

THIRD AMENDED AND RESTATED BYLAWS
OF
AFRICAN AMERICAN MAYORS ASSOCIATION, INC.

ARTICLE I

The Corporation

I.1 **AFRICAN AMERICAN MAYORS ASSOCIATION, INC. (AAMA)**, (the “Corporation”) is organized as a nonprofit corporation under the provisions of the District of Columbia Nonprofit Corporation Act of 2010, Title 29, Chapter 4, as amended (the “DC Code”). The Corporation is a voluntary association of individuals and organizations the purposes of which, as set forth in the Articles of Incorporation, are exclusively charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code. The Corporation was organized, and shall always be operated to, promote efficient and responsive government within all of the jurisdictions served by the membership of the Corporation through education of the membership and the general public and to carry out such other charitable purposes as the Board of Trustees shall determine in its discretion and as are not inconsistent with the Articles of Incorporation and these Bylaws. In furtherance of such purposes, the Corporation shall have full power and authority.

I.2 **Governing Instruments** – The Corporation shall be governed by its Articles of Incorporation and these Bylaws.

ARTICLE II

Membership

II.1 Classes of Members – There shall be two (2) classes of members of the Corporation: (1) Active Members and (2) Associate Members.

II.2 Active Members – Any individual who is a duly elected or appointed active Mayor of any municipality situated within the United States of America, or its possessions, districts, territories or jurisdictions shall, upon such election or appointment, become eligible for Active Membership in the Corporation. Eligibility for Active Membership in the Corporation shall continue for the duration of one's term in office.

II.3 Associate Members – Any person, firm, corporation, organization or entity (including any municipality or other political entity or jurisdiction) not otherwise eligible for membership pursuant Section 2.2 may apply to become an Associate Member of the Corporation under such procedures, services, and fees as are prescribed from time to time by the Board of Trustees. Such Associate Members will not have the voting privileges of Active Members. The consideration of each such application by the Board of Trustees and the decision of whether to accept any application for Associate Membership shall be made in the discretion of the Board of Trustees.

II.4 Membership Fee – Each class of membership shall be subject to the payment of a membership fee, which shall be due and payable annually at such time and pursuant to such procedures as determined by the Board of Trustees. No member shall be entitled to voting privileges whose dues for the year have not been received by the Corporation not later than ten (10) calendar days immediately preceding the Annual Meeting, or preceding any other such meeting requiring the vote of the full membership of the Corporation.

(a) Active Membership Fee – The fee for Active Members shall be determined by the Board of Trustees from time to time.

(b) Associate Membership Fee – The fee for Associate Members shall be determined by the Board of Trustees from time to time.

II.5 Factors Affecting Membership

(a) Any member may resign at any time by filing a written notice of resignation with the Secretary. Any member may be removed when such action is deemed to be in the best interest of the Corporation by a majority vote of the members present in person at any meeting called for such purpose.

(b) An Active Member who ceases to occupy the status of mayor of a municipality in the United States, its districts, or territories shall no longer be an Active Member of the Corporation, but such person may apply to become an Associate Member.

II.6 Membership in Good Standing – Members in good standing with the Corporation shall be those who have satisfied all requirements imposed upon members by the Corporation, including the payment in full of the required membership fee as set forth herein in the amount determined by the Board of Trustees. Only members in good standing shall be entitled to receive the benefits that result from membership in the Corporation, including without limitation, any applicable voting rights.

II.7 Meetings of Members – Regular meetings of the members shall be held at least once per year at the principal office of the Corporation or at such other places as the Board of Trustees may designate.

II.8 Annual Meeting – The annual meeting of the members (the “Annual Meeting”) shall be held each year in the month of April or May, at such hour, date and place as the Board

of Trustees shall determine. Elections of trustees and officers shall take place at each Annual Meeting.

II.9 Special Meetings – Special meetings of the members may be called by the President, the Board of Trustees or upon the written request of members holding 10% of all votes entitled to be cast on an issue proposed to be considered at the special meeting (a “Special Meeting”). Such written request shall (i) describe the purpose of such meeting; (ii) be signed and dated; and (iii) be delivered to the Corporation.

