

BYLAWS
OF
ALLIANCE TO END HUNGER

As Adopted as of
[Date of Adoption]

Contents

ARTICLE I NAME AND PURPOSES.....	3
Section 1.01 Name	3
Section 1.02 Purposes	3
ARTICLE II ELECTRONIC MAIL.....	3
Section 2.01 Action by Electronic Mail	3
ARTICLE III MEMBERS.....	3
Section 3.01 Classes.....	3
Section 3.02 Qualifications	3
Section 3.03 Term:	3
Section 3.04 Required Annual Contribution:	4
Section 3.05 Designated Representative:	4
Section 3.06 Annual Meeting.....	4
Section 3.07 Special Meetings	4
Section 3.08 Place and Time of Meetings.....	4
Section 3.09 Notice of Annual and Special Meetings.....	5
Section 3.10 Waivers of Notice.....	5
Section 3.11 Quorum	5
Section 3.12 Proxies.....	5
Section 3.13 Vote	5
Section 3.14 Vote by Mail, Electronic, or Telephonic Transmission.....	6
Section 3.16 Termination of Membership:.....	6
Section 3.17 Resignation.....	6
Section 3.18 Reinstatement:.....	6
Section 3.19 Membership Not Transferable:	6
Section 3.20 Record Date for Members	7
Section 3.21 Presiding Officer and Secretary	7
ARTICLE IV AUTHORITY AND DUTIES OF DIRECTORS.....	7
Section 4.01 Authority of Directors	7
Section 4.02 Number of Directors.....	7
Section 4.03 Composition of Directors	7
Section 4.05 Election and Term of Directors	8
Section 4.06 Resignation and Removal.....	8
Section 4.07 Vacancies	8
Section 4.08 Meetings.....	9
Section 4.09 Waivers of Notice.....	9
Section 4.10 Quorum and Voting.....	9
Section 4.12 Emergency Powers.....	10
Section 4.13 Action Without a Meeting.....	10
Section 4.14 Participation in Meeting by Conference Telephone	10
Section 4.15 Inspection	10
Section 4.16 Compensation of Directors.....	10

ARTICLE V COMMITTEES	11
Section 5.01 Composition	11
Section 5.02 Procedures and Authority	11
Section 5.03 Standing Committees	11
Section 5.04 Nominations, Membership & Governance Committee	11
Section 5.05 Term of Office.....	12
Section 5.06 Chair	12
Section 5.07 Vacancies	12
Section 5.08 Quorum	12
Section 5.09 Rules.....	12
Section 5.10 Informal Action by Committee:	12
Section 5.11 Honorary Co-Chairs	12
ARTICLE VI AUTHORITY AND DUTIES OF OFFICERS, AGENTS, AND EMPLOYEES	13
Section 6.01 Officers.....	13
Section 6.02 Election of Officers; Terms of Office	13
Section 6.03 Powers and Duties of Officers.....	13
Section 6.04 Resignation.....	14
Section 6.05 Removal	14
Section 6.06 Vacancies	14
Section 6.07 Compensation and Reimbursement:.....	14
Section 6.08 Executive Director.....	15
ARTICLE VII INDEMNIFICATION.....	15
Section 7.01 Indemnification	15
Section 7.02 Manner of Determining Eligibility.....	15
Section 7.03 Contractual Rights of Other Persons	15
Section 7.04 Advance Payments of Expenses.....	15
Section 7.05 Insurance	16
ARTICLE VIII FINANCIAL ADMINISTRATION.....	16
Section 8.01 Fiscal Year	16
Section 8.02 Checks, Drafts, and Contracts	16
Section 8.05 Annual Financial Statements.....	16
ARTICLE IX CONFLICT OF INTEREST POLICY	17
Section 9.01 Conflict of Interest Policy	17
ARTICLE X COMPENSATION AND BUSINESS RELATIONSHIPS POLICY.....	17
Section 10.01 Compensation Policy.....	17
Section 10.02 Compensation Committee.....	17
Section 10.03 Shared Employees.....	18
Section 10.04 Periodic Reviews.....	18
Section 10.05 Use of Outside Experts.....	18
ARTICLE XI RECORDS	18
Section 11.01 Recordkeeping.....	18
Section 11.02 Public Disclosure.....	19
ARTICLE XII AMENDMENT OF BYLAWS.....	19
Section 12.01 Amendments	19

ARTICLE I
NAME AND PURPOSES

Section 1.01 Name: The name of the organization is Alliance to End Hunger.

