

BYLAWS
OF
INTERNATIONAL FORUM OF METEOROLOGICAL SOCIETIES, INC.
(a District of Columbia Nonprofit Corporation)

ARTICLE I

Name; Offices; Registered Agent

Section 1.01. Name. The name of the corporation is International Forum of Meteorological Societies, Inc. (IFMS) (the “Corporation”).

Section 1.02. Registered Office and Agent. The Corporation shall have a registered agent and a registered office in the District of Columbia, United States of America which may be changed from time to time by the Council.

Section 1.03. Principal Office. The principal office of the Corporation shall be in a location determined by the Council and may be changed from time to time by the Council.

Section 1.04. Other Offices. The Corporation may have an office or offices at such other place or places as the Council may from time to time designate and as the business of the Corporation may require.

ARTICLE II

Purpose

Section 2.01. Nature of Corporation. The Corporation is a nonprofit corporation formed under the District of Columbia Nonprofit Corporation Act and organized and operated exclusively for educational, scientific and charitable purposes in accordance with the provisions

of Section 501(c)(3) of the Internal Revenue Code of 1986 (“Code”) and corresponding provisions of any subsequent federal tax laws.

Section 2.02. Objectives and Primary Purposes. The objectives of the Corporation and the primary purposes for which it shall be operated are as follows:

(a) To foster, promote, and encourage cooperation, communication, collaboration, and exchange of knowledge, ideas and resources among the meteorological societies of the world.

(b) To advance the science and profession of meteorology and related sciences worldwide and to assist the development of applications of these subjects for the public welfare and benefit of the peoples of the world.

(c) To develop international bridges to encourage collaboration among public, private and academic sectors as well as users.

(d) To assist WMO in developing and promoting capacity building efforts that produce effective and sustainable service capabilities in developing countries.

(e) To assist all meteorological societies in developing best practices.

(f) To assist developing meteorological societies to strengthen themselves.

(g) To help start new meteorological societies in countries where none exists.

(h) To facilitate cooperation between meteorological societies worldwide.

(i) To facilitate the sharing of relevant accreditation information, procedures, guidelines and standards.

Section 2.03. Powers. The Corporation may, within the limits of applicable law, do all things necessary or desirable for the attainment of its stated objectives and purposes, and for all purposes incident to or resulting from such stated objectives and purposes.

Section 2.04. No Impermissible Activities. Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code.

ARTICLE III

Members

Section 3.01 Types of Membership. The Corporation shall have the following two classes of Membership:

(a) *Voting Members.* The designation “Voting Member” shall apply to entities which meet the following criteria and such entities shall have the voting rights set forth below:

1. The member is a national meteorological society, collective societies such as EMS, FLISMET, EAMS, etc., or other related learned and professional society in the field of meteorology and/or related sciences.
2. The member is approved by a 2/3 majority of the Council as a Voting Member.
3. The member has paid its dues in an amount reflected on a schedule to be established by the Council for Voting Members.
4. Each Voting Member shall have one vote on all matters on which a vote of the members is mandated by these Bylaws or by District of Columbia law.
5. Each Voting Member society will designate the representative responsible for that vote. The default representative for each Voting Member society is that society’s current president.

(b) *Associate Members.* The designation “Associate Member” shall apply to entities which meet the following criteria and such entities shall have the voting rights set forth below:

1. The Associate Member is not a national meteorological society or collective meteorological society (such as EMS, FLISMET, EAMS, etc.) but is a related learned and professional organization in the field of meteorology and/or related sciences.
2. The Associate Member is invited to become an Associate Member by the Council and is approved by a majority of the Council as an Associate Member.
3. The Associate Member has paid its dues in an amount reflected on a schedule to be established by the Council for Associate Members.
4. The Associate Members shall have no voting rights.

Section 3.02. Resignation; Suspension; Expulsion. Members of any classification may voluntarily resign their membership. Members of any classification shall be automatically suspended for failure to pay the current year’s dues. Members may be expelled for any reason by a two-thirds (2/3) vote of the Voting Members voting by ballot which can also be sent via email. Notice of the purported reason for the expulsion shall be contained in the ballot which shall be delivered to the Voting Members at least thirty (30) days before it is due to be returned to the Corporation and counted.

