



**BEFORE THE PUBLIC UTILITIES COMMISSION
OF THE STATE OF CALIFORNIA**

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Application of Pacific Gas and Electric Company for Authority, Among Other Things, to Increase Rates and Charges for Electric and Gas Service Effective on January 1, 2017. (U39M)

Application 15-09-001
(Filed September 1, 2015)

**FRIENDS OF THE EARTH'S MOTION FOR RECONSIDERATION OF
ADMINISTRATIVE LAW JUDGE'S RULING ON NOTICE OF INTENT TO CLAIM
INTERVENOR COMPENSATION**

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Date: June 21, 2016

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Pursuant to Rule 11.1 of the Commission's Rules of Practice and Procedure, Friends of the Earth (FOE) moves for reconsideration of the Administrative Law Judge's (ALJ) May 24, 2016 Ruling Rejecting FOE's Notice of Intent to Claim Intervenor Compensation (Ruling).

FOE is a nationally-recognized non-profit organization within the meaning of Section 501(c)(3) of the United States Internal Revenue Code. For over 40 years, FOE has used a combination of advocacy, technical and policy expertise, and litigation to reduce economic drivers that encourage environmental degradation from nuclear energy and to address the threats to human health and the environment that nuclear power poses, as authorized by its Articles of Incorporation.

This motion is being filed concurrently with FOE's Amended Notice of Intent to Claim Intervenor Compensation (Amended NOI). For the reasons set forth below, the Commission should grant this motion and accept FOE's Amended NOI.

I. BACKGROUND

On October 29, 2015, the presiding ALJ granted FOE party status. On November 10, 2015, FOE timely filed its Notice of Intent (Original NOI) in this proceeding, within 30 days of the Prehearing Conference. As FOE's last award of intervenor compensation and finding of "significant financial hardship" was more than a year old, FOE also sought a finding of

eligibility for compensation and significant financial hardship. *See* Pub. Util. Code § 1804(b)(1).

On May 24, 2016, Administrative Law Judge Stephen C. Roscow rejected FOE's NOI on the grounds that FOE's Bylaws "do not authorize FOE to represent environmental interests before government agencies or in judicial proceedings," and "[a]bsent the required authorization . . . FOE has not established § 1802(b)(1)(C) eligibility to claim compensation." Ruling at p. 8.

This Ruling overlooks the plain language of FOE's Bylaws, which clearly allows the organization to represent the interests of residential ratepayers through litigation and participation in administrative proceedings. *See Exhibit A* (FOE Bylaws, as amended June 6, 2014), § 3.02. FOE's authorization to represent residential ratepayers is further evident from the organization's Articles of Incorporation, as well as FOE's long history of advocacy before administrative agencies and the courts on behalf of utility ratepayers. For these reasons, FOE respectfully requests that the Commission reconsider the Ruling denying FOE's Original NOI and approve FOE's Amended NOI.

II. FOE IS ENTITLED TO A FINDING OF CUSTOMER STATUS

Public Utilities Code section 1802(b)(1) defines three different customer categories—Category 1, 2, and 3—who are eligible to seek intervenor compensation, and D. 98-04-059 discusses the differences between these customer categories. FOE sought Category 3 status, as "a representative of a[n] . . . organization authorized pursuant to its articles of incorporation or bylaws to represent the interests of residential customers." Pub. Util. Code § 1802(b)(1)(C).

As stated in its Original NOI, FOE's mission and purpose are set forth in its Bylaws and include "transforming the economy so it protects the environment and enhances people's well being." Exh. A, § 1.02. This goal requires the periodic representation of the interest of residential and small commercial customers of electric utilities in administrative proceedings. The Bylaws

further state that “[i]n pursuit of these purposes, the Corporation will conduct research and education and other activities consistent with [Section 501(c)(3) tax status].” *Id.* Because FOE’s members share its purposes, support the organization through dues, and are themselves residential ratepayers, FOE is authorized to advance their interests through its efforts.

The Ruling on the Original NOI did not find this evidence sufficient. Yet, in finding that FOE had not proven its Category 3 status, the Ruling ignored the litigation committee language in FOE’s Bylaws, the language in its Articles of Incorporation (Articles), and FOE’s past awards of intervenor compensation from the Commission.

A. FOE’s Bylaws Contain Language Authorizing Litigation Activities.

The Ruling found that FOE’s Bylaws “do not authorize FOE to represent environmental interests before government agencies or in judicial proceedings,” yet, the plain language of the Bylaws does just that. Ruling at p. 8. Section 3.06 of FOE’s Bylaws authorizes the creation of a Legal Committee “with full authority to review, evaluate and approve all litigation. Upon approval of the Committee, the Committee *may initiate litigation*, joining a lawsuit or filing an amicus brief.” Exh. A, § 3.06 (emphasis added) This section explicitly authorizes FOE, through its Legal Committee, to participate in litigation activities—all of which is done on behalf of its members, who are residential ratepayers. Moreover, in the administrative law context, initiating litigation necessarily includes participation in administrative proceedings and representation before government agencies in order to satisfy exhaustion requirements. Thus, this language fully establishes FOE’s § 1802(b)(1)(C) eligibility to claim intervenor compensation.

Moreover, in order to make the extent of this authorization even more apparent on its face, FOE recently amended Section 3.06 of its Bylaws to explicitly state that “[s]ubject to any procedures adopted by the Legal Committee, the Corporation may also participate in formal

administrative proceedings, settlements and informal legal actions.” Exh. D (FOE’s Bylaws, as amended June 10, 2016), § 3.06. Though this authority has always been impliedly granted in every iteration of FOE’s Bylaws, this amended language makes FOE’s ability to represent residential ratepayer interests before the Commission even more apparent and lends further support to this motion.

B. FOE’s Authorization to Represent Residential Ratepayers is Further Apparent from its Articles of Incorporation.

FOE’s Articles of Incorporation (Articles) further demonstrate its authorization to represent residential ratepayers before the Commission and other administrative bodies. The Articles give FOE broad authority to “do any and all lawful acts and things which may be necessary, useful, suitable, or proper for the furtherance or accomplishment of the purposes of the Corporation.” Exh. B (Articles of Incorporation), § III(A)(7). Such sweeping authorization necessarily includes the ability to litigate and appear in administrative proceedings in order to further FOE’s purpose of preventing the development of nuclear resources.

Until the 2014 amendments, the language of FOE’s Bylaws mirrored its Articles of Incorporation almost exactly. *See* Exh. C (Pre-2014 FOE Bylaws). As discussed below, the Commission previously awarded FOE Category 3 intervenor compensation based on this broad, authorizing language in FOE’s pre-2014 Bylaws and Articles. Given that the Articles with their expansive authorizing provision are still in effect, the Ruling should be reconsidered to accept FOE’s amended NOI.

C. FOE Has Previously Been Awarded Intervenor Compensation Before the Commission.

FOE’s past award of intervenor compensation before the Commission further demonstrates its Category 3 eligibility. On October 6, 2014, ALJ David M. Gamson awarded

FOE \$28,350.00 in intervenor compensation for its contribution to Long Term Procurement Proceeding R.12-03-014, which involved a rulemaking to integrate and refine procurement policies and to consider long-term procurement plans. *See* D.14-10-022. In so doing, the Commission found that FOE qualified for Category 3 customer status consistent with the requirements of Public Utilities Code section 1802(b)(1)(C), and that FOE had demonstrated significant financial hardship consistent with Public Utilities Code section 1802(g). *Id.* at 4.

Though FOE updated its Bylaws between this award and the Original NOI at issue here, nothing in those amendments altered FOE's purpose and authorization to represent residential customer interests regarding nuclear energy before the Commission. The previous award and finding of intervenor compensation eligibility demonstrate FOE's longstanding commitment to representing the interests of residential ratepayers before the Commission, and bolster FOE's request that the Ruling be reconsidered in order to approve FOE's amended NOI.

III. CONCLUSION

For the reasons set forth above, FOE respectfully requests that the Commission grant its motion for reconsideration and accept FOE's amended NOI.

DATED: June 21, 2016

SHUTE, MIHALY & WEINBERGER LLP

By: /s/ ELLISON FOLK

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EXHIBIT A

**BYLAWS OF
FRIENDS OF THE EARTH**
As Amended, June 6, 2014, Effective July 1, 2014

**ARTICLE I
NAME, PURPOSE, OFFICES, AND COMMUNICATION**

Section 1.01 Name. The name of this corporation is Friends of the Earth. (Hereafter the “Corporation”) The Corporation may also be known as Friends of the Earth Education Fund.

Section 1.02 Purpose. The Corporation is organized for the charitable and educational purposes of working to create a just and healthy world by defending the environment and human health while advancing social and economic justice, by (among other strategies), transforming the economy so it protects the environment and enhances people’s well being, and by building movements in the United States and globally working for those ends. In pursuit of these purposes, the Corporation will conduct research and education and other activities consistent with Section 1.04.

Section 1.03 Certificate of Incorporation and Offices. The principal office of the Corporation is located in the District of Columbia, at 1100 15th Street, NW, Suite 1100 or such other location in the District of Columbia as the Board may determine. The Corporation may have offices at such other places as the affairs of the Corporation may require from time to time.

Section 1.04 Tax Status. The Corporation shall operate so as to be consistent with Section 501-c(3) of the Internal Revenue Code.

Section 1.05 Electronic Communication. Any requirement in these Bylaws of writing or that something be in written form may be met by any form of information inscribed on a tangible medium or that is stored in an electronic or other medium and is retrievable in perceivable form.

**ARTICLE II
BOARD OF DIRECTORS**

Section 2.01 Authority. The Board of Directors (“the Board”) is the policy-making body and may exercise all the powers and authority granted to the Corporation by law. The Board shall oversee the Corporation’s operations. As the governing body of the Corporation, the Board may take all actions and perform all duties that it deems appropriate for the direction of the Corporation and that are not inconsistent with these Bylaws. The Board of the Corporation shall have and may not delegate the power to:

- elect and remove board members, except as specifically provided in Articles II and V (with respect to the election of one member of the Board by the individual members of the Corporation);
- approve the budget;
- hire and fire the President;
- approve and amend the mission statement of the organization;
- amend the Articles of Incorporation and Bylaws of the Corporation;
- elect and remove officers;
- appoint and remove members of the Executive Committee; and,
- approve major corporate changes, e.g. dissolution or merger.

Section 2.02 Number and Qualification. The number of directors of the Corporation may be increased or decreased from time to time by the Board of Directors (hereafter “the Board”) so long as the Board shall consist of no fewer than five (5) and no more than nineteen (19) members, not including the President of the Corporation, who shall serve as a non-voting, *ex officio* member. All directors elected by the Board of the Corporation or by the members of the Corporation shall be dues paying individual members of the Corporation as described in Article V. The Board may establish other requirements and qualifications for directors provided that such requirements and qualifications are not inconsistent with these Bylaws or with applicable law.

Section 2.03 Election of Directors and Tenure. A single director shall be elected by the members of this Corporation as described in Section 5.03. The remaining directors shall be elected by the Board of Directors of this Corporation.

The directors elected by the Board of this Corporation shall be divided into three (3) classes, each class to be nearly equal in number of directors and with the term of office of the directors of each class staggered so the directors in each class serve three (3) year terms, and at each annual meeting of the Board only the directors of one class shall be up for election. The single director elected by the members of this Corporation shall be elected for a one-year term.

Unless waived pursuant to Section 2.04 of this Article, any director who serves a combination of consecutive one-year terms and three-year terms totalling nine (9) consecutive years, after January 1, 2014 shall be ineligible for re-election as a director until a year has elapsed after expiration of the nine consecutive years, at which time he/she may be elected for an additional combination of consecutive terms totalling nine years. The Board may determine additional tenure limitations or requirements consistent with these Bylaws.

Section 2.04 Waiver of Tenure Limit. The tenure limitations under Section 2.03 of this Article may be waived by a majority of the entire Board in the case of specific directors, for up to a maximum of one-third (1/3) of the directors of the Corporation at any time, in order to meet important organizational needs for leadership, diversity, and/or continuity.

Section 2.05 Non-voting Board members. In addition to the President (who, pursuant to Section 2.01 of this Article, is a non-voting, *ex officio* Board member), the Board may elect other non-voting Board members with such titles, rights and responsibilities as the Board sees fit. Such non-voting Board members are not counted towards minimum and maximum numbers of Board members under Section 2.02 of this Article. While the tenure limitations of Section 2.03 of this Article are not applicable to such non-voting Board members, the Board may determine the tenure of such non-voting members.

Section 2.06 Nominations. The Board shall determine and establish the methods and procedures for making nominations for elections to the Board positions elected by the Board of this Corporation and by the members of this Corporation and to committees of the Board.

Section 2.07 Vacancies. Vacancies that cause the number of Board members to drop below the minimum number of members (under Section 2.02 of this Article) shall be filled by a majority vote of the remaining members of the Board of Directors. Other vacancies may be filled by the Board at such times as it deems appropriate. Persons so elected shall hold office until the next annual meeting in which the director's class is up of election.

Section 2.08 Resignation and Removal. A director may resign at any time by giving written notice of his or her resignation to the Chair or the Secretary of the Corporation, or by presenting his or her written resignation in person or at an annual, regular, or special meeting of the Board of Directors. A director may be removed, with cause, at an annual, regular, or special meeting of the Board of Directors by the affirmative vote of a majority of the directors then in office or two-thirds (2/3) of those present at the meeting, whichever is the greater number of directors. Any director for whom such removal is to be considered by the Board shall be notified of such consideration no less than twelve (12) days prior to the Board meeting at which his/her removal is to be considered.

Section 2.09 Compensation. The Corporation shall not pay a salary or fee to any director for his or her service on the Board. However, at the approval of the Chair and President, the Corporation may reimburse directors for the direct expenses they incur in attending meetings of the Board or participating in other business of the Corporation up to \$5,000. Compensation to directors over that amount will require the approval of the full Board. The Board may compensate the President for service in that position. Nothing herein shall be construed to preclude any director from serving the Corporation in any other capacity than director and receiving compensation in that capacity, subject to Article IX and to policies that may be determined by the Board.

Section 2.10 Meetings. The Board shall hold at least three (3) regular meetings annually, one of which shall be designated the annual meeting. Regular meetings shall be at such times and places as the Board or Chair shall determine. Special meetings may be called by or at the request of the Chair or at the request of 20% of the directors.