Section 1.02 Purposes: The Corporation is organized for the purposes of: engaging diverse institutions in building the public and political will to end hunger in the United States and around the world.

ARTICLE II
ELECTRONIC MAIL

Section 2.01 Action by Electronic Mail: 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 III
MEMBERS

Section 3.01 Classes: The Corporation shall have two (2) classes of members, which shall be designated as follows: Sponsoring Members and General Members.

Section 3.02 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:

- Business organizations;
- Individuals;
- 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 3.03 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 5.04 below). Membership in the corporation shall otherwise be on a calendar-year basis.

Section 3.04 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

Section 3.05 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 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 give proxies on behalf of such member if such member is also a Sponsoring Member or a General Member.

If at any time the business organization or nonprofit ceases to be a member, that business organization or nonprofit's designated representative's authority will also be terminated. Any business organization or nonprofit organization who is a member will have sole discretion to designate its representative, and may appoint or terminate the authority of its designated representative at any time with or without cause.

Section 3.06 Annual Meeting: An Annual Meeting of the Members shall be held for the election of Directors and the transaction of other business as may properly come before the Members each year 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 3.07 Special Meetings: Special meetings of the members may be called by the Board of Directors. Special meetings may also be convened by Members entitled to cast twenty-five percent of the total number of votes entitled to be cast at such meeting.

Section 3.08 Place and Time of Meetings: 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. 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 3.09 Notice of Annual and Special Meetings: Written or printed notice stating the place, day, and hour of the meeting, and in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than fifty (50) days before the date of the meeting to each Member entitled to vote at such meeting. Notice shall be communicated in person or by delivery. 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 the purpose, when it enters the information processing system designated for receipt of electronic communications.
- Section 3.10 Waivers 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 3.11 Quorum: One third (1/3) of the total number of Sponsoring Member 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.
- Section 3.12 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 (not to exceed three years) 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. Every proxy shall be revocable at the pleasure of the Member executing it, except as otherwise provided by law.
- Section 3.13 Vote: 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, shall otherwise have no right to vote with respect to any other matter or matters concerning the Corporation.

- Section 3.14 Vote 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, 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. A ballot shall set forth each proposed action; provide an opportunity to vote for, or withhold a vote for, each candidate for election as a director; and provide an opportunity to vote for or against each other proposed action. 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 3.15 Meeting 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.
- Section 3.16 Termination of Membership: The Board of Directors may terminate the membership of any member with or without cause.
- Section 3.17 Resignation: A member who or which fails to renew his or its membership by paying (or 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 3.18 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 3.19 Membership Not Transferable: Membership in the Corporation is not transferrable or assignable.

Section 3.20 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. At 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.

Section 3.21 Presiding Officer and Secretary: At any meeting of the Members, if neither the Chair of the Board, if any, nor a person designated by the Board to preside shall be present, the Members present shall appoint a presiding officer for the meeting. If neither the Secretary nor an Assistant Secretary is present, the appointee of the person presiding at the meeting shall act as secretary of the meeting.

ARTICLE IV AUTHORITY AND DUTIES OF DIRECTORS

Section 4.01 Authority of Directors: The Board of Directors (“the Board”) is the policy-making body of the Corporation and may exercise all the powers and authority granted to the Corporation by law except those powers exclusively reserved for the Members of the Corporation by law, the Articles of Incorporation, or these Bylaws. The Board shall oversee the Corporation’s policies and procedures.

Section 4.02 Number of Directors: The Board shall consist of no more than 20 nor fewer than 3 Directors. Within those limits, the number of Directors may be increased or decreased from time to time by the vote of two-thirds (2/3) of all Directors provided that the minimum number of Directors is never fewer than three; however, a change in the number of Directors shall not remove a Director from her position as a Director prior to the expiration of his or her term of office.

Section 4.03 Composition of Directors: The Directors shall be divided into two (2) classes; (i) General Directors and (ii) Directors At Large. Alliance to End Hunger aspires that 80% of the Directors from time to time in office shall be General Directors, and 20% of the Directors from time to time in office shall be Directors At Large.

Section 4.04 Qualifications: Except for the first Board of Directors named in the Articles of Incorporation, General Directors must be elected from the current pool of Sponsoring Members in good standing or General Members in good standing, or in the case of a business organization or nonprofit organization, the designated representative of such member organization. Directors At Large need not be members of the corporation and should be selected from communities or individuals who are experiencing hunger. Directors do not need to be residents of the District of Columbia.

