

**BY-LAWS**  
**OF**  
**ALLIANCE TO END HUNGER**

**ARTICLE I**

**NAME**

The name of the Corporation shall be the ALLIANCE TO END HUNGER. ALLIANCE TO END HUNGER is a not-for-profit Corporation duly incorporated in the District of Columbia (the "Corporation").

**ARTICLE II**

**PURPOSE**

The Corporation is organized and will be operated primarily to engage diverse institutions in building the public will to end hunger in the United States and worldwide.

**ARTICLE III**

**PRINCIPAL AND REGISTERED OFFICES**

**Section 1. The Principal Office.** The principal office of the Corporation shall be located at such location as the Board of Directors may designate. The Corporation shall have such additional offices as the Board of Directors may designate from time to time.

**Section 2. Registered Office.** The registered office of the Corporation shall be maintained in the District of Columbia at the location specified in the Articles of Incorporation or at such other location as the Board of Directors may designate from time to time.

**Section 3. Other Offices.** The Corporation may have other offices at such other places within or without the District of Columbia as the Board of Directors may from time to time designate or as the affairs of the Corporation may require.

## **ARTICLE IV**

### **MEMBERSHIP**

**Section 1. Classes.** The Corporation shall have three (3) classes of members, which shall be designated as follows: Sponsoring Members, General Members and Observers of the Alliance.

**Section 2. Qualifications.** The following types of persons or entities who or which are supportive of and interested in furthering or promoting the objects and purposes of the Corporation, shall be eligible to apply for membership of any class:

- a) Business organizations;
- b) Individuals; and
- c) Nonprofit organizations.

Any eligible individual, business organization or nonprofit organization described above may file a written application to become a member of the Corporation with the Board of Directors specifying the desired class or group of membership and containing such other information and in such form as the Board of Directors may from time to time determine. The Board of Directors shall have the power to accept or reject any application for membership in its sole discretion and shall have no obligation to provide any rejected applicant with any reason for rejection.

**Section 3. Term.** Membership in the Corporation shall commence on the later of acceptance of the new member's application by the Board of Directors or the payment by or on behalf of the new member of the applicable required annual contribution (subject to proration as provided in Section 4 below). Membership in the Corporation shall otherwise be on a calendar year-basis.

**Section 4. Required Annual Contribution.** Members shall be required to pay, or have paid on their behalf, such required annual contributions to the Corporation according to their class of membership as may be established from time to time by the Board of Directors. The required annual contribution shall be expected within 12 months of their last payment, or sooner. New members are expected to submit their dues payment at the time of their membership approval. No part of a member's required annual contribution shall be refunded upon resignation or other termination of membership. A member who or which pays his or its required annual contribution when due and payable shall be deemed to be in "Good Standing" for the calendar year or partial calendar year to which the contribution relates. [amended April 4, 2006 by unanimous vote of the Board of Directors]

**Section 5. Designated Representative.** Any business organization or nonprofit organization which is a member of any class shall from time to time designate an individual as its designated representative for purposes of exercising on behalf of such member all rights and powers of such member and to receive notices and other

communications from the Corporation. Such designation may be made in its initial application for membership or by written notice to the Corporation sent to the attention of the secretary, but no such designation or change of designation shall be effective unless and until actually received by the secretary. Only the individual from time to time so designated as such a member's designated representative shall have, and shall be recognized by the Corporation as having, the power to vote and to give proxies on behalf of such member if such member is also a Sponsoring Member or a General Member.

**Section 6. Voting Rights.** Each Sponsoring Member and each General Member shall have the right to vote (through its designated representative, if applicable), in person or by proxy, in the election of Directors at each annual meeting one (1) vote per such member for each position to be filled (but not cumulatively). The members, whether Sponsoring Members or General Members or members of any other class, shall otherwise have no right to vote with respect to any other matter or matters concerning the Corporation.

**Section 7. Termination of Membership.** The Board of Directors may terminate the membership of any member whose required annual contribution (if any) is not paid in full when due and payable, or for other good cause.

**Section 8. Resignation.** A member who or which fails to renew his or its membership by paying (or by having paid on behalf of such member) the required annual contribution (if any) applicable to such member's category of membership shall be deemed to have resigned his or its membership effective as of the beginning of the calendar year to which such required annual contribution relates. A member may also resign his or its membership by filing a written resignation with the secretary of the Corporation.

