses and fortifications, primarily, but not exclusively, those of the United States of America. The study of coast defenses and fortifications includes their history, architecture, technology, strategic and tactical employment and evolution. The primary goals of the Corporation are the following:

- a. educational study,
- b. technical research and documentation,
- c. preservation for current and future generations,
- d. accurate site interpretation,
- e. assistance to other organizations interested in preservation and interpretation, and
- f. charitable activities which promote the goals of the Corporation.

Section 2. Methods. To further these purposes, the Corporation will publish a quarterly journal and other publications and hold an annual conference and special tours.

Section 3. Gender. The use of terms and titles of one sex (Chairman, for example) shall not be construed to indicate the sex of any person.

ARTICLE II.  
Membership

Section 1. Eligibility. Membership is open to any person interested in the study or history of coast defenses and fortifications.

Section 2. Application. Applications for membership shall be submitted to the Corporation on forms provided for that purpose upon request. By signing and returning the application form, the applicant accepts the limitation of liability of the Corporation set forth in Article II, Section 7, below. Members shall be elected by the Board of Directors by unanimous vote, within 30 days of receipt of the application. The Corporation shall add applicants who are elected as members to the rolls and notify the membership through the Corporation's journal.

Section 3. Dues. Annual dues required to be paid by each class of members shall be determined by the Board of Directors from time to time.

Section 4. Classes of Membership.

- (a) General Member. General members are individual members who have one vote in all matters brought before the membership and may hold any office, attend conferences, tours and meetings, and receive publications of the Corporation as determined by the Board of Directors.

- (b) Honorary Members. Honorary Members shall be designated from time to time by the Board of Directors for periods of one year, renewable annually by the Board of Directors at its discretion. Honorary Members shall not be required to pay any dues, shall have no voting rights, and may not hold any office.
- (c) Organizational Members. Organizations (corporations, associations, governmental bodies, etc.) may be members. An Organizational Member shall have the same rights as a General Member (including one vote per Organizational Member), except that an Organizational Member shall not be entitled to hold any office. Representatives of each Organizational Member shall be entitled to attend the Corporation's conferences and meetings. Any individual who is affiliated with an Organizational Member may also be a General Member.
- (d) Family Members. Each General Member shall be entitled to sponsor one member of his or her immediate family to be a Family Member. Family Members shall have the same rights as General Members, except that Family Members shall not be entitled to receive individual copies of the Corporation's general publications.

Section 5. Termination of Membership. Any member may resign upon written notice to the Board of Directors. Any member who has not paid dues within 90 days of the date upon which such dues are due shall be conclusively presumed to have resigned. Any member may be expelled, with cause, by unanimous vote of the Board of Directors at any regular or special meeting of the directors after notice and opportunity for a hearing before the Board of Directors are afforded that member.

Section 6. Transfer of Membership. Membership in the Corporation is not transferable or assignable, and rights of membership may be exercised solely by the individual or organization that is a member of the Corporation.

Section 7. Limitation of Liability to Members. By becoming or remaining a member of the Corporation, each member (a) agrees to assume all risks and hazards of every nature whatsoever, including, without limitation, all risks and hazards of personal injury, death and damage or loss to personal property that may occur in connection with or as a result of any activity conducted or sponsored by or otherwise associated with the Corporation, and (b) does thereby release, absolve and hold harmless the Corporation, its members, directors and officers, from any and all liability of whatever nature, including, without limitation, liabilities relating to personal injuries, death and damage or loss to personal property occurring in connection with or as a result of any activity conducted or sponsored by or otherwise associated with the Corporation.

### ARTICLE III.

#### Voting: Meetings of Members

Section 1. Voting Rights of Members. The directors of the Corporation shall be elected by the members of the Corporation with voting rights, and such members shall vote on such other stated proposals as the Board of Directors shall, from time to time, submit to such a vote.