If at any point a business organization or nonprofit organization ceases to be a member in good standing, the designated representative of that business or

nonprofit organization will cease to be Director, causing a vacancy. If the employment of the designated representative of a business or nonprofit organization is terminated, the business or nonprofit organization shall designate a new representative. If a new representative is not designated within 3 months, then a vacancy will be created which may be filled by the Board pursuant to Section 3.07.

Section 4.05 Election and Term of Directors: The members shall elect the Directors at each annual meeting. The Board may elect Directors at regular or special meetings to fill a vacancy as provided in Section 3.07. Directors shall be elected for a term of three (3) years, and each Director shall hold office until the eleventh quarterly meeting following his or her election and until his or her successor has been elected and qualified.

The Board of Directors shall be divided into three (3) classes, with the number of Directors in each class as near as possible to one third of the total number of Directors constituting the entire Board. The terms of office of the Directors in each class shall be set so that the terms of all Directors in the class shall expire in the same year and so that the terms of one class shall expire in each year.

Directors may serve no more than two (2) consecutive terms (including any partial terms of at least one (1) year), after which the individual may only be reelected as a Director after an absence from the Board of at least one (1) year. At the discretion of the Board, application of the two consecutive term limit may be waived due to extenuating circumstances.

Section 4.06 Resignation and Removal: Resignations are effective upon receipt by the Secretary (or receipt by the Chair or other officer if the Secretary is resigning) of written notification or a later date if provided in the written notification. One or more Directors may be removed with or without cause by a vote of the Members provided that notice of the meeting at which the removal is to be considered shall state that the purpose, or one of the purposes, of the meeting is removal of the Director(s). Any Director may also be removed from office with or without 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 4.07 Vacancies: Vacancies existing by reason of resignation, death, incapacity, or removal before the expiration of a term may be filled by the Board 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 to fill a vacancy shall be elected for the remainder of the unexpired term of his or her predecessor and shall hold office until his or her successor is elected and qualified. A vacancy that will occur at a specific later date, by reason of resignation effective at a later date or otherwise, may be filled

before the vacancy occurs but the new Director shall not take office until the vacancy occurs.

Section 4.08 Meetings: The Board shall hold at least three (3) regular meetings annually, one of which shall be designated as the Annual Meeting. Notice of regular meetings shall be provided at least five (5) days in advance, except that 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 all regularly scheduled meetings for that period.

Special meetings may be called by the Chair of the Board or by any two (2) Directors. The notice of a special meeting must precede the meeting by at least two (2) days. Notice of any board meeting shall be communicated in person or by delivery. 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 Director for the purpose, when it enters the information processing system designated for receipt of electronic communications. 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.

If a Director fails to attend 3 consecutive meetings of the Board, his or her office shall be declared vacant and shall be filled pursuant to Section 4.07 above. At the discretion of the Board, application of this rule may be waived due to extenuating circumstances.

Section 4.09 Waivers 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 4.10 Quorum and Voting: A quorum shall consist of a majority of the entire Board of Directors. Unless otherwise stated in these Bylaws or required by law, all actions shall be by majority vote of those present at a meeting at which a quorum is present. 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 quorum is present.

Section 4.11 Proxies: No Director may vote by proxy on any matter.

Section 4.12 Emergency Powers: In the event of an emergency, the board of directors may:

- a. Modify lines of succession to accommodate the incapacity of any director, officer, employee, or agent; and
- b. Relocate the principal office, designate alternative principal offices or regional offices, or authorize the officers to do so.

An emergency exists for purposes of this section if a quorum of the directors cannot readily be assembled because of some catastrophic event.

Section 4.13 Action Without a Meeting: Any action required or permitted to be taken at a meeting of the Board or of any committee may be taken without a meeting if all of the members of the Board or committee consent in writing to the specific action and the written consents are included in the minutes or filed with the corporate records reflecting the actions taken. 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 4.14 Participation in Meeting by Conference Telephone: Any or all members of the Board may participate in a meeting by communications technology, so long as members of the Board participating in the meeting can hear one another simultaneously, and such participation shall constitute presence in person at the meeting.

Section 4.15 Inspection: Every Director shall have the right at any reasonable time to inspect and copy all books, records, and documents of this corporation to the extent reasonably related to the performance of the director's duties as a director.

