

# Maryland Odyssey of the Mind BY-LAWS

## Article I: Association Name

### Section 1: Name:

The name of this organization shall be Maryland Odyssey of the Mind, hereafter referred to as MDOotM. This organization shall be the official implementer and/or administrator of the Odyssey of the Mind<sup>®</sup> program (hereafter referred to as OotM) within the State of Maryland.

## Article II: Purposes

### Section 1. Mission Statement:

MDOotM provides opportunities for students to develop critical thinking and creative problem-solving skills which are necessary to meet the challenges of today's ever-changing world and which prepare them for success in the local, national and global environment. The experiences that we provide also encourage the development of divergent thinking, cooperation and teamwork, self-respect and the appreciation and understanding that all students can contribute to the creative problem-solving process.

### Section 2. Purposes:

The major purposes of MDOotM are:

- A. To foster creative problem solving among Maryland elementary, secondary and college aged students.
- B. To plan and execute the annual OotM creative problem solving competition for the state of Maryland.
- C. To disseminate information about OotM, its goals, objectives and philosophy.
- D. To conduct program awareness sessions, training sessions, and other activities that promote creativity and creative problem solving.
- E. To promote, encourage and recognize good sportsmanship
- F. To provide assistance and encouragement to state memberships and other groups interested in participating in the OotM program.
- G. To serve as a liaison between state members and the national office.
- H. To serve as the official body in determining eligibility for participation in the OotM program's annual national/international tournament.

### Section 3. Non-Profit Status:

This corporation is organized exclusively for one or more of the purposes as specified in 501(c)(3) of the Internal Revenue Code, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code.

## Article III. Offices

### Section 1. Offices:

The registered office of the corporation shall be located at the residence of the President, who will serve as the Registered Agent. The Registered Agent shall receive all official correspondences at their address. The corporation may have additional offices at such other places as its Board of Directors may from time to time determine is needed or as the business of the corporation requires.

## **Article IV. Powers**

### Section 1. Powers:

The business and affairs of the corporation shall be managed by or under the direction of its Board of Directors. The directors shall have all powers and authority provided in the Articles of Incorporation and permitted by law.

## **Article V. Organization**

### Section 1. Governance:

Governance of MDOotM shall be vested in a Board of Directors (herein after called the Board), who will follow Robert's Rules of Order. The board will include an elected President, an elected Vice-President, and appointed executive board members (as defined in Article VI). It will be the responsibility of the Board to execute any and all MDOotM policies in accordance with these bylaws.

### Section 2. Compensation:

Members of the Board shall serve without compensation. Expenses incurred in the fulfillment of Board responsibilities shall be reimbursed as required and allowable by the Internal Revenue Code.

### Section 3. Employees:

The Corporation will not have any employees and all individuals assisting the Corporation in the pursuance of its activities shall do so as volunteers.

### Section 4. Board Responsibilities

The Board shall be responsible to:

- A. Set and implement policies and procedures;
- B. Review and approve an annual budget;
- C. Authorize the President and Vice-President of the Corporation to enter into contractual obligations to or with outside agencies on behalf of the Corporation;
- D. Conduct annual creative problem solving tournament(s);
- E. Assume roles and responsibilities for tournaments, training and other programs; and
- F. Otherwise manage the affairs of the Corporation.

### Section 5. Committees:

The Board may create standing and ad hoc committees, reporting to the appropriate board member, as needed in the execution of the MDOotM mission.

### Section 6. Fiscal Year:

The fiscal year shall run annually from 1 July through 30 June.

### Section 7: Terms of Service:

- A. Elected members of the board shall serve for two years. Appointed members of the board serve one year terms. There shall be no restriction on the number of terms served.
- B. All terms of service shall begin and end on the fiscal year calendar.
- C. Mid-term appointments for all positions expire at the end of the fiscal year.

### Section 8. Voting rights:

All elected and appointed members of the Board have one vote. In the event of a tie, the Vice-President may vote to break a tie. In the absence of the Vice-President, the President may make the tie-breaking vote.

Section 9. Vacancies on the Board:

- A. If any elected member of the Board shall vacate or be removed from their position, the board shall appoint a successor within sixty (60) days to serve until the following 30 June. During the regular scheduled election of the fiscal year when the vacancy occurs, an election will be held to fill the vacancy. The newly elected Board member shall serve the remainder of the term.
- B. Should an appointed Board member vacate or be removed from their position, the President shall appoint a new Board member to serve the remainder of the term.

