MARYLAND ASSOCIATION OF STUDENT COUNCILS INC.

UNANIMOUS WRITTEN CONSENT
OF
THE BOARD OF DIRECTORS
IN LIEU OF ORGANIZATIONAL MEETING

March 5, 2021

The undersigned, being all the directors of Maryland Association of Student Councils Inc., a Maryland nonstock corporation (the "Corporation"), acting by written consent without a meeting, hereby adopt the following resolutions effective as of the date first set forth above.

Ratification of Acts of Incorporator

RESOLVED, that all actions taken on behalf of the Corporation by the incorporator are ratified, adopted and approved as the actions of the Corporation.

Incorporation Expenses

RESOLVED, that the officers of the Corporation are authorized and directed to cause the Corporation to pay the expenses of its incorporation and organization and to reimburse the person or persons who have made any disbursements in connection with the Corporation's incorporation and organization.

Adoption of Articles of Incorporation

RESOLVED, that a certified copy of the articles of incorporation of the Corporation, filed with the State of Maryland on March 5, 2021, shall be filed in the minute book of the Corporation, and that the secretary of the Corporation is authorized and directed to maintain the articles of incorporation of the Corporation as they may hereafter be amended in current form in the minute book of the Corporation.

Agent for Service of Process

RESOLVED, that Wayne Perry, named as the initial agent for service of process in the articles of incorporation of the Corporation, is named as the Corporation's agent for service of process.

Adoption of Bylaws

RESOLVED, that the bylaws attached hereto as Exhibit A is hereby approved and adopted as the bylaws of the Corporation.

RESOLVED, FURTHER, that the secretary of the Corporation is authorized and directed to execute a certificate of adoption of the bylaws and to file the certified bylaws in the minute book of the Corporation, and is authorized and directed to maintain the bylaws of the Corporation as they may hereafter be amended in current form in the minute book of the Corporation.

Designation of Principal Office and Location of Minute Book

RESOLVED, that the principal office of the Corporation shall be located at Maryland Association of Student Councils, Maryland State Department of Education, 200 W. Baltimore Street, 4th Floor, Baltimore, MD 21201.

RESOLVED, FURTHER, that the minute book of the Corporation shall be maintained at the principal office of the Corporation or such other location as the board of directors may direct, provided that the minute book of the Corporation may be maintained in electronic form to the extent permitted by applicable law.

Number of Directors

RESOLVED, that the number of authorized directors of the Corporation is four (4).

Election of Officers

RESOLVED, that each of the following individuals is elected to the office of the Corporation set forth opposite his or her name, to serve at the pleasure of the board of directors until the election and qualification of a successor, or until the officer's earlier resignation or removal:

President:	Olivia Keithley
Executive Director:	Nicete Moodie
Treasurer:	Michael Hagan
Secretary:	Madiba Dennie

Fiscal Year

RESOLVED, that the first fiscal year of the Corporation shall be from the date of incorporation to the last day of June of 2021 and thereafter the fiscal year of the Corporation is to end on the last day of June of each year.

Authorization to File Application for Employer Identification Number

RESOLVED, that the officers of the Corporation, or such person or persons as may be designated by the officers, are authorized and directed to execute and file appropriate applications to obtain an employer identification number with the Internal Revenue Service and any other identification numbers, permits or licenses required by law or deemed necessary or advisable for the conduct of the business of the Corporation.

Establishment of Bank Accounts

RESOLVED, that the Corporation shall establish in its name one or more accounts with one or more financial institutions on such terms and conditions as may be agreed with said financial institutions, that any standard resolutions required by said financial institutions to establish such accounts are hereby adopted as if such resolutions were incorporated herein, and that the officers of the Corporation are authorized to execute such resolutions required by said financial institutions for such accounts.

RESOLVED, FURTHER, that the officers of the Corporation are hereby authorized to write checks and make withdrawals on such accounts on behalf of the Corporation, and to designate one or more other persons who are authorized to write checks and make withdrawals on such accounts on behalf

of the Corporation, subject to the limitations set forth herein and resolutions adopted by the board from time to time.

Authorization for Contracts and Expenditures

RESOLVED, that the officers of the Corporation, and such person or persons as may be designated by the officers, may (i) enter into and execute on behalf of the Corporation contracts, leases, licenses, checks, notes, debt obligations, orders for the payment of money, and all other forms of agreements or instruments, (ii) make withdrawals on the Corporation's accounts, (iii) approve or make expenditures, grants or donations, or (iv) otherwise cause the Corporation to incur liability, in each case as permitted by applicable law and the articles of incorporation and bylaws of the Corporation, if such action has not otherwise been delegated by the board of directors and if such action is deemed necessary or desirable to further the interests of the Corporation, provided that: (x) the approval of two separate officers shall be required for any single transaction or series of related transactions that obligates the Corporation to pay an amount in excess of $25,000; and (y) the prior written approval of the board of directors shall be required for any single transaction or series of related transactions that obligates the Corporation to pay an amount in excess of $50,000.