Section 3.03. Reinstatement. Any former member who has been suspended for nonpayment of dues and who desires to be reinstated must make payment of all dues in arrears. Any former member may be reinstated by the Council at such time and upon such conditions as the Council determines in its sole discretion by a two-thirds (2/3) majority vote of the Council.

Section 3.04. Amount and Payment of Dues. Dues for all classes of membership shall be established by the Council. All dues shall be paid within thirty (30) days of the anniversary date of becoming a member. The Council, in its discretion, may change the amount of dues with thirty (30) days advance notice to the members and may waive or suspend the payment of any dues from any member for a period not to exceed one year.

Section 3.05. Delinquent Payment. Any member who is delinquent in the payment of dues for a period of thirty (30) days shall be notified of such delinquency and advised that the member will be suspended at the end of sixty (60) days of his/her anniversary date. The member will be automatically suspended if payment is not made by the end of sixty (60) days from the anniversary date. During a period of suspension, a member shall not be entitled to vote on any matter. The Council, in its sole discretion, may postpone the due date of dues of any member.

Section 3.06. Refund of Dues. No dues shall be refunded to any member whose membership terminates for any reason.

Section 3.07. Meetings of Membership; Quorum

(a) An annual meeting of the members of the Corporation (“General Assembly”) shall be held in each calendar year on such date and at such time and place as shall be determined by the Council.

(b) Annual meetings may be conducted by telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, and participation by such means shall constitute presence in person at such meeting.

(c) Special meetings of the members of the Corporation may be called by the President on not less than 30 days’ notice to the members.

(d) Fifty percent (50%) of the Voting Members of the Corporation must be present in person or by proxy at any annual or special meeting of the General Assembly to constitute a quorum. A quorum is required for the transaction of business at any regular or special meeting of the General Assembly.

(e) A majority vote of those entitled to vote present in person or by proxy at each regular or special meeting of the General Assembly shall be necessary to take any action requiring a vote, unless otherwise specified herein.

(f) Each Voting Member shall designate from time to time one person and one alternate to have one seat and one vote in the General Assembly. Each Council Member shall also have one seat but no vote unless he/she is the designated representative of his/her society at the General Assembly.

(g) The General Assembly shall be presided over by the President except in his or her absence, in which case one of the Vice Presidents shall preside over the meeting, with the Vice President (Administration) having priority over the Vice President (Finance). Robert's Rules of Order shall control the conduct of the meeting.

(h) Meetings of the General Assembly shall be open to the public but the presiding officer reserves the right to exclude any member of the public who in the judgment of the presiding officer is disrupting the orderly business of the meeting.

(i) If deemed necessary by the Council in camera meetings may be held.

(j) The General Assembly, by majority vote, may adopt any resolution pertaining to the science of meteorology or the objectives of the Corporation. In addition, the General Assembly shall act by a majority vote on any resolution or any matter submitted to them by the Council.

Section 3.08. Notice of Membership Meeting. Notice of the date, time, place and purpose of any meeting of the members of the Corporation shall be given in writing, by personal delivery facsimile, e-mail or express courier, addressed to each member who is entitled to vote at the address on file with the Corporation not less than ten (10) nor more than forty-five (45) days prior to the date fixed for such meeting.

Section 3.09. Voting by Voting Members. At any meeting of the members, each Voting Member whose dues are fully paid for the current fiscal year, shall be entitled to one vote, either in person or by proxy on all matters on which a vote of the members is mandated by District of Columbia law. All proxies to be voted must be filed with the Council prior to the commencement of the meeting in such form as the Council shall determine.

Section 3.10. Voting by Ballot.

(a) Whenever members are required or permitted to take action by vote, such action may be taken without a meeting by written ballot. The ballot shall set forth the action to be taken and provide the option to vote for or against that action. Ballots may be initiated to elect a Director or officer or any other proposed action. Ballots may be initiated by the members through a petition signed by a majority of the members entitled to vote.

