

**BYLAWS
OF
THE INGENUITY PROJECT, INC.
(A Maryland Nonstock Corporation)**

ARTICLE I
NAME, LOCATION AND PURPOSE OF CORPORATION

The name of this corporation is The Ingenuity Project, Inc. (hereinafter referred to as the "Corporation"). The principal office of the Corporation is located at Baltimore Polytechnic Institute, 1400 W. Cold Spring Lane, Baltimore, Maryland 21209, or at such other place as may hereinafter be determined by the Board of Directors of the Corporation (the "Board"). The purposes of this Corporation shall be those as set forth in its Articles of Incorporation filed with the Maryland State Department of Assessments and Taxation, as amended from time to time (the "Charter").

ARTICLE II
MEMBERSHIP

In accordance with Section 5-204 of the Corporations and Associations Article of the Maryland Code, as amended, the Directors (as hereinafter defined) shall constitute the members of the Corporation, and, when acting in their capacities as Directors, may exercise the rights and powers of members and shall have the full power and authority to take any action, approve any matter and pass any resolution with respect to the Corporation. A Director shall be a member of the Corporation only for the period during which such person serves as a Director of the Corporation.

ARTICLE III
BOARD OF DIRECTORS

Section 1. Management of Corporation. The management and control of the business and affairs of the Corporation shall be vested in the Board. All powers of the Corporation may be exercised by or under the authority of the Board. The Board may employ such agents as it deems advisable and shall have the powers necessary for the administration of the affairs of the Corporation and to do all such acts and things as are not prohibited by law, the Charter or these Bylaws.

Section 2. Number of Directors; Qualifications; Terms; Classes.

(1) The Board may consist of at least three (3) but not more than twenty (20) Directors (in addition to any ex-officio Directors, if any). At least one (1) Director shall be a representative of the Baltimore City Public School System. The number of Directors may be increased or decreased at any annual, regular or special meeting of the Board. Notwithstanding the above, the number of Directors shall never be less than the minimum required by the applicable provisions of the Maryland General Corporation Law. Each Director shall serve for a term of two

(2) years and until his or her successor is duly elected and qualifies, unless sooner removed in accordance with Section 6 of this Article.

(2) The Board shall be divided into three Classes, i.e., Class I, Class II, and Class III. Each such Class shall consist, as nearly as possible, of 1/3 of the total number of Directors (excluding ex-officio Directors), and any remaining Director(s) shall be included within such Class as the Board shall designate. The first term of office of Class I Directors shall expire at the 2016 annual meeting of the Board; the first term of office of Class II Directors shall expire at the 2017 annual meeting of the Board; and the first term of office of Class III Directors shall expire at the 2018 annual meeting of the Board. At each succeeding annual meeting of the Board beginning in 2016, successors to the Class of Directors whose term expires at that annual meeting shall be elected for a two (2) year term. If the number of Directors is changed, any increase or decrease shall be apportioned among the Classes so as to maintain the number of Directors in each Class as nearly equal as possible. A Director may serve an unlimited number of terms, but may not serve more than three (3) full terms in succession and may not be re-elected as a Director until the next annual meeting of the Board following the end of such Director's third consecutive full term. In exceptional circumstances, a Director may continue to serve on the Board of Directors beyond the term limit of six (6) consecutive years (i.e., three (3) terms of two (2) years each), provided that such additional term(s) are approved by vote of at least seventy-five percent (75%) of all the Directors at a meeting at which a quorum is present.

Section 3. Quorum; Voting. A quorum for the transaction of business at every meeting of the Board shall consist of at least fifty percent (50%) of all the Directors. The majority vote of those Directors present at a meeting at which a quorum is present shall be sufficient to pass any measure or resolution of the Board, unless otherwise required by the Maryland General Corporation Law, the Charter or these Bylaws. In the absence of a quorum, a majority of the Directors present at a meeting may adjourn such meeting from time to time without further notice. The Directors present at a meeting that has been duly called and convened may continue to transact business until adjournment, notwithstanding the withdrawal of enough Directors to leave less than a quorum.

