

# RESTATED AND AMENDED BYLAWS

of

**Alexander Graham Bell Association for the Deaf and Hard of Hearing**

**A District of Columbia Nonprofit Corporation**

## ARTICLE I

### Name

The name of this corporation (hereinafter referred to as the “Corporation”) is:

**Alexander Graham Bell Association for the Deaf and Hard of Hearing, Inc.**

## ARTICLE II

### Purposes and Limitations

**Section 1.** The nature of the business and the purposes to be conducted and promoted by the Corporation shall be: (i) to promote and further non-partisan assistance, through advocacy, education, research, financial aid and other programs and activities, to help families, health care providers and education professionals understand that every child and adult with hearing loss has the opportunity to listen, talk and thrive in mainstream society, (ii) to make charitable contributions and grants to nonprofit organizations exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as the same may be amended or supplemented (hereinafter referred to as the “IRC”), as well as governmental units and other nonprofit organizations, that promote and further the purposes described in Section 1 above; and (iii) to exercise any other powers conferred upon corporations organized pursuant to the provisions of the District of Columbia Nonprofit Corporation Act, as the same may be amended or supplemented (hereinafter referred to as the “Act”).

**Section 2.** The Corporation is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations exempt from federal income tax under IRC Section 501(c)(3).

**Section 3.** Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on: (i) by a corporation exempt from federal income tax under IRC Section 501(c)(3); or (ii) by a corporation contributions to which are deductible under IRC Section 170(c)(2).

**Section 4.** No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

### **ARTICLE III Offices**

The Corporation shall maintain in the District of Columbia a registered office and a registered agent at such office, and may have other offices within or without the District of Columbia as shall be determined by the Board of Directors (the "Board"). The registered office may be, but need not be, identical with the principal office, and the address of the registered office may be changed from time to time by the Board.

### **ARTICLE IV Members**

**Section 1. Members.** Membership in the Corporation is open to all individuals wishing to participate in promoting the purposes of the Corporation. The members shall be divided into the following classes: life, regular, and student. The characteristics, rights, limitations, and obligations attaching to each or any class of members shall be determined by the Board. The Board may establish other categories of membership, with such rights and obligations as the Board may determine, and may further define the qualifications for membership eligibility in any category.

**Section 2. Life Members.** Any member who pays dues of their class of membership for at least twenty (20) years in advance shall have a life membership. A life member shall have the right to attend meetings of the members, vote on matters to be acted upon by the members, and receive such publications of the Corporation as the Board may from time to time determine.

**Section 3. Regular Members.** Any individual who meets the eligibility requirements shall be a regular member. A regular member shall have the right to attend meetings of the members, vote on matters to be acted upon by the members, and receive such publications of the Corporation as the Board may from time to time determine.

**Section 4. Student Members.** Any full-time student at any college or university who meets the eligibility requirements shall be a student member. Eligibility for student membership shall expire at the end of the calendar year in which a person ceases to qualify. A student may apply for regular membership on the same basis as any other individual. A student member shall have the right to attend meetings of the members, vote on matters to be acted upon by the members, and receive such publications of the Corporation as the Board may from time to time determine.

**Section 5. Determination of Membership Dues and Obligation to Pay.** The Board shall fix the amount of membership dues and/or assessments (if any) for all membership. Membership in the Corporation (other than honorary membership described in Section 17 of this Article IV) carries a definite obligation to pay membership dues and any assessments established by the Board. Membership dues and assessments are not refundable for any reason.

**Section 6. Duration of Membership.** The term of membership in the Corporation shall be determined by the Board from time to time.

**Section 7. Termination of Membership.** Membership in the Corporation shall be suspended or terminated if a member does not pay all required membership dues, in full, by the due

date established by the Board, pursuant to procedures established by the Board. In addition, the Board may, by the affirmative vote of a majority of the Directors present at a meeting of the Board at which a quorum is present, terminate a member's membership for cause after an appropriate hearing. Grounds constituting "cause" shall be determined by the Board in its sole discretion. Such member shall be given reasonable notice thereof and shall be entitled to a hearing before the Board at the next regularly scheduled meeting of the Board. Membership in the Corporation also may be terminated by the death of a member, by the timely (as determined by the Board) submission of written notice of membership resignation or non-renewal, or by the failure of a member to continue to satisfy the relevant membership requirements. However, termination of membership shall not extinguish such members' financial obligations, if any, as more fully described elsewhere in these Bylaws.

