

BYLAWS OF
THE WASHINGTON MAP SOCIETY
(a District of Columbia Nonprofit corporation)
Approved March 16, 2007

ARTICLE I

Offices; Agent; Seal

1. Principal Office. The principal office of the Corporation and such other offices as it may establish shall be located at such place or places, either within or without the District of Columbia, as may be designated by the Board of Directors.
2. Registered Office and Agent. The corporation shall continuously maintain within the District of Columbia a registered office at such place as may be designated by the Board of Directors. The Corporation shall continuously maintain within the District of Columbia a registered agent, which agent shall be designated by the Board of Directors. Any change in the registered office or registered agent shall be accomplished in compliance with the District of Columbia Nonprofit Corporation Act.
3. Seal. The seal of the corporation shall contain its name, the year of its incorporation and the words "District of Columbia." The seal may be used by causing it or a facsimile thereof to be affixed, impressed, or used in any other manner permitted by law.

ARTICLE II

Membership

1. Qualifications. The membership of the corporation shall consist of those persons who are genuinely interested in the Corporation's purposes and activities, who pay the annual dues determined by the Board of Directors, and who meet any additional requirements for membership imposed by the Board of Directors.
2. Privileges of Membership. There shall be one class of members and each member shall have the right to vote for Directors as provided in Article VI, Officers as provided in Article VII, amendments to the Articles of Incorporation and Bylaws as provided in Article IX, mergers, dissolution, and on such other matters as may be provided by law, the Articles of Incorporation, or these Bylaws.
3. Term of Membership. The term of membership shall be annual.
4. Resignation. Any member of the corporation may resign at any time by delivering a written resignation to the Corporation. Such resignation shall be effective upon its receipt by the Corporation.
5. Meetings. Meetings of the members may be held within or without the District of

Columbia. The Corporation shall hold a regular annual meeting of members at a time and place set by the Board of Directors. In addition, special meetings of members may be called by the Board of Directors. Notice of any such meeting of the members shall be given not less than ten (10) days before the date of the meeting and shall otherwise conform to the applicable requirements of the District of Columbia Nonprofit Corporation Act. In the case of a special meeting, the purpose or purposes for which the meeting is called shall be stated in the notice.

6. Quorum. A quorum shall be constituted when the number of members actually present at a meeting and the number of members represented by proxy total at least twelve (12).

7. Vote. The affirmative vote of a majority of the votes entitled to be cast, or of such greater number as shall be specified in the Articles of Incorporation, these Bylaws, or the District of Columbia Nonprofit Corporation Act, by the members present or represented by proxy at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the members.

8. Proxies. A member may vote in person or by proxy executed in writing. No proxy shall be valid for a period greater than eleven (11) months, unless the proxy specifies otherwise.

ARTICLE III

Directors

1. Classes. There shall be one (1) class of Directors.

2. Powers. The affairs of the Corporation shall be managed by the Board of Directors. The Board of Directors shall possess, and may exercise, any and all powers granted to the corporation under the District of Columbia Nonprofit Corporation Act, the Articles of Incorporation, and the Bylaws.

3. Number. The Directors shall be no fewer than seven (7) and no more than eleven (11) in number, and shall include the President, Vice-President, Secretary, and Treasurer. The Board of Directors shall consist initially of eight members. The initial Directors shall be the eight (8) persons named in the Articles of Incorporation. Each shall serve for terms expiring at the first annual meeting of the members. The number of Directors may be increased or decreased by amendment of the Bylaws provided that no such amendment may reduce the total number of Directors to less than three (3), and no reduction in the number of Directors shall have the effect of shortening the term of any Director in office at the time such amendment becomes effective.

4. Nomination. The Nominating Committee shall nominate a slate of new Directors for election by the members at each annual meeting. A member may nominate new Directors for election by the members at each annual meeting in addition to those Directors nominated by the Nominating Committee. The Directors nominated may include any or all of the Directors in office. The results of the Nominating Committee shall be presented to the Board of Directors in a timely manner for review and approval prior to the annual business meeting.

