

Bylaws of The George Washington University Band Alumni & Friends (GWUBAF), Inc.

Article I: Name, Statement of Purpose, and Offices

1.01 Name. The name of this corporation is The George Washington University Band Alumni & Friends, hereinafter referred to as GWUBAF.

1.02 Statement of Purpose. The George Washington University Band Alumni & Friends (GWUBAF) was established to facilitate supportive engagement between the George Washington University Band alumni and the George Washington University Bands program. Guided by a philosophy of “giving back,” GWUBAF is committed to three primary goals, which include:

- Providing educational and financial support to the George Washington University Bands program, while also building social ties between generations of band students.
- Creating a community among the George Washington University Band alumni and facilitating opportunities for lifelong engagement.
- Creating a culture of philanthropy among the alumni body, to ensure that alumni continue to contribute their time, talent, and financial resources to the betterment of the community-at-large.

1.03 Offices. The principal office of the corporation shall be within the Washington D.C. metropolitan region as the Board of Directors may determine from time to time.

- a) Current Office.** The corporation maintains a P.O. Box in the Washington, D.C. metropolitan region as its principal office. The current address for the corporation is P.O. Box 17302, Arlington, VA 22216.
- b) Other Offices.** The Board of Directors may establish other offices in or outside the Washington, D.C. metropolitan region.

1.04 Fiscal Year. The fiscal year of the corporation shall begin on June 1 and end on May 31.

- a) Quarter 1.** June 1 - August 31
- b) Quarter 2.** September 1 - November 30
- c) Quarter 3.** December 1 - February 28/29
- d) Quarter 4.** March 1 - May 31

Article II: Members

2.01 Types of Membership.

There are four (4) types of memberships available in the corporation; a) General Member, b) Introductory Member, c) Associate Member, and d) Honorary Member:

- a) General Member.** A General Member (GM) of the corporation is an individual who satisfies the following requirements:
 - 1) must have performed with and been a member of at least one George Washington University Band ensemble;
 - 2) must have completed a one (1) year period as an Introductory Member or have not been enrolled in an undergraduate program for over one year;
 - 3) must not be currently enrolled as an undergraduate student at The George Washington University;
 - 4) must not be in a position of authority within the GW Bands Program or organization; and
 - 5) must pay annual dues as prescribed by the Board of Directors.
- b) Introductory Member.** An Introductory Member (IM) of the corporation is an individual who satisfies the following requirements:
 - 1) must have performed with and been a member of at least one George Washington University Band ensemble;
 - 2) must be a recent graduate of The George Washington University (having graduated during the current or previous academic year); and
 - 3) must not be currently enrolled as an undergraduate student at The George Washington University.
- c) Associate Member.** An Associate Member (AM) of the corporation is an individual who has not performed with nor been a member of any George Washington University Band ensembles but satisfies the following requirements:
 - 1) must have a strong interest in participating in the activities of the corporation;
 - 2) must be a supporter of George Washington University Bands;
 - 3) must request and be approved for Associate Member status of the corporation through a petition to the Board of Directors; and
 - 4) must pay annual dues as prescribed by the Board of Directors.
- d) Honorary Member.** The Board of Directors shall have the power to elect an individual to be an Honorary Member (HM) of the corporation in situations where the individual has not performed with nor been a member of any George Washington University Band ensemble if, in the judgment of the Board, the individual has made special contributions to George Washington University Bands or the corporation. HMs are lifetime appointments and are not required to pay annual dues. The Board of Directors is allowed to make up to one HM appointment per fiscal year.

2.02 Membership Rights.

- a) General Member.** A GM of the corporation has full rights as a dues-paying member. GMs have full voting privileges (e.g., bylaws and elections) and can run for a Board of Directors position. GMs can serve as committee chairs or any other organizational position. GMs can attend all open meetings and corporation events.
- b) Introductory Member.** An IM of the corporation has partial rights as a non-dues-paying member. An IM does not have to pay dues through the conclusion of the fiscal year that follows the fiscal year in which they graduated from The George Washington University. IMs have full voting privileges (e.g., bylaws and elections). IMs are not eligible to be elected to a Board of Directors position in a scheduled election. IMs may apply for open Board positions if they become vacant. IMs can serve as committee chairs or any other organizational position. IMs can attend all open meetings and corporation events.
- c) Associate Member.** An AM of the corporation has partial rights as a dues-paying member. AMs have full voting privileges (e.g., bylaws and elections). AMs are not eligible to be elected to or selected for a Board of Directors position. AMs can serve as committee chairs or any other organizational position. AMs can attend all open meetings and corporation events.
- d) Honorary Member.** An HM of the corporation has partial rights. An HM does not have voting privileges. HMs are not eligible to be elected to or selected for a Board of Directors position. HMs can serve as committee chairs or any other organizational position. HMs can attend all open meetings and corporation events.