Section 2.11 Quorum and Voting. At all meetings of the Board, a majority of the directors shall constitute a quorum for the transaction of business. Unless otherwise required by law or these Bylaws, all decisions will be by majority of those directors present at a meeting at which a quorum is present. If at any meeting there is less than a quorum present, a majority of those present may adjourn to another time and/or date without notice to any absent member. Any or all directors may participate in the meeting of the Board of Directors or a committee of the board and count toward a quorum by means of conference telephone or by any means of communication by which all persons participating in the meeting are able to hear one another, and such participation shall constitute presence in person at the meeting.

Section 2.12 Consent to Act. The Board of Directors or any committee may take action without a meeting if all members of the board consent in writing to the adoption of a resolution authorizing any such action. The resolution and written consent thereto by the member of the Board shall be filed with the minutes of the proceedings of the Board. Action taken under this section is effective when the last Director signs (including by electronic means) the consent, unless the consent specifies an earlier or later effective date. A consent signed under this section has the effect of a meeting vote and may be described as such in any document.

Section 2.13 Notice of Meetings. Notice of the time and place of meetings of the Board of Directors shall be communicated to each director in writing. If notice is mailed, it shall be addressed to the director or committee member at his or her address as shown by the records of the Corporation. Notice of regular meetings of the Board shall be provided at least five (5) days in advance except that the Board may set a schedule for meetings at the beginning of each one year (or shorter) period, and notice of that schedule shall be sufficient notice of the regularly scheduled meetings for that period. Notice of a special meeting must precede the meeting by at least two (2) days. Notice shall be effective at the earliest of (1) when received; (2) when left at the recipient's residence or usual place of business; (3) five days after deposit in the U.S. mail or with a commercial delivery service; (4) on the date shown on a return receipt; (5) if sent electronically to an address provided by the director for that purpose, when it enters the information processing system designated for receipt of electronic transmissions. Neither the business transacted at, nor the purpose of, any meeting of the Board need to be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

Section 2.14 Waiver of Notice. Whenever notice is required to be given to any Director under any provision of law, the Articles of Incorporation, or these Bylaws, a waiver in writing signed by the Director entitled to such notice, whether before or after the time stated therein, shall be the equivalent to the giving of such notice. The waiver must specify the meeting for which notice is waived and must be filed with the minutes or the corporate records. A Director's presence at a meeting, in person or by teleconference, waives any required notice to the Director of the meeting unless the Director, at the beginning of the meeting, or promptly upon the Director's arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken at the meeting.

Section 2.15 Attendance. The Board may establish policies and requirements related to directors' attendance at Board meetings.

Section 2.16 Purchase, Sale, Mortgage, and Lease of Real Property. The Board may determine policies relating to the purchase, sale, mortgage, and lease of real property by the Corporation.

Section 2.17 Inspection. Every Director shall have the right at any reasonable time to inspect and copy books, records, and documents of this Corporation to the extent reasonably related to the performance of the director's duties as a director.

ARTICLE III COMMITTEES

Section 3.01 Committees of the Board of Directors. The Board of Directors, by resolution adopted by a majority of the entire Board of Directors, may designate one or more committees, each of which, except as otherwise specified in the Bylaws or in such Board resolution, shall consist of three (3) or more directors appointed by the Chair of the Board. For each such committee, except as otherwise specified in the Bylaws or in such Board resolution, the Chair of the Board shall appoint one of the directors appointed to the committee to serve as Chair of such committee. The Chair of the Board serves *ex officio* on each committee of which he/she is not a committee member.

In designating such a committee, the Board resolution shall specify the committee's purpose and also its authority, if any. To the extent provided in the resolution, such committees shall have and exercise the authority and act on behalf of the Board of Directors in the management of the corporation, except as described in Section 2.01 of Article II.

The Chair of the Board may designate one or more directors as alternate members of any such committee to replace any absent or disqualified member of such committee. Except as otherwise specified in the Bylaws or in the Board resolution designating such committee, vacancies in any such committee shall be filled by the Chair of the Board.

Unless otherwise specified in the Bylaws or Board resolution, the period of operation of such Board-designated committees is ongoing. However, such a committee's operation, purpose, and/or authority may be modified or ended by resolution adopted by a majority of the entire Board.

Unless otherwise specified in the Bylaws, or by Board resolution consistent with these Bylaws, a majority of the committee members appointed to each such committee by the Chair of the Board shall be directors of the Corporation.

Section 3.02 Other Committees. The Chair of the Board may designate one or more committees (work groups, task forces, etc.) having advisory or other purposes but not

having or exercising the authority to act on behalf of the Board. In designating such committees, the Chair of the Board shall designate their purposes and periods of operation, not to exceed the current term of the Board Chair. Except as otherwise specified in the Bylaws, each such committee shall consist of persons appointed by the Chair of the Board, one of which shall be appointed by the Board Chair to serve as Chair of such committee.

Section 3.03 Committee Members' Terms. In electing or appointing committee members and committee chairs, the Board or the Chair of the Board, as appropriate, shall designate the period of such members' or committee chairs' terms of election or appointment, unless such terms are specified in the Bylaws. If a committee member or committee chair is elected or appointed without the term being specified, the term of such committee member or committee chair shall expire when the current term of the Board Chair expires. However, nothing in this Section shall preclude the Board or Board Chair from re-electing or re-appointing such committee member or committee chair for another term.

Section 3.04 Executive Committee. The Board shall elect an Executive Committee comprised of no fewer than five (5) members of the Board, including the Chair, Vice Chair, Secretary, Treasurer and President /CEO. A majority of the Executive Committee shall be Board members elected by the members or Board of the Corporation. No person who is not a member of the Board may be elected to the Executive Committee. Except as specified in Section 2.02, the Executive Committee shall have and may exercise the authority of the Board between meetings of the Board. No Board member who is not an officer of the Corporation may serve on the Executive Committee for more than three (3) consecutive years.

Section 3.05 Audit Committee. The Corporation shall have an Audit Committee elected by the Board of Directors. The Audit Committee shall be comprised solely of independent directors and shall not include the Corporation's Chair, Treasurer, or President. If the Board has created a Finance Committee for the Corporation, members of that committee may not constitute a majority of the Audit Committee, and the Audit Committee may not be chaired by a member of the Finance Committee. The Audit Committee shall annually engage an independent Certified Public Accountant (CPA) to perform a financial audit of the Corporation's financial statements and annually evaluate his/her performance and independence.. The Audit Committee may, working with the President, negotiate the CPA's compensation on behalf of the Board. The Audit Committee shall have such other responsibilities as determined by the Board, and in any event must, (i) confer with the CPA to review the scope and planning of the audit prior to its commencement, (ii) satisfy itself that the financial affairs of the Corporation are in order, and (iii) review and discuss with the CPA any material risks or weakness in internal controls identified by the CPA, any restrictions on the scope of the audit or access to requested information, any disagreements between the auditor and management, the adequacy of the corporation's accounting and financial reporting processes, and the results of the audit and contents of any management letter, and (iv) determine whether to accept the audit. Further, the Audit Committee must approve any non-audit services to be

provided by the CPA and ensure that such services conform to the standards in the Yellow Book issued by the U.S. Comptroller General. The Board Chair may appoint interim committee members, not including the Corporation's Chair, Treasurer, or President, to fill vacancies on the Audit Committee that arise between meetings of the Board. The Audit Committee shall report on its activities to the Board.

Section 3.06 Legal Committee. The Corporation shall have a Legal Committee elected by the Board of Directors with full authority to review, evaluate and approve all litigation. Upon approval of the Committee, the Committee may initiate litigation, joining a lawsuit or filing an amicus brief. The committee shall provide a full report to the Board at its next meeting.

Section 3.07 Quorum, Voting, Notice. Unless otherwise determined by these Bylaws or by the Board (in the case of Committees of the Board of Directors under Section 3.01) or by the Chair (in the case of Other Committees under Section 3.02), requirements applicable to the Board of Directors for quorum, voting, notice, and waiver of notice under Article II are applicable to committees under this Article. For this purpose, the Board notice requirements applicable to committees are those applicable to special Board meetings.

ARTICLE IV OFFICERS

Section 4.01 Number. The officers of the Corporation shall be the Chair, the Vice-Chair, Secretary, Treasurer, President/CEO and such other officers with such powers and duties not inconsistent with these bylaws as may be determined and elected by the Board of Directors, including, but not limited to, assistant secretaries and assistant treasurers. Any two or more offices may be held by the same person, except the offices of Chair and Treasurer.

Section 4.02 Elections, Term of Office. The officers of the Corporation shall be elected bi-annually, normally for two year terms, by the Board of Directors at the regular annual meeting of the Board. Officers shall be eligible for re-election. Terms of office expire when an officer's successor has been elected or when otherwise determined by the Board. The Board of Directors shall set rules governing the nomination and election of Officers.

Section 4.03 Vacancies. In the event of the absence or disability of any officer of the corporation, the Board of Directors may delegate his or her powers and duties to any other officer or officers. In case of a vacancy (other than the President/CEO), the Board shall elect a board member to fill the office for the unexpired portion of the term. In the case of a vacancy in the office of President/CEO, the Board shall have the authority to appoint an acting President/CEO until the position is filled.

Section 4.04 Chair. The Chair shall preside at all meetings of the membership, the Board of Directors and Executive Committee. He or she shall have the authority, and

shall do and perform such duties, as may be assigned to him or to her by the Board of Directors or by these Bylaws.

Section 4.05 Vice Chair. At the request of the Chair or in the event of his or her absence or disability, the Vice Chair may perform the duties and possess and exercise¹ the powers of the Chair. The Vice Chair shall have such other powers as the Board of Directors may determine, and shall perform such other duties as may be assigned to him or her by the Board of Directors.

Section 4.06 Secretary. The Secretary shall have charge of all books, documents, and records of the Corporation other than the financial books, documents and records of the Corporation, subject to the direction and supervision of the Board of Directors. He or she shall direct the keeping of minutes of all the meetings of the Board of Directors and the members of the corporation and shall be responsible for the keeping of an accurate record of such meetings. He or she will, in general, perform all the duties incident to the office of the Secretary, subject to the supervision and direction of the Board of Directors, and shall do and perform such other duties as may be assigned to him or her by the Board of Directors.

Section 4.07 Treasurer. The Treasurer shall oversee the custody of all funds, property and securities of the Corporation and shall keep or cause to be kept all financial books, documents and records of the Corporation, subject to the supervision and direction of the Board of Directors. He or she may be required to give bond for the faithful performance of his or her duties, in such sum and with such sureties as the Board of Directors may require, for which the Treasurer may be reimbursed. He or she shall, in general, perform all the duties incident to the office of the Treasurer, subject to the supervision and direction of the Board of Directors, and shall do and perform such other duties as may be assigned to him or her by the Board of Directors.

Section 4.08 President/CEO. The Board of Directors shall appoint a president/CEO of the Corporation. As chief executive officer of the corporation, he or she shall be responsible to the board for the day-to-day management of the functions and activities of the Corporation. Within policies established by the Board, the President/CEO shall be authorized to appoint or engage such other personnel as he or she may deem necessary or desirable. The President, once appointed, shall serve as a non-voting *ex officio* member of the Board and may not, while serving as President, be a voting member of the Board.

Section 4.09 Removal. Any officer may be removed, with or without cause, from office by the affirmative vote of two-thirds (2/3) of all the directors at any Board meeting the notice of which states that purpose. In considering removal of the President/CEO, the Board shall take into consideration the contract rights, if any, of the President/CEO. Any officer whose removal is proposed shall be entitled to a least ten (10) days notice in writing of the meeting of the Board of Directors at which such removal is to be voted upon and shall be entitled to appear before and be heard by the Board of Directors at such meeting.

ARTICLE V **MEMBERS**

Section 5.01. Members. Members of the Corporation shall be those individuals (natural persons) who apply for membership, pay dues in amounts and on a schedule set or approved by the Board, and meet any other criteria and qualifications set by the Board under Section 5.02.

Section 5.02 Dues, Qualifications, Terms, Classes and Categories of Members. The Board shall establish, by resolution, classes and/or categories of membership and corresponding criteria and qualifications (including dues) and terms and such other rules and procedures as are appropriate to implement Section 5.01. Except as otherwise specified by the Board, a member's term shall expire after one year from the date the member last paid dues; however, a dues-paying member shall be given a grace period of up to nine (9) months, or such other reasonable period as is specified by Board resolution, to pay dues after the annual term expires and shall be deemed to have been in continuous good standing provided that current dues are paid during this grace period.

Section 5.03 Membership Rights. All members shall have direct participatory rights in the governance of the Corporation, which shall include the right to vote for one (1) member of the Board. The Board may by resolution determine other membership rights. The Board shall establish by resolution the time, place and purpose of meetings and elections in which members exercise voting rights. The Board shall establish procedures by which all members can receive notice of opportunities to exercise voting rights. No member shall have the right to share in the distribution of Corporation assets upon dissolution of the Corporation or shall have other rights not expressly provided in the Bylaws or by resolution of the Board or by applicable law.

Section 5.04 Transfer, Resignation, Suspension, Termination, and Reinstatement of Membership. Membership in the Corporation is not transferable or assignable. Any member may resign by filing a written resignation with the Secretary. The membership of any member who fails to pay applicable dues when due shall be suspended, if after expiration of the applicable grace period described in Section 5.02, such member has not paid applicable dues. The Board may, by majority vote of the entire Board, suspend or terminate the membership of any member. The Board may determine policies relating to applicable requirements of membership, and may determine policies and procedures relating to suspension, termination, and reinstatement of membership.

Section 5.05 Annual Meeting. The Corporation shall hold an annual meeting of its members for the purpose of electing a single director (pursuant to Section 2.03) and for the transaction of such other business as is determined by the Board and is specified in the notice of the meeting. The Board shall determine the time and place of the annual meeting. If the election of directors shall not be held on the day designated herein, the Board shall cause the election to be held as soon thereafter as it conveniently may be

held. Failure to hold an annual meeting does not invalidate the Corporation's existence or affect any otherwise valid corporate acts.

Section 5.06 Special Meetings. Special meetings of the members may be called at any time by the President, the Board or the Chair of the Board or by 10% of the Corporation's members.