**Section 9. Reinstatement.** Upon written request signed by a former member and filed with the secretary, the Board of Directors may reinstate such former member to membership upon such terms as the Board of Directors in its sole discretion may deem appropriate.

**Section 10. Membership Not Transferable.** Membership in the Corporation is not transferable or assignable.

**Section 11. Record Date For Members.** For the purpose of determining the members of any class or classes entitled to notice of any meeting of the members of such class or classes of members or any adjournment thereof, the Board of Directors may fix, in advance, a date as the record date for any such determination of members. Any such record date shall not be more than fifty (50) days and not less than ten (10) days before the date of such meeting. For purposes of the right to notice of a meeting of members, the term "member" or "members" refers to an outstanding membership or memberships of record and in good standing.

## **ARTICLE V**

### **MEETINGS OF MEMBERS**

**Section 1. Annual Meeting.** An annual meeting of the members shall be held in **March** or **October** of each year commencing in **2005** at the same place and immediately preceding the annual meeting of the Board of Directors. The purpose of such annual meeting shall be the election of the Board of Directors and the transaction of such other business as may properly come before the meeting.

**Section 2. Special Meeting.** Special meetings of the members may be called by either the Chair of the Board of Directors, the President or the Board of Directors, but not by the members.

**Section 3. Place of Meeting.** The Board of Directors may designate any place as the place of meeting for the annual meeting or for any special meeting called by the Board of Directors.

**Section 4. Notice of Meeting.** Written notice stating the place, date, and hour of any meeting of members shall be delivered to each member not less than ten (10) (or such greater minimum period as may be required by law) nor more than fifty (50) days before the date of such meeting. In case of a special meeting or when required by statute or by these By-laws, the purpose for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the Corporation, with postage thereon prepaid.

**Section 5. Quorum.** One third (1/3) of the total number of Sponsoring Members and General Members shall constitute a quorum at any meeting of members. If a quorum is not present at any meeting of members, a majority of Sponsoring Members and General Members present may adjourn the meeting at any time without further notice. [amended April 4, 2006 by unanimous vote of the Board of Directors]

**Section 6. Proxies.** Each Sponsoring Member and each General Member entitled to vote at a meeting of members may (through its designated representative, if applicable) authorize an individual member or the designated representative of a member to act for such member by written proxy, but no proxy shall be voted or acted upon after eleven (11) months from its date unless otherwise provided in the proxy and no power of substitution may be granted in the proxy except in favor of another individual member or the designated representative of a member.

**Section 7. Voting By Mail, Electronic or Telephonic Transmission.** Voting on the election of directors may be conducted in the discretion of the Board of Directors by mail, telephone call, telegram, cablegram electronic mail, or any other means of electronic or telephonic transmission without a meeting. Whenever such method of voting is used, ballots for such voting shall be provided to all Sponsoring Members and

General Members (through their designated representatives, as applicable) not less than ten (10) and not more than fifty (50) days prior to the date set for the votes to be counted. Any such election shall be determined by the votes received by the Secretary of the Corporation prior to the date set for the votes to be counted, provided that the ballots of at least a majority of the Sponsoring Members and General Members shall be received. Any action taken pursuant to such mail, electronic or telephonic transmission vote shall be promptly communicated to all Sponsoring Members and General Members.

**Section 8. Meetings By Conference Call.** Unless specifically prohibited by the Articles of Incorporation or these By-laws, members may participate in a meeting of the members through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with and hear each other, and participation in such a meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

## **ARTICLE VI**

### **BOARD OF DIRECTORS**

**Section 1. Powers and Duties.** The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors, except as may be otherwise provided by law. The Board of Directors is charged with guiding the Corporation toward the accomplishment of its mission. The Board of Directors may delegate certain of their duties to one or more committees in accordance with these By-laws and as permitted by law, but such delegation shall not relieve the Board of Directors of their responsibility for any action taken for and on behalf of the Corporation. The Board of Directors may engage Bread for the World Institute or another institution as its Executive and fiscal agent and pay any such institution reasonable compensation for services rendered.

**Section 2. Approval of Annual Budget.** No later than the first quarter of each fiscal year, the Board of Directors shall approve the Corporation's annual budget and associated projects, programs and priorities for such fiscal year.