Section 10. Removal of Board Members:

Any Board member may be removed at any regular or special meeting called for the purpose of removing a Board member for any of the following:

- 1. Nonfeasance, or
- 2. Malfeasance, or
- 3. Misfeasance, or
- 4. Conduct detrimental to the interests of the Corporation, or
- 5. Refusal to render reasonable assistance in carrying out Board business or assignments.

Proposal for the removal of any Board member must be approved by a majority vote of the MDOotM Board of Directors. A MDOotM Board member must make this motion.

Any Board member proposed for removal shall be given two (2) weeks written notice by certified mail prior to the meeting at which the removal is to be voted upon and shall be entitled to appear before and to be heard by the Board of Directors at such meeting. Notice shall include the reason(s) for the vote to remove.

Removal shall only occur at a regular or special board meeting. To call for a vote 2/3 of the board must be present at the meeting with an affirmative 2/3 vote of those present. Proxy privileges shall not apply. Under egregious circumstances, the President and/or Executive Board may immediately suspend a board member, pending action by the full board.

Section 11. Regular Meetings:

The MDOotM Board shall hold monthly meetings as needed. All Board members are expected to attend. Standing Committee Chairpersons, are welcome to attend, but may not vote. Votes on items associated with the routine course of business shall be in person or via real-time electronic communication at regular scheduled board meetings; proxy votes will not apply.

Section 12. Organizational Meeting:

There shall be a planning meeting held prior to the end of each fiscal year, during which the annual plan and calendar will be created.

Section 13. Place of Meetings:

Board meetings may be held at such places, within or outside the State of Maryland and including video and telephone conferences, as stated in these bylaws or as the board may from time to time determine or as may be specified in the call of any meetings.

Section 14. Special Meetings:

Special meetings of the Board may be called by the President, the Vice-President, or by three Board members currently in office. Notice of the Special Meeting shall be given to each Director at least five (5) days before the meeting. Such notice shall set forth the time and place of such meeting but need not, unless otherwise required by law or elsewhere in these bylaws, state the purpose of the meeting. A majority of the Directors

present at any given meeting may adjourn the meeting from time to time without notice other than announcement at the meeting.

Section 15. Quorum:

A simple majority of the total number of directors excluding any vacancies shall constitute a quorum for the transaction of business at any meeting of the Board. If at any meeting a quorum is not present, a majority of the Directors present may adjourn the meeting from time to time without notice other than announcement at the meeting until a quorum is present. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors. Members of the board of directors, or of any committee thereof, may participate in a meeting of such board or committee by means of conference telephone or similar communications device by which all persons participating in the meeting can hear each other.

Section 16. Action without Meeting:

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 such committee, as the case may be, consent thereto in writing or electronic notification via e-mail, and such written consent, manual or electronic, is filed with the minutes of the proceedings of the board or committee.

Section 17. Proxy Voting:

Unless otherwise stated in these bylaws, a voting member may assign his/her proxy vote in writing for specific issue(s) to a designated attendee.

## **Article VI. Administration**

Section 1. Job Descriptions and Responsibilities

The following positions and accompanying job descriptions constitute the whole of the MDOotM Board of Directors. Directors and members listed in this section, except where otherwise noted, are voting board members. The holding of one of these positions entitles the individual to one vote, and holding multiple positions does not entitle the individual to multiple votes nor does that qualify them as multiple entities for purposes of a quorum call. Other non-board positions may be created as required; such positions will be non-voting positions.

A. President

The President serves as the CEO of the Corporation and shall also be known as the Association Director (AD). The AD shall be responsible for:

1. Coordinating dates and sites of the tournament(s);
2. Oversight of all Board positions;
3. Recruiting new memberships;
4. Appointing all non-elected board members and committee chairpersons;
5. Coordinating the information on the state tournament winners to the national organization;
6. Serving as liaison with the national organization;
7. Informing Board members of changes to the national program;
8. Reporting results of national tournament;
9. Selecting and approving all state Problem Captains;
10. Training Problem Captains to ensure consistency and quality in judging;
11. Overseeing performance of the Webmaster;
12. Representing the Board at all national meetings and events;
13. Ensuring compliance with all required federal and state tax reporting;

14. Verifying all licensing agreements and contracts are in place with the national organization and any activity venues that require such;
15. Verifying General Liability and Director's and Officers Insurance policies are maintained in force;
16. Fulfills the duties of the Vice-President (see Section B below) in their absence;
17. And, in consultation with Problem Captains, reviewing and monitoring the performance of all judges at all levels of competition.