5. Election. The Directors shall be elected by the affirmative vote of a majority of the votes entitled to be cast by the members present or represented by proxy at the annual meeting.
6. Qualifications. Membership in the corporation is a prerequisite for all candidates for the Board of Directors. Members of the Board of Directors need not be residents of the District of Columbia. A Director may succeed himself or herself in the office.
7. Tenure. A Director shall serve from the date of his or her election for a three year period from the date of the annual business meeting. Directors whose terms are expiring may be nominated for an additional term. The term of office of any individual director may terminate prior to expiration the three year term upon his or her resignation submitted in writing or by electronic means to the President and Board of Directors, or upon a majority vote of the board members present or represented by proxy at a special meeting of the board called for such purpose.
8. Resignation. Any Director may resign at any time by giving written notice of his or her resignation to the President and Board of Directors. Unless otherwise specified in such notice, the resignation shall be effective upon delivery via written or electronic means.
9. Vacancies. A vacancy in the Board of Directors existing between annual meetings of the members shall be filled by majority vote of the members at a special meeting of the members called for such purpose. A Director so elected shall serve for the remainder of the unexpired term. A vacancy created by an increase in the number of Directors shall be filled by majority vote of the members at a special meeting of the members called for such purpose.
10. Chairperson. There shall be a Chairperson of the Board of Directors, who shall preside over all meetings of the Board if present. The Chairperson shall be the President.
11. Place of Meetings. The Board of Directors may hold meetings, annual, regular, or special, either within or without the District of Columbia.
12. Annual Meeting. The annual meeting of the Board of Directors shall be held within thirty (30) days of the annual meeting of the members. Notice of such meeting shall be given to each Director at least ten (10) days prior to the date of the meeting.
13. Regular Meetings. Additional regular meetings of the Board of Directors may be held, at such times and places as may be determined by the President. Notice of such a meeting shall be given to each Director at least ten (10) days prior to the date of the meeting.
14. Special Meetings. Special meetings of the Board of Directors may be called by the President, or two or more Directors, on ten (10) days notice to each Director.
15. Quorum; Vote; Adjournment. At all meetings of the Board of Directors, the actual presence of a majority of the Directors then in office, or one-third of the number of Directors fixed by these Bylaws, if greater, shall constitute a quorum for the transaction of business. The affirmative vote 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, except as may be specifically provided by law, the

Articles of Incorporation, or these Bylaws. If a quorum is not present at a meeting of the Board of Directors, the Directors present may adjourn the meeting until a quorum is present.

16. Action by Consent. Any action required or permitted to be taken at a meeting of the Board of Directors or of any committee may be taken without a meeting if written consents setting forth the action so taken are signed by all of the members of the Board of Directors or of such committee, as the case may be. Such consents (which may be in one instrument or several instruments) and a certificate of the Chairperson of the Board of Directors (or, in the case of a committee;" the Chairperson thereof) or the Secretary as to the effective date of such action, shall be filed with the minutes of the proceedings of the Board of Directors or of the committee. An action so taken shall be deemed to have been taken at a meeting held on the effective date so certified.

17. Meetings by Telephone. The members of the Board of Directors or of any Committee may participate in a meeting by means of a conference telephone or similar communications equipment by which all Directors participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at such meeting.

18. Reimbursement. Members of the Board of Directors shall receive no compensation for their services, but, by resolution of the Board of Directors, may be reimbursed for reasonable expenses paid while acting on behalf of the Corporation.

19. Committees.

(a) Committees of the Board. The Board of Directors may, by resolution adopted by a majority of the Directors in office, establish committees, including an Executive Committee. In addition there shall be selected standing committees whose membership shall be composed of members of the Board and the general membership. The Board of Directors may make such provisions for appointment of the members and chairpersons of such committees, establish such procedures to govern the committees' activities, and delegate to the committee such authority as may be necessary or desirable for the efficient management of the property, affairs, business, and activities of the corporation; provided, that the Board of Directors shall not delegate to any' committee authority to (1) adopt a plan of merger or consolidation; (2) authorize the voluntary dissolution of the corporation; (3) elect, appoint, or remove any Director or Officer; or (4) adopt without board approval any amendment of the Articles of Incorporation or the Bylaws. Unless otherwise specified in the resolution by which the standing committees' are established and recognized; a committee's authority shall continue until terminated by the Board of Directors. Expenditure of funds by a committee must be approved prior to the expenditure by the Board of Directors.