Section 2. Mail Votes. Voting for the election of directors and other stated proposals shall normally be by mail. Information concerning nominees for election as director, other stated proposals, voting procedures and ballots shall be mailed to the members of the Corporation. A mail vote shall be valid if at least one-fifth of the members of the Corporation as of the date of mailing participate in the mail vote by

the deadline for submission of votes stated in the materials announcing the vote. Unless otherwise provided by law, the Articles of Incorporation or these bylaws, all mail votes shall be decided by a majority of the votes cast by mail. At the discretion of the Board of Directors, mail votes may be combined with the votes of members of the Corporation present in person at a meeting of the members as provided in Article III, Section 9, below.

Section 3. Nominations. As soon as practicable after the beginning of each calendar year, the Board of Directors shall appoint a Nominating Committee, the composition of which shall be announced in the Corporation's journal. The members of the Corporation shall have the opportunity to suggest nominees to the Nominating Committee for their consideration. The Nominating Committee shall submit to the Board of Directors the names of the (and not less than two for each director position to be voted upon) nominees. All nominees must be members in good standing for at least 12 months. Subject to the approval of the report of the Nominating Committee by the Board of Directors, the Board of Directors shall cause the names of the individuals nominated by the Nominating Committee to be submitted to the members of the Corporation for election to the Board of Directors.

Section 4. Voting at Meetings; Minutes. The Board of Directors may determine that a particular election of directors, or a specific proposal, shall be voted on at a meeting of the members of the Corporation, in which case the provisions of this Article III relating to meetings of the members, notice thereof, and voting shall be applicable. Minutes shall be kept of all meetings of the members of the Corporation and a copy retained by the Secretary.

Section 5. Place of Meetings. All meetings of members for conducting business matters of the Corporation shall be held at such place within the United States as may be decided upon from time to time by the Board of Directors and indicated in the notice of meeting.

Section 6. Annual Meetings. An annual business meeting shall be held at such time and place, and on such date during the month of December, as may be designated by resolution of the Board of Directors from time to time, provided, however, that if the Corporation's annual conference is held prior to the month of December and the business that would otherwise be conducted at the annual meeting is conducted at the annual conference, it shall not be necessary to hold a separate annual meeting. The agenda for such meetings may include, without limitation, a report from the Board of Directors, reports from committees of the Board of Directors or member committees, and such other business as may be specified in the notice of the meeting or as may properly be brought before the meeting.

Section 7. Special Meetings. Special meetings of members for any purpose or purposes may be called at any time by the Board of Directors, but such special meetings may not be called by any other person or persons.

Section 8. Notice of Meetings: Waiver of Notice. A written or printed notice of every annual or special meeting of the members stating the place, date, and hour of the meeting and, in the case of a special meeting, the purposes therefore, shall be given, not less than 30 nor more than 90 days before "the date of the meeting, to each member entitled to vote thereat and to each member entitled to notice as provided by law. If mailed, such notice shall be deemed to be given when deposited in the United States mail, postage prepaid, directed to the member at his address as it appears on the records of the Corporation. Any member may waive in writing before or after any meeting of the members any notice

required to be given by law or under these bylaws and, by attending or voting at any meeting without protesting the lack of proper notice, a member shall be deemed to have waived notice thereof.

Section 9. Voting: No Proxies. Voting at meetings of members shall be by voice vote or head count. Unless otherwise provided by law or by the Articles of Incorporation Or these bylaws, at all meetings of members at which a quorum is present, all elections and questions shall be decided by the members having the majority of the votes entitled to be cast thereon present in person (and, in the discretion of the Board of Directors, by mail vote) at the meeting. Members of the Corporation shall not be entitled to vote by proxy.

Section 10. Adjournments. Any meeting of members, annual or special, convened on the date for which it was called may adjourn from time to time to reconvene at the same or some other place, and notice need not be given of any such adjourned meeting if (a) the time and place thereof are announced at the meeting at which the adjournment is taken and (b) the date of the reconvened meeting is not more than 120 days after the original record date. At the adjourned meeting the Corporation may transact any business which might have been transacted at the original meeting. If a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each member entitled to vote at the meeting.

Section 11. Quorum. At each meeting of members, except where otherwise provided by law or the Articles of Incorporation or these bylaws, members holding one-fifth of the votes entitled to be cast at the meeting, present in person (and, at the discretion of the Board of Directors, by mail vote) shall constitute a quorum. In the absence of a quorum, the members so present may, by majority vote, adjourn the meeting from time to time in the manner provided in Section 10 above until a quorum shall be present.