The President shall be elected by the sitting Board of Directors for a two-year term. There shall be no restrictions on the number of terms.

#### B. Vice-President

The Vice-President serves as the Chairman of the Board of Directors and shall also be known as the Assistant Association Director. The Vice-President oversees the long term preparation of the program for continued growth. The Vice-President shall be responsible for:

1. Chairing all Board meetings;
2. Creating agendas for Board meetings in conjunction with the President;
3. Contacting Board members and others as appropriate with meeting reminders;
4. Attending all national meetings;
5. Voting to break ties as required;
6. Advising President on all issues and serving in their absence.

The Vice-President shall be elected by the sitting Board of Directors for a two-year term. There shall be no restrictions on the number of terms.

#### C. Communications Director

The Communications Director serves as Secretary of the Corporation and is responsible for maintaining all meeting minutes and other communiqués in a permanent record (including tax documents, insurance certificates, by-laws, etc.). The Communications Director oversees the performance of the historian, the public relations chair, and the international home-stay coordinator. This director works closely with and provides meeting documents, as appropriate, to the Webmaster to ensure information is available online in a timely manner. The Communications Director shall be appointed by the Board of Directors for a one-year term. There shall be no restrictions on the number of terms.

#### D. Finance Director

The Finance Director serves as the Treasurer of the Corporation. The Treasurer maintains accurate records of all financial transactions, disseminates the treasurer's report prior to Board meetings, and prepares for and assists with financial audits. The Treasurer works with the Executive and Vice-Presidents to prepare an annual budget to present to the Board. The Treasurer will file annual financial reports as required by state and federal law. The Treasurer works closely with and oversees product sales operations and the scholarship committee. The Treasurer maintains historical data on sales and marketing trends. The Finance Director shall be appointed by the Board of Directors for a one-year term. There shall be no restrictions on the number of terms.

#### E. Training Director

The Training Director's focus is on continuously improving the current training programs and develops new programs to enhance the quality of the Maryland program. The Training Director is the board liaison for the judges and coaches. The Training Director oversees current training at Judges' Training, Creativity Kickoff, Coordinators' Workshop, and the Spontaneous Workshop. The Training Director ensures adequate and high quality staffing at training events, and develops new training events as required. The Training Director is appointed by the President.

#### F. Membership Director

The Membership Director's (MD) focus is to sustain and grow school memberships throughout the state through good communication with schools and coaches. This position serves as the liaison for school teams with the county representatives. The MD maintains historical membership data and is conscious of which schools are and are not members of the program. The MD guarantees that all teams have met membership requirements of fees and volunteers. The MD works to resolve membership issues throughout the state (sponsorship, finances, and team dynamics) that cannot be resolved through the county representatives. The Membership Director is appointed by the President.

#### G. Problem Captains

Each Problem Captain, including Spontaneous and Primary, will be voting board members, however they are not considered directors. The problem captain's responsibility is to ensure effective communication of the problem and its clarifications to the membership and communicate any membership comments, questions or concerns to the board or to the National level.

#### Section 2. Requirements of All Board Members:

Board members are expected to attend all regularly scheduled board meetings, special meetings, and all major activities of the corporation. Board members are further expected to promote the interests of the OotM program and MDOotM through their daily activities. Failure to attend regular scheduled meetings and participate in organization activities may be grounds for the board members removal under Article V, Section 10.

#### Section 3. Standing Committees:

Several standing committees shall be maintained that help ensure a well functioning operation. Each committee Chairman shall report to a Board member, who shall provide the Board with information on Committee activities. Standing Committee Chairs are not required to attend regular Board meetings, but may from time to time be asked to make presentations. Committee Chairs are appointed by the President with input from the responsible Board member.