II.10 Notice of Meetings – A written notice of each Annual Meeting and Special Meeting of the members shall be given by the Secretary, or other such person designated by the Board to each member at least seven (7) days before the meeting by electronic transmission or by mailing it, postage prepaid, to the member at its address as it appears upon the books of the Corporation. Such notice shall state the date, time and place of each Annual Meeting or Special Meeting of the members. Notice of a Special Meeting shall also include a description of the purpose for which the meeting is called.

II.11 Record Date – The Board of Trustees shall fix a record date to determine the members entitled to notice of a meeting of the members, to demand a special meeting, to vote, or to take any other action. A record date fixed under this section shall not be more than 70 days before the meeting or action requiring a determination of members.

II.12 Member List for Meeting – After fixing a record date for a meeting, the Corporation shall prepare a current alphabetical list of all its members that are entitled to notice of the meeting, showing the address of and number of votes each member is entitled to cast at a meeting. The Corporation shall make the list available for inspection in accordance with the DC Code. Only members listed as entitled to notice shall be entitled to vote at that meeting.

II.13 Presiding Chair – The President shall preside over any meeting of the members as the chair. In the absence of the President from any meeting of the members, any person designated by the Board shall preside over such meeting.

II.14 Quorum – At any meeting of the members, one-third of the membership or fifteen members, whichever is less, shall constitute a quorum for the consideration of any question.

II.15 Voting Rights – Each Active Member in good standing shall be entitled to one vote. Associate Members shall not have the right to vote. There shall be no voting by proxy.

II.16 Action Without a Meeting – Any action which may be taken at a meeting of the members may be taken without a meeting if consented to in writing by a majority of the members entitled to vote thereon.

ARTICLE III

Board of Trustees

III.1 General Powers – The activities and affairs of the Corporation shall be managed by or under the direction, and subject to the oversight, of its Board of Trustees. In addition to the powers expressly conferred upon the Board of Trustees by law and by these Bylaws, all corporate powers shall be executed by or under the authority of the Board of Trustees. Trustees must be Active Members of the Corporation and must be in good standing at the time of participation in all meetings of the Board of Trustees.

III.2 Number and Composition – The Board of Trustees shall consist of not less than eleven (11) and no more than seventeen (17) trustees and the number of trustees within such range shall be determined from time to time by the Board of Trustees; provided, however, that the number of trustees shall under all circumstances be an odd number. The officers of the Corporation pursuant to Article VII of these Bylaws shall serve on the Board of Trustees.

(a) Trustee Qualification Requirements. In addition, all former presidents of the Corporation who are Active Members shall serve as Trustees of the Corporation and be designated as Presidents Emeritus.

(b) Additional trustees to be elected pursuant to this Section 3.2 shall be nominated by the Nominating Committee. Such additional trustees shall be elected in accordance with Section 3.3 of these Bylaws.

III.3 Election, Installation and Term of Office – All trustees shall be elected by a majority vote of the Active Members at the Annual Meeting. All trustees shall serve for one-year terms, or until their successors are elected and qualified or their earlier, death, removal or resignation. A trustee may be re-elected without regard to the number of previous terms in office provided that he/she continues to be an Active Member in good standing.

III.4 Vacancies – Vacancies on the Board of Trustees may be filled by a majority of trustees then in office or Active Members. Vacancies shall be filled only by a person holding Active Member status.

III.5 Resignation and Removal – Any trustee may resign at any time by filing a written notice of resignation with the Secretary. Any trustee may be removed for cause by a majority vote of the Board of Trustees or Active Members. For purposes of this section, "cause" shall mean the trustee's willful or gross misconduct that is materially adverse to the best interests of the Corporation; the trustee's failure to perform his or her duties (other than any such failure resulting from incapacity due to physical or mental illness); any conviction of or plea of guilty or nolo contendere to a crime that constitutes a felony or a crime that constitutes a misdemeanor involving moral turpitude; the trustee's violation of any material policy of the Corporation; or the trustee's material breach of any material obligation under any written agreement between the

trustee and the Corporation. Notice of a meeting of members or the Board of Trustees at which removal of a trustee is to be considered shall state that the purpose, or one of the purposes, of the meeting is to remove the trustee.