**Section 8. Annual and Regular Meetings.** Annual meetings of the voting membership may be held in the District of Columbia, or at such other time and place, either within or without the District of Columbia, as may be designated by resolution of the Board, upon ten (10) days' prior notice. The Board may provide by resolution the time and place, either within or without the District of Columbia, for the holding of additional regular meetings of the voting membership without notice required other than these Bylaws and such resolution. Annual or regular meetings of the honorary (non-voting) members are permitted but not required.

**Section 9. Special Meetings.** Special meetings of the membership may be called by or at the request of the President or the majority of the entire Board. The person or persons authorized to call special meetings of the voting membership may fix any place, either within or without the District of Columbia, as the place for holding any special meeting of the Board called by them. Special meetings of the honorary (non-voting) members are permitted but not required.

**Section 10. Notice.** Notice of any special meeting of the voting membership shall be received by each member by mail, overnight courier, telecopier, electronic mail, or other mode of written transmittal, not less than ten (10) days and not more than fifty (50) days before the date set for such a meeting, and must include the time, date, place and purpose of such meeting. Any members may waive notice of any meeting before, at or after such meeting.

**Section 11. Quorum.** Twenty-five (25) members of the Corporation entitled to vote and present in person shall constitute a quorum for the transaction of business at any meeting of the voting membership, provided, that if less than a majority of the voting members are present at said meeting, a majority of the voting members present may adjourn the meeting from time to time without further notice.

**Section 12. Chairman.** The President shall preside as Chairman at all meetings of the voting membership. In the absence of the President from any meeting of the voting members, the President-Elect shall serve as temporary Chairman.

**Section 13. Manner of Acting.** The act of a majority of the voting members present at a duly called meeting of the voting members at which a quorum is present shall be the act of the voting membership, except as otherwise provided by law, by the Corporation's Articles of Incorporation, or by these Bylaws. Where and in the manner authorized by the Board, any action required to be taken at a meeting of the voting members or any action which may be taken at a meeting of the voting members may be conducted by U.S. mail ballot, fax ballot, electronic mail

ballot, or any other method of voting permitted by the Act. Such voting shall be subject to the same quorum and notice requirements as a meeting held in person. Proxy voting by voting members shall be permitted.

**Section 14. Teleconferencing.** Where and in the manner authorized by the Board and to the extent permitted by the Act, any person participating in a meeting of the voting members may participate by means of conference telephone or by any means of communication by which all persons participating in the meeting are able to hear one another or read or view comments of the other participants, and otherwise fully participate in the meeting. Such participation shall constitute presence in person at the meeting.

**Section 15. Action by Unanimous Written Consent.** Any action required to be taken at a meeting of the voting members or any action which may be taken at a meeting of the voting members may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the members entitled to vote with respect to the subject matter thereof.

**Section 16. Minutes and Parliamentary Procedure.** Minutes of each meeting of the voting membership shall be recorded by the Secretary-Treasurer, containing results of the deliberations of the voting membership. The minutes shall be submitted to the voting members for approval at the subsequent meeting of the voting members. All meetings of the membership shall be conducted in accordance with the latest edition of Robert's Rules of Order, to the extent that such parliamentary procedures are not inconsistent with these Bylaws, the Corporation's Articles of Incorporation, the Act, or rules adopted by the Board or the membership.

**Section 17. Honorary Members.** The Board shall have the authority to designate honorary members for specified reasons, in the sole discretion of the Board. Honorary members shall not be required to pay membership dues and shall not have the right to vote.

## **ARTICLE V**

### **Board of Directors**

**Section 1. General Powers.** The affairs of the Corporation shall be managed by its Board. It shall be the Board's duty to carry out the objectives and purposes of the Corporation, and to this end the Board may exercise all powers of the Corporation. The Board shall be subject to the restrictions and obligations set forth by law and in the Corporation's Articles of Incorporation and Bylaws. The Board shall report annually to the membership on the progress of the Corporation in fulfilling its purposes and on the finances of the Corporation.