Standing Committees include, but are not limited to:

- A. Communications Committee (responsible Board member – Communications Director)
  - 1. Historian
  - 2. Public Relations Chairperson
  - 3. International Homestay Coordinator
  
- B. Finance Committee (responsible Board member – Finance Director)
  - 1. Product Sales Chairperson
  - 2. Scholarship Chairperson
  
- C. Training Committee (responsible Board member – Training Director)
  - 1. Judges Training Chairperson
  - 2. Coaches Training Chairperson
  - 3. Coordinators Training Chairperson
  
- D. Tournament Committee (responsible Board member – Training Director)
  - 1. Trophies and Awards Chairperson
  - 2. Scheduling/Score Room Chairperson
  - 3. Signage Chairperson

4. Tournament Program Editor

E. Membership Committee (responsible Board member – Membership Director)

1. Judges Coordinator

**Article VII. Policy on Discrimination**

Section 1. Policy on Discrimination:

No person, corporation or organization shall, on the basis of race, color, national origin, religion, sex, sexual orientation, or physical disability or impairment, be excluded from participation in, be denied the benefits of, or be subject to discrimination under any program or activity sponsored or conducted by the Corporation.

**Article VIII. Indemnification of Officers, Directors, Employees and Agents**

Section 1. Actions Other Than in the Right of the Corporation:

The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he/she 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, employee or agent of another corporation, partnership, joint venture or other enterprise against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interest of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe that his/her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that the person did not act in good faith and in a manner which he/she reasonably believed to be in good faith and in a manner which he/she reasonably believed to be in or not opposed to the best interest of the corporation and with respect to any criminal action or proceeding had reasonable cause to believe that his/her conduct was unlawful.

Section 2. Actions By or in the Right of the Corporation:

The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he/she 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, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorney's fees) actually and reasonably incurred by him/her in connection with the defense or settlement of such action or suit if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interest of the corporation; except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation unless and only to the extent that the court in which such action or suit was brought shall determine, upon application, that despite the adjudication of liability, but in the view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

Section 3: Advancement of Expenses:

Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf

of the director, officer, employee or agent to repay such amount if it shall ultimately be determined that he/she is not entitled to be indemnified by the corporation as authorized herein.

Section 4: Insurance:

The corporation may purchase (upon resolution duly adopted by the board of directors) and maintain insurance on behalf of any person who 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, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his/her status as such, whether or not the corporation would have the power to indemnify him against such liability.

Section 5: Indemnification Required:

To the extent that a director, officer, employee or agent of the corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to herein or in defense of any claim, issue or matter therein, he/she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

Section 6: Entitlement:

Every such person shall be entitled, without demand by him upon the corporation or any action by the corporation, to enforce his/her right to such indemnity in an action at law against the corporation. The right of indemnification and advancement of expenses herein above provided shall not be deemed exclusive of any rights to which any such person may now or hereafter be otherwise entitled and specifically, without limiting the generality of the foregoing, shall not be deemed exclusive of any rights pursuant to statute or otherwise, of any such person in any such action, suit or proceeding to have assessed or allowed in his/her favor against the corporation or otherwise, his/her costs and expenses incurred therein or in connection therewith or any part thereof.

Section 7: Limitation:

Notwithstanding any of the foregoing, to the extent that indemnification under this Article VIII would result in a prohibited transaction or an act of self-dealing under Section 4941 of the Internal Revenue Code of 1986, as amended (the "Code") or corresponding provisions of any subsequent federal tax laws (all references herein to the Code shall include reference to any corresponding provisions of any subsequent federal tax laws), such indemnification is prohibited.

## **ARTICLE IX. Interested Parties**

Section 1: Validation of Contracts:

No contract or transaction between the corporation and one or more of its directors, officers or members, or other organization in which one or more of its directors, officers or members are trustees, directors, officers or members or have a financial interest shall be void or voidable solely for this reason or solely because the director, officer or member is present at or participates in the meeting of the board which authorizes the contract or transaction or solely because his/her or their votes are counted for such purposes if:

- (a) The material facts as to his/her interest and as to the contract or transaction are disclosed or are known to the board of directors and the board in good faith authorizes the contract or transaction by a vote sufficient for such purpose without counting the vote of the interested director or directors;  
or

- (b) The contract or transaction is fair as to the corporation as of the time it is authorized, approved, or ratified by the board of directors.