III.6 Regular Meetings – Regular meetings of the Board of Trustees shall be held at such places and at such times as the Board of Trustees may by vote from time to time determine, and no notice shall be required for any regular meeting held at a time and place fixed in advance by the Board of Trustees, if notice of the times and places so fixed for regular meetings shall have been given, within the same calendar year, in writing, to each trustee by delivering such notice to each trustee’s residence or usual place of business, by first class mail, postage prepaid, or by electronic mail, addressed to such trustee at his/her address as it appears upon the books of the Corporation. A regular meeting of the Board of Trustees may be held without call or formal notice immediately after and at the same place as the Annual Meeting.

III.7 Special Meetings – Special meetings of the Board of Trustees may be held at any time and at any place called by the President or upon request in writing of five (5) or more trustees, reasonable notice of the date, time and place, but not the purpose, thereof being given to each trustee by the Secretary or in case of the death, absence, incapacity, or refusal of the Secretary, by the President or the trustees calling the meeting, or any time without call or formal notice, provided that all the trustees are present or waive notice thereof in writing (each such waiver shall be filed with the records of the Corporation). In any case, it shall be deemed sufficient notice to a trustee to send notice by first class mail or postage prepaid, addressed to his/her usual or last known business or residence address, or by electronic mail, in each case at least forty-eight (48) hours before the meeting.

III.8 Quorum – At any meeting of the trustees, a majority of the trustees then in office shall constitute a quorum for the transaction of business. When a quorum is present at any meeting, the affirmative vote of a majority of the trustees in attendance and voting on the question shall, except where a larger vote is required by law, or by these Bylaws, decide any question brought before such meeting.

III.9 Action Without a Meeting – Any action required or permitted to be taken at a meeting of the Board of Trustees may be taken without a meeting, if each trustee signs a consent in the form of a record describing the action to be taken and delivers it to the Corporation.

ARTICLE IV

Committees

IV.1 Committees Generally – The Board of Trustees, by a vote of a majority of trustees then in office, may create standing or special committees for any purpose and delegate to such Committees any of the powers and authority of the Board of Trustees, except the power and authority to (i) authorize distributions; (ii) approve or propose to members action that the DC Code requires be approved by members; (iii) fill vacancies on the Board of Trustees or, subject to any exceptions under the DC Code, on any of its committees; or (iv) adopt, amend or repeal these Bylaws. Such Committees shall at all times be subject to the control of the Board of Trustees. The President shall be an ex-officio member of all Committees, except the Nominating Committee appointed annually in accordance with Section 7.2(a) hereof.

IV.2 Composition and Appointment – Except as otherwise provided by these Bylaws or by the resolution of the Board of Trustees designating a committee, the members of each committee shall be trustees of the Corporation who shall be appointed by the President. Any member of any committee, other than the Nominating Committee, may be removed by the

President whenever in his or her judgment the best interests of the Corporation shall be served by such removal. Any member of the Nominating Committee may be removed by the President or, the Board if the President is eligible for reelection, whenever in his or her judgment the best interests of the Corporation shall be served by such removal.

IV.3 Executive Committee – The Executive Committee shall consist of five officers—the President, First Vice President, Second Vice President, Secretary and Treasurer—of the Corporation. There shall be delegated to said Executive Committee all the powers and authority of the Board of Trustees in the management of the business and affairs of this Corporation, except the power and authority to (i) authorize distributions; (ii) approve or propose to members action that the DC Code requires be approved by members; (iii) fill vacancies on the Board of Trustees or, subject to any exceptions under the DC Code, on any of its committees; or (iv) adopt, amend or repeal these Bylaws; provided, however, that the designation of such Committee and the delegation thereto of authority shall not operate to relieve the Board of Trustees or any individual Trustee, or any responsibility imposed on it or any Trustee by law, by the Articles of Incorporation of this Corporation or by these Bylaws. The Committee shall establish rules and regulations for its meetings and shall meet at such times as it deems necessary, provided that a reasonable notice of all meetings of the Committee shall be given to its members, and no act of the Committee shall be valid unless approved by the vote or written consent of a majority of its members. The Committee shall keep regular minutes of its proceedings and report the same to the Board of Trustees from time to time as the Board of Trustees may require.