**Section 3. Number of Directors.** The number of Directors shall initially be three (3). The number of Directors may be increased or decreased by the votes of two-thirds (2/3) of all Directors provided, however, the total number of Directors shall never be less than three (3) nor more than forty (40). No decrease in the number of directors shall have the effect of shortening the term of an incumbent Director. The Directors shall be divided into two (2) classes: (i) Sponsoring Directors and (ii) General Directors. Two-thirds (2/3) of the Directors from time to time in office shall be Sponsoring Directors. One-third (1/3) of the Directors from time to time in office shall be General Directors. All initial Sponsoring Directors and General Directors shall be assigned by the Board of Directors (or any committee thereof which the Board of Directors designates to make such assignment) to three (3) equal groups which shall be designated "Group 1," "Group 2" and "Group 3."

**Section 4. Qualifications.** Except for the first Board of Directors named in the Articles of Incorporation, any individual Sponsoring Member or the designated representative of a Sponsoring Member, if such Sponsoring Member is a business organization or nonprofit organization, who or which is in Good Standing, is eligible to serve as either a Sponsoring Director or a General Director. Any individual General Member or the designated representative of a General Member, if such General Member is a business organization or nonprofit organization, who or which is in Good Standing, is eligible to serve as a General Director. Directors do not need to be residents of the District of Columbia.

**Section 5. Term.** The initial term of the Group 1 Directors shall expire at the annual meeting of the Board of Directors to be held in **October 2006**. The initial term of the Group 2 Directors shall expire at the annual meeting of the Board of Directors to be held in **October 2007**. The initial term of the Group 3 Directors shall expire at the annual meeting of the members to be held in **October 2008**. Upon the expiration of the terms of office of the Group 1, Group 2 and Group 3 Directors, their respective successors shall be elected for the term of three (3) years each. Each director shall otherwise hold office until his successor shall have been elected and qualified. A director may serve more than one (1) term of office, as a director, which terms may, but need not, be successive.

**Section 6. Election.** At the organizational meeting of members on **January 28, 2005** the Sponsoring Members and the General Members present in person or by proxy may nominate themselves or their respective designated representatives (as applicable) to serve on the Board of Directors. Voting shall not be cumulative. Directors shall be elected solely by the affirmative vote of two-thirds (2/3) of all Members then eligible to vote. Provided that a quorum of Sponsoring Members and General Members shall be present, the nominees receiving the largest number of votes for each position of the board to be filled shall be elected.

Not less than thirty (30) days prior to each subsequent annual meeting of the Board of Directors, commencing with the **October** annual meeting, the Nominating Committee shall nominate any General and Sponsoring Directors to replace General or Sponsoring Directors whose terms expire and to fill each vacancy caused by the death, resignation, ineligibility or removal of a General or Sponsoring Director. The names of such nominees shall be published to the members not less than fifteen (15) days prior to the annual meeting. Directors shall be elected solely by the affirmative vote of two-thirds (2/3) of all Members then eligible to vote. Voting shall not be cumulative. Provided that a quorum of Sponsoring Members and General Members shall be present, the nominees receiving the largest number of votes for each position of the Board to be filled shall be elected.

**Section 7. Regular Meetings.** A regular annual meeting of the Board of Directors shall be held without other notice than these By-laws in **March** or **October** of each year at the same place as and immediately following the annual meeting of

members. The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings of the Board at such place within or without the District of Columbia without other notice than such resolution.

**Section 8. Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the Chair of the Board, or any two (2) directors. The person or persons calling the meeting may fix any place within or without the District of Columbia as the place for holding any special meeting of the Board of Directors called by him/her or them.

**Section 9. Notice.** Except as otherwise required by statute, notice of any special meeting of the Board of Directors shall be given at least five (5) business days prior thereto by written notice or electronic mail to each director at his address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered three (3) business days after deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice is given by electronic mail or by facsimile, such notice shall be deemed to be delivered one (1) business day after completion of transmission. Notice of any special meeting of the Board of Directors may be waived in writing signed by the person or persons entitled to the notice either before or after the time of the meeting. The attendance of a director at any meeting shall constitute waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of a special meeting of the board need be specified in the notice or waiver of notice of such meeting unless specifically required by law, the Articles of Incorporation or these By-laws.

**Section 10. Quorum.** At any meeting of the Board of Directors, a majority of the entire Board of Directors shall constitute a quorum for the transaction of business. If a meeting cannot be constituted because a quorum is not present, the Directors present may adjourn the meeting from time to time until a quorum is present, whereupon the meeting may be held, as adjourned, without further notice. Any business which might have been transacted at the meeting as originally called may be transacted at any adjourned meeting at which a quorum is present.