#### Section 2: Quorum:

Interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors, which authorizes the contract or transaction.

### **Article X. Membership**

#### Section 1. Membership:

Any Maryland school, public or private educational organization, or other organization may become a member of MDOotM by purchasing a national OotM membership and will be subject to the rules, regulations and procedures as established by these Bylaws, the MDOotM Board of Directors, and/or by the requirements stipulated in the OotM national program guide.

#### Section 2. Representation:

Each membership shall appoint one individual to be the contact person (referred to as the Coordinator) for that membership.

#### Section 3. Dues and fees:

- A. Dues: Members shall not be required to pay periodic dues.
- B. Fees: The Board shall have full authority to annually set participation fees, other activity/training session fees and financial penalties as deemed necessary for the efficient operation of the program.

Fees for tournaments, training sessions, seminars and other activities will be established by the MDOotM Board of Directors at the annual Summer Planning Session (Summer Retreat) and communicated to the membership prior to the first coaches meeting of the fall semester

- 1) Registration &/or activity fees will be used to cover the cost of any activity associated with training, information dissemination and planning and executing annual MDOotM OotM competitions. These costs include, but are not limited to awards, materials, facility usage fees, printing and mailings.
- 2) Purchase orders or fees must be received from teams or individuals registered to attend the activity or compete in the tournament by the date determined by the Board of Directors. Non-payment of fees may result in disqualification of teams covered by the membership in unpaid status.
- 3) MDOotM is not responsible for any debts incurred by a team member, coach, parent, or other individual associated with a membership.
- 4) Non-payment of any fees or penalties, bank charges for returned checks and other associated fees must be paid prior to further participation in any MDOotM event or tournament.

#### Section 4. Additional Membership Responsibilities:

- A. Memberships must provide the Board of Directors with the name and address of individuals from each team who will represent that team and membership as judges and volunteers at all tournaments in which the team competes, and attend required training. The required number of judges and volunteers needed will be determined based on the needs of the competition and determined by the board at the Summer Meeting. This information will be communicated by the board to all teams at the fall coaches meeting. The deadline by which this judge nomination must be made will be determined by the Judges Coordinator and displayed on the Calendar of Events posted on the

MDOotM website ([www.MDOdyssey.org](http://www.MDOdyssey.org)) prior to the deadline for team registration in the tournament(s).

- B. The team coach and membership coordinator must provide assistance in familiarizing potential judges with the nature of the problem-solving program and by providing a synopsis of the problems (available on [www.odysseyofthemind.org](http://www.odysseyofthemind.org)).
- C. Team nominated judges may not judge the long-term problem category in which the team is competing.
- D. The team penalty for failure to supply a judge may be disqualification from tournament competition(s).
- E. Memberships and individual teams may not produce Odyssey of the Mind trading pins.
- F. Team or membership produced t-shirts may not be promoted as the official state shirt, may not include the terms “OM” or “Maryland Odyssey of the Mind,” and must be distinct to the team or membership.
- G. Only the sponsoring school and those with prior approval by the Board of Directors may sell concessions at any MDOotM event.
- H. Selection of coordinators, coaches, assistant coaches and participants is the sole responsibility of the membership, not the MDOotM Board of Directors. However, the MDOotM Board of Directors may communicate constructive feedback to membership schools/organizations, as appropriate, for the overall improvement of the Odyssey of the Mind opportunities and experiences.

## **Article XI. Tournaments**

### Section 1. Eligibility:

All teams possessing valid memberships by the date predetermined annually by the Board and registering for and paying all tournament fees as set by the Board of Directors shall be allowed to participate in Maryland Odyssey of the Mind sanctioned tournaments, providing all previous and/or current debts owed to MDOotM or the national program have been satisfied.

### Section 2. Divisions:

Member school or independent organizations may enter teams in any or all of the problems for each division of tournament for which they qualify, subject to the restrictions of a valid national Odyssey of the Mind program membership. Current national guidelines concerning team design, grade restrictions, and problems eligible for each division are available in the annual OotM program guide ([www.odysseyofthemind.org](http://www.odysseyofthemind.org)).

Memberships with eligible Primary age students as specified by the national organization may enter as many Primary level (non-competitive) teams as they so choose, subject to the same fees and volunteer requirements as competitive teams.