Section 4. Action by Consent of the Board. Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if a unanimous written consent which sets forth the action is signed by each Director and filed with the minutes of the proceedings of the Board.

Section 5. Vacancies. Vacancies on the Board shall exist in the case of the happening of any of the following events:

- A. The death or resignation of a Director;
- B. The removal of any Director in accordance with Section 6 of this Article; or
- C. The authorized number of Directors is increased.

Section 6. Removal and Declaration of Vacancy. The Board may remove any Director and declare vacant the office of such Director for any reason at any regular or special meeting of the Board. No reduction in the authorized number of Directors shall result in the removal of any Director prior to the expiration of his or her term of office.

Section 7. Filling of Vacancies. Vacancies on the Board shall be filled by a majority of the remaining Directors, or by a sole remaining Director, in the sole discretion of such Director or Directors. Each Director filling a vacancy shall hold office until the next annual meeting of the Board and until his or her successor is duly elected and qualifies, unless sooner removed in accordance with Section 6 of this Article. If the Directors accept the resignation of a Director tendered to take effect at a future time, the Directors may elect a successor to take office when the resignation becomes effective.

Section 8. Annual Meetings. The Board shall hold an annual meeting to elect Directors and officers and to transact any other business within its powers in the month of June in each year. The date, time and place of the annual meeting of the Board shall be set by the Executive Director. The Executive Director shall send notice of the date, time and place of each annual meeting of the Board to each Director no less than ten (10) nor more than ninety (90) days prior to the date set for each such meeting by personal delivery, mail or other written form of communication. Except as the Maryland General Corporation Law, the Charter or these Bylaws otherwise provide, any business may be considered at an annual meeting without the purpose of the meeting having been specified in a notice. Failure to hold an annual meeting shall not invalidate the Corporation's existence or affect any otherwise valid corporate acts.

Section 9. Regular Meetings. Between annual meetings, regular meetings of the Board shall be held at such intervals as may be determined appropriate by the Board, but not less frequently than at six (6) month intervals. Failure to hold regular meetings shall not invalidate the Corporation's existence or affect any otherwise valid corporate acts.

(1) All regular meetings of the Board shall be called by the Chair (defined below) or if the Chair is absent or is unable or refuses to act, by any two (2) Directors.

(2) Written notice of the time and place of each regular meeting of the Board shall be delivered personally to each Director, or delivered to each Director by mail or by other form of written communication, at least seven (7) days before each meeting. It shall be sufficient for purposes of complying with this notification requirement that the minutes of any preceding meeting that make reference to the date of the next regular meeting are forwarded by electronic or regular mail to each Director at least seven (7) days before the meeting. If the current address of a Director is not shown on the records of the Corporation, and is not readily ascertainable, such notice shall be addressed to him or her at the last known address of such Director as carried in the records of the Corporation. Notice of the time and the place of holding of any adjourned meeting need not be given to absent Directors if the time and place are fixed at the meeting adjourned.

(3) The transaction of any business at a meeting of the Board, however called and noticed and wherever held, shall be valid as though it had been transacted at a meeting duly held after a regular call and notice if a quorum is present and if, either before or after the meeting,

each of the Directors not present signs a Waiver of Notice, a consent to the holding of the meeting or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the records of the Corporation and made a part of the minutes of the meeting.

Section 10. Special Meetings.

(1) Special meetings of the Board may be called by: (a) the Chair; or (b) any two (2) Directors. A notice shall be given to each Director of the time, place and purpose of each special meeting at least forty-eight (48) hours prior to the convening of such a meeting by personal delivery, telephone, facsimile, mail or electronic communication. If the current address of a Director is not shown on the records of the Corporation and is not readily ascertainable, notice shall be addressed to him or her at the last known address of such a Director as reflected in the records of the Corporation.