**Section 2. Composition.** The number of Directors shall be not less than eleven (11) and no more than fifteen (15), the certain number to be determined by the Board from time to time. The Board shall include a minimum of two (2) Directors that are not personally part of or directly related to a member of the Corporation's constituencies, as determined from time to time by the remaining Board members. The Board shall have the power to enact by resolution transitional rules in order to ensure that implementation of this composition requirement shall not serve to cut short any term of any seated Director.

**Section 3. Nomination, Election, Term, and Qualifications.** The Governance and Human Resources Committee shall nominate up to twelve (12) Director Seats. The Corporation's

general membership shall nominate up to three (3) Director Seats, pursuant to any procedures adopted by the Board and/or the Governance and Human Resources Committee. Three (3) Directors shall be elected by the affirmative vote of a majority of the Corporation's voting members at an annual meeting at which a quorum is present, or by regular U.S. mail ballot, fax ballot, electronic ballot, or any other method of voting permitted by the Act pursuant to Section 13 of Article IV. The remaining Directors shall be elected by the Board at a regularly scheduled meeting at which a quorum is present. The President, President-Elect, and Immediate Past President by virtue of their Office shall serve on the Board, even if their elected seat has expired, which shall count against the total number of Directors. The President of the AG Bell Academy for Listening and Spoken Language by virtue of his or her Office shall serve as a voting member of the Board. The Executive Director by virtue of his or her Office shall serve as a non-voting member of the Board, which shall not count against the total number of Directors. Each Director shall hold office for a three (3)-year term; provided, however, that Directors shall serve until their successors have been duly elected and have qualified. There shall be a nine (9)-year limit (comprised of three (3) terms of three (3) years each) on the number of consecutive terms that a Director may serve, provided, however, that if a Director was previously appointed by the Board to fill a vacancy on the Board, such service in filling the vacancy shall not be counted in connection with the nine (9)-year consecutive term limit; and provided further that this nine (9)-year consecutive term limit shall not apply with respect to Officer terms. The terms of Directors shall be staggered, so as to not all expire at the same time, to the extent and as determined by the Board. To this end, the term(s) of one (1) or more Directors may be extended or abbreviated, to the extent and as determined by the Board. Directors need not be residents of the District of Columbia.

**Section 4. Annual and Regular Meetings.** The Board shall meet at least once during a standard calendar year in the District of Columbia, or at such other time and place, either within or without the District of Columbia as may be designated by the Chairman. One (1) regular meeting of the Board shall be designated as the annual meeting. The Board may provide by resolution the time and place, either within or without the District of Columbia, for the holding of additional regular meetings of the Board. Annual and regular meetings may be held without notice if all of the Directors are present in person, or if notice is waived in writing by those not present prior to the meeting.

**Section 5. Special Meetings.** Special meetings of the Board may be called by or at the request of the President or any two (2) Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the District of Columbia, as the place for holding any special meeting of the Board called by them.

**Section 6. Notice.** Notice of any special meeting of the Board shall be received by each Director by mail, overnight courier, telecopier, electronic mail, or other mode of written transmittal, not less than three (3) days before the time set for such a meeting, and must include the time, date, place and purpose of such meeting. Notice may be waived in writing by those not present prior to the meeting.

**Section 7. Quorum.** A majority of the Board in office shall constitute a quorum for the transaction of business at any meeting of the Board, provided, that if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

**Section 8. Manner of Acting.** The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board, except as otherwise provided by law, by the Corporation's Articles of Incorporation, or by these Bylaws. Each Director shall have one (1) vote on all matters submitted to a vote of the Board. No Director voting by proxy shall be permitted.

**Section 9. Teleconferencing.** To the extent permitted by the Act, any person participating in a meeting of the Board may participate by means of conference telephone or by any means of communication by which all persons participating in the meeting are able to hear one another or read or view comments of the other participants, and otherwise fully participate in the meeting. Such participation shall constitute presence in person at the meeting.

**Section 10. Action by Unanimous Written Consent.** Any action required to be taken at a meeting of the Board or any action which may be taken at a meeting of the Board may be taken without a meeting if consent in writing, setting forth the action so taken, is signed by all of the Directors entitled to vote with respect to the subject matter thereof.