**Section 11. Manner of Acting.** The act of a majority of the entire Board of Directors at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by statute, these By-laws or the Articles of Incorporation.

**Section 12. Resignation.** Any Director may resign at any time by filing a written notice of resignation with the Secretary of the Corporation.

**Section 13. Removal.** Any Director may be removed from office with cause by the affirmative vote of two-thirds (2/3) of the entire Board of Directors at a special meeting called for such purpose by such vote as would suffice for his election.

**Section 14. Voting By Mail, Electronic or Telephonic Transmission.** Voting on any action required by statute or these By-laws to be taken at a meeting of the Board of Directors, or any other action which may be taken at a meeting of the Board of Directors, may be conducted in the discretion of the Board of Directors by mail, telephone call, telegram, cablegram electronic mail, or any other means of electronic or telephonic transmission without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors.

**Section 15. Meetings by Conference Call.** Unless specifically prohibited by the Articles of Incorporation or these By-laws, members of the Board of Directors, or any committee designated by the Board of Directors, may participate in a meeting of the Board of Directors, or such committee, through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with and hear each other, and participation in such a meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

**Section 16. Vacancies.** Vacancies occurring in the Board of Directors, or any directorship to be filled by reason of an increase in the number of Directors, shall be filled by the Board of Directors at any regular or special meeting of the Board, by the affirmative vote of two-thirds (2/3) of the then members of the Board even though less than a quorum of the Board. A director elected or appointed to fill a vacancy shall be appointed for the un-expired term of his predecessor in office.

**Section 17. Compensation.** Directors shall not receive any salaries for their services nor, except as authorized by the Board of Directors in the specific case or pursuant to a policy adopted by resolution of the Board, reimbursement for their expenses of attendance at any meeting of the Board, any committee thereof or any advisory body, provided that nothing herein contained shall be construed to preclude any director from serving the Corporation in any capacity other than as an officer or director and receiving reasonable compensation therefore.

**Section 18. Proxies.** No Director may act by proxy on any matter.

## **ARTICLE VII**

### **OFFICERS**

**Section 1. Officers.** The officers of the Corporation shall be a Chair of the Board of Directors, a President, a Secretary, a Treasurer, and such other officers as may be elected or appointed in accordance with these By-laws. Any officer may, but is not required to be a member of the Board of Directors of the Corporation. Except for the offices of President and Secretary, any two or more offices may be held by the same person.



**Section 2. Election and Term of Office.** All officers of the Corporation, including the Chair of the Board of Directors, shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of the Chair of the Board of Directors or of the other officers shall not be held at such meeting, such election shall be held as soon thereafter as may be convenient. Vacancies in the office of Chair of the Board of Directors prior to the first annual meeting of members, and vacancies in any office other than Chair of the Board of Directors, may be filled at any meeting of the Board of Directors. A vacancy in the office of Chair of the Board of Directors occurring after the first annual meeting of the Board of Directors shall be filled at a special meeting of the Board of Directors as provided in Section 8 of Article VI. Each officer shall hold office until his successor shall have been duly elected and qualified, unless the office is vacated prior to that time. Election of an officer shall not of itself create contract rights.

**Section 3. Removal.** Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby. The Chair of the Board of Directors elected at or after the first annual meeting of the Board of Directors may be removed by the Board of Directors at a special meeting called for such purpose whenever in their judgment the best interests of the Corporation would be served thereby. The removal of any officer shall be without prejudice to the contract rights, if any, of the person so removed.

**Section 4. Vacancies.** A vacancy occurring in any office elected by the Board of Directors because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors for the unexpired portion of the term. A vacancy in the office of Chair of the Board of Directors occurring after the first annual meeting of the Board of Directors shall be filled as provided in Section 16 of Article VI.

**Section 5. Chair of the Board.** The Chair of the Board shall preside at all meetings of the Board of Directors and the annual meeting of the members, and may call meetings of the Board of Directors. The Chair of the Board of Directors shall also perform such other duties as may be assigned to him/her by the Board of Directors.