(2) The transaction of any business at a special meeting of the Board that does not satisfy the notice requirements set forth above shall be deemed valid if a quorum is present and if, either before or after the meeting, each of the Directors not present at such meeting signs a written Waiver of Notice, a consent to the holding of the meeting or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the records of the Corporation and made a part of the minutes of the meeting.

Section 11. Place of Meetings; Telephone Conference Meetings. Annual, regular and special meetings of the Board may be held at any place within or outside of the State of Maryland that has been designated, from time to time, by resolution of the Board or by written consent of all of the Directors. In the absence of such designation, meetings shall be held at the principal office of the Corporation. The Directors may conduct any meeting thereof by telephone conference or similar communications equipment if all persons participating in the meeting can hear each other at the same time. Participation in a meeting by these means constitutes a Director's presence in person at a meeting.

Section 12. Conduct at Meetings. At every meeting of the Board, the Chair or in the absence of the Chair, a chair chosen by the majority of the Directors present, shall preside over the meeting. The chair of the meeting may appoint any person to act as secretary of the meeting for purposes of taking appropriate minutes of the proceeding.

Section 13. Compensation. A Director may not receive any compensation for his or her services as a Director; provided, however, upon approval by the Board, reimbursement for reasonable expenses for attendance at any annual, regular, or special meeting of the Board, or any committee thereof, shall be allowed. A Director who serves the Corporation in any other capacity may receive compensation for such other services, pursuant to a resolution of the Board.

Section 14. Board Member Emeritus. There shall be a category of Board member known as a Board Member Emeritus, who is nominated and elected by the Board of Directors. Board Members Emeritus shall be selected from those Board members who have served on the Board of Directors with distinction and excellence. A Board Member Emeritus shall be entitled to receive all written notices and information provided to the Board of Directors, to attend all Board meetings, to participate in meetings of the committees in which they serve, and encouraged

to attend all other events conducted by the organization. A Board Member Emeritus shall not be subject to any attendance policy counted in determining if a quorum is present at a meeting, not entitled to hold office, not entitled to vote at any Board meeting, and does not have any fiduciary responsibility.

Annually, with the recommendation of the Board Governance Committee, the Executive Committee of the Board will consider potential candidates and may nominate one or more individuals for a Board Member Emeritus position. The Executive Committee will present the nomination(s) along with supporting statements to the Board of Directors for its consideration. A Board Member Emeritus shall be elected by vote of at least seventy-five percent (75%) of all the Directors at a meeting at which a quorum is present. A Board Member Emeritus is appointed to a five (5) year fixed term, subject to renewal or termination by the Board of Directors.

ARTICLE IV OFFICERS

Section 1. Number and Title. The officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer. The Corporation may also have, in the discretion of the Board, Assistant Secretaries and Assistant Treasurers. A person may hold more than one office in the Corporation, but may not serve concurrently as both President and Vice President.

Section 2. Election; Term of Office. All officers of the Corporation shall be elected by the Board at its annual meeting. All officers of the Corporation shall be elected for terms of two (2) years or such other term as the Board may designate in its discretion. A person may serve an unlimited number of terms as an officer of the Corporation, but may not serve more than three (3) full terms in succession and may not be re-elected as an officer until the next annual meeting of the Board following the end of such officer's third consecutive full term. Each officer of the Corporation shall hold office until he or she shall resign, be removed or otherwise disqualified to serve, or until his or her successor shall be duly elected and qualifies.

Section 3. Removal and Resignation. Any officer may be removed, with or without cause, by a majority of the Directors at any regular or special meeting of the Board (or, as to any assistant or subordinate officer, by any officer authorized by the Board). Any officer may resign at any time by providing written notice to the Board and any such resignation shall take effect on the date of the receipt of such notice, or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4. Vacancies. If any officer position becomes vacant by reason of the death, resignation or removal of such officer, the Board shall elect a successor who shall hold such office for the unexpired term and until his or her successor is duly elected and qualifies.