(b) Advisory Committee. other committees not having and exercising the authority of the Board of Directors may be constituted and members thereof appointed by a resolution adopted by a majority of the Directors present at a meeting of the Board of Directors at which a quorum is present.

(c) Nominating Committee. There shall be an advisory committee known as the

Nominating Committee. The duties of the Nominating Committee shall be to nominate a slate of new Directors including new officers; to replace those whose terms are to expire. The Committee shall consist of three (3) members, unless otherwise provided by the resolution of the Board of Directors. The members of the Nominating Committee shall serve from the date of appointment until the next annual meeting of the membership. The nominations proposed by the Committee shall be presented to the Board of Directors for review and approval in a timely manner.

(d) Program Committee The Program Committee shall prepare an annual program agenda for the monthly meetings, and periodic field trips and special educational seminars, for each program year. The committee shall present the proposed monthly program schedule to the Vice President for review and submission to the Board of Directors. The committee chairperson shall be selected by the Vice President from the committee members consisting of not less than four (4) members drawn from the membership and the Board of Directors.

20. Committee Meetings. Meetings of any committee shall, to the extent not otherwise specified in resolutions of the Board of Directors, be conducted in accordance with the foregoing provisions of this article.

ARTICLE IV

Officers

1. Officers. The Officers of the Corporation shall be a President, a Vice President, a Secretary, a Treasurer, and such other Officers as the Board of Directors may determine are necessary or desirable.

2. Nomination. The Nominating Committee shall nominate a slate of new Officers to be presented to the Board of Directors for approval prior to submission to the general membership for election. The slate shall contain the names of nominees for positions that come open periodically for election.

3. Election. The Officers shall be elected by the affirmative vote of a majority of the votes entitled to be cast by the members present or represented by proxy at the annual meeting.

4. Qualification. Membership in the Corporation is a prerequisite for all candidates for a position as an Officer. Officers need not be residents of the District of Columbia and shall be eligible for re-election.

5. Tenure. The position of President and Vice President shall be for a term of two (2) years and officers term shall start at the conclusion of the annual business meeting and end at the conclusion of the annual business meeting following the end of their elected term. A president or vice president may not serve more than two successive years in the same office. For the position of Secretary and Treasurer, the term of office shall be for three (3) years. An incumbent Secretary or Treasurer who has served for at least three years may be nominated for an additional term of one year at a time, without limitation thereto. The term of office of any

individual officer may terminate prior to the expiration of the elected term of office upon his / her resignation submitted in writing or by electronic means to the President and the Board of Directors, or upon a special meeting of the board called for such purpose.

(a) Assistant Officer The Assistant Officer positions shall consist of an Assistant Treasurer and an Assistant Secretary. The Nominating Committee shall, with the approval of the principal Officer of the affected position to be supported; submit to the Board of Directors the name(s) of nominated members in good standing for review and approval.

(b) Tenure of Assistant Officers The term of service shall be the same as the principal Officer to which the position serves.

6. Resignation. An Officer may resign at any time by giving written notice or by electronic means of his or her resignation to the Chairperson of the Board of Directors. Unless otherwise specified in such notice, the resignation shall be effective upon delivery.

7. Vacancies Filled by the Board of Directors. Vacancies in the board of directors and officers may be filled by the affirmative vote of a majority of the remaining directors then in office, though less than a quorum, or by the sole remaining director. Each director / officer elected to fill a vacancy shall hold office until the end of the unexpired term of the vacant position.