Section 4.16 Compensation of Directors: Sponsoring and General Directors shall not be compensated for serving on the Board nor, except as authorized by the Board of Directors in the specific case or pursuant to a policy adopted by resolution of the Board. If specifically authorized by the Board, Directors may be reimbursed for their expenses of attendance at any meeting of the Board, any committee thereof or any advisory body. Directors At Large may be reimbursed for the cost to attend meetings or any other expenses the Board of Directors deems to be reasonable. Directors who also serve as employees of the Corporation may be compensated for their service as employees.

ARTICLE V
COMMITTEES

Section 5.01 Composition: The Board may designate committees and appoint committee members. Those committees which exercise the authority of the Board (“Board committees”) shall consist only of Directors and include at least two (2) individuals. The creation and appointment of Directors to Board committees shall be approved by the affirmative vote of a majority of all Directors in office when the action is taken. 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.

Those committees (“Advisory Committees”) that do not have or exercise the authority of the Board shall consist of at least two (2) individuals, who need not all be Directors.

Section 5.02 Procedures and Authority: For both types of committees, the Board may make provisions for appointment of the committee chair, establish procedures to govern committee activities, and delegate authority as may be necessary or desirable for the efficient management of the property, affairs, and/or activities of the Corporation. Notwithstanding the foregoing, the sections in Article III of these Bylaws governing meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the Board apply to committees and their members as well.

Section 5.03 Standing Committees. There shall be the following standing committee:
Nominations & Governance

Section 5.04 Nominations & Governance Committee: The Committee shall have the following responsibilities, as well as any other responsibilities that may be conferred upon it from time-to-time by the Board:

- To evaluate and report annually to the Board on the performance and effectiveness of the Board in fulfilling its responsibilities to the Corporation.
- To identify, evaluate and recommend to the Board, Board member candidates for each election of the Board. This should include a review of each such candidate’s qualifications, capability, availability to serve, conflicts of interest and other relevant factors.
- To determine the criteria for selecting new Board members, including desired skills and attributes.

- To review and make recommendations to the Board annually, concerning the qualifications, appointment and removal of committee members for all committees of the Board.
- To review, annually, the composition of each committee of the Board and present recommendations for committee memberships to the Board as necessary.
- To develop, review and recommend to the Board appropriate revisions to the Corporation's Bylaws.
- To monitor compliance with the Corporation's Bylaws and other governing documents.
- To review and make recommendations concerning amendments to the charters of other Board committees in consultation with the respective committee chairs.
- To perform an annual evaluation of the Committee's performance and make applicable recommendations to the Board.
- To review, annually, the charter of the Committee and make recommendations to the Board for revisions as appropriate.

Section 5.05 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 5.06 Chair: One member of each committee shall be appointed chair by the Board of Directors.

Section 5.07 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 5.08 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 5.09 Rules: The Board of Directors or any committee, may adopt rules for the governance of such committee not inconsistent with these By-laws.

Section 5.10 Informal Action by Committee: Any action which may be taken at a meeting of a committee may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all committee members.

Section 5.11 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 VI
AUTHORITY AND DUTIES OF OFFICERS, AGENTS, AND EMPLOYEES

Section 6.01 Officers: The officers of the Corporation shall be a Chair of the Board of Directors, a Secretary, a Treasurer, and such other officers as may be elected or appointed in accordance with these By-laws. An officer may be but is not required to be a member of the Board of Directors of the Corporation. Any two or more offices may be held by the same person.

Section 6.02 Election of Officers; Terms of Office: The Chair, the Secretary, the Treasurer, and other officers, if any are designated, shall serve terms of one (1) year, and shall be elected by the Board at its Annual Meeting in each year. The terms of office shall expire at the next succeeding Annual Meeting and until an officer's successor has been elected and qualified. The appointment of an officer does not itself create any contract right. Officers shall be eligible for reelection.

Section 6.03 Powers and Duties of Officers: Subject to the control of the Board of Directors, all officers shall have such authority and shall perform such duties as may be provided in these Bylaws or by resolution of the Board. An officer shall discharge his or her duties in good faith; with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and in a manner the officer reasonably believes to be in the best interests of the Corporation.

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 shall perform all duties customary to that office as well as such other duties as may be assigned to him/her by the Board of Directors and shall supervise and control all of the affairs of the Corporation in accordance with the policies and directives approved by the Board of Directors. The Chair 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 Chair and such other duties as may be prescribed by the Board of Directors. 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.