IV.4 Standing Committees – There shall be three standing committees of the Board of Trustees: Nominating, Finance, and Audit. The duties of the standing committees shall be as follows and as identified in any committee charter of the Corporation.

(a) Nominating Committee – Determine, and recommend to the Board for its approval, the qualifications, qualities, skills, and other expertise to be used as criteria in selecting nominees for trustee. The Committee shall also identify and recommend to the Board, nominees for each office to be filled as set forth in Section 7.2 of these Bylaws, and nominate those persons to be elected as members of the Advisory Board as set forth in Section 6.1 of these Bylaws. The Nominating Committee shall have at least seven (7) members and in no event more than thirteen (13) members, including all past presidents of the Corporation. The number of members of the Nominating Committee shall under all circumstances be an odd number.

(b) Finance Committee – Consider all matters relating to the business management of the Corporation, monitor the Corporation's financial condition, present an annual budget, provide the Board of Trustees with complete financial overviews of the Corporation and recommend policies and procedures governing the funding of annual operational plans and financing of long-term capital needs.

(c) Audit Committee – Oversight of accounting principals and practices used by the Corporation, selection of an independent auditor for the Corporation and oversight of its qualifications, independence and performance, review and discussion with the Corporation's independent auditor and management regarding annual and quarterly financial statements, and oversight of risk management and internal controls.

ARTICLE V

Financial Matters

V.1 Annual Budget – The revenues and expenditures of the Corporation shall be planned and approved through an annual budget, and financial obligations shall be incurred on the basis of the budget. The annual budget shall be prepared by the Executive Director under

the direction of the Board of Trustees. The annual budget shall be approved by the Board of Trustees.

V.2 Annual Audit – An annual audit shall be made of the financial statements and financial affairs of the Corporation by a firm of certified public accountants designated or approved each year by the Board of Trustees.

ARTICLE VI

Advisory Board

6.1 Election of Advisory Board Members – The Nominating Committee shall identify and recommend to the Board of Trustees, such persons as it reasonably deems necessary or desirable to act as members of the Advisory Board of the Corporation. Upon nominations by the Nominating Committee, all members of the Advisory Board shall be elected by a majority vote of the Active Members at the Annual Meeting. To the extent possible, the Advisory Board shall consist of persons whose integrity, capability, experience, knowledge of the communities and institutions served by the Corporation, and community standing will help the Board of Trustees carry out its functions. The number of members constituting the Advisory Board shall be any odd number but in no event greater than twenty-three (23).

VI.2 Purpose – It shall be the function and purpose of the Advisory Board to advise the Board of Trustees on matters relating to the business and affairs of the Corporation, and to suggest or be available for consultation with regard to projects or activities that the Corporation may undertake, consistent with its purposes, in furtherance of its goals and objectives; provided, however, that the Board of Trustees may not delegate any of its power, authority or functions to the Advisory Board.

ARTICLE VII

Officers; Executive Director

VII.2 Designation and Terms of Office – The officers of the Corporation shall be a President, two Vice Presidents, designated as First and Second Vice President, respectively, a Secretary and a Treasurer. In addition, the Board of Trustees may create and fill such other offices as it may deem desirable. All officers shall be elected every year by the Active Members during the Annual Meeting, and shall serve for a one-year term or until their successors are elected and qualified or their earlier death, resignation or removal. All officers, upon election into office, shall automatically become a trustee. A person may succeed himself or herself in office, except that the President shall not serve during more than two successive terms.