Section 12. Date of Record of Members. In order that the Corporation may determine the members for any purpose, the Board of Directors may fix, in advance, a record date, which shall not be more than 90 days before the date of such meeting, nor more than 90 days prior to any 'other action. If no record date is fixed, (a) the record date for determining members entitled to vote by mail shall be the date of mailing of information related to the vote~ (b) the record date for determining members entitled to notice of or to vote at a meeting of members shall be the later of (i) the close of business on the day next preceding the day on which notice is mailed and (ii) the 30th day before the meeting, (c) the record date for determining members entitled to express consent to corporate action in writing without a meeting, when no prior action of the Board of Directors is necessary, shall be the day on which the first written consent is expressed, and (d) except as otherwise provided by Maryland law, the record date for determining members for any other purpose shall be at the close of business on the day on which the Board of Directors adopts the resolution relating thereto. Except as otherwise required by Maryland law, a determination of members of record entitled to notice of or to vote at a meeting of members shall apply to any adjournment of the meeting~ provided, however, that the Board of Directors may fix a new record date for an adjourned meeting.

ARTICLE IV.  
Board of Directors

Section 1. Number. The number of directors shall be no fewer than three and no more than nine. The number of directors shall initially be three. The number of directors may be changed from time to time by a mail vote of the members of the Corporation or at a meeting of the members, in either case as provided in Article III. No decrease in the number of directors shall change the term of any director in office at the time of such decrease.

Section 2. Classification, Election and Term of Office of Directors. The directors shall be divided into three classes, and shall be elected for three-year staggered terms. Each year, a successor to each director whose term expires in that year shall be elected for a three-year term effective on October 1. A director shall hold office until October 1 during the year in which his term expires and until the director's successor is elected and qualified, subject, however, to such director's prior death, resignation or removal from office. If the number of directors is changed, any increase or decrease shall be apportioned among the classes so as to maintain a number of directors in each class as nearly equal as possible. Any additional director of any class elected to fill a vacancy resulting from an increase in such class shall hold office for a term that shall coincide with the remaining term of such class.

Section 3. Resignations, Removal and Vacancies. Any director may resign at any time upon written notice to that effect delivered to the Board of Directors, its Chairman, or the Secretary, to be effective upon its acceptance or at the time specified in such writing. Except as otherwise provided in the Articles of Incorporation or by Maryland law, any director, or the entire Board of Directors, may be removed, with or without cause, by the affirmative vote of a majority of all the members of the Corporation entitled to vote in the election of directors. Any vacancy occurring in the Board of Directors for any cause may be filled by a member selected by a majority of the remaining members of the Board of Directors, although such majority is less than a quorum, or by a plurality of the votes cast in a mail vote by, or at a meeting of, the members of the Corporation entitled to vote in the election of directors, and each director so elected shall hold office until the expiration of the term of office of the director whom he has replaced.

Section 4. Annual Meeting of Board. After each annual meeting of the members or special meeting held in lieu thereof, the newly elected Board of Directors, if a quorum is present, shall hold a meeting at the same place for the purpose of electing officers and transacting any other business. If, for any reason, the organizational meeting is not held at such time, a special meeting for such purpose shall be held as soon thereafter as practicable.

Section 5. Regular Meetings. Regular meetings of the Board of Directors for the transaction of any business shall be held on each February 1, May 1, August 1 and November 1 without notice of the time, place or purposes thereof and shall be held at such times and places as may be determined in advance by the Board of Directors.

Section 6. Special Meetings. Special meetings of the Board of Directors may be held at any time and place upon call by the Chairman of the Board/President or any two directors. Reasonable oral (including by telephone) or written notice (including by facsimile transmission) thereof shall be given by the person or persons calling the meeting, not later than 24 hours before the special meeting.

Section 7. Telephonic Meetings Permitted. Members of the Board of Directors, or any committee designated by the Board, may participate in a meeting of such Board or committee by means of conference telephone or similar communications equipment of all persons participating in the meeting can hear each at the same time, and such participation shall constitute presence in person at such meeting.