Authorization to File Applications for Tax Exemption

RESOLVED, that the officers of the Corporation are authorized and directed to execute and file the Form 1023, Application for Recognition of Exemption Under Section 501(c)(3) of the Internal Revenue Code, with the Internal Revenue Service.

RESOLVED, FURTHER, that the officers of the Corporation are authorized and directed to execute and file all other necessary applications and to do all other things deemed by such officer or officers to be necessary or desirable to secure for the Corporation appropriate exemptions from income, real property, sales, franchise, use and other taxes under federal, state or local tax laws, and to consult with legal counsel to ascertain the availability of exemptions from taxation under federal, state or local tax laws.

Authorization to File Applications for Charitable Solicitation

RESOLVED, that the officers of the Corporation are authorized and directed to execute and file all necessary applications, registrations and reports with state attorneys general or other state regulatory authorities as may be necessary for the Corporation to hold charitable assets or to solicit funds for charitable purposes in any jurisdiction in which the Corporation plans to conducts such activities.

Authorization to File Corporate Qualifications and Business Registrations

RESOLVED, that for the purpose of authorizing the Corporation to do business in any jurisdiction within or outside the United States in which it is necessary or desirable for the Corporation to transact business, the officers of the Corporation are authorized and directed to execute and file all necessary registrations, applications, certificates, reports or other instruments, to obtain all necessary licenses, authorizations and permits, to appoint and substitute all necessary agents for service of process, and to designate and change the location of all necessary statutory offices as may be necessary to authorize the Corporation to do business in any such jurisdiction.

RESOLVED, FURTHER, that whenever it is necessary or desirable for the Corporation to cease doing business in any jurisdiction and withdraw therefrom, the officers of the Corporation are authorized and directed to revoke any appointment of agent for service of process and to execute and file such

certificates, reports, revocation of appointment or surrender of authority as may be necessary to terminate the authority of the Corporation to transact business in any such jurisdiction.

Adoption of Governance Policies

RESOLVED, that the conflict of interest policy attached hereto as Exhibit B is hereby approved and adopted as the conflict of interest policy of the Corporation.

RESOLVED, FURTHER, that each director and officer of the Corporation, and each other individual designated in the policy or designated by the board of directors from time to time, shall be provided a copy of the conflict of interest policy and shall be directed to complete and return the conflict of interest disclosure form (contained therein) to the chair of the board of directors or to such other individual designed by the board of directors, within a reasonable time after the date hereof and on an annual basis thereafter for as long as the individual is required to make disclosures under the policy.

RESOLVED, FURTHER, that the whistleblower policy attached hereto as Exhibit C is hereby approved and adopted as the whistleblower policy of the Corporation.

RESOLVED, FURTHER, that the record retention policy attached hereto as Exhibit D is hereby approved and adopted as the record retention policy of the Corporation.

Authorization to Obtain Insurance

RESOLVED, that the officers of the Corporation are authorized and directed to obtain, on the basis of commercially reasonable and available terms, such insurance policies as are required by the Corporation, including a general liability insurance policy and a directors and officers liability insurance policy, and are authorized and directed to maintain such policies on the basis of commercially reasonable and available terms.

Retention of Employees

RESOLVED, that the president of the Corporation, or such other officer(s) or person(s) as may be designated by the president, shall have authority over the hiring, retention and termination of the Corporation's employees.

Retention of Service Providers

RESOLVED, that the officers of the Corporation are authorized and directed to engage and retain Arnold & Porter Kaye Scholer LLP to provide legal services to the Corporation.

General Authorization

RESOLVED, that the officers of the Corporation are authorized to take all such further action, as any such officer may deem necessary, proper, convenient or desirable in order to carry out each of the foregoing resolutions and fully to effectuate the purposes and intents thereof, and that all actions taken by the officers of the Corporation to date, in connection with the foregoing resolutions, or otherwise, are hereby in all respects confirmed, ratified and approved.

Execution

RESOLVED, that an executed copy of this unanimous written consent shall be filed with the minutes of the proceedings of the board of directors. This unanimous written consent may be executed by facsimile (or PDF copy delivered by electronic mail) in any number of counterparts, each of which shall be deemed an original, and all of which shall constitute one and the same instrument.

[Signature page follows]

IN WITNESS WHEREOF, the undersigned directors have duly executed this unanimous written consent as of the date first set forth above.

Olivia Keithley (Mar 17, 2021 13:15 EDT)

Olivia Keithley, Director

Nicete N Moodie (Mar 9, 2021 13:09 EST)

Nicete Moodie, Director

Michael Hagan, Director

Madiba K. Dennie (Apr 24, 2021 16:01 EDT)

Madiba Dennie, Director

EXHIBIT A

Bylaws

EXHIBIT B

Conflict of Interest Policy

EXHIBIT C

Whistleblower Policy