VII.3 Nomination and Election

(a) A Nominating Committee shall consist of all past presidents of the Corporation and those Active Members of the Corporation to be appointed by the President, and by the Board of Trustees if the President is eligible for reelection. The Nominating Committee shall have at least seven (7) members and in no event more than thirteen (13) members, including all past presidents of the Corporation. The number of members of the Nominating Committee shall under all circumstances be an odd number. The Nominating Committee shall have up to three (3) alternate members to be appointed by the Board of Trustees to serve on the Nominating Committee in the event of a vacancy or recusal.

All members of the Nominating Committee shall be appointed at least 30 days prior to the Annual Meeting; provided, however, that such 30-day requirement shall not apply to any appointment made to fill a vacancy on the Nominating Committee, including any vacancy resulting from a recusal. The Board of Trustees shall determine operating procedures and guidelines for the

Nominating Committee and define such procedures and guidelines in its committee charter. No incumbent officer may serve on the Nominating Committee and no member of the Nominating Committee may be nominated to be a member of the Board of Trustees or an officer of the Corporation. Any member of the Nominating Committee running for office shall recuse himself or herself from the Nominating Committee before any nominations or recommendations are made by said Committee. The Nominating Committee shall identify and recommend to the Board of Trustees, officer nominees, including at least one nominee for each office to be filled, each such nominee to be capable of serving and willing to serve in such office.

Upon the completion of the report of the Nominating Committee, the persons proposed by said Committee shall become nominees for the respective offices indicated and the Committee shall be automatically dissolved.

(b) In addition to the foregoing, nominations of other Active Members capable of, and willing to serve as officers may be made from the floor.

(c) Election to any office shall require at least a majority of all the votes cast for such office.

VII.4 President – The president shall be the chief executive officer of the Corporation and, as such, shall exercise general supervision of all operations and personnel of the Corporation, subject to the control of the Board of Trustees. The president shall serve as a member, with right to vote, of any Executive Committee of the Board of Trustees and as a voting member, ex officio, of any and all other committees of trustees. The President shall be authorized to sign checks, drafts, and other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, grant requests, and statements and reports required to be filed with state or federal officials or agencies; and the President shall be

authorized to enter into any contract or agreement and to execute in the Corporate name, along with the Treasurer or the Secretary, any instrument or other writing; and he or she shall see that all orders and resolutions of the Board of Trustees are carried into effect. The President shall have the right to supervise and direct the management and operation of the Corporation and to make all decisions as to policy and otherwise that may arise between meetings of the Board of Trustees, and other officers and employees of the Corporation shall be under his or her supervision and control during such interim. The President shall perform such other duties and have such other authority and powers as the Board of Trustees may from time to time prescribe. The President shall serve as Chairman of the Board of Trustees and shall preside at all meetings of the Board of Trustees and all meetings of the members. The President shall designate the chairpersons of all committees of the Corporation.

VII.5 First Vice President – The First Vice President shall assume the duties of the President in the absence of the President, and also shall assume such other duties as are assigned by the Board of Trustees. In the event of a vacancy occurring in the office of President, the First Vice President shall serve as President until the next annual meeting.

VII.6 Second Vice President – The Second Vice President shall assume the duties of the President in the absence of the President and the First Vice President and also shall perform such duties as are generally performed by vice presidents, and such other duties and exercise such other powers as the Board of Trustees shall from time to time direct and assign.

VII.7 Secretary – The Secretary shall have responsibility for preparing or supervising the preparation of the minutes of the meetings of the Board of Trustees and the members, and for maintaining and authenticating the records of the Corporation as required to be kept by law. The Secretary shall keep or cause to be kept a book of minutes, at the principal office or at such other

place as the Board of Trustees may order, of all meetings of the Trustees, members, and any committee. The Secretary shall also keep or cause to be kept at the principal office, or such other place as the Board of Trustees may order, a membership register showing the names of the members and their addressees. The Secretary shall give or cause to be given, notice of all the meetings of the members and of the Board of Trustees required by these Bylaws or by law to be given and he or she shall keep the seal of the Corporation in safe custody and have such other powers and perform such other duties as may be prescribed by the Board of Trustees or these Bylaws.

VII.8 Treasurer – The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. The books of accounts shall at all times be open to inspection by any Active Member in good standing, or as otherwise shall be ordered by the Board of Trustees.