Section 5. President. The President (also referred to herein as the "Chair") shall, in general, supervise and control all of the business and affairs of the Corporation, perform all duties incident to the office of the president of a corporation, including, but not limited to, the execution, on behalf of the Corporation, of any contract or agreement approved by the Board and have such

other powers and perform such other duties as may be prescribed in these Bylaws or by the Board from time to time. The Chair shall preside over the meetings of the Board at which the Chair is present. The Chair shall be a Director of the Corporation.

Section 6. Vice President. The Vice President (also referred to herein as the “Co-Chair”) (if one is appointed) shall, at the request of the Chair, or in the Chair's absence or during his or her inability to act, perform the duties and exercise the functions of the Chair, and when so acting shall have the powers and duties of the Chair. If there be more than one Co-Chair, the Board may determine which one or more of the Co-Chairs shall perform any of such duties or exercise any of such functions, or, if such determination is not made by the Board, the Chair may make such determination; otherwise any of the Co-Chairs may perform any of such duties or exercise any of such functions. The Co-Chair shall have such other powers and perform such other duties as are from time to time assigned to him or her by the Board or the Chair.

Section 7. Executive Director. If hired, the Executive Director shall have the general powers and duties of management usually vested in the office of the Executive Director by a corporation, as well as such other powers and duties, as may be prescribed by the Board, and, unless the Board shall otherwise determine, by resolution, to make such contracts, as the ordinary conduct of the Corporation's business may require. The person hired to serve as Executive Director shall serve as an ex-officio, non-voting member of the Board and is not required to be a Director to serve in such capacity.

Section 8. Secretary. The Secretary shall sign, with the Chair, such documents as are customarily attested to by the secretary of a corporation and shall keep minutes of meetings and forward such notices as may be required pursuant to the provisions of these Bylaws or by the Maryland General Corporation Law. The Secretary shall keep and file the books, reports, statements and such other documents and records as may be required or necessary for the conduct of the Corporation's business. The Secretary shall exhibit at all reasonable times to any Director, upon application, these Bylaws and the minutes of proceedings of the Board and any committees of the Corporation and shall perform such other duties incident to the office of Secretary as may be assigned by the Board or otherwise set forth in these Bylaws.

Section 10. Treasurer. The Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the Corporation and for all records pertaining to the same and shall, at the request of the Chair or any Director, render an account of all transactions and perform such other duties as may be assigned from time to time by the Board. The Treasurer shall, at least annually, report to the Board on the financial condition of the Corporation.

Section 12. Compensation. An officer of the Corporation may receive reasonable compensation for his or her services to the Corporation. The amount of any such compensation shall be determined by the Board.

ARTICLE V EXECUTIVE DIRECTOR

If the Board employs an Executive Director, in addition to such duties and responsibilities, described in Section 7, Article IV hereof, and such other duties as the Board may prescribe, the Executive Director shall:

- A. Exercise, under direction of the Board, authority over all of the Corporation's activities;
- B. Render an annual and such other reports as will keep the Board fully informed with respect to the progress of the Corporation, its accomplishments, and its needs;
- C. Serve as an ex-officio, non-voting member of all committees of the Board; and
- D. Have the power to employ and discharge persons, on behalf of the Corporation, and such power may be delegated by the Executive Director to any employee of the Corporation, who is serving in a supervisory capacity, to be exercised in respect to any person or employee, who is to serve or is serving in a position subordinate to such supervisory employee.

ARTICLE VI COMMITTEES

Section 1. Committees. The Board may appoint from among the Directors an Executive Committee and such other committees as it deems appropriate. All such committees shall be composed of two (2) or more Directors. The Board may delegate to these committees any of the powers of the Board, except: (1) any power the Board is prohibited from delegating under the Maryland General Corporation Law; (2) the power to take any action in which the Directors act as Members; or (3) the power to elect or remove Directors or amend these Bylaws.