**Section 11. Minutes and Parliamentary Procedure.** Minutes of each meeting of the Board shall be recorded by Secretary-Treasurer, containing results of the deliberations of the Board. The minutes shall be submitted to the Board for approval at the subsequent meeting of the Board. All meetings of the Board shall be conducted in accordance with the latest edition of Robert's Rules of Order, to the extent that such parliamentary procedures are not inconsistent with these Bylaws, the Corporation's Articles of Incorporation, the Act, or rules adopted by the Board.

**Section 12. Removal or Resignation of Directors.** Any Director may be removed from office at any time by the affirmative vote of at least two-thirds of the voting members present at any meeting at which a quorum is present. Any Director may resign at any time by giving written notice to the President, Secretary-Treasurer or to the Board. Such resignation shall take effect at the time specified in such notice, or, if no time is specified, at the time such resignation is tendered.

**Section 13. Vacancies.** Any vacancy occurring in the Board or any Directorship to be filled by reason of an increase in the number of Directors may be filled at any time by the Board. A Director selected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. Vacancies may be filled or new Directorships created and filled at any meeting of the remaining Directors. Such action shall be effected by the affirmative vote of a majority of the remaining Directors, even if less than a quorum of the Board.

## **ARTICLE VI Committees**

**Section 1. Executive Committee.** The Board, by resolution adopted by a majority of the Directors present at a meeting at which a quorum is present, may create an Executive Committee, which committee, to the extent provided in said resolution, shall have and exercise the authority of the Board in the management of the Corporation between meetings of the Board, and shall be considered a committee of the Board. The designation of and the delegation of authority to such committee shall not operate to relieve the Board, or any individual Director, of any responsibility imposed upon them by law. The Executive Committee, if formed, will consist exclusively of all of the sitting Officers.

**Section 2. Standing Committees.** The standing committees of the Corporation shall be the committees as established by these Bylaws. There shall be three (3) standing committees: (1) Governance and Human Resources Committee, (2) Audit Committee, and (3) Finance Committee. The Chair and the members of each standing committee shall be designated by resolution adopted by a majority of the entire Board. Standing committees may be comprised, in whole or in part, of non-Directors. The responsibilities of each standing committee shall be established by the Board and revised by the Board, as appropriate.

**Section 3. Other Committees.** Other committees not having and exercising the authority of the Board in the management of the Corporation may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolutions, the President shall appoint the members of such committees. These committees must consist of one (1) or more Directors and one (1) or more members (including honorary members).

**Section 4. Term of Office.** Term limits of committee members, if any, shall be determined by the Board. Each member of a committee shall continue as such until his or her successor is appointed, unless the Committee shall be sooner terminated, or unless such member shall cease to qualify or shall be removed or shall resign as a member thereof.

**Section 5. Removal or Resignation of Committee Members.** Any committee member may be removed from office at any time by the affirmative vote of a majority of the Board present at a meeting at which a quorum is present, whenever in their judgment the best interests of the Corporation would be served thereby. Any committee member may resign at any time by giving written notice to the President, Secretary-Treasurer or to the Board. Such resignation shall take effect at the time specified in such notice, or, if no time is specified, at the time such resignation is tendered.

**Section 6. Chairman.** One (1) member of each committee shall be appointed as chairman of such committee by resolution of the Board.

**Section 7. Vacancies.** Vacancies in the membership of any committee may be filled at any time by appointments made in the same manner as provided in the case of the original appointments.

**Section 8. Quorum and Manner of Acting.** Unless otherwise provided in the resolution of the Board designating a committee, a majority of all voting members of a committee shall constitute a quorum, and the act of a majority of the committee's voting members present at a meeting at which a quorum is present shall constitute the act of the committee. No proxy voting by committee members shall be permitted. Every committee member shall have one (1) vote on all matters submitted to a vote of the committee, unless a committee member is designated by the Board as a non-voting committee member.