The Treasurer shall render to the President and the Trustees whenever they shall request it an account of all transactions as Treasurer and of the financial condition of the Corporation, shall take proper vouchers for all disbursements of the funds of this Corporation, shall give an annual financial report at annual meetings of the Board of Trustees, and shall have such other powers and perform such other duties as may be prescribed by the Board of Trustees or these Bylaws.

VII.9 Removal of Officers – The Active Members or the Board of Trustees by a majority vote may remove from office with or without cause, any officer, or terminate or modify the authority of any officer or any agent.

VII.10 Resignation of Officer – Any officer may resign at any time by giving written notice to the Board of Trustees. Unless otherwise specified in the written notice, the resignation shall be effective when the notice is delivered.

VII.11 Vacancies – Vacancies shall be created by the death, resignation, removal or expiration of a term as Trustee. Vacancies shall be filled by action of the Trustees pursuant to Section 3.8 at a meeting duly called.

VII.12 Executive Director – The Executive Director shall be appointed by the Board of Trustees to manage the ordinary affairs of the Corporation and shall be under the supervision of and report to the President and the Board of Trustees. The authority, duties and responsibilities of the Executive Director shall include, but are not limited to, the following:

(a) Adherence to and implementation and execution of all policies established by the Board of Trustees or the President.

(b) Submission of an annual budget for the review and approval of the Board of Trustees.

(c) Nomination to the Board of Trustees for employment, discharge of any employees of the Corporation, and primary responsibility for the administration of the personnel policies and procedures of the Corporation.

(d) Maintenance of the physical properties owned by the Corporation in a good state of repair and operating condition.

(e) Management of the business affairs of the Corporation consistent with the purposes of the Corporation.

(f) Presentation to the Board of Trustees or to its authorized Committee of periodic reports reflecting the financial condition of the Corporation and preparation and submission of such other reports as may be requested by the Board of Trustees or the President.

(g) Attendance at all meetings of the Board of Trustees and Committees thereof, except as otherwise directed by the Board of Trustees or the President.

(h) Performance of other duties as may be necessary or appropriate, as determined, from time to time, by the Board of Trustees or the President of the Corporation.

The Executive Director may attend meetings of the Board of Trustees, but may be removed if the Board of Trustees chooses to have a meeting or portion of a meeting without the Executive Director.

ARTICLE VIII

Indemnification

VIII.2 Indemnification

(a) The Corporation shall indemnify any officer or trustee to the extent the individual was successful, on the merits or otherwise, in the defense of any proceeding to which the individual was a party because the individual is or was an officer or trustee of the Corporation against reasonable expenses incurred by the individual in connection with the proceeding.

(b) Except as otherwise provided in these Bylaws, the Corporation shall, without the requirement of any additional authorization by the Board of Trustees, also indemnify an officer or trustee who is a party to a proceeding because he or she is or was an officer or trustee against liability incurred in the proceeding if the individual:

- (1) Acted in good faith;
- (2) Reasonably believed:

(A) In the case of conduct in an official capacity, that the conduct was in the best interests of the Corporation; and

(B) In all other cases, that the individual's conduct was at least not opposed to the best interests of the Corporation;

(3) In the case of any criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful; and

(4) In the case of an employee benefit plan, reasonably believed such actions to be in the interests of the participants in and the beneficiaries of the plan;

(c) The Corporation shall have the right to select attorneys and to approve any legal expenses incurred in connection with any suit, action or proceeding to which this indemnification applies.

(d) The termination of a proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent is not, in itself, determinative that the officer or trustee did not meet the standard of conduct contained in this Section 8.1.

(e) Unless ordered by a court of competent jurisdiction, the Corporation shall not indemnify an officer or trustee:

(1) In connection with a proceeding by or in the right of the Corporation, except that the Corporation may indemnify the officer or trustee for reasonable expenses incurred in connection with the proceeding if it is determined that the individual met the relevant standard of conduct under this Section 8.1;

or

(2) In connection with any proceeding with respect to conduct for which the officer or trustee was adjudged liable on the basis that the officer or trustee

received a financial benefit to which the individual was not entitled, whether or not it involved any action in the individual's official capacity.