Section 5.07 Alternative Place and Time of Meetings. Meetings of the membership may be held by means of the Internet or other electronic communications technology provided the Members have the opportunity to read or hear the proceedings substantially concurrently with their occurrence, vote on matters submitted to the Members, pose questions, and make comments.

Section 5.08 Notice of Meetings. Written notice of any membership meeting, annual or special, shall be given to each individual entitled to vote at such meeting and appearing upon the records of the Corporation as a member. Notice shall be given by or at the direction of the Secretary, President, or Chair of the Board. The notice shall state the day, time and location of the meeting and its purpose(s). Notice shall be given not fewer than ten (10) nor more than fifty (50) days before the meeting. Notice is given to a member when it is delivered personally to her/him, left at his residence or usual place of business, or mailed or transmitted electronically to his/her address as it appears on the records of the Corporation. Notice shall be effective at the earliest of (1) when received; (2) when left at the recipient's residence or usual place of business; (3) five days after deposit in the US mail or with a commercial delivery service; (4) on the date shown on a return receipt; or (5) if sent electronically to an address provided by the Member for that purpose, when it enters the information processing system designated for receipt of electronic communications.

Section 5.09 Waiver of Notice. Whenever notice is required to be given to any Member under any provision of law, the Articles of Incorporation or these Bylaws, a waiver in writing signed by the Member entitled to such notice, whether before or after the time stated therein, shall be the equivalent to the giving of such notice. The presence of any Member at a meeting, in person, by conference telephone, or by proxy, without objection to the lack of notice of the meeting, shall also waive notice by such Member.

Section 5.10 Presiding Officer and Secretary. At any meeting of the members, either the Chair or the Vice Chair of the Board or another person designated by the Chair or by the Board shall preside. If none of them are present, the members attending shall appoint a presiding officer for the meeting. The Secretary or an Assistant Secretary, if any, shall act as secretary of the meeting. If none are present, the person presiding at such meeting shall appoint a person who shall act as secretary of the meeting.

Section 5.11 Proxies, Voting by Ballot. In voting for a director, a member may, in writing, authorize the Secretary of the Corporation to cast such member's vote. Proxies may be executed by hand, telegram, mail, facsimile, or other means of electronic transmission provided it may be reasonably be determined that such means was

authorized by the member. The Board may determine additional policies and procedures related to proxies. Where directors are to be elected by members (or any classes or categories of members), the Board may determine that such election may be conducted without a meeting by written ballot in such manner as the Board shall determine. In such a case, the Corporation must deliver a written ballot to every Member entitled to vote on the matter. A ballot shall provide an opportunity to vote for or withhold a vote for each candidate for election as a director.

Section 5.12 Quorum and Manner of Voting. At a meeting of members under this Article, the participation of twenty (20) or more eligible voting representatives, in person or by proxy, shall constitute a quorum for the transaction of business. The Members present at a duly organized meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. Decisions in an election at such a meeting for which a quorum exists shall be made by a majority of eligible voting representatives participating in such election.

ARTICLE VI CONTRACTS

Section 6.01 Contracts. The Board of Directors may authorize any officer or officers, or agent or agents, to enter into any contract or execute or deliver any instrument (including securities or other financial instruments) in the name of the Corporation. Such authority shall be in writing and may be general or confined to specific instances. When the execution of any contract or instrument has been authorized without specifying the exact officers authorized to execute such contract or instrument, it may be executed on behalf of the Corporation by the President/CEO.

Section 6.02 Real Property. Unless an authorization made by the Board under this Article specifically mentions purchases, sales, mortgages, and/or leases of real property, such authorization under this Article shall not be presumed to apply to such transactions (purchases, sales, mortgages, and leases of real property). However, when authorizations made by the Board do explicitly apply to purchases, sales, mortgages, and/or leases of real property, such authorizations shall not be inconsistent with policies or authorizations under Section 2.15 (relating to purchases, sales, mortgages, and leases of real property).

Section 6.03 Signature or Endorsement. The Board of Directors shall, from time to time, prescribe the manner of signature or endorsement of checks, drafts, notices, acceptances, bills of exchange, obligations and other negotiable paper or other instruments for the payment of money and designate the officer or officers, or agent or agents, who shall from time to time be authorized to make, sign or endorse the same on behalf of the Corporation.

ARTICLE VII **BOOKS AND RECORDS**

Section 7.01 Books and Records. The Corporation shall keep at its principal office (1) correct and complete books and records of accounts; (2) minutes of the proceedings of its members, Board, and any committee of the Corporation, and (3) a current list or record containing the names and addresses of all members, directors, and officers of the Corporation. Any of the books, records, and minutes of the Corporation may be in written form or in any other form capable of being converted into written form within a reasonable time.

Section 7.02 Adequacy and Completeness. In order to be complete and adequate records, minutes of meetings of the Board and of committees with Board-delegated powers shall, at a minimum, contain (I) the names of those in attendance, any resolutions passed, and the outcomes of any votes taken; (ii) with regard to potential conflicts of interest, the names of persons who disclosed or otherwise were found to have an interest in connection with an actual or possible conflict of interest, the nature of the interest, any action taken to determine whether a conflict of interest was present, and the Board's or committee's decision as to whether a conflict of interest in fact existed; (iii) the names of the persons who were present for discussions and votes relating to the transaction or arrangement, the summarized content of the discussion, including alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

ARTICLE VIII **INDEMNIFICATION OF DIRECTORS AND OFFICERS**

Section 8.01 Indemnification. To the maximum extent permitted by law, the Corporation shall indemnify any past or present director, or officer, and may indemnify any employee or agent, current or former, or other volunteer against expenses and liability incurred in connection with any claim, action, suit or proceeding in which he or she is made a party by reason of being, or having been, a director, officer, volunteer, agent, or employee. However, to the extent permitted by applicable law, there shall be no indemnification in relation to matters as to which the individual shall be adjudged in such claim, action, suit, or proceeding to be guilty of a criminal offense or liable to the corporation for damages arising out of his or her own negligence or misconduct in the performance of a duty to the Corporation. Any person who was or is a director or officer of the Corporation or who, while a director or officer of the Corporation, is or was serving at the Corporation's request as a director, officer, partner, trustee, employee, or agent of another entity, shall be indemnified by the Corporation against all liabilities and expenses reasonably incurred by him or her arising out of or in connection with any threatened, pending, or completed civil action, arbitration, mediation, administrative proceeding, criminal prosecution, and investigatory action pursuant to D.C. Code Title 29, Chapter 4, Subchapter VI, Part E.

Section 8.02 Insurance. The corporation shall purchase and maintain liability insurance for volunteers with a limit of coverage of at least the minimum specified by any applicable law governing civil immunity of volunteers. The corporation may purchase and maintain additional insurance on behalf of any person who is or was serving as a director, officer, employee, or agent of the corporation against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the corporation would have the power to indemnify him or her against such liability under the provisions of this Article.

Section 8.03 Contractual Rights of Other Persons. Nothing contained in this Article VIII shall affect any right to indemnification to which persons other than directors and officers of the Corporation, or any subsidiary hereof, may be entitled by contract.

Section 8.04 Insurance. The board of directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Corporation would have the power to indemnify the agent against that liability under the provisions of this Article VIII; provided, however, that the Corporation shall not have the power to purchase and maintain such insurance to indemnify any agent of the Corporation where such indemnification would be prohibited by law.

Section 8.05 Effect of Amendment. Any amendment, repeal, or modification of any provision this Article by the Board of Directors of the corporation shall not adversely affect any right or protection of a Director or Officer of the Corporation existing at the time of such amendment, repeal, or modification.

ARTICLE IX CONFLICT OF INTEREST

Section 9.01 Purpose. The purpose of this conflict of interest policy is to protect the Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director or senior manager of the Corporation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable Corporations.

Section 9.02 Policy. Each officer, director, and senior manager of the corporation shall in the course of his or her duties on behalf of the corporation, act with strict loyalty and fidelity to the best interests of the corporation, exercise the utmost good faith in all matters and transactions involving the corporation, and adhere to the highest ethical standards of fiduciary duty as an officer, director and/or senior manager of the corporation if there are otherwise no indications that the interested person has a conflict of interest.

Each officer, director, committee member and senior manager of the corporation shall endeavor to avoid, to the best of his or her ability, any situation which may result in a compromise of his or her duty to the corporation personally, because of a duality or conflict of interest with any other organization with which the officer, director, committee member and/or senior manager may be involved. Anyone (including officers, directors, and senior managers) making decisions on behalf of the Corporation should always act based on the best interests of the organization. No individual associated with the organization (including officers, directors, committee members, and senior managers) should use his/her position for personal benefit, for the benefit of friends or relatives, or to further any outside interest of personal agenda. Each officer, director, committee member, and/or senior manager shall endeavor to avoid even the appearance of a conflict of interest which may have an adverse effect on the corporation. This standard applies to all transactions and decisions, whether or not covered by the detailed policies and procedures below.

The fact that a director, officer, committee member or senior manager of the Corporation is also a director, officer, committee member, or member of another not-for-profit organization that obtains or seeks funds from institutions or individuals from which the Corporation also obtains or seeks funds shall not by itself be deemed to be a conflict of interest.

Section 9.03 Definitions. An interested person may be a director, officer, member of a committee or staff member of the Corporation.

- (A) An interested person may be a director, officer, member of a committee or staff member of the Corporation.
- (B) A potential conflict of interest exists whenever the personal, professional or financial interest of an interested person is opposed to that of the organization, or when such an interest or any conflicting fiduciary duty might influence the interested person's actions and judgment on behalf of the Corporation. A potential conflict also exists when there is an appearance that an interested person's actions may be influenced by a competing interest or duty.
- (C) A conflict of interest exists whenever an interested person's competing interest or fiduciary duty is substantial enough that the interested person cannot reasonably be expected to exercise independent judgment and take action in the best interest of the Corporation.
- (D) A related party means (i) any director, officer or key employee of the corporation or any affiliate of the corporation; (ii) any relative of any director, officer or key employee of the corporation or any affiliate of the corporation; or (iii) any entity in which any individual described in clauses (i) and (ii) of this subparagraph has a thirty-five percent or greater ownership or beneficial interest or, in the case of a partnership or professional corporation, a direct or indirect ownership interest in excess of five percent.

(E) A related party transaction means any transaction, agreement or any other arrangement in which a related party has a financial interest and in which the corporation or any affiliate of the corporation is a participant. Conflicts of interest most frequently arise in (but are in no way limited to) the context of:

- decisions about an interested person's compensation (as a contractor or employee);
- decisions about transactions with entities in which an interested person holds an ownership interest;
- decisions about transactions with an entity by which an interested person is employed.

Conflicts (or the appearance of conflicts) may also arise when the Corporation is contemplating a transaction with a close relative or domestic partner of an interested person, or any entity in which such a related person has an ownership interest or which employs such a person.

Conflicts of interest will generally not be considered to arise when the potential benefit to the interested person is tenuous or remote, such as an interested person with investments in a mutual fund which holds a small amount of stock in a particular company.

Section 9.04 Procedure. Whenever a director, officer, committee member, or senior manager or other interested person becomes aware of a potential conflict of interest, or related party transaction whether financial or otherwise, s/he shall make the situation known to the Board or committee (as the case might be) and provide all facts material to understanding the nature and scope of the conflict, including whether the interested person believes his or her ability to make an independent decision based solely on the best interest of the Corporation has been compromised.. All material facts concerning any situation, which might be viewed as a conflict, shall be disclosed to the Board of Directors or committee by the officer, director, committee member, senior manager or other interested person. If the interested person does not make this disclosure, another director, committee member, or other person with knowledge of the potential conflict of interest or related party transaction should draw it to the body's attention. Where doubt exists regarding whether a conflict exists or appears to exist, the matter shall be resolved by a vote of the Board of Directors or committee. The interested person with the potential conflict must retire from the meeting and not participate in final discussion and voting on the existence of the conflict. If a conflict is found to exist, the interested person may be invited to provide any relevant information that could be of use to the board in making its decision, but shall again retire and not participate in the final discussion and voting regarding the transaction. The person with the conflict shall be prohibited to improperly influence the deliberation or voting on the matter giving rise to such conflict. The Board or committee's decision regarding the matter on which there is a conflict shall

be based on consideration of whether the transaction:

is in the organization's best interest and for its own benefit; is fair and reasonable to the organization; and is the most advantageous transaction or arrangement the organization can obtain with reasonable efforts under the circumstances.

With respect to any related party transaction involving a charitable corporation and in which a related party has a substantial financial interest, the board of such corporation, or an authorized committee thereof, shall prior to entering into the transaction, consider alternative transactions to the extent available and approve the transaction by not less than a majority vote of the directors or committee members present at the meeting.

Section 9.05 Compensation. In establishing appropriate compensation levels, whether as employees or under contractual arrangements, for an individual who is a Director, officer, member of a committee with Board-delegated powers, or anyone else exercising substantial influence over the Corporation, the Board or committee shall: (i) recuse and exclude any persons who receive directly or indirectly a substantial portion of their income from the Corporation; (ii) rely on appropriate comparative data, including comparable agreements in similar organizations; compensation levels for similar positions in both exempt and taxable organizations; and regional economic data; (iii) document the bases upon which the Board (or committee) relies for its compensation determinations; and (iv) record the names of the persons who were present for discussions and votes relating to the compensation and tallies of any votes taken during consideration of the compensation.

The Board or Chair, may, if it, he or she chooses, establish a compensation committee as provided in Article III to set or recommend appropriate levels of compensation. A compensation committee shall consist solely of disinterested persons with respect to the transaction in question and shall follow the above-outlined procedures.

For any employees shared by the Corporation and another organization, the Board may, if it chooses, adopt a policy that compensation for some or all such employees shall be at an amount set by the other organization, but only if the Board of the Corporation determines that the other organization has adopted and complies with a policy and procedures to ensure that compensation arrangements and benefits are reasonable and based on competent survey information.

Section 9.06 Periodic Reviews. To help ensure the corporation avoids private inurement, impermissible private benefit, and excess benefit transactions, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include (i) whether compensation arrangements and benefits are reasonable and set in accordance with Section 9.03, and (ii) whether partnerships, joint ventures, and arrangements with management corporations conform to the corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further

charitable purposes, and do not result in inurement, impermissible private benefit, or an excess benefit transaction.

Section 9.07 Use of Outside Experts. When setting compensation pursuant to Section 9.03 or conducting the periodic reviews as provided for in Section 9.04, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of its responsibility for ensuring that compensation is reasonable and that periodic reviews are conducted.