Secretary: The Secretary shall be responsible for the keeping of an accurate record of the proceedings of all meetings of the Board of Directors, shall give or cause to be given all notices in accordance with these Bylaws or as required by law, be custodian of the Corporate records, 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 in general shall perform all duties customary to the office of Secretary. The Secretary shall have custody of the corporate seal of the Corporation, if any; and the Secretary shall have the authority to affix the same to any instruments requiring it; and when so affixed, it may be attested to by his or her signature. The Board of Directors may give general authority to any officer to affix the seal of the Corporation, if any, and to attest the affixing by his or her signature.

Treasurer: The Treasurer shall be responsible for all funds and securities of the Corporation. He or she shall keep or cause to be kept complete and accurate accounts of receipts and disbursements of the Corporation and shall deposit or cause to be deposited all monies and other valuable property of the Corporation in the name and to the credit of the Corporation in such banks or depositories as the Board of Directors may designate. Whenever required by the Board of Directors, the Treasurer shall render a statement of accounts. He or she shall at all reasonable times exhibit the books and accounts to any officer or Director of the Corporation and shall perform or delegate and supervise the performance of all other duties incident to the office of Treasurer, subject to the supervision of the Board. The Treasurer shall, if required by the Board of Directors, give such bond or security for the faithful performance of his or her duties as the Board may require, for which the Treasurer shall be reimbursed. The Treasurer may not change or establish a bank account without a vote of the Board of Directors.

Section 6.04 Resignation: Resignations are effective upon receipt by the Secretary (or receipt by the Chair or other officer if the Secretary is resigning) of written notification or a later date if provided in the written notification.

Section 6.05 Removal: One or more officers may be removed by the Board at a meeting called for that purpose, with or without cause.

Section 6.06 Vacancies: Vacancies existing by reason of resignation, death, incapacity or removal before the expiration of a term may be filled by the Board for the remainder of the unexpired 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 3.07.

Section 6.07 Compensation and Reimbursement: 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.

Section 6.08 Executive Director: The Board of Directors may hire an Executive Director of the Corporation. Unless a contract, these Bylaws, or a law provide otherwise, the Board may remove such Executive Director at any time with or without cause at a meeting called for that purpose. The Executive Director shall have general and active management of the programs and affairs of the Corporation and shall see that all orders and resolutions of the Board are carried into effect. The Executive Director shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe.

ARTICLE VII INDEMNIFICATION

Section 7.01 Indemnification: 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, except in relation to matters as to which he shall have been 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 7.02 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 7.03 Contractual Rights of Other Persons: Nothing contained in this Article VII 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 or otherwise.

Section 7.04 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 7.05 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 VII; 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.

ARTICLE VIII FINANCIAL ADMINISTRATION

Section 8.01 Fiscal Year: The fiscal year of the Corporation shall be fixed by resolution of the Board of Directors.

Section 8.02 Checks, Drafts, and Contracts: The Board of Directors shall determine who shall be authorized from time to time on the Corporation's behalf to sign checks, drafts, or other orders for payment of money; to sign acceptances, notes, or other instruments of indebtedness; to enter into contracts; or to execute and deliver other documents and instruments.

Section 8.03 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 8.04 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.

Section 8.05 Annual Financial Statements: Complete financial statements prepared in conformity with generally accepted accounting principles (GAAP), accompanied by an audit report of an independent certified public accountant, shall be presented to and reviewed by the Board after the close of each fiscal year. Financial statements shall include: (i) significant categories of contributions and other income; (ii) expenses reported in categories corresponding to the description of major programs and activities contained in the Corporation's annual report, solicitations and other informational materials; (iii) a detailed schedule of expenses by natural classification (e.g., salaries, employee benefits, occupancy, postage, etc.), representing the natural expenses incurred for each major program and supporting activity; (iv) an accurate presentation of all fund-raising and

administrative costs; and (v) the total costs and the basis for allocating any fund-raising or other expenses associated with multi-purpose activities (e.g., fund raising combined with social advocacy or public education campaigns)..

ARTICLE IX CONFLICT OF INTEREST POLICY

- Section 9.01 Conflict of Interest Policy: The Board shall by resolution adopt a conflict of interest policy applicable to officers, Directors, members of committees of the Board, and employees that shall (i) define conflicts of interest (including competing financial interests or fiduciary duties); (ii) require that conflicts be disclosed; and (iii) require that the conflicted person be recused from any decision-making with regard to the matter. This policy shall be attached as an exhibit to these Bylaws and shall be annually distributed to all officers, Directors, and members of committees of the Board.
- Section 9.02 Annual Distribution, Acknowledgment, and Disclosure: This conflict of interest policy shall be distributed annually to all directors, officers, members of board committees, and staff. 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.