VIII.3 Advance for Expenses – The Corporation shall, before final disposition of a proceeding and without the requirement of any additional authorization by the Board of Trustees, advance funds to pay for or reimburse the reasonable expenses incurred by an individual who is a party to a proceeding because he or she was an officer or trustee if the individual delivers to the Corporation (1) a written statement signed by the individual setting forth his or her good faith belief that he or she has met the relevant standard of conduct described in these Bylaws and the DC Code; and (2) an undertaking in the form of a record to repay any funds advanced if the individual is not entitled to indemnification under these Bylaws or mandatory indemnification under the DC Code.

VIII.4 Determination of Indemnification

(a) The Corporation shall not indemnify an officer or trustee under Section 8.1(b) unless the Board of Trustees determines, in accordance with subsection 8.3(b), that indemnification of the individual is permissible because he or she has met the relevant standard of conduct in the Bylaws and the DC Code.

(b) The determination shall be made:

(1) If there are two or more disinterested trustees, by a majority vote of all the disinterested trustees, a majority of whom will constitute a quorum for that purpose, or by a majority of the members of a committee of two or more disinterested trustees appointed by such a vote;

(2) By special legal counsel:

(A) Selected in the manner prescribed in paragraph (1); or

(B) If there are fewer than two disinterested trustees, selected by the Board of Trustees, in which selection trustees who do not qualify as disinterested trustees may participate; or

(3) By the members.

(c) With respect to any matter disposed of by a settlement or compromise payment by such person, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such settlement or compromise payment is approved by (1) a majority vote of the disinterested trustees, a majority of whom will constitute a quorum for that purpose, (2) by a majority of the members of a committee of two or more disinterested trustees appointed by such a vote; (3) if there are fewer than two disinterested trustees, by the Board, in which case trustees who do not qualify as disinterested trustees may participate; provided that special legal counsel selected in the manner prescribed in Subsection (b)(2), above, determines that indemnification is permissible because the officer or trustee has met the relevant standard of conduct in these Bylaws and the DC Code; or (4) by a court of competent jurisdiction.

(d) For purposes of this Article VIII, a “disinterested trustee” shall mean a trustee who, at the time of a vote referred to in this Article VIII, is not:

(1) A party to the proceeding; or

(2) An individual having a familial, financial, professional, or employment relationship with the trustee whose indemnification or advance for expenses is the subject of the decision being made, which relationship would, in the circumstances, reasonably be expected to exert an influence on the trustee’s judgment when voting on the decision being made.

(e) For purposes of this Article VIII, a “trustee” or “officer” shall mean an individual who is or was a trustee or officer of the Corporation or who, while a trustee or officer of the Corporation, is or was serving at the Corporation’s request as a trustee, officer, partner, trustee, employee, or agent of another domestic or foreign corporation, partnership, joint venture, trust, employee benefit plan, or other entity. Unless the context requires otherwise, an officer or trustee shall also include the estate or personal representative of a trustee or officer.

VIII.5 Indemnification Not Exclusive of Other Rights – The indemnification provided by these Bylaws shall not be deemed exclusive of any other rights which are provided under any agreement, vote of the Board of Trustees or otherwise.

VIII.6 Severability – Each provision of this Article VIII is intended to be severable, and if any term or provision is invalid for any reason whatsoever, such invalidity shall not affect the validity of the remainder of this Article VIII.

VIII.7 Insurance – To the extent permitted by law, the Corporation may purchase and maintain insurance on behalf of any person who is or was a trustee or officer of the Corporation, or who, while a trustee or officer of the Corporation, serves or served at the Corporation’s request as trustee, officer, partner, employee, trustee, or agent of another domestic or foreign corporation, partnership, joint venture, trust, employee benefit plan or other entity, against liability asserted against or incurred by the individual in that capacity or arising from the individual's status as a trustee or officer, whether or not the Corporation would have power to indemnify or advance expenses to the individual against the same liability under this Section 8.6.