Section 9.08 Recordkeeping: The Secretary or his or her designee shall keep or cause to be kept adequate minutes of all Board meetings and all meetings of committees with Board-delegated powers with regard to potential conflict of interest that shall, at a minimum, contain (i) the names of the persons who disclosed or otherwise were found to have an interest in connection with an actual or possible conflict of interest, the nature of the interest, any action taken to determine whether a conflict of interest was present, and the Board's or committee's decision as to whether a conflict of interest in fact existed; (iii) the names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including consideration of any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 9.09 Annual Distribution, Acknowledgment, and Disclosure. This conflict of interest policy shall be distributed annually to all directors, officers, members of committees, and senior managers. All covered individuals shall sign an annual acknowledgment that they have received a copy of this policy, understand it, and agree to abide by its terms. All directors shall additionally complete, sign, and submit annually to the Secretary a written statement identifying, to the best of the director's knowledge, any entity of which such director is an officer, director, trustee, member, owner, or employee and with which the corporation has a relationship, and any transaction in which the corporation is a participant and in which the director might have a conflicting interest.

ARTICLE X WHISTLEBLOWER POLICY

Section 10.01 Purpose. It is the policy of the corporation to comply with all applicable laws and regulations and for the organization and its employees to observe high standards of organizational and personal ethics in conducting their duties and exercising their responsibilities. The corporation is also committed to facilitating open and honest communications about its governance, finances, and compliance. This policy provides an avenue for directors, officers and employees to raise concerns and reassurance that they will be protected from reprisals or victimization for whistle blowing. This policy is intended to cover concerns including but not exclusive of:

- a. Incorrect or intentionally misleading financial reporting, internal controls or auditing practices
- b. Unlawful activity

- c. Activities that amount to serious improper conduct or breaches of ethical obligation
- d. Possible fraudulent or dishonest use or misuse of resources or property.

Section 10.02 Reporting of Violations. It is the responsibility of all directors, officers, and employees to report concerns in a timely manner. When appropriate, employees should report any concerns to their immediate supervisor in writing. However, if this is not practical, or if employees are not comfortable speaking with their supervisor or if that action is taken but does not correct the perceived violations, a written statement, signed and dated, should be made by the employee to the President or Chair of the Board with the specific information that the employee knows, so that an investigation may be undertaken. If the alleged violation involves the conduct of the President, the violation should be reported in writing to the Chair. Directors and officers should raise their concerns with the Chair.

Section 10.03 Confidentiality. The corporation encourages employees to put their names to allegations because appropriate follow-up questions and investigation may not be possible unless the source of the information is identified. However, complaints, reports or inquiries may be made under this policy on a confidential or anonymous basis. Every effort will be made to treat the complainant's identity with appropriate regard for confidentiality.

Section 10.04 Good Faith and No Retaliation. No director, officer or employee who in good faith reports improper conduct shall suffer harassment, retaliation or adverse employment consequence. An employee who retaliates against someone who has reported a violation in good faith or knowingly places a false report is subject to discipline up to and including termination of employment.

Section 10.05 Investigation and Reporting. The President has the responsibility for investigating and resolving all reported complaints and allegations. A Director, officer or employee receiving a complaint will notify the President immediately. If the President is implicated in the complaint, report or inquiry, the Chair will be responsible for the investigation and resolution. The Chair, while retaining overall responsibility, may delegate direct responsibility for such investigation to an appropriate person. In investigating and responding to such complaints, the corporation will consider, among other relevant factors: (1) the nature of the issue raised; (2) the clarity of the concerns raised; and (3) the ability to investigate, confirm, and assess the credibility of the allegations raised. All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation. The President is required to report to the Board at the next meeting of the Board of Directors the receipt of complaints received and the related dispositions. The Chair shall inform the Executive Committee and Board at their next meetings about complaints and related disposition for which the Chair is responsible.

ARTICLE XI **AMENDMENTS**

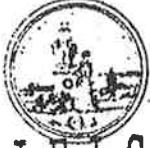
Section 11.01 Proposal. The Executive Committee, by majority vote at a committee meeting at which a quorum is present, may propose an amendment to the Bylaws. Also, any seven (7) directors or a majority of the entire Board, whichever is the greater number, may propose an amendment to the Bylaws.

Section 11.02 Adoption. Once an amendment has been proposed under Section 11.01, the Board of Directors shall have the power to amend the bylaws of the corporation by affirmative vote of two-thirds (2/3) of the board present at any meeting of the Board of Directors, provided that the proposed amendment is included in the notice of such meeting. Any proposed amendment to these Bylaws that has been adopted by the Board pursuant to Sections 11.02 and 11.03 shall, when required by applicable state law, be appropriately ratified by vote of the membership prior to taking effect as an amendment to these Bylaws. Otherwise, such amendment shall take effect when adopted by the Board.

Section 11.03 Notice of Amendments. If notice of a proposed amendment to the Bylaws is included in the notice of any meeting of the directors, it shall be in order to consider adopting at that meeting any amendments to the Bylaws dealing with the subject matter with which the proposed amendment is concerned. However, any such proposed amendment that is not identical to the proposed amendment that was included in the notice of the meeting requires the affirmative vote of 2/3 of the entire Board of Directors to be adopted. If any bylaw regulating an impending election of directors is adopted, amended, or repealed by the Board, there shall be set forth in the notice of the next meeting for the election of directors the bylaw so adopted, amended, or repealed, together with a concise statement of the changes made.

EXHIBIT B

GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS
BUSINESS REGULATION ADMINISTRATION



C E R T I F I C A T E

THIS IS TO CERTIFY that all applicable provisions of the DISTRICT OF COLUMBIA NONPROFIT CORPORATION ACT have been complied with and accordingly, this CERTIFICATE of MERGER is hereby issued to FRIENDS OF THE EARTH FOUNDATION, INC. (N.Y.), THE OCEANIC SOCIETY (CALIF.)

MERGED INTO:

ENVIRONMENTAL POLICY INSTITUTE, INC. (D.C.) (CHANGED TO)
FRIENDS OF THE EARTH (CORRECTED CERTIFICATE)

as of MARCH 30TH , 1990 .

Donald G. Murray
Director

Henry C. Lee, III
Administrator
Business Regulation Administration

Ruby Coston - White
Ruby Coston - White
Superintendent of Corporations
Corporations Division

Marion Barry, Jr.
Mayor

GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS
BUSINESS REGULATION ADMINISTRATION



THIS IS TO CERTIFY that the pages attached hereto constitute a full, true and complete copy of:

CERTIFICATE AND ARTICLES OF INCORPORATION OF ENVIRONMENTAL POLICY INSTITUTE, INC., AS RECEIVED AND FILED AUGUST 1, 1974.

as the same appears of record in this office.

IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the seal of this office to be affixed, this the 27th day of October, 1989.

Donald G. Murray
Director

Henry C. Lee, III
Administrator

Assistant


VANDY L. JAMISON, JR.
Superintendent of Corporations
Corporations Division MPO

Government of the District of Columbia
Marion Barry, Jr., Mayor

OFFICE OF RECORDER OF DEEDS. D. C.

Corporation Division
Sixth and D Streets, N. W.
Washington, D. C. 20001

741827

C E R T I F I C A T E

THIS IS TO CERTIFY that all provisions of the District of Columbia Non-profit Corporation Act have been complied with and **ACCORDINGLY** this Certificate of Incorporation

is hereby issued to the ENVIRONMENTAL POLICY INSTITUTE, INC.

as of the date hereinafter mentioned.

Date August 1, 1974

PETER S. RIDLEY,

Recorder of Deeds, D. C.

David H. Cole

David H. Cole

Acting Superintendent of Corporations

ARTICLES OF INCORPORATION
OF

FILING FEE ~~10.00~~ **10.00**
INDEXING FEE ~~2.00~~ **2.00**

ENVIRONMENTAL POLICY INSTITUTE, INC.

TO: The Recorder of Deeds, D.C.
Washington, D.C.

We, the undersigned natural persons of the age of twenty-one or more, acting as incorporators of a corporation, adopt the following Articles of Incorporation for such corporation pursuant to the District of Columbia Non-profit Corporation Act, and to S 501(c)(3) of the Internal Revenue Code of 1954.

I. NAME

The name of the Corporation is Environmental Policy Institute, Inc.

II. DURATION

The duration of the Corporation shall be perpetual.

III. PURPOSES

A. The Corporation is organized exclusively for the promotion of social welfare, to ease the burdens of government and to combat community deterioration, more specifically the following:

1. To promote, encourage and foster the common good and general welfare of the people of the United States through bringing about civic betterments and social improvements.
2. To promote, encourage and foster charitable activity as defined within S 501(c)(3) of the 1954 Internal Revenue Code

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and the rules and regulations promulgated therefrom, more specifically, as described in Regulation 1.501(c)(3)-(d)(2) in that the Corporation intends to "combat community deterioration" and aid in the "relief of the poor and distressed," and work for the "advancement of education and science" by specifically engaging in programs to reduce the cost and waste of energy and energy resources and fuels, to combat and eliminate water pollution and air pollution and the ill health resulting from water pollution and air pollution, and to promote the wise management of natural resources for the betterment of mankind.

3. To stimulate, promote, foster, encourage and conduct the scientific, technical, economic, and social research and analyses of the consequences of the conservation, preservation, and development of natural resources, and of the production, distribution, and use of energy and energy resources, fuels, and systems.

4. To promote, encourage and foster the establishment of organizations of professional persons (including scientists, engineers, attorneys, economists and others) working in the public interest, as such organizations have come to be defined within the meaning of S 501(c)(3) of the Internal Revenue Code of 1954 and the rules and regulations promulgated thereunder, to aid users of energy, and all citizens whose economic well being and personal health are improved by the elimination of the waste of energy and elimination of air pollution and water pollution and other forms of destruction, degradation, and depletion of natural resources.

5. To promote, encourage and foster charitable, educational or scientific activity having purposes consonant with those of the Corporation.

6. To accept, hold, invest, reinvest, and administer any gifts, legacies, bequests, devises, funds and property of any sort or nature, and to use, expend, or donate the income or principal thereof for, and to devote the same to, the foregoing purposes of the Corporation.

7. To do any and all lawful acts and things which may be necessary, useful, suitable or proper for the furtherance or accomplishment of the purposes of the Corporation.

B. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes as set forth herein.

C. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

D. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any

future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

E. The Corporation shall do everything within its power to establish itself as a "Public Foundation" within the meaning of the Internal Revenue Code of 1954, and the rules and regulations promulgated thereunder; more specifically, within sections 509(a)(1), (2) and (3) of said Code. However, for any period of time in which the Corporation may be a "Private Foundation" within the meaning of said Code, and the rules and regulations promulgated thereunder, the following rules shall be applicable:

1. Its income for each taxable year shall be distributed at such time and in such manner as not to subject the Corporation to tax under section 4942 of said Code; and

2. The Corporation shall not engage in any act of self-dealing (as defined in section 4141(d) of said Code), retain any excess business holdings (as defined in section 4945(c)), make any investments in such manner as to subject the Corporation to tax under section 4944, or make any taxable expenditures (as defined in section 4945(d)).

IV. MEMBERS

There shall be no members of the Corporation, except as provided in the Bylaws of the Corporation.

V. BOARD OF DIRECTORS

The manner of election of the Board of Directors of the Corporation shall be as provided in the Bylaws of the Corporation.

VI. REGULATIONS OF INTERNAL AFFAIRS

A. The affairs of the Corporation shall be managed by the Board of Directors. The Board of Directors may elect or appoint persons to act in an advisory or honorary capacity in any manner provided for in the Bylaws.

B. The initial Bylaws shall be adopted by the Board of Directors, which may alter, amend or repeal the Bylaws or adopt new Bylaws.

C. In the event of the dissolution or final liquidation of the Corporation:

1. None of the property of the Corporation nor any proceeds thereof shall be distributed to or divided among any of the Directors of the Corporation or inure to the benefit of any individual.

2. After all liabilities and obligations of the Corporation have been paid, satisfied and discharged, or adequate provisions made therefor, all remaining property and assets of the Corporation shall be distributed to one or more organizations designated (i) pursuant to a plan of distribution adopted as provided for in the District of Columbia Non-profit Corporation Act or (ii) if there be no appropriate plan of distribution, as a court may direct; provided, however, that:

(a) Such property shall be distributed only to such organizations which shall comply with all of the following conditions:

(1) Such organization shall be organized and operated exclusively for charitable or educational purposes, (2) transfers of property to such organization shall, to the extent then permitted under the statutes of the United States, be exempt from Federal gift, succession, inheritance, estate or death taxes (by whatever name called), (3) such organization shall be exempt from Federal income taxes by reason of Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law), and (4) if such organization is exempt from Federal income taxes by reason of Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law), contributions to such organization shall be deductible by reason of Section 170 of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).

(b) Preference shall be given in such distribution to organizations of professional persons (including scientists, engineers, lawyers, economists and others) working in the public interest to aid users of energy, and all citizens whose economic well being and personal health are improved by the elimination of the waste of energy and elimination of air pollution and water pollution and other forms of destruction, degradation, and depletion of natural resources.

D. The private property of the Directors or Officers of the Corporation shall not be subject to payment of corporate debts to any extent whatever.

VII. REGISTERED OFFICE AND REGISTERED AGENT

A. The address of the Corporation's initial registered office is: 324 C Street, S.E., Washington, D.C. 20003.

B. The Corporation's initial registered agent at such address is Joe Browder, who resides in the District of Columbia and is a Director of the Corporation.

VIII. INITIAL COMPOSITION OF BOARD OF DIRECTORS

A. The number of Directors constituting the initial Board of Directors is three. The number of directors may be increased or decreased from time to time by amendment to the Bylaws, but shall in no event be less than three.

B. The names and addresses of the persons who are to serve as the initial Directors until their successors be elected and qualify are:

Joe B. Browder

819 Independence Avenue, S.E.
Washington, D.C.

Wilson Clark

2827 28th Street, N.W.
Washington, D.C.

David Zwick

2801 Adams Mill Road, N.W.
Washington, D.C.

IX. INCORPORATORS

A. The names and addresses, including street and number
of each incorporator are:

Name:

Address:

Joe B. Browder

819 Independence Avenue, S.E.
Washington, D.C.

Martha Lhamon

4335 River Road, N.W.
Washington, D.C.

William Painter

209 9th Street, S.E.
Washington, D.C.