### Section 3. Tournaments:

The Board shall host one state tournament, and as many qualifying regional tournaments as appropriate for its annual membership and which can be adequately supported by the organization’s volunteer staff. The number of teams advancing to the sanctioned state tournament from the qualifying regional tournaments will be determined annually by the Board of Directors, basing such decision on the number of teams participating, and the availability of competition sites.

### Section 4. Splitting Divisions:

Whenever the number of registered teams in a problem/division reaches at least twenty (20), the division may be split into multiple sites, be judged by separate judging teams, and the top finishing teams at each site will be considered for advancement to the next level of competition. Factors determining the number of sites required will include, but not be limited to, the availability of volunteer judges and facility space. When a

problem/division competition is split into multiple sites, teams assigned to compete at each site will be determined randomly by the scheduling coordinator.

#### Section 5. Team Structure:

The structure of a team will adhere strictly to the guidelines established by the national OotM organization and published in the annual OotM program guide.

#### Section 6. Judging Structure:

- A. The total number of required tournament judges will be determined by the Board and/or Problem Captains.
- B. All judges must participate in training sessions as determined by the Board.
- C. No active coach may serve as a judge in an official tournament in the problem which his/her team is a participant, or as a Spontaneous judge.
- D. No one associated with a team as a family member or team supplied judge may serve as a judge in the problem and division in which the team/team member is competing.
- E. Only the coach, team captain or their designee may preview scores or penalties with the Head Judge.
- F. Division 4 team members may not serve as judges in any long-term problem in which they are competing.

#### Section 7. Protests:

Team protests are governed by the rules as set forth in the OotM program guide. The coach, team captain or their designee is the only one who may protest a decision to the Head Judge or request a tribunal. Protests must be raised and addressed within 30 minutes of receiving team scores and prior to the Awards Ceremony of the tournament at which the protest applies. Inquiries about scores after the completion of the tournament will not be considered official protests. The Board reserves the right to render decisions impacting a team's advancement to a higher level of competition when appropriate to address special circumstances brought to the Board's attention after a tournament. Special considerations will be evaluated and decided by the President, Vice-President and the applicable Problem Captain in a timely manner; decisions should be based on fairness and be in the overall best interest of the OotM program.

#### Section 8. Unsportsmanlike Behavior:

Unsportsmanlike behavior is unacceptable and will be dealt with according to guidelines established by the OotM program and the Board of Directors. Likewise, inappropriate or lewd behavior or team presentations deemed detrimental to MDOotM and the national problem-solving program will be dealt with as the Board determines is appropriate. Such action may include, but not be limited to, assessment of penalty points, disqualification from the competition or a ban from program participation for one or more years, depending upon the severity and nature of the behavior/action.

#### Section 9. Tournament Setup and Materials:

All sites and materials used in a tournament will conform to the problem specifications. In cases where such conformity cannot occur, the Board of Directors may agree on a site modification based on facility usage factors outside the control of MDOotM and the OotM program. Teams will be notified in advance that such modifications were made.

### **Article XII Teams Qualifying for Tournament Advancement**

#### Section 1. Qualifying Teams:

First and second place teams in each problem and division, and Ranatra Fusca winners, are eligible to advance to the next tournament level.

- A. For Regional Tournaments, the board may elect to advance additional teams to the State Finals pursuant to Article XI, Section 3 above.

- B. If participation in any problem and division is such that the competition must be split into multiple sites, the first place winners at each site will be deemed eligible for advancement to the next tournament level. In the event a first place team is unable to attend, the second place team will be eligible to advance to the next level.

#### Section 2. Ties:

Ties are defined by the OotM guidelines. Teams which tie for first or second place in any problem and division will be eligible to advance to the next tournament level.

#### Section 3. Teams without Competition:

If the number of teams registered to compete in a particular division of a problem is equal to or less than the number of teams eligible to advance to the next tournament level, all team performances in that division must be viewed, at minimum, by the Problem Captain and a member of the MDOotM Board of Directors. The score sheet of the team(s) must be signed before the Awards Ceremony by the respective Problem Captain, one MDOotM Director, and the Score Captain to certify that the team(s) may advance to the national/international tournament.