**Section 6. The President.** Subject to the direction and control of the Board of Directors, the President shall be in charge of the business and affairs of the Corporation and be the principal accounting and financial officer of the Corporation. The President shall see that the resolutions and directives of the Board of Directors are carried into effect except in those instances in which that responsibility is assigned to some other person by the Board of Directors; and, in general, he/she shall discharge all duties incident to the office of president and such other duties as may be prescribed by the Board of Directors. In the absence of the Chair of the Board of Directors, the President shall preside at all meetings of the Board of Directors and at the annual meeting of the members, and shall also preside at any other meetings of any class or classes of members. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the Corporation or a different mode of execution is expressly prescribed by the Board of Directors or these By-laws, he/she may execute for the

Corporation any contracts or other instruments which the Board of Directors has authorized to be executed, and he/she may accomplish such execution either under or without the seal of the Corporation and either individually or with the Secretary, any Assistant Secretary, or any other officer thereunto authorized by the Board of Directors, according to the requirements of the form of the instrument.

**Section 7. The Secretary.** The Secretary shall record the minutes of the meetings 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 By-laws or as required by law; be custodian of the Corporate records and of the seal (if any) of the Corporation; keep a register of the post office address of each director and member which shall be furnished to the Secretary by such director or member; and perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

**Section 8. The Treasurer.** The Treasurer shall supervise the fiscal affairs of the Corporation by: (a) having charge of and being responsible for the maintenance of adequate books of account for the Corporation; and (b) performing all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors. The Treasurer may not change or establish a bank account without a vote of the Board of Directors.

**Section 9. Compensation and Reimbursement.** The President shall be entitled to receive reasonable compensation for services rendered in such office as determined by the Board of Directors and such officer. Each officer shall be entitled to reimbursement for any expenses reasonably incurred in performing services in such office other than expenses of attendance at any meetings of the Board, any committee thereof, any advisory body, or of the members as a whole or any class or classes thereof; provided, that nothing herein contained shall be construed to preclude any officer from serving the Corporation in any capacity other than as an officer or director and receiving reasonable compensation therefore.

## **ARTICLE VIII**

### **COMMITTEES**

**Section 1. Committees of Directors.** The Board of Directors, by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees. Each committee will consist of at least two (2) directors. To the extent provided in the resolution, the Articles of Incorporation or these By-laws, each committee shall have and exercise the authority of the Board of Directors in the management of the Corporation. The designation and appointment of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon it or him/her by law. Any committee having and exercising the authority of the Board of Directors shall consist solely of Directors of the Corporation. Subject to the foregoing, the Board of Directors may refer

or assign any matter to any committee and discharge or terminate any such committee. All actions taken by any committee shall be reported to the Board of Directors at or prior to its next meeting. **Section 2. Committees.** There shall be the following standing committees: Executive Committee and Membership & Nominating Committee. The Board of Directors may create additional standing or special committees or subcommittees as may be required by these By-laws or as it may find necessary and appropriate.

**Section 3. Membership & Nominating Committee.** This Committee shall have the responsibility of seeking and screening potential members of the Corporation and shall review, evaluate and report to the Board of Directors as to all written membership applications. Further, this Committee shall have the responsibility to prepare nominations for Directors and shall provide its report to the Board of Directors prior to elections to be held at the annual meeting of the Board of Directors.

**Section 4. Term of Office.** Each member of a committee shall continue as such until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof. Each member of a committee shall serve at the pleasure of the Board of Directors.

**Section 5. Chair.** One member of each committee shall be appointed chair by the Board of Directors.

**Section 6. Vacancies.** Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

**Section 7. Quorum.** Unless a greater number shall be provided in the resolution of the Board of Directors designating and appointing a committee or in these By-laws, 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 8. Rules.** The Board of Directors or, to the extent not inconsistent with any resolution of the board of trustees, any committee, may adopt rules for the governance of such committee not inconsistent with these By-laws.

**Section 9. Informal Action by Committee.** Any action which may be taken at a meeting of a committee may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all committee members.

**Section 10. Executive Committee.** The Corporation shall have an Executive Committee, which shall be a Board committee under Article 8, Section 1. The Executive Committee shall consist of the officers of the Corporation who are also Directors, and up to eight other Directors appointed by the Board. The Executive Committee shall have and may exercise the full authority of the Board of Directors between meetings of the Board when prompt action is necessary to avoid loss or harm to the organization and action by

the full Board is impracticable, except that the Executive Committee shall not have the power to approve a dissolution or merger, or the sale of all or substantially all of the Corporation's assets; appoint or remove directors except for Honorary Co-Chairs; appoint and remove members of committees; authorize distributions; amend the Articles of Incorporation or these bylaws; or approve or propose to the members action that by law must be approved by the members. The Executive Committee must meet in advance of each meeting of the Board of Directors but may meet more frequently as needed.