William Painter

Dated:

June 28, 1974

DISTRICT OF COLUMBIA) ss.:

I, Frances A. Schroeder, a Notary Public, hereby
certify that on the 28th day of June, 1974, personally
appeared before me Joe B. Browder, Martha Lhamon,
and William Painter

who signed the foregoing document as incorporators, and swore that
the statements therein contained are true.

Frances A. Schroeder
Notary Public

63 1 11 52 1/2, 16

My Commission Expires February 14, 1977

Internal Revenue Service
District Director

Department of the Treasury

31 HOPKINS PLAZA
BALTIMORE, MD 21201

Date: JUL 13 1980

FRIENDS OF THE EARTH
212 D STREET S E
WASHINGTON, DC 20003

Employer Identification Number:
23-7420660

Contact Person:

MRS. S. PRATT

Contact Telephone Number:
(301) 962-4779

Date of Exemption:

December 20, 1974

Internal Revenue Code

Section 501(c)(3)

Dear Applicant:

Thank you for submitting the information shown on the enclosure. We have made it a part of your file.

The changes indicated do not adversely affect your exempt status and the exemption letter issued to you continues in effect.

Please let us know about any future change in the character, purpose, method of operation, name or address of your organization. This is a requirement for retaining your exempt status.

We have sent a copy of this letter to your representative as indicated in your power of attorney.

Thank you for your cooperation.

Sincerely yours,


Phil Brind

District Director

Internal Revenue Service
District Director

Department of the Treasury

Date: May 25, 1977

Case # 52709517ED

Environmental Policy Institute
317 Pennsylvania Ave., S.E.
Washington, D.C. 20003

Our Letter Dated:
December 20, 1974
Person to Contact:
R.E. Reuling
Contact Telephone Number:
(301) 962-4769

This modifies our letter of the above date in which we stated that you would be treated as an organization which is not a private foundation until the expiration of your advance ruling period.

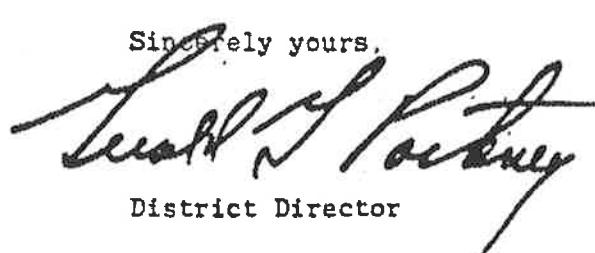
Based on the information you submitted, we have determined that you are not a private foundation within the meaning of section 509(a) of the Internal Revenue Code, because you are an organization of the type described in section 170(b)(1)(A)(vi). Your exempt status under section 501(c)(3) of the code is still in effect.

Grantors and contributors may rely on this determination until the Internal Revenue Service publishes notice to the contrary. However, a grantor or a contributor may not rely on this determination if he or she was in part responsible for, or was aware of, the act or failure to act that resulted in your loss of section 170(b)(1)(A)(vi) status, or acquired knowledge that the Internal Revenue Service had given notice that you would be removed from classification as a section 170(b)(1)(A)(vi) organization.

Because this letter could help resolve any questions about your private foundation status, please keep it in your permanent records.

If you have any questions, please contact the person whose name and telephone number are shown above.

Sincerely yours,



A handwritten signature in black ink, appearing to read "Leon J. Pockley".

District Director

-2-

FRIENDS OF THE EARTH

Item Changed	From	To
NAME	ENVIRONMENTAL POLICY INSTITUTE INC.	FRIENDS OF THE EARTH

MERGER WITH OCEANIC SOCIETY AND FRIENDS OF THE EARTH FOUNDATION, INC ON MARCH 30, 1990

EXHIBIT C

Amended Bylaws of Friends of the Earth
Amended January 31, 2003

Article 1 General

Section 1 Purpose

The corporation is organized exclusively for the promotion of social welfare, to ease the burdens of government and to combat community deterioration, more specifically the following:

To promote, encourage and foster the common good and welfare of the people of the United States through bringing about civic betterment and social improvements.

To promote, encourage and foster charitable activity as defined within section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code") and the regulations promulgated thereunder, more specifically, as described in Regulation 1.501(c)(3)-(d)(2) in that the corporation intends to "combat community deterioration" and aid in the "relief of the poor and distressed," and work for the "advancement of education and science" by specifically engaging in programs to reduce the cost and waste of energy and energy resources and fuels, to combat and eliminate water pollution and air pollution and the ill health resulting from water pollution and air pollution, and to promote the wise management of natural resources for the betterment of mankind.

To stimulate, promote, foster, encourage, and conduct the scientific, technical, economic, and social research and analyses of the consequences of the conservation, preservation, and development of natural resources, and of the production, distribution, and use of energy and energy resources, fuels, and systems.

To promote, encourage, and foster the establishment of organizations of professional persons (including scientists, engineers, advocates, attorneys, economists and others) working in the public interest, as such organizations have come to be defined within the meaning of section 501(c)(3) of the Code and the regulations promulgated thereunder, to aid users of energy, and all citizens whose economic well being and personal health care could be improved by the elimination of the waste of energy and elimination of air pollution and water pollution and other forms of destruction, degradation, and depletion of natural resources.

To promote, encourage, and foster charitable, educational or scientific activity having purposes consonant with those of the corporation.

To accept, hold, invest, reinvest, and administer any gifts, legacies, bequests, devises, funds and property of any sort or nature, and to use, expend, or donate the

Section 4 Dissolution or Liquidation

In the event of the dissolution or final liquidation of the corporation:

None of the property of the corporation nor any proceeds thereof shall be distributed to or divided among any of the Directors of the corporation or inure to the benefit of any individual.

After all liabilities and obligations of the corporation have been paid, satisfied and discharged, or adequate provisions made therefore, all remaining property and assets of the corporation shall be distributed to one or more organizations designated pursuant to a plan of distribution adopted as provided for in the District of Columbia Non-Profit Corporation Act, or, if there be no appropriate plan of distribution, as a court may direct; provided, however, that such property shall be distributed only to such organizations which shall comply with all of the following conditions:

(1) Such organization shall be organized and operated exclusively for charitable or educational purposes, (2) transfers of property to such organization shall, to the extent then permitted under the statutes of the United States, be exempt from Federal gift, succession, inheritance, estate or death taxes (by whatever name called), (3) such organization shall be exempt from Federal income taxes by reason of section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue law), contributions to such organization shall be deductible by reason of section 170 of the Code (or the corresponding provision of any future United States Internal Revenue law).

Preference shall be given in such distribution to organizations of professional persons (including scientists, engineers, lawyers, economists and others) working in the public interest to aid users of energy, and all citizens whose economic well being and personal health are improved by the elimination of the waste of energy and elimination of air pollution and water pollution and other forms of destruction, degradation, and depletion of natural resources.

[Revised 11/96]

Article II Offices

The principal office of the corporation shall be located in the District of Columbia. The corporation may have such other offices, either within or outside the District of Columbia, as the board of directors may determine or as the affairs of the corporation may require from time to time.

The corporation shall have and continuously maintain in the District of Columbia a registered office, and a registered agent whose office is identical with such registered office, as required by the District of Columbia Non-Profit Corporation Act. The registered office may be, but need not be, identical with the principal office in the District

Special Meetings

Article IV Meetings of Members

Section 1 Annual Meeting

An annual meeting of the members shall be held at a place and time to be decided by the board of directors, for the purpose of electing directors and for the transaction of such other business as shall come before the meeting. If the election of directors shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the board of directors shall cause the election to be held at a special meeting of the members as soon thereafter as conveniently may be.

Section 2 Special Meetings

Special meetings of the members may be called by the president, the chairperson of the board of directors, the board of directors, or not less than one-tenth of the total number of members.

[Revised 11/96]

Section 3 Place of Meeting

The board of directors may designate any place, either within or outside the District of Columbia, as the place of meeting for any annual meeting or for any special meeting called by the board of directors. If no designation is made or if a special meeting is called otherwise, the place of meeting shall be the registered office of the corporation in the District of Columbia; but if all of the members shall meet at any time, either within or outside the District of Columbia, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

Section 4 Notice of Meetings

Written or printed notice stating the place, day, and hour of any meeting of members shall be delivered, either personally or by mail, to each member not less than 10 days nor more than 60 days before the date of such meeting, by or at the direction of the president, or the secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or these bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of the meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at the member's address as it appears on the records of the corporation, with postage thereon prepaid. Notice may be given by fax or email to those members who provide a fax number or email address expressly for purposes of receiving such notice, provided that any member at anytime may withdraw consent for receiving such notice in said fashion.

Five (5) directors shall be elected to staggered three-year terms by the members of the corporation. Prior to the annual meeting of the members of the corporation, following a procedure to be established from time to time by the board of directors, the board of directors shall select a slate of not less than the number of vacancies in member-elected directors. Notice of the slate shall be given to the members no less than sixty (60) days in advance of the annual meeting. A ballot containing this slate shall be presented to the members at the annual meeting of the members, in any solicitation of proxies sent by the corporation, or in a mail ballot should any be used. Additional names may be added to the ballot by petition of not less than 100 members. Complete petitions for nominations must be received in the corporation's offices no less than 45 days prior to the date of the annual meeting of the members when a vacancy of a member elected director is scheduled to be filled. Petitions must be submitted by mail or hand delivered and must be dated and receipted by the president, a vice president, or a current member of the board of directors.

The remaining directors shall be elected to staggered three year terms by the board of directors. A nominating committee consisting of 5-7 members of the board shall be appointed by the chairperson of the board. The committee shall have the responsibility through a process determined within its membership to identify, qualify and designate for election to fill all vacancies of board elected directors and to seek the endorsement by the board of the slate so designated. Election of the board elected directors shall take place at the annual meeting of the board.

[Revised 10/91]

[Revised 11/96]

Section 4 Regular Meetings

A regular annual meeting of the board of directors shall be held without other notice than this bylaw, immediately after, and at the same place, as the annual meeting of members of the corporation. The board of directors may provide by resolution the time and place, either within or outside the District of Columbia, for the holding of additional regular meetings of the board without other notice than such resolution.

Section 5 Special Meetings

Special meetings of the board of directors may be called by or at the request of the chairperson of the board, president, or any two directors. The person or persons authorized to call special meetings of the board may fix any place, either within or outside the District of Columbia, as the place for holding any special meeting of the board called by them.

Section 6 Notice

Notice of any special meeting of the board of directors or of its executive committee, if any, shall be given at least five days previously thereto by written notice

of this article.

[Revised 10/91]

[Revised 11/96]

Section 10 Compensation

Directors shall not receive any stated salaries for their services, but by resolution of the board of directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the board. Nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation in that capacity.

Section 11 Action by Unanimous Written Consent

Any action required by law to be taken at a meeting of directors, or any action which may be taken at a meeting of directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors.

[Revised 11/96]

Section 12 Participation by Telephone

A director may participate in any meeting of the board by conference phone call or any other means by which all participants can hear one another.

[Revised 11/96]

Article VI Officers

Section 1 Officers

The officers of the corporation shall be a chairperson of the board of directors, president, one or more vice presidents (the number thereof to be determined by the board of directors in consultation with the president), a secretary, a treasurer, and such other officers as may be elected in accordance with the provisions of this article. The board of directors may appoint such other officers, including one or more vice chairpersons of the board, assistant secretaries or assistant treasurers, as it may deem desirable, such officers to have authority and perform such duties as prescribed by the board of directors. Any two or more offices may be held by the same person, except the offices of president and secretary.

Section 2 Election and Term of Office

The officers of the corporation shall be elected annually by the board of directors at the regular annual meeting of the board of directors. If the election of officers shall not

directors or by these bylaws or by statute to some other officer or agent of the corporation; and in general, the president shall perform all duties incident to the office of the president and such other duties as may be prescribed by the board of directors. The president need not be a member of the board of directors.

Section 8 Vice President

In the absence of the president or in the event of the inability to act or disqualification or recusal of the president, the vice president (or in the event there are more than one vice president, the vice presidents in order of their election) shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. Any vice president shall perform such other duties as may be assigned to him by the president or the board of directors. Any vice president need not be a member of the board of directors.

Section 9 Treasurer

If required by the board of directors, the treasurer shall give a bond for the faithful discharge of the duties of the treasurer in such sum and with such surety or sureties as the board of directors shall determine. The treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all moneys in the name of the corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article VIII of these bylaws; and in general perform all the duties incident to the office of treasurer and such other duties as may be assigned to him by the president, the chairperson of the board, or the board of directors. The treasurer must be a member of the board of directors.

Section 10 Secretary

The secretary shall keep the minutes of the meetings of the members and of the board of directors in one or more books provided for that purpose; 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 the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these bylaws; keep a register of the post office address of each member which shall be furnished to the secretary by such member; and in general perform all duties incident to the office of secretary and such other duties as may be assigned to him by the president, chairperson of the board of directors, or the board of directors. The secretary must be a member of the board of directors.

Article VII Committees

Section 1 Committees of Directors

Section 6 Quorum

Unless otherwise provided in the resolution of the board of directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 7 Rules

Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the board of directors.

Article VIII Contracts, Checks, Deposits, and Funds

Section 1 Contracts

The board of directors may authorize any officer or officers, agent, or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2 Checks, Drafts, Etc.

All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent, or agents of the corporation and in such manner as shall from time to time be determined by resolution of the board of directors. In the absence of such determination by the board of directors, such instruments shall be signed by the treasurer or an assistant treasurer and countersigned by the president or a vice president of the corporation.

Section 3 Deposits

All funds of the corporation shall be deposited to the credit of the corporation in such banks, trust companies, or other depositaries as the board of directors may select.

Section 4 Gifts

The board of directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation.

Article IX Books and Records

The corporation shall keep correct and complete records of account and shall also

adopted by a majority of the directors present at any regular meeting or at any special meeting, if at least two days' written notice is given of intention to alter, amend, or repeal or to adopt new bylaws at such meeting.

Article XV Conflicts of Interest

Like the director of any corporation, a Director of Friends of the Earth is a fiduciary of the corporation. As fiduciaries, corporate directors and officers are required to act at all times in the best interest of the corporation. The basic principle to be observed is that a director should not use his or her position as a director of Friends of the Earth to make a personal profit or gain other personal advantage.