**Section 9. Meeting Procedures.** The committee's chairman shall notify members of a committee of its meeting or meetings. If the Secretary-Treasurer is not available to serve as Secretary of the committee, the committee's Chairman shall designate a Secretary. Full minutes of each meeting shall be recorded by the Secretary-Treasurer, containing results of the deliberations of

any committee with recommendations, if any, and submitted within thirty (30) days of each committee meeting to the Board. To the extent permitted by the Act, any person participating in a meeting of any committee may participate by means of conference telephone or by any means of communication by which all persons participating in the meeting are able to hear one another or read or view the comments of the other participants, and otherwise fully participate in the meeting. Such participation shall constitute presence in person at the meeting. Any action required to be taken at a meeting of any committee or any action which may be taken at a meeting of any committee may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the committee members entitled to vote with respect to the subject matter thereof. No committee voting by proxy shall be permitted. All committee meetings shall be conducted in accordance with the latest edition of Robert's Rules of Order, to the extent that such parliamentary procedures are not inconsistent with these Bylaws, the Corporation's Articles of Incorporation, the Act, or rules adopted by the Board.

**Section 10. Limitation on Delegated Authority.** Actions taken by committees shall in all instances be subject to Article XX (Declaration of Policy) of these Bylaws, relating to limitations of responsibility and authority and restricting commitments on behalf of the Corporation and in matters of policy.

## **ARTICLE VII Officers**

**Section 1. Definition of Officers.** The Officers of the Corporation shall be a President, President-Elect, Secretary-Treasurer, an Immediate Past President, and an Executive Director. All Officers by virtue of their Office shall be voting members of the Board except for the Executive Director who shall be a non-voting member of the Board. The offices of President and President-Elect, President-Elect and Secretary-Treasurer, and President and Secretary-Treasurer, may not be held by the same person.

**Section 2. Election, Term and Qualifications.** The Officers of the Corporation shall be elected by the Board from among the current members of the Board by the affirmative vote of a majority of the Board present at any meeting at which a quorum is present. The President, President-Elect, and Immediate Past President shall hold office for a two (2)-year term; provided, however, that the President, President-Elect, and Immediate Past President shall serve until their successors have been duly elected and have qualified. The Secretary-Treasurer shall hold office for a one (1)-year term; provided, however, that the Secretary-Treasurer shall serve until his or her successor has been duly elected and has qualified. There shall be no successive terms. Officers will serve out the term of their Officership even if their elected Board seat has expired. Officers need not be residents of the District of Columbia.

**Section 3. Removal or Resignation of Officers.** Any Officer may be removed from office at any time by the affirmative vote of at least two-thirds of the Board present at a meeting at which a quorum is present, whenever in their judgment the best interests of the Corporation would be served thereby. Any Officer may resign at any time by giving written notice to the President, Secretary-Treasurer or to the Board. Such resignation shall take effect at the time specified in such notice, or, if no time is specified, at the time such resignation is tendered.



**Section 4. Vacancies.** A vacancy in any Officership because of death, resignation, removal, disqualification, or otherwise, may be filled at any time by the Board for the unexpired portion of the term. Vacancies may be filled or new offices created and filled at any meeting of the Board. Such action shall be effected by the affirmative vote of a majority of the Board present at a meeting at which a quorum is present.

**Section 5. President.** The President in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time. The President shall preside at all meetings of the Board and shall serve as the Chairman of the Board.

**Section 6. President-Elect.** In the absence of the President or in the event of his or her inability or refusal to act, the President-Elect shall perform the duties of the President, and when so acting, shall have and may exercise all the powers of the President. The President-Elect shall perform such other duties as from time to time may be assigned by the President or by the Board. The President-Elect shall automatically accede to the position of President after the President's term of office expires.

**Section 7. Secretary-Treasurer.** The Secretary-Treasurer shall record and keep the minutes of the meetings of the Board in one (1) or more books provided for such purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be the custodian of the corporate records, including but not limited to all correspondence of the Corporation; be the custodian of the seal of the Corporation and see that such seal is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these Bylaws; have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation from any sources whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these Bylaws; and in general perform all the duties incident to the office of Secretary-Treasurer and such other duties as from time to time may be assigned to him or her by the President or the Board. If required by the Board, the Secretary-Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board shall determine. The Secretary-Treasurer shall serve as Chairman of the Finance Committee.

**Section 8. Immediate Past President.** The Immediate Past President shall assist the President in the discharge of his or her duties. The Immediate Past President shall have such powers and shall perform such duties as designated by the President or by the Board. The term begins when the President-Elect assumes the position of President.