**Section 11. Honorary Co-Chairs.** The Corporation may have Honorary Co-Chairs. The Honorary Co-Chairs shall be appointed by the Board of Directors on an annual basis and will be ex-officio, non-voting members of the Board of Directors.

## **ARTICLE IX**

### **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 By-laws, 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 other orders for the payment of money, notes or other evidences 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 of the Corporation.

**Section 3. Deposits.** All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

**Section 4. Grants and Gifts.** The Board of Directors may apply for and/or accept on behalf of the Corporation any grant, contribution, gift, bequest or devise for the general purposes or for any special purposes of the Corporation.

## **ARTICLE X**

### **BOOKS AND RECORDS**

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Directors and committees having any of the authority of the Board of Directors. All books and records of the Corporation may be inspected by any director, or his agent or attorney, or any Sponsoring and General Member, or his or its agent or attorney, for any proper purpose during normal business hours upon prior arrangement.

Updated  
November 7, 2013

**ARTICLE XI**

**FISCAL YEAR**

The fiscal year of the Corporation shall be fixed by resolution of the Board of Directors.

## **ARTICLE XII**

### **INDEMNIFICATION**

**Section 1. Obligation to Indemnify.** The Corporation shall indemnify any present or former director, officer, committee chair, or committee member of the Corporation, and any person who may have served at its request as a director or officer of another Corporation, whether for profit or not for profit, against expenses actually and necessarily incurred by him/her in connection with the defense of any action, suit or proceeding, in which he is made a party by reason of being or having been such director or officer, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of a duty. Other employees and agents of the Corporation shall be indemnified to the extent determined by the Board of Directors in the specific case.

**Section 2. Manner of Determining Eligibility.** Any indemnification shall be made by the Corporation upon a determination that indemnification of such person is proper in the circumstances because he has met the applicable standard of conduct set forth in Section 1 of this Article. Such determination shall be made (i) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (ii) if such a quorum is not obtainable or, even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

**Section 3. Advance Payments of Expenses.** Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the person seeking indemnification to repay such amount, unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this Article.

**Section 4. Contract Rights.** The indemnification provided by this Article shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under any agreement, vote of disinterested directors or otherwise, and shall continue as to a person who has ceased to be a director, officer, committee chair, committee member, employee or agent of the Corporation and shall inure to the benefit of the heirs, executors and administrators of such person.

**Section 5. Insurance.** The obligation of the Corporation under this Article shall not be limited to the proceeds of liability insurance policies actually paid to the Corporation or directly to or for the benefit of the person claiming indemnification under this Article. The Corporation may purchase and maintain insurance on behalf of any person who is a director, officer, committee chair, committee member, employee or agent of the Corporation against any liability asserted against him/her or incurred by him/her in any such capacity, or arising out of his status as such, whether or not the Corporation

would have the power to indemnify him/her against such liability under the provisions of this Article.

### **ARTICLE XIII**

#### **SEAL**

The corporate seal, if any, shall have inscribed thereon the name of the Corporation and the words "Corporate Seal, District of Columbia."

### **ARTICLE XIV**

#### **WAIVER OF NOTICE**

Whenever any notice is required to be given under the provisions of the District of Columbia Nonprofit Corporation Act or under the provisions of the Articles of Incorporation or the By-laws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

### **ARTICLE XV**

#### **AMENDMENTS**

The power to alter, amend, or repeal the By-laws or adopt new By-laws shall be vested in the Board of Directors. Such action may be taken at a regular or special meeting for which written notice of such purpose shall be given. The By-laws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or the Articles of Incorporation.

### **ARTICLE XVI**

#### **MISCELLANEOUS**

All words used in the singular number shall mean, extend to and include the plural where applicable and vice versa and all words used in any gender shall mean, extend to and include any other gender, all as the context may require. Article and section headings are for the convenient reference only and are not a part of the context of these By-laws. Any waiver or consent given by the Board of Directors or any officer shall be effective only in the specific instance and for the purpose for which given and shall not be deemed a waiver or consent for or with respect to any other person, instance, purpose or circumstances.