Directors who have a material personal interest in a transaction involving Friends of the Earth should disclose the interest, describe its nature, and abstain from board action on the transaction if there is either an actual conflict of interest or an appearance of a conflict of interest.

If Friends of the Earth is about to enter into a transaction, the fairness of the transaction to Friends of the Earth should be the primary concern of all directors. A director should not use his or her position for his own personal interest to deprive Friends of the Earth of a fair transaction.

In non-financial matters as well, Directors are expected at all times to be concerned exclusively with promoting the best interests of Friends of the Earth, regardless of the Director's other personal or professional affiliations. If a Director's personal interests, financial interests, professional affiliations, or other independent obligations conflict (or might conflict) with the best interests of the corporation, the Director should disclose such conflict or potential conflict to the Board of Directors.

If the conflict is direct and material, the director should retire from the meeting after disclosing the conflict and providing any information that may be useful to the rest of the board which may be useful in reaching a decision; the director must take no part in final discussions and voting on the matter. In the case of a financial conflict of interest, shall abstain from board actions on such matters, and in the case of a non financial conflict the director should abstain from board actions if the director deems it appropriate in light of the nature of the conflict.

Directors should deal in confidence with all administrative and personnel matters involving Friends of the Earth unless the board has clearly agreed that any such information need not be kept confidential. In general, all information a director receives in his or her role as director should be kept confidential in accordance with the direction of the board.

[Revised 10/91]
[Revised 11/96]

counsel that the person is substantially likely to meet the applicable indemnification standard set forth in this Article and the District of Columbia Corporation Code.

4. Non-Exclusivity of Rights

The rights conferred on any person in Sections 1, 2 and 3 of this Article shall not be exclusive of any other right that such person may have or acquire.

5. Indemnification Contracts

The Board of Directors is authorized to enter into a contract with any director, officer, employee or agent, or any person serving in such capacity at the request of the corporation, providing for indemnification rights equivalent to or greater than those provided for in this Article.

6. Insurance

The corporation shall maintain insurance to the extent reasonably available, to protect itself and any director, officer, employee or agent against any expense, liability or loss incurred by reason or his or her position with the corporation , whether or not the corporation would have the power to indemnify such person against such expense, liability or loss under the District of Columbia Corporation Code.

7. Effect of Amendment

Any amendment, repeal or modification of any provision of this Article by the Board of Directors of the corporation shall not adversely affect any right or protection of a director or officer of the corporation existing at the time of such amendment, repeal or modification.

[Added 1/03]

THESE BYLAWS WERE ADOPTED BY THE BOARD OF DIRECTORS AT THE
REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE CORPORATION
ON MARCH 9, 1990

Deleted:
1
1

EXHIBIT D

**BYLAWS OF
FRIENDS OF THE EARTH**
As Amended, June 10, 2016

**ARTICLE I
NAME, PURPOSE, OFFICES, AND COMMUNICATION**

Section 1.01 Name. The name of this corporation is Friends of the Earth. (Hereafter the “Corporation”) The Corporation may also be known as Friends of the Earth Education Fund.

Section 1.02 Purpose. The Corporation is organized for the charitable and educational purposes of working to create a just and healthy world by defending the environment and human health while advancing social and economic justice, by (among other strategies), transforming the economy so it protects the environment and enhances people’s well being, and by building movements in the United States and globally working for those ends. In pursuit of these purposes, the Corporation will conduct research and education and other activities consistent with Section 1.04.

Section 1.03 Certificate of Incorporation and Offices. The principal office of the Corporation is located in the District of Columbia, at 1100 15th Street, NW, Suite 1100 or such other location in the District of Columbia as the Board may determine. The Corporation may have offices at such other places as the affairs of the Corporation may require from time to time.

Section 1.04 Tax Status. The Corporation shall operate so as to be consistent with Section 501-c(3) of the Internal Revenue Code.

Section 1.05 Electronic Communication. Any requirement in these Bylaws of writing or that something be in written form may be met by any form of information inscribed on a tangible medium or that is stored in an electronic or other medium and is retrievable in perceivable form.

**ARTICLE II
BOARD OF DIRECTORS**

Section 2.01 Authority. The Board of Directors (“the Board”) is the policy-making body and may exercise all the powers and authority granted to the Corporation by law. The Board shall oversee the Corporation’s operations. As the governing body of the Corporation, the Board may take all actions and perform all duties that it deems appropriate for the direction of the Corporation and that are not inconsistent with these Bylaws. The Board of the Corporation shall have and may not delegate the power to:

- elect and remove board members, except as specifically provided in Articles II and V (with respect to the election of one member of the Board by the individual members of the Corporation);
- approve the budget;
- hire and fire the President;
- approve and amend the mission statement of the organization;
- amend the Articles of Incorporation and Bylaws of the Corporation;
- elect and remove officers;
- appoint and remove members of the Executive Committee; and,
- approve major corporate changes, e.g. dissolution or merger.

Section 2.02 Number and Qualification. The number of directors of the Corporation may be increased or decreased from time to time by the Board of Directors (hereafter “the Board”) so long as the Board shall consist of no fewer than five (5) and no more than nineteen (19) members, not including the President of the Corporation, who shall serve as a non-voting, *ex officio* member. All directors elected by the Board of the Corporation or by the members of the Corporation shall be dues paying individual members of the Corporation as described in Article V. The Board may establish other requirements and qualifications for directors provided that such requirements and qualifications are not inconsistent with these Bylaws or with applicable law.

Section 2.03 Election of Directors and Tenure. A single director shall be elected by the members of this Corporation as described in Section 5.03. The remaining directors shall be elected by the Board of Directors of this Corporation.

The directors elected by the Board of this Corporation shall be divided into three (3) classes, each class to be nearly equal in number of directors and with the term of office of the directors of each class staggered so the directors in each class serve three (3) year terms, and at each annual meeting of the Board only the directors of one class shall be up for election. The single director elected by the members of this Corporation shall be elected for a one-year term.

Unless waived pursuant to Section 2.04 of this Article, any director who serves a combination of consecutive one-year terms and three-year terms totalling nine (9) consecutive years, after January 1, 2014 shall be ineligible for re-election as a director until a year has elapsed after expiration of the nine consecutive years, at which time he/she may be elected for an additional combination of consecutive terms totalling nine years. The Board may determine additional tenure limitations or requirements consistent with these Bylaws.

Section 2.04 Waiver of Tenure Limit. The tenure limitations under Section 2.03 of this Article may be waived by a majority of the entire Board in the case of specific directors, for up to a maximum of one-third (1/3) of the directors of the Corporation at any time, in order to meet important organizational needs for leadership, diversity, and/or continuity.

Section 2.05 Non-voting Board members. In addition to the President (who, pursuant to Section 2.01 of this Article, is a non-voting, *ex officio* Board member), the Board may elect other non-voting Board members with such titles, rights and responsibilities as the Board sees fit. Such non-voting Board members are not counted towards minimum and maximum numbers of Board members under Section 2.02 of this Article. While the tenure limitations of Section 2.03 of this Article are not applicable to such non-voting Board members, the Board may determine the tenure of such non-voting members.

Section 2.06 Nominations. The Board shall determine and establish the methods and procedures for making nominations for elections to the Board positions elected by the Board of this Corporation and by the members of this Corporation and to committees of the Board.

Section 2.07 Vacancies. Vacancies that cause the number of Board members to drop below the minimum number of members (under Section 2.02 of this Article) shall be filled by a majority vote of the remaining members of the Board of Directors. Other vacancies may be filled by the Board at such times as it deems appropriate. Persons so elected shall hold office until the next annual meeting in which the director's class is up of election.

Section 2.08 Resignation and Removal. A director may resign at any time by giving written notice of his or her resignation to the Chair or the Secretary of the Corporation, or by presenting his or her written resignation in person or at an annual, regular, or special meeting of the Board of Directors. A director may be removed, with cause, at an annual, regular, or special meeting of the Board of Directors by the affirmative vote of a majority of the directors then in office or two-thirds (2/3) of those present at the meeting, whichever is the greater number of directors. Any director for whom such removal is to be considered by the Board shall be notified of such consideration no less than twelve (12) days prior to the Board meeting at which his/her removal is to be considered.

Section 2.09 Compensation. The Corporation shall not pay a salary or fee to any director for his or her service on the Board. However, at the approval of the Chair and President, the Corporation may reimburse directors for the direct expenses they incur in attending meetings of the Board or participating in other business of the Corporation up to \$5,000. Compensation to directors over that amount will require the approval of the full Board. The Board may compensate the President for service in that position. Nothing herein shall be construed to preclude any director from serving the Corporation in any other capacity than director and receiving compensation in that capacity, subject to Article IX and to policies that may be determined by the Board.

Section 2.10 Meetings. The Board shall hold at least three (3) regular meetings annually, one of which shall be designated the annual meeting. Regular meetings shall be at such times and places as the Board or Chair shall determine. Special meetings may be called by or at the request of the Chair or at the request of 20% of the directors.

Section 2.11 Quorum and Voting. At all meetings of the Board, a majority of the directors shall constitute a quorum for the transaction of business. Unless otherwise required by law or these Bylaws, all decisions will be by majority of those directors present at a meeting at which a quorum is present. If at any meeting there is less than a quorum present, a majority of those present may adjourn to another time and/or date without notice to any absent member. Any or all directors may participate in the meeting of the Board of Directors or a committee of the board and count toward a quorum by means of conference telephone or by any means of communication by which all persons participating in the meeting are able to hear one another, and such participation shall constitute presence in person at the meeting.

Section 2.12 Consent to Act. The Board of Directors or any committee may take action without a meeting if all members of the board consent in writing to the adoption of a resolution authorizing any such action. The resolution and written consent thereto by the member of the Board shall be filed with the minutes of the proceedings of the Board. Action taken under this section is effective when the last Director signs (including by electronic means) the consent, unless the consent specifies an earlier or later effective date. A consent signed under this section has the effect of a meeting vote and may be described as such in any document.

Section 2.13 Notice of Meetings. Notice of the time and place of meetings of the Board of Directors shall be communicated to each director in writing. If notice is mailed, it shall be addressed to the director or committee member at his or her address as shown by the records of the Corporation. Notice of regular meetings of the Board shall be provided at least five (5) days in advance except that the Board may set a schedule for meetings at the beginning of each one year (or shorter) period, and notice of that schedule shall be sufficient notice of the regularly scheduled meetings for that period. Notice of a special meeting must precede the meeting by at least two (2) days. Notice shall be effective at the earliest of (1) when received; (2) when left at the recipient's residence or usual place of business; (3) five days after deposit in the U.S. mail or with a commercial delivery service; (4) on the date shown on a return receipt; (5) if sent electronically to an address provided by the director for that purpose, when it enters the information processing system designated for receipt of electronic transmissions. Neither the business transacted at, nor the purpose of, any meeting of the Board need to be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

Section 2.14 Waiver of Notice. Whenever notice is required to be given to any Director under any provision of law, the Articles of Incorporation, or these Bylaws, a waiver in writing signed by the Director entitled to such notice, whether before or after the time stated therein, shall be the equivalent to the giving of such notice. The waiver must specify the meeting for which notice is waived and must be filed with the minutes or the corporate records. A Director's presence at a meeting, in person or by teleconference, waives any required notice to the Director of the meeting unless the Director, at the beginning of the meeting, or promptly upon the Director's arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken at the meeting.

Section 2.15 Attendance. The Board may establish policies and requirements related to directors' attendance at Board meetings.

Section 2.16 Purchase, Sale, Mortgage, and Lease of Real Property. The Board may determine policies relating to the purchase, sale, mortgage, and lease of real property by the Corporation.

Section 2.17 Inspection. Every Director shall have the right at any reasonable time to inspect and copy books, records, and documents of this Corporation to the extent reasonably related to the performance of the director's duties as a director.

ARTICLE III COMMITTEES

Section 3.01 Committees of the Board of Directors. The Board of Directors, by resolution adopted by a majority of the entire Board of Directors, may designate one or more committees, each of which, except as otherwise specified in the Bylaws or in such Board resolution, shall consist of three (3) or more directors appointed by the Chair of the Board. For each such committee, except as otherwise specified in the Bylaws or in such Board resolution, the Chair of the Board shall appoint one of the directors appointed to the committee to serve as Chair of such committee. The Chair of the Board serves *ex officio* on each committee of which he/she is not a committee member.

In designating such a committee, the Board resolution shall specify the committee's purpose and also its authority, if any. To the extent provided in the resolution, such committees shall have and exercise the authority and act on behalf of the Board of Directors in the management of the corporation, except as described in Section 2.01 of Article II.

The Chair of the Board may designate one or more directors as alternate members of any such committee to replace any absent or disqualified member of such committee. Except as otherwise specified in the Bylaws or in the Board resolution designating such committee, vacancies in any such committee shall be filled by the Chair of the Board.

Unless otherwise specified in the Bylaws or Board resolution, the period of operation of such Board-designated committees is ongoing. However, such a committee's operation, purpose, and/or authority may be modified or ended by resolution adopted by a majority of the entire Board.

Unless otherwise specified in the Bylaws, or by Board resolution consistent with these Bylaws, a majority of the committee members appointed to each such committee by the Chair of the Board shall be directors of the Corporation.

Section 3.02 Other Committees. The Chair of the Board may designate one or more committees (work groups, task forces, etc.) having advisory or other purposes but not

having or exercising the authority to act on behalf of the Board. In designating such committees, the Chair of the Board shall designate their purposes and periods of operation, not to exceed the current term of the Board Chair. Except as otherwise specified in the Bylaws, each such committee shall consist of persons appointed by the Chair of the Board, one of which shall be appointed by the Board Chair to serve as Chair of such committee.

Section 3.03 Committee Members' Terms. In electing or appointing committee members and committee chairs, the Board or the Chair of the Board, as appropriate, shall designate the period of such members' or committee chairs' terms of election or appointment, unless such terms are specified in the Bylaws. If a committee member or committee chair is elected or appointed without the term being specified, the term of such committee member or committee chair shall expire when the current term of the Board Chair expires. However, nothing in this Section shall preclude the Board or Board Chair from re-electing or re-appointing such committee member or committee chair for another term.