**Section 9. Executive Director.** The Board will hire the Corporation's Executive Director. The Executive Director shall be responsible for the supervision and management of the affairs of the Corporation. The Executive Director will champion the Corporation's mission in concert with the Board and senior management and staff. The Executive Director may sign any contracts, deeds, mortgages, and/or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws or by law to some other Officer or agent of the Corporation. The Executive Director shall supervise and provide direction to any employees of, or paid contractors to, the Corporation, if any, on a regular basis, and shall have the authority to hire and fire the Corporation's employees. The Executive Director in general shall perform all duties incident to the

office of Executive Director and such other duties as may be prescribed by the Board from time to time.

**Section 10. Delegation of Duties.** One (1) or more duties of any Officer of the Corporation may be expressly delegated by the Board or by such Officer to one (1) or more other Officers, employees or agents of the Corporation, provided that if such delegation is not to another Officer, then the Officer shall supervise and oversee the actions of such employees or agents. Actions taken by Officers, employees or agents of the Corporation shall in all instances be subject to Article XX (Declaration of Policy) of these Bylaws, relating to limitations of responsibility and authority and restricting commitments on behalf of the Corporation and in matters of policy.

### **ARTICLE VIII Endowment Fund**

The Endowment Fund of the Corporation shall consist of the principal of the Bell Volta Fund, and all life membership fees not otherwise designated. The Endowment Fund shall also include all gifts, devises, bequests, and surplus income which may from time to time be assigned thereto.

The principal of the Endowment Fund of the Corporation shall be held intact by a trustee to be appointed by the Board; the income of said fund being used solely to maintain the objects and purposes of the Corporation.

### **ARTICLE IX Employees and Contractors**

One (1) or more employees or contractors, if such employees or contractors are deemed necessary by the Executive Director, may be hired on a full- or part-time basis, on a temporary or permanent basis, and/or on an employment or contract basis, by the Executive Director. The Executive Director shall supervise and provide direction to any employees of, or paid contractors to, the Corporation on a regular basis.

### **ARTICLE X Compensation**

Officers and Directors shall not receive any salary or other compensation for their services.

### **ARTICLE XI Inurement**

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

**ARTICLE XII**  
**Conflicts of Interest**

In all instances, Directors, Officers and employees of the Corporation should avoid all actions involving material conflicts of interest with the Corporation. From time to time, as necessary, the Board may develop policy guidelines to help ensure the avoidance of any such material conflicts of interest.

No contract or transaction which may result in a direct or indirect financial or personal benefit to one of more the Corporation's Directors, Officers, or employees shall be void or voidable solely for this reason, if:

(1) The material facts of the individual's or individuals' relationship or interest in the contract or transaction are disclosed or are known to the Board, and the Board explicitly reviews the matter with the concerned individual or individuals absent while that matter is being discussed; and

(2) The Board in good faith authorizes the contract or transaction in advance by the affirmative vote of a majority of the disinterested Directors or members, even though the disinterested Directors or members may constitute less than a quorum; and

(3) The contract or transaction is fair to the Corporation as of the time it is authorized, approved or ratified by the Board.

Interested Directors, Officers or other interested individuals shall recuse themselves from Board meetings during both discussion and voting in connection with potential or actual conflict of interest situations. An interested individual may, however, answer questions if he or she otherwise recuses himself or herself.

Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board at which the Board authorizes the contract or transaction at issue.

**ARTICLE XIII**  
**Limitation of Liability and Indemnification**

**Section 1. Limitation of Liability.** To the fullest extent permitted by the Act and the IRC, the personal liability of the Directors, Officers, committee members, and employees of the Corporation is hereby eliminated.

**Section 2. Indemnification.** To the fullest extent permitted by the Act and the IRC, the Corporation shall indemnify its Directors, Officers, committee members, and employees.

**ARTICLE XIV**  
**Books and Records**

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board and committees having any of the authority of the Board. It also shall keep at its principal office a record of the names and addresses of its Board.