(b) Approval by ballot shall be valid when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting.

(c) All solicitations for votes by ballot shall (1) indicate the number of responses needed to meet quorum requirements, (2) state the percentage of approvals necessary to approve each matter, and (3) specify the time by which the ballot must be received by the Corporation in order to be counted.

(d) The Council will be responsible for circulating, collecting, counting and circulating the results of any matter determined by ballot.

Article IV

Council/Board of Directors

Section 4.01. General Powers. All of the powers of the Corporation not reserved to the members shall be exercised by or under the authority of its Board of Directors. The Board of Directors shall be known as the “Council” and have the general power to oversee and direct the affairs of the Corporation.

Section 4.02. Number/Initial Council.

(a) The Council shall consist of eleven (11) voting Directors and the Executive Director who shall serve as an *ex officio* non-voting member of the Council.

(b) The Council shall be elected by Voting Members as provided in Section 4.03. Until the first election described in Section 4.03, the Council shall consist of the persons designated in writing by the incorporator to serve as the initial Directors and officers of the Corporation.

Section 4.03. Number, Election.

(a) The Voting Members shall elect by a majority vote by ballot a President, two Vice Presidents, a General Secretary and a Treasurer, who shall each serve for a three (3) year term and until their successors are duly elected and qualified. The President, the two Vice Presidents, the General Secretary and the Treasurer shall also be voting Directors on the Council.

(b) The IFMS Voting Members shall elect by a majority vote by ballot six (6) Directors with one representing each of the six (6) WMO Regions as defined by WMO.

(c) Voting Members from each WMO Region will propose candidates to serve as the representative for that region.

(d) All Voting Member Societies will be eligible to vote for the candidates in their WMO Region as preference 1, 2 and 3. Preferences 1, 2 and 3 will get 3, 2 and 1 points respectively.

(e) The candidate scoring most points for each WMO Region will be elected as the Director for that WMO Region.

(f) In case of a tie, the two top candidates will remain on the ballot for another round of voting.

(g) At the first election, the ballot shall designate that two (2) of the six (6) Council Directors representing WMO Regions shall be elected for a three (3) year term, two (2) of the same shall be elected for a two (2) year term, and two (2) of the same shall be elected for a one (1) year term. Thereafter, Directors representing WMO Regions shall be elected for three (3) year terms.

(h) Directors are eligible for reelection but not to more than two consecutive terms.

Section 4.03. Resignation of Directors. A Director may resign from the Council at any time by giving notice of his or her resignation in writing addressed to the President of the Corporation, or by presenting his or her resignation at a meeting of the Council.

Section 4.04. Removal. A Director may be removed from office, with or without cause, by a majority vote of the Directors then in office.

Section 4.05. Vacancies. Any vacancy occurring in the Council that occurs prior to the expiration of a term may be filled by action of the Council. A Director appointed to fill a

vacancy shall hold office for the unexpired term of his or her predecessor in office and shall be eligible for reelection.

Section 4.06. Compensation.

(a) Directors shall not receive salaries or other remuneration for their services as Directors; but for activities preapproved by the President or Council, reimbursement of actual and reasonable expenses is permitted.

(b) Nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving reasonable compensation therefor.

Section 4.07 Advisory Boards/Committees. The Council may create other advisory boards and/or committees of the Corporation and prescribe their purpose and charge, and may adopt organizational procedures that are consistent with these Bylaws.

Article V

Meetings of the Council

Section 5.01. Annual Meetings. An annual meeting of the Council shall be held each calendar year at a time and a place to be determined by the Council.

Section 5.02. Special Meetings. Special meetings of the Council may be called by the President. The President will cause the General Secretary to provide notice to Directors of the time and place of any duly requested special meeting.

Section 5.03. Notice.

(a) Notice of the annual and of any special meetings of the Council shall be given at least ten (10) calendar days beforehand by email to each Director at his or her email address as shown in the records of the Corporation.

(b) Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not in his or her opinion lawfully called or convened.

(c) The business to be transacted at, and the purpose of, any meeting of the Council need not be specified in the notice or waiver of notice of such meeting.