ARTICLE IX

Miscellaneous Provisions

IX.2 Checks, Drafts, etc. – All checks, drafts or money orders for payment of money, notes or other evidence of indebtedness issued in the name of or payable to this Corporation and any and all securities owned or held by this Corporation requiring signatures for transfer shall be signed or endorsed by such person or persons and in such manner as from time to time shall be determined by a resolution of the Board of Trustees.

IX.3 Execution of Contracts – The Board of Trustees except as in these Bylaws otherwise provided, may authorize any officer or officers or the Executive Director to enter into any contract or execute any instrument in the name of and on behalf of this Corporation, and such authority may be general or confined to specific instances, and unless so authorized by the Board of Trustees no officer or employee shall have any power or authority to bind this Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or in any amount.

IX.4 Conflict of Interest Transaction

(a) No contract or transaction between the Corporation and one or more of its members, officers, trustees or committee members, or between the Corporation and any other entity in which one or more of its members, officers, trustees or committee members hold the same or similar position, or have a financial interest, shall be void or voidable solely for that reason, or solely because the member, officer, trustee or committee member is present at or participates in the meeting of the Board of Trustees that authorizes the contract or transaction, or solely because his or her vote counted in authorizing such contract or transaction, if any of the following conditions exist:

- (1) the material facts as to the relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Trustees and the Board in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested trustees, even though the number of such disinterested trustees are less than a quorum; or
- (2) the material facts as to the relationship or interest of the member, officer or trustee and as to the contract or transaction are disclosed or are known to the members entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of those members; or
- (3) The contract or transaction is fair as to the Corporation as of the time it is authorized, approved, or ratified by the Board of Trustees or the members.

(b) Common or interested trustees may be counted in determining the presence of a quorum at a meeting of the Board of Trustees that authorizes a contract or transaction specified in (a) above.

IX.5 Compensation of Officers and Trustees – The members of the Board of Trustees and the officers named in Article VII of these Bylaws shall serve without compensation; provided that the Executive Director shall be entitled to receive for services rendered such reasonable compensation from time to time as may be prescribed by the Board of Trustees.

IX.6 Inspection of Corporate Records – The membership register, the books of account and minutes of proceedings of the members and Trustees shall be open to inspection upon the written demand of any Active Member at any reasonable time and for any purpose reasonably related to his or her interests or as permitted by law. Demand of inspection other than at a

meeting of the members shall be made by writing, addressed to the President or Secretary of the Corporation.

IX.7 Seal – The corporate seal (of which there may be one or more exemplars) shall be in such form as the Board of Trustees may from time to time determine.

IX.8 Fiscal Year – Except as from time to time otherwise prescribed by the Board of Trustees, the fiscal year of the Corporation shall be the calendar year.

ARTICLE X

Amendments

X.2 Amendment of Articles of Incorporation – Amendments to the Articles of Incorporation may be proposed by the Board of Trustees. The Board of Trustees may adopt a proposed amendment to the Articles of Incorporation by the affirmative vote of a simple majority of the trustees present at any meeting at which a quorum is present, subject to such amendment being submitted to the Active Members for approval, except where such approval is not required by law. The Board of Trustees shall provide the Active Members with a recommendation that the Active Members approve the amendment, unless the Board of Trustees makes a determination that because of conflicts of interest or other special circumstances, it should not make such a recommendation, in which case the Board of Trustees shall provide the Active Members with the basis for that determination. For any amendment which must be approved by the Active Members, the Corporation shall give notice to each Active Member of the meeting at which the vote will take place and the notice shall state that the purpose, or one of the purposes, of the meeting is to consider the amendment and shall include a copy of the proposed amendment.

X.3 Amendment of Bylaws – These Bylaws, or any part thereof, may be amended or repealed by the vote or written consent of at least two-third (2/3) of the members entitled to vote, or by at least two-thirds majority of the Board of Trustees; provided, that no vote may be taken or written consents given for any amendment of the Bylaws unless notice of the proposed amendment has been sent to all Active Members of the Corporation at least five (5) days prior to the vote or the solicitation of the consent in writing.