8. Compensation. The compensation of Officers shall be fixed from time to time by the Board of Directors.

9. Duties of Officers.

(a) President. The President shall be the Chief Executive and Operating Officer of the corporation, subject to the direction and control of the Board of Directors, to whom he or she is responsible for the affairs of the corporation and for the performance of its other Officers and its employees. The President may sign and execute, in the name of the Corporation, deeds, mortgages, leases, bonds, contracts, and other instruments authorized by the Board of Directors, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by the Bylaws to some other Officer or agent of the corporation. The President shall report to the corporation at its annual meeting with respect to the affairs of the Corporation. In general, the President shall perform all duties incident to the Office of Chief Executive and Chief operating Officer of the Corporation, and such other duties from time to time may be assigned to him or her by the Board of Directors.

(b) Vice President. In the absence of the President, the Vice President shall act on his or her behalf. The Vice President shall oversee the annual programs and activities of the Program Committee and submit the committee's reports to the Board of Directors.

(c) Secretary. The Secretary shall:

(1) Certify and keep at the principal office of the Corporation the original or a

copy of the Bylaws as amended to date;

(2) Keep at the principal office of the corporation, or at such other place as the Board of Directors may order, a book of minutes of all proceedings of the Board of Directors and of the members, whether annual, regular, or special;

(3) Cause all notices to be duly given in accordance with the provisions of the Bylaws or as required by law;

(4) Be custodian of the records and of the seal of the Corporation and see that it is engraved, lithographed, printed, stamped, impressed upon, or affixed to all documents the execution of which on behalf of the Corporation under its seal is duly authorized;

(5) See that the books, reports, statements, and all other documents and records required by law are properly kept and filed;

(6) Exhibit at all reasonable times to any Director, upon request, the Bylaws and minutes of proceedings of the Board of Directors; and

(7) In general, perform all the duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the Board of Directors or the President.

(c-1) Assistant Secretary The Assistant Secretary shall perform duties as assigned by the Secretary and in his or her absence assumes the functional duties of the position.

(d) Treasurer. The Treasurer shall:

(1) Have charge and custody of, and be responsible for, all funds and securities of the Corporation, and deposit all such funds, in the name of the Corporation, in such banks, trust companies, or other depositories as shall be selected by the Board of Directors;

(2) Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, and surplus;

(3) Exhibit the books of account and records to any Director, upon request, during business hours at the office of the Corporation where such books and records are kept;

(4) Render, upon request, a statement of the condition of the finances of the Corporation at all meetings of the Board of Directors, and render a full financial report at the annual meetings of the Board of directors;

(5) Receive, and give receipt for, monies due and payable to the Corporation from any source whatsoever; and

(6) In general, perform all the duties incident to the office of Treasurer and such

other duties as from time to time may be assigned to him or her by the Board of Directors or the President.

(d-1) Assistant Treasurer The Assistant Treasurer shall perform duties as assigned by the Treasurer and in his or her absence assumes the functional duties of the position.

ARTICLE V

Financial Administration

1. Documents. All disbursements of monies or incurrence of debts on behalf of the corporation may be undertaken by such Officer(s) or agent(s) of the Corporation, and in such manner, as shall from time to time be determined by resolution of the Board of Directors or of any committee to which such authority has been delegated by the Board of Directors.
2. Deposits and Accounts. All funds of the Corporation not otherwise employed shall be deposited from time to time in general or special accounts in such banks, trust companies, or other depositories as the Board of Directors or any committee to which such authority has been delegated by the Board of Directors may select, or as may be selected by any Officer or Officers or agent or agents of the Corporation to whom such power may from time to time be delegated by the Board of Director. For the purpose of deposit and for the purpose of collection for the account of the corporation, checks, drafts, and other orders of the corporation may be endorsed, assigned, and delivered on behalf of the Corporation by such Officer(s) or agent(s) of the corporation as shall be determined by the Board of Directors.
3. Corporate Records. The Corporation shall keep at its principal place of business (a) the original or a duplicate record of the proceedings of the Board of Directors, Committees, and members, (b) the original or a copy of the Bylaws, including all amendments thereof to date, certified by the Secretary, and (c) appropriate, correct, and complete books and records of account.