Section 5.04. Quorum. One-half of the members of the Council, at least one of whom shall be an elected officer, shall constitute a quorum for the transaction of business at any meeting of the Council; however, if less than one-half of the Directors are present at said meeting, a majority of the Directors present may proceed as a committee of the whole, whose acts may be ratified when a quorum is established, or recess and/or adjourn the meeting from time to time without further notice.

Section 5.05. Manner of Acting at Meetings; Telephone Participation; Minutes.

(a) The Council shall act by majority vote at a meeting at which a quorum is present unless a greater voting percentage is required by these Bylaws or applicable law.

(b) Directors may participate in a meeting of the Council by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, and participation by such means shall constitute presence in person at such meeting.

(c) Minutes shall be recorded by the person assigned by the President or by the Council at each meeting of the Council.

Section 5.06. Action by Directors in Writing Without a Meeting. Any action required or permitted to be taken at a meeting of the Council may be taken, without a meeting and without notice, if a written document setting forth the action is signed by all of the Directors.

ARTICLE VI

Executive Committee

Section 6.01. Composition of Executive Committee. The Executive Committee shall consist of the President, Two Vice Presidents, the General Secretary, the Treasurer and one of the other Directors, chosen by the Council by majority vote to represent the other Directors on the Executive Committee for the remainder of that Director's term on the Council.

Section 6.02. Authority of Executive Committee. The Executive Committee shall function as the executive arm of the Council within the policies established by the Council. The Committee shall meet as often as it deems necessary and it is empowered to interpret and execute Council policies when the Council is not in session.

Section 6.03. Report of Executive Committee Action to Council. All material actions taken by the Executive Committee between meetings of the Council shall be reported to the Council at its next regular meeting.

Section 6.04. Quorum; Action by Executive Committee. A majority of voting members of the Executive Committee, at least one of whom shall be an elected officer, shall constitute a quorum. All actions of the Executive Committee shall be summarized in writing or electronically and approved by a majority of the members of the Executive Committee.

ARTICLE VII

Officers

Section 7.01. Officers. The officers of the Corporation shall be the President, two Vice Presidents, the General Secretary, the Treasurer, and Executive Director.

Section 7.02. Election. The President, two Vice Presidents, the General Secretary and the Treasurer shall be elected by the Voting Members as provided in Section 4.03 of these Bylaws. The Executive Director shall be appointed by an affirmative vote of a majority of the Directors of the Corporation entitled to vote and may be removed from office by a two-thirds vote of the voting members of the Council.

Section 7.03. President. The President shall be a Director and shall preside at all meetings of the Council and the General Assembly. He or she shall perform all duties incident to the office of the President, and such other duties as are prescribed by the Council from time to time.

Section 7.04. Vice Presidents. The two Vice Presidents shall be Directors of the Corporation and, in the absence of the President, one of the two Vice Presidents shall preside at all meetings of the Council and the General Assembly. The Vice Presidents shall perform such duties as from time to time may be assigned to them by the Council.

Section 7.05. Treasurer. The Treasurer shall oversee the financial affairs of the Corporation and shall ensure that the funds of the Corporation are maintained at such financial institutions and in such accounts has have been approved by the Council.

Section 7.06 General Secretary. The General Secretary shall keep the minutes of the meetings of the Council and the General Assembly; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the

corporate records and of the seal of Corporation; and perform all duties incident to the office of General Secretary and such other duties as from time to time may be assigned to him or her by the Council.

Section 7.07. Executive Director. The Executive Director shall be responsible for the administration of the Corporation and all day-to-day activities of the Corporation and be responsible to the Council and for all directives and duties assigned to him or her by the Council.

ARTICLE VIII

Fiscal Year/Annual Audits

Section 8.01. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year.

Section 8.02. Audits. The annual financial accounts of the Corporation shall be audited each year by accountants selected by the Council.