Section 2. Committee Procedure. The Board shall have the power to prescribe the manner in which proceedings of each committee shall be held. Unless the Board shall otherwise provide, the actions of each committee shall be governed by the following rules of procedure. The majority of the members of a committee shall constitute a quorum for the transaction of business and the vote of a majority of those present at a meeting at which a quorum is present shall be sufficient to pass any measure or resolution of the committee. The members of the committee present at any meeting, whether or not they constitute a quorum, may appoint a Director to act in the place of an absent member. Any action required or permitted to be taken at a meeting of a committee may be taken without a meeting, if a unanimous written consent which sets forth the action is signed by each member of the committee and filed for the minutes of a committee. The members of the committee may conduct any meeting thereof by telephone conference or similar communications equipment if all persons participating in the meeting can hear each other at the same time. Participation in a meeting by these means constitutes a presence in person at a meeting. In the absence of any prescription by the Board or any applicable provision of these Bylaws, each committee may prescribe the manner in which its proceeding shall be conducted.

Section 3. Executive Committee. The Executive Committee, if appointed, shall have full authority to manage and control the business and affairs of the Corporation between meetings

of the Board and shall have the authority and power to act for and on behalf of the Board in all matters, subject only to the limitations contained in Section 1, Article VI, of these Bylaws or the Maryland General Corporation Law. Meetings of the Executive Committee shall be held at such intervals as may be determined appropriate by the Board or by the Executive Committee.

ARTICLE VII INDEMNIFICATION

Section 1. General. The Corporation shall indemnify: (1) any individual who is a present or former Director or officer of the Corporation; or (2) any individual who serves or has served in another corporation, partnership, joint venture, trust, employee benefit plan or any other enterprise as a Director or officer, or as a partner or trustee of such partnership or employee benefit plan, at the request of the Corporation and who by reason of service in that capacity was, is or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, to the full extent permitted under the Maryland General Corporation Law. The Corporation may, with the approval of the Board, provide such indemnification for any employee or agent of the Corporation.

Section 2. Advancement of Expenses. Reasonable expenses incurred by a Director or officer who is, or is threatened to be made, a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, may be paid or reimbursed by the Corporation, upon the approval of the Board, for the costs and expenses incurred by such person in connection with such proceeding in advance of the final disposition of the proceeding upon receipt by the Corporation of: (1) a written affirmation by the party seeking indemnification that he or she has a good faith belief that the standard of conduct necessary for indemnification by the Corporation as authorized herein has been met; and (2) a written undertaking by or on behalf of the party seeking indemnification to repay the amount if it shall ultimately be determined that the standard of conduct has not been met.

Section 3. Exclusivity. The rights of indemnification and advancement of expenses provided by the Charter or these Bylaws shall not be deemed exclusive of any other rights to which a person seeking indemnification or advancement of expenses may be entitled under any law (common or statutory) or agreement, both as to action in his official capacity and as to action in another capacity while holding office or while employed by or acting as agent for the Corporation, and such rights shall continue in respect of all events occurring while a person was a Director or officer and shall inure to the benefit of the estate, heirs, executors and administrators of such person. All rights to indemnification and advancement of expenses under the Charter or these Bylaws shall be deemed to be a contract between the Corporation and each Director or officer of the Corporation who serves or served in such capacity at any time while this Section 3 is in effect. Nothing herein shall prevent the amendment of this Article VII, Section 3, provided that no such amendment shall diminish the rights of any person hereunder with respect to events occurring or claims made before its adoption or as to claims made after its adoption in respect of events occurring before its adoption. Any repeal or modification of this Article VII, Section 3 shall not in any way diminish any rights to indemnification or advancement of expenses of such Director or officer or the obligations of the Corporation arising hereunder with respect to events occurring, or claims made, while this Article VII, Section 3, or any provision hereof, is in force.