Section 8. Quorum: Minutes. At all meetings of the Board of Directors a majority of the directors shall constitute a quorum for the transaction of business. Except in instances where Maryland law requires the vote of a majority of the directors then in office, the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors. If a quorum is not present at any meeting of the Board of Directors the directors present thereat may adjourn the meeting from time to time without notice other than announcement at the meeting until a quorum shall be present. Minutes shall be kept of all meetings of the Board of Directors. A copy of the minutes shall be provided to each director and to the Secretary for permanent retention.

Section 9. Compensation. Directors shall not receive any compensation for service on the Board of Directors.

Section 10. Action of Board of Directors and Committees Without Meeting. Unless otherwise restricted by the Articles of Incorporation or these bylaws, any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting if all members of the Board or the committee, as the case may be, consent thereto in writing and the writing or writings are filed with the minutes of proceedings of the Board or the committee.

Section 11. Adoption of Corporate Policies by Board of Directors. The Board of Directors shall have the power to adopt from time to time corporate policies and procedures relating to the operations, activities and committees of the Corporation. Such policies and procedures shall be published to the members of the Corporation from time to time after their adoption.

Section 12. Duties of the Board of Directors. The business and affairs of the Corporation shall be managed under the direction of the Board of Directors. All powers of the Corporation may be exercised by or under the authority of the Board of Directors except as conferred on or reserved to the members of the Corporation by law or the Corporation's Articles of Incorporation or Bylaws, as the same may be amended from time to time.

## ARTICLE V. Committees

Section 1. Designation of Board Committees. The Board of Directors may, by resolution passed by a majority of the whole Board, designate one or more committees, each such connate to consist of two or more of the directors of the Corporation. The Board of Directors may, at any time, remove any member of any connate with or without cause and may designate one or more directors as alternate members of any connate, who may replace any absent or disqualified member at any meeting of the connate. In the event the Board of Directors has not designated a Chairman, the connate shall appoint one of its own number as Chairman, who shall preside at all meetings, and may also appoint a secretary (who need not

be a member of the connate), who shall keep its records and who shall hold office at the pleasure of the connate.

Section 2. Powers and Authority of Board Committees. Any such connate, to the extent provided by resolution of the Board of Directors, shall have and may exercise all the powers and authority of the Board of Directors in the management of the business and affairs of the Corporation to the extent permitted by Maryland law and may authorize the seal of the Corporation to be affixed to all papers which may require it; but no connate shall have power or authority to (a) approve or recommend to members any act that Maryland law or the Articles of Incorporation requires to be approved by members; (b) fill vacancies on the Board of Directors or any of its communities; (c) amend the Articles of Incorporation; or (d) adopt, amend, or repeal the bylaws of the Corporation.

Section 3. Committees of Members. The Board of Directors may, from time to time, designate one or more communities of members of the Corporation, which communities need not have directors as members thereof. Such communities may be standing communities, or appointed on an ad hoc basis, and may (but need not) include committees responsible for matters such as finance, membership, publications, conference planning, tours, nominations, audits, and preservation of coast defense sites. Such committees shall have such responsibilities as may be set forth in policies adopted from time to time by the Board of Directors, Provided that no committee of members shall have the power or authority to legally bind the Corporation. All determinations, recommendations and nominations of communities of members of the Corporation shall be subject to the approval of the Board of Directors or a committee of the Board of Directors.

Section 4. Regular Meetings. Regular meetings of committees may be held without notice of the time, place or purposes thereof and shall be held at such times and places (or by telephone as provided in Article IV, Section 7) as the committee may from time to time determine in advance.

Section 5. Special Meetings. Special meetings of committees may be held upon notice of the time, place and purposes thereof. Until otherwise ordered by the committee, special meetings shall be held at any time and place (or by telephone as provided in Article IV, Section 7) at the call of the chair.

