



FILED

11-10-15
04:59 PM

**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 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.