Section 3.04 Executive Committee. The Board shall elect an Executive Committee comprised of no fewer than five (5) members of the Board, including the Chair, Vice Chair, Secretary, Treasurer and President /CEO. A majority of the Executive Committee shall be Board members elected by the members or Board of the Corporation. No person who is not a member of the Board may be elected to the Executive Committee. Except as specified in Section 2.02, the Executive Committee shall have and may exercise the authority of the Board between meetings of the Board. No Board member who is not an officer of the Corporation may serve on the Executive Committee for more than three (3) consecutive years.

Section 3.05 Audit Committee. The Corporation shall have an Audit Committee elected by the Board of Directors. The Audit Committee shall be comprised solely of independent directors and shall not include the Corporation's Chair, Treasurer, or President. If the Board has created a Finance Committee for the Corporation, members of that committee may not constitute a majority of the Audit Committee, and the Audit Committee may not be chaired by a member of the Finance Committee. The Audit Committee shall annually engage an independent Certified Public Accountant (CPA) to perform a financial audit of the Corporation's financial statements and annually evaluate his/her performance and independence.. The Audit Committee may, working with the President, negotiate the CPA's compensation on behalf of the Board. The Audit Committee shall have such other responsibilities as determined by the Board, and in any event must, (i) confer with the CPA to review the scope and planning of the audit prior to its commencement, (ii) satisfy itself that the financial affairs of the Corporation are in order, and (iii) review and discuss with the CPA any material risks or weakness in internal controls identified by the CPA, any restrictions on the scope of the audit or access to requested information, any disagreements between the auditor and management, the adequacy of the corporation's accounting and financial reporting processes, and the results of the audit and contents of any management letter, and (iv) determine whether to accept the audit. Further, the Audit Committee must approve any non-audit services to be

provided by the CPA and ensure that such services conform to the standards in the Yellow Book issued by the U.S. Comptroller General. The Board Chair may appoint interim committee members, not including the Corporation's Chair, Treasurer, or President, to fill vacancies on the Audit Committee that arise between meetings of the Board. The Audit Committee shall report on its activities to the Board.

Section 3.06 Legal Committee.

The Corporation shall have a Legal Committee elected by the Board of Directors with full authority to review, evaluate and approve all litigation, including initiating litigation, joining a lawsuit or filing an amicus brief. Subject to any procedures adopted by the Legal Committee, the Corporation may also participate in formal administrative proceedings, settlements and informal legal actions. The committee shall provide a report of its actions to the Board at its next meeting.

Section 3.07 Quorum, Voting, Notice. Unless otherwise determined by these Bylaws or by the Board (in the case of Committees of the Board of Directors under Section 3.01) or by the Chair (in the case of Other Committees under Section 3.02), requirements applicable to the Board of Directors for quorum, voting, notice, and waiver of notice under Article II are applicable to committees under this Article. For this purpose, the Board notice requirements applicable to committees are those applicable to special Board meetings.

ARTICLE IV OFFICERS

Section 4.01 Number. The officers of the Corporation shall be the Chair, the Vice-Chair, Secretary, Treasurer, President/CEO and such other officers with such powers and duties not inconsistent with these bylaws as may be determined and elected by the Board of Directors, including, but not limited to, assistant secretaries and assistant treasurers. Any two or more offices may be held by the same person, except the offices of Chair and Treasurer.

Section 4.02 Elections, Term of Office. The officers of the Corporation shall be elected bi-annually, normally for two year terms, by the Board of Directors at the regular annual meeting of the Board. Officers shall be eligible for re-election. Terms of office expire when an officer's successor has been elected or when otherwise determined by the Board. The Board of Directors shall set rules governing the nomination and election of Officers.

Section 4.03 Vacancies. In the event of the absence or disability of any officer of the corporation, the Board of Directors may delegate his or her powers and duties to any other officer or officers. In case of a vacancy (other than the President/CEO), the Board shall elect a board member to fill the office for the unexpired portion of the term. In the case of a vacancy in the office of President/CEO, the Board shall have the authority to appoint an acting President/CEO until the position is filled.

Section 4.04 **Chair.** The Chair shall preside at all meetings of the membership, the Board of Directors and Executive Committee. He or she shall have the authority, and shall do and perform such duties, as may be assigned to him or to her by the Board of Directors or by these Bylaws.

Section 4.05 **Vice Chair.** At the request of the Chair or in the event of his or her absence or disability, the Vice Chair may perform the duties and possess and exercise' the powers of the Chair. The Vice Chair shall have such other powers as the Board of Directors may determine, and shall perform such other duties as may be assigned to him or her by the Board of Directors.

Section 4.06 **Secretary.** The Secretary shall have charge of all books, documents, and records of the Corporation other than the financial books, documents and records of the Corporation, subject to the direction and supervision of the Board of Directors. He or she shall direct the keeping of minutes of all the meetings of the Board of Directors and the members of the corporation and shall be responsible for the keeping of an accurate record of such meetings. He or she will, in general, perform all the duties incident to the office of the Secretary, subject to the supervision and direction of the Board of Directors, and shall do and perform such other duties as may be assigned to him or her by the Board of Directors.

Section 4.07 **Treasurer.** The Treasurer shall oversee the custody of all funds, property and securities of the Corporation and shall keep or cause to be kept all financial books, documents and records of the Corporation, subject to the supervision and direction of the Board of Directors. He or she may be required to give bond for the faithful performance of his or her duties, in such sum and with such sureties as the Board of Directors may require, for which the Treasurer may be reimbursed. He or she shall, in general, perform all the duties incident to the office of the Treasurer, subject to the supervision and direction of the Board of Directors, and shall do and perform such other duties as may be assigned to him or her by the Board of Directors.

Section 4.08 **President/CEO.** The Board of Directors shall appoint a president/CEO of the Corporation. As chief executive officer of the corporation, he or she shall be responsible to the board for the day-to-day management of the functions and activities of the Corporation. Within policies established by the Board, the President/CEO shall be authorized to appoint or engage such other personnel as he or she may deem necessary or desirable. The President, once appointed, shall serve as a non-voting *ex officio* member of the Board and may not, while serving as President, be a voting member of the Board.

Section 4.09 **Removal.** Any officer may be removed, with or without cause, from office by the affirmative vote of two-thirds (2/3) of all the directors at any Board meeting the notice of which states that purpose. In considering removal of the President/CEO, the Board shall take into consideration the contract rights, if any, of the President/CEO. Any officer whose removal is proposed shall be entitled to a least ten (10) days notice in writing of the meeting of the Board of Directors at which such removal is to be voted

upon and shall be entitled to appear before and be heard by the Board of Directors at such meeting.

ARTICLE V **MEMBERS**

Section 5.01. Members. Members of the Corporation shall be those individuals (natural persons) who apply for membership, pay dues in amounts and on a schedule set or approved by the Board, and meet any other criteria and qualifications set by the Board under Section 5.02.

Section 5.02 Dues, Qualifications, Terms, Classes and Categories of Members. The Board shall establish, by resolution, classes and/or categories of membership and corresponding criteria and qualifications (including dues) and terms and such other rules and procedures as are appropriate to implement Section 5.01. Except as otherwise specified by the Board, a member's term shall expire after one year from the date the member last paid dues; however, a dues-paying member shall be given a grace period of up to nine (9) months, or such other reasonable period as is specified by Board resolution, to pay dues after the annual term expires and shall be deemed to have been in continuous good standing provided that current dues are paid during this grace period.

Section 5.03 Membership Rights. All members shall have direct participatory rights in the governance of the Corporation, which shall include the right to vote for one (1) member of the Board. The Board may by resolution determine other membership rights. The Board shall establish by resolution the time, place and purpose of meetings and elections in which members exercise voting rights. The Board shall establish procedures by which all members can receive notice of opportunities to exercise voting rights. No member shall have the right to share in the distribution of Corporation assets upon dissolution of the Corporation or shall have other rights not expressly provided in the Bylaws or by resolution of the Board or by applicable law.

Section 5.04 Transfer, Resignation, Suspension, Termination, and Reinstatement of Membership. Membership in the Corporation is not transferable or assignable. Any member may resign by filing a written resignation with the Secretary. The membership of any member who fails to pay applicable dues when due shall be suspended, if after expiration of the applicable grace period described in Section 5.02, such member has not paid applicable dues. The Board may, by majority vote of the entire Board, suspend or terminate the membership of any member. The Board may determine policies relating to applicable requirements of membership, and may determine policies and procedures relating to suspension, termination, and reinstatement of membership.

Section 5.05 Annual Meeting. The Corporation shall hold an annual meeting of its members for the purpose of electing a single director (pursuant to Section 2.03) and for the transaction of such other business as is determined by the Board and is specified in the notice of the meeting. The Board shall determine the time and place of the annual

meeting. If the election of directors shall not be held on the day designated herein, the Board shall cause the election to be held as soon thereafter as it conveniently may be held. Failure to hold an annual meeting does not invalidate the Corporation's existence or affect any otherwise valid corporate acts.

Section 5.06 Special Meetings. Special meetings of the members may be called at any time by the President, the Board or the Chair of the Board or by 10% of the Corporation's members.

Section 5.07 Alternative Place and Time of Meetings. Meetings of the membership may be held by means of the Internet or other electronic communications technology provided the Members have the opportunity to read or hear the proceedings substantially concurrently with their occurrence, vote on matters submitted to the Members, pose questions, and make comments.

Section 5.08 Notice of Meetings. Written notice of any membership meeting, annual or special, shall be given to each individual entitled to vote at such meeting and appearing upon the records of the Corporation as a member. Notice shall be given by or at the direction of the Secretary, President, or Chair of the Board. The notice shall state the day, time and location of the meeting and its purpose(s). Notice shall be given not fewer than ten (10) nor more than fifty (50) days before the meeting. Notice is given to a member when it is delivered personally to her/him, left at his residence or usual place of business, or mailed or transmitted electronically to his/her address as it appears on the records of the Corporation. Notice shall be effective at the earliest of (1) when received; (2) when left at the recipient's residence or usual place of business; (3) five days after deposit in the US mail or with a commercial delivery service; (4) on the date shown on a return receipt; or (5) if sent electronically to an address provided by the Member for that purpose, when it enters the information processing system designated for receipt of electronic communications.

Section 5.09 Waiver of Notice. Whenever notice is required to be given to any Member under any provision of law, the Articles of Incorporation or these Bylaws, a waiver in writing signed by the Member entitled to such notice, whether before or after the time stated therein, shall be the equivalent to the giving of such notice. The presence of any Member at a meeting, in person, by conference telephone, or by proxy, without objection to the lack of notice of the meeting, shall also waive notice by such Member.

Section 5.10 Presiding Officer and Secretary. At any meeting of the members, either the Chair or the Vice Chair of the Board or another person designated by the Chair or by the Board shall preside. If none of them are present, the members attending shall appoint a presiding officer for the meeting. The Secretary or an Assistant Secretary, if any, shall act as secretary of the meeting. If none are present, the person presiding at such meeting shall appoint a person who shall act as secretary of the meeting.

Section 5.11 Proxies, Voting by Ballot. In voting for a director, a member may, in writing, authorize the Secretary of the Corporation to cast such member's vote. Proxies

may be executed by hand, telegram, mail, facsimile, or other means of electronic transmission provided it may be reasonably be determined that such means was authorized by the member. The Board may determine additional policies and procedures related to proxies. Where directors are to be elected by members (or any classes or categories of members), the Board may determine that such election may be conducted without a meeting by written ballot in such manner as the Board shall determine. In such a case, the Corporation must deliver a written ballot to every Member entitled to vote on the matter. A ballot shall provide an opportunity to vote for or withhold a vote for each candidate for election as a director.

Section 5.12 Quorum and Manner of Voting. At a meeting of members under this Article, the participation of twenty (20) or more eligible voting representatives, in person or by proxy, shall constitute a quorum for the transaction of business. The Members present at a duly organized meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. Decisions in an election at such a meeting for which a quorum exists shall be made by a majority of eligible voting representatives participating in such election.

ARTICLE VI **CONTRACTS**

Section 6.01 Contracts. The Board of Directors may authorize any officer or officers, or agent or agents, to enter into any contract or execute or deliver any instrument (including securities or other financial instruments)) in the name of the Corporation. Such authority shall be in writing and may be general or confined to specific instances. When the execution of any contract or instrument has been authorized without specifying the exact officers authorized to execute such contract or instrument, it may be executed on behalf of the Corporation by the President/CEO.

Section 6.02 Real Property. Unless an authorization made by the Board under this Article specifically mentions purchases, sales, mortgages, and/or leases of real property, such authorization under this Article shall not be presumed to apply to such transactions (purchases, sales, mortgages, and leases of real property). However, when authorizations made by the Board do explicitly apply to purchases, sales, mortgages, and/or leases of real property, such authorizations shall not be inconsistent with policies or authorizations under Section 2.15 (relating to purchases, sales, mortgages, and leases of real property).

Section 6.03 Signature or Endorsement. The Board of Directors shall, from time to time, prescribe the manner of signature or endorsement of checks, drafts, notices, acceptances, bills of exchange, obligations and other negotiable paper or other instruments for the payment of money and designate the officer or officers, or agent or agents, who shall from time to time be authorized to make, sign or endorse the same on behalf of the Corporation.

ARTICLE VII **BOOKS AND RECORDS**

Section 7.01 Books and Records. The Corporation shall keep at its principal office (1) correct and complete books and records of accounts; (2) minutes of the proceedings of its members, Board, and any committee of the Corporation, and (3) a current list or record containing the names and addresses of all members, directors, and officers of the Corporation. Any of the books, records, and minutes of the Corporation may be in written form or in any other form capable of being converted into written form within a reasonable time.