Section 6. Actions at Regular and Special Meetings; Actions Without a Meeting. At any regular or special meeting any committee may exercise any or all of its powers, and any business which shall come before any regular or special meeting may be transacted thereat, provided a majority of the committee is present, but in every case the affirmative vote of a majority of the members of the committee present at a meeting shall be necessary to take any action. The members of a committee present at any meeting, whether or not they constitute a quorum, may appoint a director (or, in the case of committees of members, a member of the Corporation) to act in the place of an absent member of the committee. Any authorized action by the committee may be taken without a meeting by a writing signed by all the members of the committee. '

## ARTICLE VI. Officers

Section 1. Officers Designated. The officers of the Corporation shall be elected by the Board of Directors at its annual meeting or any special meeting. They shall include a Chairman, who shall also

serve as the President, a Secretary, a Treasurer and such other officers as the Board may from time to time determine. The Chairman and President shall be, and the other officers may, but need not be, chosen from among the directors. Except for the offices of President and Vice President of the same corporation, any two offices may be held by the same person, but in any case where the action of more than one officer is required no one person shall act in more than one capacity.

Section 2. Tenure of Office. The officers of the Corporation shall hold office for one year and until their respective successors are chosen and qualified, except in case of their prior resignation, death or removal. The Board of Directors may remove any officer at any time with or without cause by the vote of a majority of the directors in office at the time, but such removal shall be without prejudice to the contractual rights of such officer, if any. A vacancy, however created, in any office may be filled by election by the directors.

Section 3. Powers and Duties of Officers. The officers of the Corporation shall have such powers and duties in the management of the Corporation as may be prescribed by the Board of Directors and, to the extent not so provided, as generally pertain to their respective offices, subject to the control of the Board of Directors.

Section 4. Books. Any officer, if so required by the Board of Directors, shall furnish a fidelity bond in such sum and with such security as the Board of Directors may require. The cost of any bond required by the Board of Directors shall be paid by the Corporation.

## ARTICLE VII. Miscellaneous

Section 1. Seal. In the discretion of the Board of Directors, the Corporation may have a seal which shall have inscribed thereon the name of the Corporation and the words "Corporate Seal". The seal may be used by causing it or a facsimile thereof to be impressed or affixed or otherwise reproduced.

Section 2. Books. The books of the Corporation may be kept within or without the State of Maryland at such place or places as may be designated from time to time by the Board of Directors.

Section 3. Conferences and Tours. Annual conferences and special tours of the Corporation shall be held at time and places as decided upon from time to time by the Board of Directors after consulting the membership. The Board of Directors will appoint an ad hoc conference or tour committee to organize the event and produce notes.

Section 4. Journal. A quarterly journal of the Corporation shall be published in February, May, August and November under the direction of the Board of Directors.

Section 5. Fiscal Year. The fiscal year of the Corporation shall be as determined by the Board of Directors.

Section 6. Facsimiles. Any copy, facsimile telecommunication or other reliable reproduction of a writing, transmission or signature may be substituted or used in lieu of the original writing, transmission or signature for any and all purposes for which the original writing, transmission or signature could be

used, provided that such copy, facsimile telecommunication or other reproduction shall be a complete reproduction of the entire original writing, transmission or signature, as the case may be.

Section 7. Transition Provision Concerning Members. Notwithstanding anything in these bylaws to the contrary, the initial members of the Corporation shall be elected by the initial directors of the Corporation without the necessity of an application as contemplated by Article II, Section 2 of these bylaws.

Section 8. Amendment of Bvlaws. After adoption of the initial bylaws of the Corporation, either the Board of Directors or five or more members may propose additional bylaws or that the bylaws be changed, altered, amended or repealed, but the Board of Directors itself shall not be entitled to actually make additional bylaws or change, alter, amend or repeal any bylaws, whether adopted by them or otherwise. In order for additional bylaws to be adopted or for the bylaws to be changed, altered, amended or repealed, the change must be submitted to a vote of the members in which a majority of all of the members of the Corporation with voting rights participate, and the additional bylaw or change, alteration, amendment or repeal shall be approved by the affirmative vote of a majority of the members actually voting on the issue.

THE FOREGOING BYLAWS WERE ADOPTED BY ACTION BY THE BOARD OF DIRECTORS OF THE CORPORATION ON \_\_\_\_ \_\_\_\_\_, 1993.