ARTICLE X COMPENSATION AND BUSINESS RELATIONSHIPS POLICY

- Section 10.01 Compensation Policy: 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.
- Section 10.02 Compensation Committee: The Board, may, if it chooses, establish a compensation committee as provided in Section 5.01 to set 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.

Section 10.03 Shared Employees: 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 10.04 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 10.01; 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 10.05 Use of Outside Experts: When setting compensation pursuant to Section 10.01 or conducting the periodic reviews as provided for in Section 10.04, 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.

ARTICLE XI RECORDS

Section 11.01 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 that shall, at a minimum, contain (i) in general, 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 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 any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings. The Corporation shall maintain and keep as permanent records the following documents: minutes of all meetings of the Board of Directors, minutes of all meetings of the Membership; a record of all actions taken by the Board of Directors without a meeting; a record of all actions taken by committees of the Board on behalf of the Corporation; appropriate accounting records; and a record of Members in a form that permits preparation of a list of the names and addresses of all Members, in alphabetical order by class. .

Section 11.02 Public Disclosure: The Corporation shall keep available for public inspection at its principal place of business and any branch office copies of any Form 990 (information tax return) filed within the past three years (excluding any information that identifies donors, as permitted by law to be redacted) and, after receiving IRS recognition of its 501(c)(3) status, the Form 1023 (exemption application) as filed. In addition, as required by the tax code and regulations, the Corporation shall either (i) make such materials widely available to the public, such as by posting on the Internet, or (ii) provide copies of the materials to any member of the public making a request in person during normal business hours or in writing. This public disclosure obligation shall be no broader than required by law and shall not apply, for example, if the Corporation is the target of a campaign of harassment.

Section 11.03 Public Annual Reports: An annually updated written account of the Corporation's purposes, structure, programs, and financial condition shall be published and made publicly available. The annual report shall contain: a description of the Corporation's purpose(s); descriptions of its overall programs, activities, and accomplishments; a statement of its eligibility to receive deductible contributions; information about the governing body and structure, including identification of officers, Directors, and chief administrative personnel; and the audited financial statements or, at a minimum, a comprehensive financial summary that reflects all revenue, reports expenses by program, management, and fund-raising categories and reports year-end balances.

ARTICLE XII AMENDMENT OF BYLAWS

Section 12.01 Amendments: These Bylaws may be amended by a majority vote of the Board of Directors at any meeting of the Board at which a quorum is present, except that no amendment that would limit or remove the rights of Members shall be effective unless also approved by the Members.

EXHIBIT I
CONFLICT OF INTEREST POLICY

Purpose: The purpose of the 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 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.

Policy: Anyone making decisions on behalf of the Corporation should always act based on the best interests of the organization, and no individual associated with the Corporation should use her position for personal benefit, for the benefit of friends or relatives, or to further any outside interests or personal agenda. This standard applies to all transactions and decisions, whether or not covered by the detailed policies and procedures below.

Definitions:

(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.

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. In addition, the fact that an

interested person is also a director, officer, member or volunteer of a 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 if there are otherwise no indications that the interested person has a conflict of interest.

Procedure: Board: Whenever a director, officer, or committee member becomes aware of a potential conflict of interest, 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. If the interested person involved does not make this disclosure, another director or committee member with knowledge of the potential conflict should draw it to the body's attention.

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 board or committee's decision shall be based on consideration of whether the transaction:

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

Procedure: Staff: Whenever a staff member becomes aware of a potential conflict of interest in an area where s/he exercises any discretion in carrying out her/his duties for the Corporation, s/he shall promptly disclose the potential conflict to the Executive Director. If the Executive Director has a potential conflict, s/he shall disclose it to the board or an executive committee. The person or body to whom disclosure is made (hereinafter "supervisor") shall determine whether there is a conflict that requires recusal of the interested person. When a conflict is found to exist, the interested person shall provide the supervisor with all information s/he has relevant to any decision to be made in which s/he has an interest, and the final decision shall be made by the supervisor.

Annual Distribution, Acknowledgment, and Disclosure: This conflict of interest policy shall be distributed annually to all directors, officers, members of board committees, and staff. 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.