ARTICLE VI

Notice

1. Form; Delivery. Whenever, under the provisions of law, the Articles of Incorporation, or the Bylaws, notice is required to be given to any Director or member, such notice may be given in writing, by mail, addressed to such Director or member at his or her post office address as it appears on the records of the corporation. Such notice shall be deemed to be given at the time it is deposited in the United States mail. Notice may also be given personally, or by telephone, telegram or private carrier.
2. Waiver. Whenever any notice is required to be given under the provisions of law, the Articles of Incorporation, or these Bylaws, a written waiver thereof, signed by the person or persons entitled to such notice and filed with the records of the meeting, whether before or after the time stated therein, shall be deemed to be the equivalent of such notice. In addition, any

member who attends a meeting of the members in person, or is represented at such meeting by proxy, without protesting at the commencement of the meeting the lack of notice thereof to him or her, or any Director who attends a meeting of the Board of Directors, or any member of a committee who attends a committee meeting, without protesting at the commencement of the meeting such lack of notice, shall be conclusively deemed to have waived notice of such meeting.

ARTICLE VII

Insurance and Indemnification

1. Insurance. The Corporation may purchase and maintain insurance on behalf of itself or any person who is or was a Director, Officer, advisor, employee, or agent of the corporation against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such.

2. Right to Indemnification and Advancement of Expenses. The Corporation shall, to the fullest extent required or permitted by applicable law --

(a) indemnify any person who is or was, or is the personal representative of a deceased person who was, a Director, Officer, employee or agent of the corporation ("Indemnified Parties") against any liability asserted against him or her and incurred by him or her (1) by reason of the fact that he or she (or his or her testator or intestate) is serving or served in such capacity or at the request of the corporation as a Director, trustee, partner, officer, employee or agent of another corporation, partnership, joint venture trust or other enterprise, or as fiduciary of an employee benefit plan or (2) arising out of his or her (or his or her testator's or intestate's) service or status as such; and

(b) advance costs or expenses reasonably incurred by an Indemnified Party in defending against such liability upon the Corporation's receipt from the Indemnified Party of an undertaking to repay amounts so advanced if it is ultimately determined that such Indemnified Party is not entitled to be indemnified as authorized in this Article VII;

provided that, unless applicable law otherwise requires, indemnification shall be contingent upon a determination, by majority vote of a quorum of the Board of Directors consisting of disinterested Directors or, if such a quorum is not obtainable or a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion, that indemnification is proper in the circumstances because such Indemnified Party has met the applicable standard of conduct prescribed by the applicable law of the District of Columbia.

3. Non-exclusivity of Rights. The right to indemnification and advancement of expenses conferred in this Article VII shall not be exclusive of any other right which any Indemnified Party may have or hereafter acquire under any statute, Bylaw, agreement, vote of stockholders or disinterested Directors.

4. Appearance as Witness or Otherwise. The corporation shall pay or reimburse expenses actually or reasonably incurred by an Indemnified Party by reason of such Indemnified Party's position as a witness or other participant in a proceeding in which such Indemnified Party has not been named a defendant or respondent.

5. Repeal or Amendment. No repeal or amendment of this Article VII shall adversely affect any right or protection of an Indemnified Party with respect to any act or omission occurring prior to such repeal or amendment.

ARTICLE VIII

Accounting Period

The annual accounting period of the Corporation shall begin on July 1 and end on June 30 of the following year.

ARTICLE IX

Amendments

1. Bylaws. The Bylaws may be amended by the affirmative vote of a majority of the votes entitled to be cast by the members present or represented by proxy at a meeting of the membership at which a quorum is present.

2. Articles of Incorporation. The Articles of Incorporation may be amended by the affirmative vote of two thirds (2/3) of the votes entitled to be cast by the members present or represented by proxy at a meeting of the membership at which a quorum is present.