Section 7.02 Adequacy and Completeness. In order to be complete and adequate records, minutes of meetings of the Board and of committees with Board-delegated powers shall, at a minimum, contain (I) the names of those in attendance, any resolutions passed, and the outcomes of any votes taken; (ii) with regard to potential conflicts of interest, the names of persons who disclosed or otherwise were found to have an interest in connection with an actual or possible conflict of interest, the nature of the interest, any action taken to determine whether a conflict of interest was present, and the Board's or committee's decision as to whether a conflict of interest in fact existed; (iii) the names of the persons who were present for discussions and votes relating to the transaction or arrangement, the summarized content of the discussion, including alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

ARTICLE VIII **INDEMNIFICATION OF DIRECTORS AND OFFICERS**

Section 8.01 Indemnification. To the maximum extent permitted by law, the Corporation shall indemnify any past or present director, or officer, and may indemnify any employee or agent, current or former, or other volunteer against expenses and liability incurred in connection with any claim, action, suit or proceeding in which he or she is made a party by reason of being, or having been, a director, officer, volunteer, agent, or employee. However, to the extent permitted by applicable law, there shall be no indemnification in relation to matters as to which the individual shall be adjudged in such claim, action, suit, or proceeding to be guilty of a criminal offense or liable to the corporation for damages arising out of his or her own negligence or misconduct in the performance of a duty to the Corporation. Any person who was or is a director or officer of the Corporation or who, while a director or officer of the Corporation, is or was serving at the Corporation's request as a director, officer, partner, trustee, employee, or agent of another entity, shall be indemnified by the Corporation against all liabilities and expenses reasonably incurred by him or her arising out of or in connection with any threatened, pending, or completed civil action, arbitration, mediation, administrative proceeding, criminal prosecution, and investigatory action pursuant to D.C. Code Title 29, Chapter 4, Subchapter VI, Part E.

Section 8.02 Insurance. The corporation shall purchase and maintain liability insurance for volunteers with a limit of coverage of at least the minimum specified by any applicable law governing civil immunity of volunteers. The corporation may purchase and maintain additional insurance on behalf of any person who is or was serving as a director, officer, employee, or agent of the corporation against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the corporation would have the power to indemnify him or her against such liability under the provisions of this Article.

Section 8.03 Contractual Rights of Other Persons. Nothing contained in this Article VIII shall affect any right to indemnification to which persons other than directors and officers of the Corporation, or any subsidiary hereof, may be entitled by contract.

Section 8.04 Insurance. The board of directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Corporation would have the power to indemnify the agent against that liability under the provisions of this Article VIII; provided, however, that the Corporation shall not have the power to purchase and maintain such insurance to indemnify any agent of the Corporation where such indemnification would be prohibited by law.

Section 8.05 Effect of Amendment. Any amendment, repeal, or modification of any provision this Article by the Board of Directors of the corporation shall not adversely affect any right or protection of a Director or Officer of the Corporation existing at the time of such amendment, repeal, or modification.

ARTICLE IX CONFLICT OF INTEREST

Section 9.01 Purpose. The purpose of this conflict of interest policy is to protect the Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director or senior manager of the Corporation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable Corporations.

Section 9.02 Policy. Each officer, director, and senior manager of the corporation shall in the course of his or her duties on behalf of the corporation, act with strict loyalty and fidelity to the best interests of the corporation, exercise the utmost good faith in all matters and transactions involving the corporation, and adhere to the highest ethical standards of fiduciary duty as an officer, director and/or senior manager of the corporation if there are otherwise no indications that the interested person has a conflict of interest.

Each officer, director, committee member and senior manager of the corporation shall endeavor to avoid, to the best of his or her ability, any situation which may result in a compromise of his or her duty to the corporation personally, because of a duality or conflict of interest with any other organization with which the officer, director, committee member and/or senior manager may be involved. Anyone (including officers, directors, and senior managers) making decisions on behalf of the Corporation should always act based on the best interests of the organization. No individual associated with the organization (including officers, directors, committee members, and senior managers) should use his/her position for personal benefit, for the benefit of friends or relatives, or to further any outside interest of personal agenda. Each officer, director, committee member, and/or senior manager shall endeavor to avoid even the appearance of a conflict of interest which may have an adverse effect on the corporation. This standard applies to all transactions and decisions, whether or not covered by the detailed policies and procedures below.

The fact that a director, officer, committee member or senior manager of the Corporation is also a director, officer, committee member, or member of another not-for-profit organization that obtains or seeks funds from institutions or individuals from which the Corporation also obtains or seeks funds shall not by itself be deemed to be a conflict of interest.

Section 9.03 Definitions. An interested person may be a director, officer, member of a committee or staff member of the Corporation.

- (A) An interested person may be a director, officer, member of a committee or staff member of the Corporation.
- (B) A potential conflict of interest exists whenever the personal, professional or financial interest of an interested person is opposed to that of the organization, or when such an interest or any conflicting fiduciary duty might influence the interested person's actions and judgment on behalf of the Corporation. A potential conflict also exists when there is an appearance that an interested person's actions may be influenced by a competing interest or duty.
- (C) A conflict of interest exists whenever an interested person's competing interest or fiduciary duty is substantial enough that the interested person cannot reasonably be expected to exercise independent judgment and take action in the best interest of the Corporation.
- (D) A related party means (i) any director, officer or key employee of the corporation or any affiliate of the corporation; (ii) any relative of any director, officer or key employee of the corporation or any affiliate of the corporation; or (iii) any entity in which any individual described in clauses (i) and (ii) of this subparagraph has a thirty-five percent or greater ownership or beneficial interest or, in the case of a partnership or professional corporation, a direct or indirect

ownership interest in excess of five percent.

(E) A related party transaction means any transaction, agreement or any other arrangement in which a related party has a financial interest and in which the corporation or any affiliate of the corporation is a participant. Conflicts of interest most frequently arise in (but are in no way limited to) the context of:

- decisions about an interested person's compensation (as a contractor or employee);
- decisions about transactions with entities in which an interested person holds an ownership interest;
- decisions about transactions with an entity by which an interested person is employed.

Conflicts (or the appearance of conflicts) may also arise when the Corporation is contemplating a transaction with a close relative or domestic partner of an interested person, or any entity in which such a related person has an ownership interest or which employs such a person.

Conflicts of interest will generally not be considered to arise when the potential benefit to the interested person is tenuous or remote, such as an interested person with investments in a mutual fund which holds a small amount of stock in a particular company.

Section 9.04 Procedure. Whenever a director, officer, committee member, or senior manager or other interested person becomes aware of a potential conflict of interest, or related party transaction whether financial or otherwise, s/he shall make the situation known to the Board or committee (as the case might be) and provide all facts material to understanding the nature and scope of the conflict, including whether the interested person believes his or her ability to make an independent decision based solely on the best interest of the Corporation has been compromised.. All material facts concerning any situation, which might be viewed as a conflict, shall be disclosed to the Board of Directors or committee by the officer, director, committee member, senior manager or other interested person. If the interested person does not make this disclosure, another director, committee member, or other person with knowledge of the potential conflict of interest or related party transaction should draw it to the body's attention. Where doubt exists regarding whether a conflict exists or appears to exist, the matter shall be resolved by a vote of the Board of Directors or committee. The interested person with the potential conflict must retire from the meeting and not participate in final discussion and voting on the existence of the conflict. If a conflict is found to exist, the interested person may be invited to provide any relevant information that could be of use to the board in making its decision, but shall again retire and not participate in the final discussion and voting regarding the transaction. The person with the conflict shall be prohibited to improperly influence the deliberation or voting on the matter giving rise to such conflict.

The Board or committee's decision regarding the matter on which there is a conflict shall be based on consideration of whether the transaction:

is in the organization's best interest and for its own benefit; is fair and reasonable to the organization; and is the most advantageous transaction or arrangement the organization can obtain with reasonable efforts under the circumstances.

With respect to any related party transaction involving a charitable corporation and in which a related party has a substantial financial interest, the board of such corporation, or an authorized committee thereof, shall prior to entering into the transaction, consider alternative transactions to the extent available and approve the transaction by not less than a majority vote of the directors or committee members present at the meeting.

Section 9.05 Compensation. In establishing appropriate compensation levels, whether as employees or under contractual arrangements, for an individual who is a Director, officer, member of a committee with Board-delegated powers, or anyone else exercising substantial influence over the Corporation, the Board or committee shall: (i) recuse and exclude any persons who receive directly or indirectly a substantial portion of their income from the Corporation; (ii) rely on appropriate comparative data, including comparable agreements in similar organizations; compensation levels for similar positions in both exempt and taxable organizations; and regional economic data; (iii) document the bases upon which the Board (or committee) relies for its compensation determinations; and (iv) record the names of the persons who were present for discussions and votes relating to the compensation and tallies of any votes taken during consideration of the compensation.

The Board or Chair, may, if it, he or she chooses, establish a compensation committee as provided in Article III to set or recommend appropriate levels of compensation. A compensation committee shall consist solely of disinterested persons with respect to the transaction in question and shall follow the above-outlined procedures.

For any employees shared by the Corporation and another organization, the Board may, if it chooses, adopt a policy that compensation for some or all such employees shall be at an amount set by the other organization, but only if the Board of the Corporation determines that the other organization has adopted and complies with a policy and procedures to ensure that compensation arrangements and benefits are reasonable and based on competent survey information.

Section 9.06 Periodic Reviews. To help ensure the corporation avoids private inurement, impermissible private benefit, and excess benefit transactions, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include (i) whether compensation arrangements and benefits are reasonable and set in accordance with Section 9.03, and (ii) whether partnerships, joint ventures, and arrangements with management corporations conform to the corporation's written policies, are properly

recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or an excess benefit transaction.

Section 9.07 Use of Outside Experts. When setting compensation pursuant to Section 9.03 or conducting the periodic reviews as provided for in Section 9.04, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of its responsibility for ensuring that compensation is reasonable and that periodic reviews are conducted.

Section 9.08 Recordkeeping: The Secretary or his or her designee shall keep or cause to be kept adequate minutes of all Board meetings and all meetings of committees with Board-delegated powers with regard to potential conflict of interest that shall, at a minimum, contain (i) the names of the persons who disclosed or otherwise were found to have an interest in connection with an actual or possible conflict of interest, the nature of the interest, any action taken to determine whether a conflict of interest was present, and the Board's or committee's decision as to whether a conflict of interest in fact existed; (iii) the names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including consideration of any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 9.09 Annual Distribution, Acknowledgment, and Disclosure. This conflict of interest policy shall be distributed annually to all directors, officers, members of committees, and senior managers. All covered individuals shall sign an annual acknowledgment that they have received a copy of this policy, understand it, and agree to abide by its terms. All directors shall additionally complete, sign, and submit annually to the Secretary a written statement identifying, to the best of the director's knowledge, any entity of which such director is an officer, director, trustee, member, owner, or employee and with which the corporation has a relationship, and any transaction in which the corporation is a participant and in which the director might have a conflicting interest.

ARTICLE X WHISTLEBLOWER POLICY

Section 10.01 Purpose. It is the policy of the corporation to comply with all applicable laws and regulations and for the organization and its employees to observe high standards of organizational and personal ethics in conducting their duties and exercising their responsibilities. The corporation is also committed to facilitating open and honest communications about its governance, finances, and compliance. This policy provides an avenue for directors, officers and employees to raise concerns and reassurance that they will be protected from reprisals or victimization for whistle blowing. This policy is intended to cover concerns including but not exclusive of:

- a. Incorrect or intentionally misleading financial reporting, internal controls or auditing practices

- b. Unlawful activity
- c. Activities that amount to serious improper conduct or breaches of ethical obligation
- d. Possible fraudulent or dishonest use or misuse of resources or property.

Section 10.02 Reporting of Violations. It is the responsibility of all directors, officers, and employees to report concerns in a timely manner. When appropriate, employees should report any concerns to their immediate supervisor in writing. However, if this is not practical, or if employees are not comfortable speaking with their supervisor or if that action is taken but does not correct the perceived violations, a written statement, signed and dated, should be made by the employee to the President or Chair of the Board with the specific information that the employee knows, so that an investigation may be undertaken. If the alleged violation involves the conduct of the President, the violation should be reported in writing to the Chair. Directors and officers should raise their concerns with the Chair.

Section 10.03 Confidentiality. The corporation encourages employees to put their names to allegations because appropriate follow-up questions and investigation may not be possible unless the source of the information is identified. However, complaints, reports or inquiries may be made under this policy on a confidential or anonymous basis. Every effort will be made to treat the complainant's identity with appropriate regard for confidentiality.

Section 10.04 Good Faith and No Retaliation. No director, officer or employee who in good faith reports improper conduct shall suffer harassment, retaliation or adverse employment consequence. An employee who retaliates against someone who has reported a violation in good faith or knowingly places a false report is subject to discipline up to and including termination of employment.

Section 10.05 Investigation and Reporting. The President has the responsibility for investigating and resolving all reported complaints and allegations. A Director, officer or employee receiving a complaint will notify the President immediately. If the President is implicated in the complaint, report or inquiry, the Chair will be responsible for the investigation and resolution. The Chair, while retaining overall responsibility, may delegate direct responsibility for such investigation to an appropriate person. In investigating and responding to such complaints, the corporation will consider, among other relevant factors: (1) the nature of the issue raised; (2) the clarity of the concerns raised; and (3) the ability to investigate, confirm, and assess the credibility of the allegations raised. All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation. The President is required to report to the Board at the next meeting of the Board of Directors the receipt of complaints received and the related dispositions. The Chair shall inform the Executive Committee and Board at their next meetings about complaints and related disposition for which the Chair is responsible.

ARTICLE XI AMENDMENTS

Section 11.01 Proposal. The Executive Committee, by majority vote at a committee meeting at which a quorum is present, may propose an amendment to the Bylaws. Also, any seven (7) directors or a majority of the entire Board, whichever is the greater number, may propose an amendment to the Bylaws.

Section 11.02 Adoption. Once an amendment has been proposed under Section 11.01, the Board of Directors shall have the power to amend the bylaws of the corporation by affirmative vote of two-thirds (2/3) of the board present at any meeting of the Board of Directors, provided that the proposed amendment is included in the notice of such meeting. Any proposed amendment to these Bylaws that has been adopted by the Board pursuant to Sections 11.02 and 11.03 shall, when required by applicable state law, be appropriately ratified by vote of the membership prior to taking effect as an amendment to these Bylaws. Otherwise, such amendment shall take effect when adopted by the Board.

Section 11.03 Notice of Amendments. If notice of a proposed amendment to the Bylaws is included in the notice of any meeting of the directors, it shall be in order to consider adopting at that meeting any amendments to the Bylaws dealing with the subject matter with which the proposed amendment is concerned. However, any such proposed amendment that is not identical to the proposed amendment that was included in the notice of the meeting requires the affirmative vote of 2/3 of the entire Board of Directors to be adopted. If any bylaw regulating an impending election of directors is adopted, amended, or repealed by the Board, there shall be set forth in the notice of the next meeting for the election of directors the bylaw so adopted, amended, or repealed, together with a concise statement of the changes made.