ARTICLE IX

Indemnification

Section 9.01. Indemnification. The Corporation shall indemnify any person who is or was a party to a threatened, pending or completed civil action, arbitration, mediation, administrative proceeding, criminal prosecution or investigatory action (each, a "Proceeding") because such person is or was a member, Director or officer of the Corporation, or while a member, Director or officer of the Corporation is or was serving at the Corporation's request as a member, director, officer, employee or agent of another enterprise or entity, against all judgments, settlements, penalties, fines and reasonable expenses incurred by such person with respect to the Proceeding if the person acted in good faith and in a manner the person reasonably believed to be in the best interests of the Corporation and, with respect to any criminal action or

proceeding, had no reasonable cause to believe the person's conduct was unlawful. Unless ordered by the Superior Court of the District of Columbia, the Corporation shall not indemnify a member, officer or Director in connection with any Proceeding with regard to conduct for which the member, officer or Director was adjudged liable on the basis that he or she or it received a financial benefit to which he or she or it was not entitled.

Section 9.02. Indemnification for Expenses. To the extent that a member, officer or Director of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1, or in defense of any claim, issue or matter therein, he or she or it shall be promptly indemnified by the Corporation against expenses (including, without limitation, attorneys' fees) actually and reasonably incurred by him or her or it in connection therewith.

Section 9.03. Standard of Conduct. Any indemnification under Section 1 (unless ordered by a court) shall be made by the Corporation only upon a determination that indemnification is proper in the circumstances because the person has met the applicable standard of conduct set forth in Section 9.01. Such determination shall be made by a majority vote of the Directors who are not parties to such Proceeding (even though less than a quorum) or, if there are no such Directors, or if such Directors so direct, by independent legal counsel in a written opinion.

Section 9.04. Advancement of Expenses. The Corporation may, before final disposition of a Proceeding, advance funds to pay for or reimburse the reasonable expenses (including, without limitation, attorneys' fees) incurred by a person who is a party to such Proceeding because the person is or was a member, Director or officer of the Corporation, or while a member, Director or officer of the Corporation is or was serving at the Corporation's request as a member, director, officer, partner, trustee, employee or agent of another corporation, partnership,

joint venture, trust, employee benefit plan or other entity, if the individual delivers to the Corporation: (1) a written affirmation of his or her or its good faith belief that (A) indemnification will be required under Section 9.01, or (B) with respect to Directors only, the Proceeding involves conduct for which his or her liability has been eliminated by applicable law; and (2) a written undertaking to repay any funds advanced by the Corporation if the person is ultimately not entitled to mandatory indemnification upon successful defense of a Proceeding under Section 9.02 and it is ultimately determined pursuant to these Bylaws or by a court of competent jurisdiction that the person is not entitled to indemnification under Section 9.01. The written undertaking required under clause (2) of the preceding sentence shall be an unlimited general repayment obligation of the member, Director or officer, but need not be secured and may be accepted by the Corporation without reference to the financial ability of the member, Director or officer to may such repayment.

Section 9.05. Not Exclusive. The indemnification provided by this Article VIII shall not be exclusive of, and shall be in addition to, any other rights to which any person seeking indemnification may be entitled under any agreement, vote of disinterested Directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be an officer or Director of the Corporation.

Section 9.06. Insurance. The Corporation may purchase and maintain insurance or furnish similar protection, on its own behalf and on behalf of any person who is or was a Director or officer of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another enterprise or entity, 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, whether or not the Corporation would have the obligation or the power to indemnify him or her against such liability under the provisions of this Article IX.

ARTICLE X

Dissolution

Upon the liquidation, dissolution and winding up of the business and affairs of the Corporation the Council shall, after paying or making provisions for the payment of all liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for purposes consistent with Section 501(c)(3) of the Code or the corresponding provisions of any subsequent federal tax laws.

ARTICLE XI

Amendments to Bylaws

The Bylaws may be altered, amended, restated or repealed and new bylaws may be adopted by the affirmative vote of two-thirds of the Voting Members present and voting at any annual meeting or at any special meeting of the General Assembly or by written ballot, if at least thirty (30) days written notice is given of intention to alter, amend or repeal or to adopt new Bylaws.

Approved as of June 19, 2017