All teams must demonstrate a good faith effort, regardless of the number of teams competing, to be considered for advancement to the next level of competition. A team's failure to present a good faith effort at a viable problem solution on the day of competition will disqualify that team from advancement to the next level of competition.

To be considered, a team must fulfill all of the following criteria:

1. Present a good faith effort at a long-term problem solution in keeping with the Spirit of the Problem;
2. Must have score-able components as specified by the long term problem requirements (even if the score is "0" due to mechanical failure),
3. Identifiable and score-able "style" items (even if the score is "0") as specified by the problem requirements or as free choice items as appropriate.
4. Present a good faith effort at a Spontaneous problem solution.

### **Article XIII Treasury**

#### Section 1. Checks & Debit Cards:

All transactions via check or debit card of more than five hundred dollars shall require two official MDOotM signatures. Acceptable signatures include the Finance Director, Vice-President and President, or any other delegate, such as regional directors, as nominated and approved by a majority vote of the Board of Directors. For debit card transactions, a verbal authorization is acceptable in lieu of signature, provided that the transaction is noted in the Treasurer's Report as presented at the next Board meeting.

#### Section 2. State and Federal Reporting Requirements:

The Finance Director shall file appropriate tax forms as required by the IRS and the State of Maryland.

#### Section 3. Financial Reports:

The Finance Director shall submit a report of all financial transactions and any other financial reports as requested by the President or Vice-President to the Board of Directors within three days of any regularly scheduled board meeting.

#### Section 4. Purchases Valued at Over \$1,500.00:

Any purchase or expenditure valued at over \$1,500.00 shall require a minimum of three competitive bids unless exempted by an approval vote of the Board of Directors at a regular scheduled board meeting. The Board may consider product quality and other value added considerations when evaluating a request for bid exemption. Should a timely purchase decision need to be made and tabling such a decision for a regular board meeting is unreasonable, the President may exempt the expenditure from the bid process by notifying the Finance Director. Any such decision must be reported to the Board at the next regularly scheduled board meeting as part of the regular financial report.

Section 5. Expense Reimbursements:

A. Personal Expenses: All personal expenses to be reimbursed by the Corporation must be verified with written receipts or such other documentation that the expenditure can clearly be verified and validated.

B. Travel Expenses: Travel undertaken on behalf of and approved by the Corporation shall be reimbursed at a rate comparable to the most economical method available.

1. Airfare shall only be reimbursed at a coach fare rate, regardless of actual expenditure. Receipts and travel itinerary must be supplied.

2. Personal automobile travel shall be reimbursed at the mileage rate currently allowed by the Internal Revenue Service. All such expenses shall be reported on a travel expense report.

3. Board member travel to regularly scheduled meetings, activities or events is not eligible for reimbursement.

Section 6. Gifts Given by the Board of Directors:

Gifts given to any individual by the Board of Directors that exceed \$100.00 shall require a vote of the Board at a regularly scheduled Board meeting.

Section 7. Loans to Directors and Officers:

No loans shall be made by the Corporation to its Directors or officers, or to any Corporation, firm, association or other entity in which one or more of its Directors or officers are Directors or officers or hold a substantial financial interest except as allowed by law.

**Article XIV. Prohibition against Sharing Corporate Profits and Assets**

Section 1. Sharing Corporate Profits:

No Director, officer, employee or other person connected with this corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these bylaws and is fixed by resolution of the Board of Directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive any of the corporate assets on dissolution of the corporation.

**Article XV. Dissolution**

Section 1. Dissolution:

If the Corporation is dissolved, any monies remaining in the treasury after paying or making provision for payment of all liabilities of the Corporation shall be awarded to an eligible non-profit organization that supports creative problem solving.

**Article XVI Conflicts of Interest**

### Section 1. Definition of Conflicts of Interest:

A conflict of interest will be deemed to exist whenever an individual is in the position to approve or influence Corporation policies or actions which involve or could ultimately harm or benefit financially: (a) the individual; (b) any member of his immediate family (spouse, parents, children, brothers or sisters, and spouses of these individuals); or (c) any organization in which he or an immediate family member is a Director, trustee, officer, member, partner or more than 10% shareholder. Service on the board of another not-for-profit Corporation does not constitute a conflict of interest. Involvement as the coach of a team while serving on the board does constitute a conflict of interest.