ARTICLE VIII
CONFLICTS OF INTEREST

Section 1. Full Disclosure. Any Director, officer, key employee or committee member having an interest in a contract or other transaction with the Corporation shall disclose such interest to the Board, or a proper committee thereof, for consideration, authorization, approval, or ratification and shall make a prompt, full and frank disclosure of his or her interest to the Board or committee prior to its acting on such contract or transaction. Such disclosure shall include any relevant and material facts, known to such person, about the contract or transaction which might reasonably be construed to be adverse or potentially adverse to the Corporation's interests.

Section 2. Procedure.

(1) The Board, or the proper committee thereof to which such disclosure is made, shall thereupon determine, by majority vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use personal influence on, nor participate (other than to present factual information or to respond to questions) in the discussions or deliberations with respect to, such contract or transaction. Such person may be counted in determining the existence of a quorum at any meeting where the contract or transaction is under discussion or is being voted upon. The minutes of the meeting shall reflect the disclosure made, the vote thereon and, where applicable, the abstention from voting and participation, and that a quorum was present.

(2) The Board may adopt conflict of interest policies requiring:

- (a) Regular annual statements from Directors, officers and key employees that disclose existing and potential conflicts of interest; and
- (b) Corrective and disciplinary actions with respect to transgressions of such policies.

For purposes of this Article VIII, a person shall be deemed to have an "interest" in a contract or other transaction if the person is the party (or one of the parties) contracting or dealing with the Corporation, or is a director, trustee or officer of, or has a significant financial or influential interest in, the entity contracting or dealing with the Corporation other than corporations, partnerships, joint ventures, or other entities owned, controlled, or managed by the Corporation.

ARTICLE IX SUNDRY PROVISIONS

Section 1. Fiscal Year. The fiscal year of the Corporation shall be the twelve calendar months period ending June 30th in each year, unless otherwise provided by the Board.

Section 2. Books and Records. The Corporation shall keep correct and complete books and records of its accounts and transactions and minutes of the proceedings of its Board and of any committee when exercising any of the powers of the Board. The books and records of the Corporation may be in written form or in any other form which can be converted within a reasonable time into written form for visual inspection. Minutes shall be recorded in written form but may be maintained in the form of a reproduction.

Section 3. Corporate Seal. If the Corporation is required to place its corporate seal to a document, it is sufficient to meet the requirement of any law, rule or regulation relating to a corporate seal to place the word "Seal" adjacent to the signature of the person authorized to sign the document on behalf of the Corporation.

Section 4. Mail. Any notice or other document that is required by these Bylaws to be mailed shall be deposited in the United States mails, postage prepaid.

Section 5. Checks and Drafts. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by the Chair or Executive Director of the Corporation, or such other officers of the Corporation as may be designated from time to time by resolution of the Board. Both the Chair and Executive Director must have signature authority with the Corporation's financial institution(s). All checks above \$1,000 must be signed by the Executive Director and the Chair or a designee of the Board who has signature authority with the Corporation's financial institution(s).

Section 6. Execution of Documents. A person who holds more than one office in the Corporation may not act in more than one capacity to execute, acknowledge, or verify an instrument required by law to be executed, acknowledged, or verified by more than one officer.

Section 7. Annual Statement of Affairs. The Chair or other executive officer of the Corporation shall prepare or cause to be prepared annually a full and correct statement of the affairs of the Corporation, which shall include a balance sheet and a financial statement of operations for the preceding fiscal year.

ARTICLE X AMENDMENTS

These Bylaws may be amended or repealed, or new Bylaws may be made and adopted, by the Directors at any annual, regular or special meeting of the Board at which a quorum (as defined in Article III hereof) is present, or by the unanimous written consent of all the Directors.

These Bylaws were approved and adopted by the Board of The Ingenuity Project, Inc. as of September 1, 2021.



Ariel Bowers, Secretary

Dated: September 1, 2021

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