**ARTICLE XV**  
**Funds and Securities**

**Section 1. Contracts.** To promote the purpose of the Corporation, the Board may authorize any Officer or Officers, in the name of and on behalf of the Corporation, to enter into any contract, loan, to execute and deliver any instrument, or to sign checks, drafts or other orders for the payment of money or notes or other evidences of indebtedness, and such authority may be general or confided to specific instances; and, unless so authorized by the Board, no Officer shall have power or authority to bind the Corporation by any contract or engagement or to render it pecuniarily liable for any purpose or for any amount.

**Section 2. Contributions.** The Board may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation, as set forth in the Articles of Incorporation or these Bylaws.

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

**Section 4. Financial Records.** The Corporation shall: (i) maintain current and accurate financial records with full and correct entries made with respect to all financial transactions of the Corporation, including all income and expenditures; (ii) annually prepare or approve a report of the financial activity of the Corporation for the preceding year; and (iii) all records, books, and annual reports of the financial activity of the Corporation shall be kept at the principal office of the Corporation or at such other location as directed by the Board.

**ARTICLE XVI**  
**Chapters**

Chapters shall be chartered, abolished or otherwise operated in accordance with Board policy and procedure. Their structure, management, and financial operation shall be consistent with the Bylaws, policies, and procedures of the Corporation. All persons affiliated with a Chapter must be members of the Corporation.

**ARTICLE XVII**  
**Fiscal Year**

The fiscal year of the Corporation shall end on December 31<sup>st</sup> each year or on such other date as determined by the Board.

**ARTICLE XVIII**  
**Seal**

The seal of the Corporation shall be circular in form and shall bear the name of the Corporation, the year of its incorporation, and the words “Corporate Seal, District of Columbia.”

**ARTICLE XIX**  
**Notice**

Whenever, under the provisions of these Bylaws, the Articles of Incorporation, or any statute, notice is required to be given to any Director or Officer, it shall not be construed to be notice in person, but such notice may be given in writing, addressed to such Director or Officer at such address (including a street address, an electronic mail address, or a telecopier number) as appears on the books of the Corporation. Any Director or Officer may waive any notice required to be given by these Bylaws, the Articles of Incorporation, or by law.

**ARTICLE XX**  
**Declaration of Policy**

Responsibility and authority for any declaration of Corporation policy, and/or endorsement, and/or rejection of any matter on any subject of policy, is reserved to the judgment and discretion of the Board. Committees of the Corporation are not authorized directly or indirectly to commit the Corporation in any way or in any manner, financially or otherwise, without prior approval by the Board, except as specified in the approved budget or in specific resolutions of the Board. The Board, except as herein otherwise provided, shall have control of the affairs of the Corporation, including all matters relating to the acquisition, holding, management, control, investment, and disposition of the funds and other property of the Corporation.

**ARTICLE XXI**  
**Duration and Dissolution**

The duration of the Corporation shall be perpetual, except that it may be dissolved in the manner provided by the Act. Upon the dissolution of the Corporation, and after paying or making provision for the payment of all of the liabilities of the Corporation, all assets of the Corporation shall be distributed for one (1) or more of the Corporation's exempt purposes within the meaning of IRC Section 501(c)(3), or shall be distributed to the federal government, or to a state or local government, for a public purpose, in such manner as the Board shall determine.

**ARTICLE XXII**  
**Amendments**

These Bylaws may be altered, amended or repealed: (1) at any annual, regular or special meeting of the Board by the affirmative vote of at least a majority of the Directors present, provided a quorum is present and notice of the intention to amend these Bylaws is provided to each Director at least seven (7) days prior to such meeting; or (2) at any annual, regular, or special meeting of the voting members by an affirmative vote of at least two-thirds of the voting members present, provided a quorum is present.

**ARTICLE XXIII**  
**Governing Law**

All questions with respect to the construction of these Bylaws shall be determined in accordance with the applicable provisions of the laws of the District of Columbia.

**ARTICLE XXIV**  
**Headings**

The headings of these Bylaws are intended solely for the convenience of reference and are not intended for any purpose whatsoever to explain, modify or place any construction upon any of the provisions of these Bylaws.

**ARTICLE XXV**  
**Severability**

All provisions of these Bylaws are severable. If any provision or portion hereof is determined to be unenforceable in arbitration or by a court of competent jurisdiction, then the remainder of the Bylaws shall remain in full effect.

\* \* \* \* \*

*Adopted by the Board of Directors: April 16, 2008*