### Section 2. Disclosure of Conflict of Interest:

A Director or officer shall disclose a conflict of interest: (a) prior to voting on or otherwise discharging his duties with respect to any matter involving the conflict which comes before the Board or any committee; (b) prior to entering into any contract or transaction involving the conflict; (c) as soon as possible after the Director or officer learns of the conflict; and (d) on the annual conflict of interest disclosure form. The Secretary of the Corporation shall distribute annually to all Directors and officers, a form soliciting the disclosure of all conflicts of interest, including specific information concerning the terms of any contract or transaction with the Corporation and whether the process for approval set forth in Section 3 of this Article XVI was used.

### Section 3. Mitigation of Conflicts of Interest:

A Director or officer with a conflict of interest must abstain from voting on all matters relevant to that conflict of interest. Due to unavoidable conflicts with the position, Problem Captains may not have children in the same problem.

### Section 4. Approval of Contracts and Transactions Involving Potential Conflicts of Interest:

A Director or officer who has or learns about a potential conflict of interest should disclose promptly to the Secretary of the Corporation the material facts surrounding any actual or potential conflict of interest, including specific information concerning the terms of any contract or transaction with the Corporation. All effort should be made to disclose any such contract or transaction and have it approved by the Board before the arrangement is entered into.

Following receipt of the information concerning a contract or transaction involving a potential conflict of interest, the Board shall consider the material facts concerning the proposed contract or transaction including the process by which the decision was made to recommend entering in the arrangement on the terms proposed. The Board shall approve only those contracts or transactions in which the terms are fair and reasonable to the Corporation and the arrangements are consistent with the best interests of the Corporation. Fairness includes, but is not limited to, the concepts that the Corporation should pay no more than fair market value for any goods or services which the Corporation receives and that the Corporation should receive fair market value consideration for any goods or services that it furnishes others. The Board shall set forth the basis for its decision with respect to approval of contracts or transactions involving conflicts of interest in the minutes of the meeting at which the decision is made, including the basis for determining that the consideration to be paid is fair to the Corporation.

### Section 5. Validity of Actions:

No contract or other transaction between the Corporation and one or more of its Directors or officers, or between the Corporation and any other corporation, firm, association or other entity in which one or more of its directors or officers are Directors or officers, or have substantial financial interest, shall be either void or voidable for this reason alone or by reason alone that such Director or Directors or officer or officers are present at the meeting of the Board of Directors, or of a committee thereof, which authorizes such contract or transaction, or that his or their votes are counted for such purposes, if the material facts as to such Director's or

officer's interest in such contract or transaction and as to any such common Directorship, officership or financial interest are disclosed in good faith or known to the Board or committee, and the Board or committee authorizes such contract or transaction by a vote sufficient for such purposes without counting the vote or votes of such interested Directors or officers. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee which authorizes such contract or transaction. At the time of the discussion and decision concerning the authorization of such contract or transaction, the interested Director or officer should not be present at the meeting.

### **Article XVII Construction and Terms**

If there is any conflict between the provision of these bylaws and the Articles of Incorporation of this corporation, the provision of the Articles of Incorporation shall govern. Should any of the provisions or portions of these bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these bylaws shall be unaffected by such holding. MDOOTM shall be bound by the policies of Odyssey of the Mind. Should any provision of these bylaws be found to be in conflict with the national Odyssey of the Mind program, the Odyssey of the Mind program shall have precedence. All references in these bylaws to the Articles of Incorporation shall be to the Articles of Incorporation or other founding documents of this Corporation filed with the Secretary of State for the State of Maryland. All references in these bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

## **Article XVIII Amendments**

### Section 1. Amendments:

Amendments to these by-laws must be approved by a 2/3 vote of the seated Board of Directors. An amendment to the bylaws requires distribution of proposed changes at a regularly scheduled Board meeting and a vote at the next regularly scheduled meeting of the full Board of Directors.

### Section 2. Bylaw Review Every Five (5) Years:

The Board shall appoint a committee at least once in every five year period to review these bylaws with the intent to recommend updates and revisions.

### **History**

Restated and replaced bylaws on 02/22/2013.

Bylaws amended to set term expiration date.

Approved by Board on 02/25/2013.