2.03 Membership Dues. The Board of Directors shall establish the annual dues for dues paying members. Dues shall not exceed a 25% increase over the past year's annual dues. The billing and collection of annual dues shall commence on June 1 of each year. Members can maintain their membership in the corporation by paying dues anytime between June 1 and May 31.

2.04 Non-discrimination. The corporation does not unlawfully discriminate against any person (member or otherwise) on any basis prohibited by federal law, the District of Columbia Human Rights Act, or other applicable law, including without limitation, race, color, religion, sex, national origin, age, disability, veteran status, sexual orientation, or gender identity or expression.

2.05 Termination of Membership. All forms of membership may be terminated by the Board of Directors for failure to fulfill any of the specifications in 2.01 and 2.04. There are three (3) types of termination; a) Temporary Termination, b) Suspension, and c) Expulsion:

- a) Temporary Termination.** A member may be temporarily terminated from the corporation for not paying their annual dues. A member may seek reinstatement

by paying their annual dues. A member facing a temporary termination does not incur any penalty but cannot receive any organizational benefits while annual dues remain unpaid.

- b) Suspension.** A member may be suspended from the corporation for up to five (5) years as prescribed by the Board of Directors. After the suspension period has completed, the member may seek reinstatement with the Board of Directors. The Board of Directors must approve reinstatement by a majority vote.
- c) Expulsion.** A member who is expelled from the corporation is permanently banned from the corporation and cannot seek reinstatement. An expulsion can only occur if the Board of Directors votes unanimously on the expulsion.

2.06 List of Members. The Director of Development of the corporation shall make and certify a complete list of the members for every membership meeting, election, bylaws approval vote, or any other vote directed by the Board of Directors. The list shall be arranged alphabetically by last name, and should include a member's voting status. The list shall be subject to inspection by any member during the whole time of the meeting or event, and be *prima facie* evidence of the members entitled to examine the list or vote at the meeting.

Article III: The Board of Directors and Officers

3.01 Board of Directors. The business, activities, property, and affairs of the corporation shall be managed by the Board of Directors. The Board of Directors shall uphold these Bylaws and operate the corporation in accordance with its stated purpose. The Board of Directors shall also be referred to as the Board.

3.02 Duties of the Board. Except where specified otherwise in these Bylaws, the Board shall approve all actions to be taken on behalf of the corporation. No director shall act on behalf of the corporation except under authorization from the Board. The Board may approve standing rules to govern such actions to allow for a director to take action on matters specified by the Board without approval of the Board.

3.03 Corporate Document Procedure. All corporate documents (including stocks, bonds, agreements, insurance and annuity contracts, qualified and nonqualified deferred compensation plans, checks, notes, disbursements, loans, and other debt obligations) shall not be signed by any officer, designated agent, or attorney-in-fact unless authorized by the Board or by these Bylaws.

3.04 Compensation. When authorized by the Board, a person shall be reasonably compensated for services rendered to the corporation as an officer, director, employee, agent, or independent contractor, except as prohibited by these Bylaws.

3.05 Composition of the Board. The Board of Directors shall consist of seven directors:

- a) President of the Board of Directors.** The President shall (i) be the chief executive officer of the corporation and shall have authority over the general control and management of the business and affairs of the corporation; (ii) preside over all Board and membership meetings; (iii) sign all corporate documents and agreements on behalf of the corporation, unless the Board instructs that the signing be done with or by some other director, officer, agent, or employee; (iv) be responsible for the delegation of tasks required to be accomplished by the various directors, and shall oversee the completion of those tasks; and (v) be responsible for ensuring that the Board and each director is in compliance with the Bylaws and all other rules or policies set by the Board.
- b) Director of Finance.** The Director of Finance shall (i) have charge and custody over corporate funds and securities; (ii) keep accurate books and records of corporate receipts and disbursements; (iii) deposit all moneys and securities received by the corporation at such depositories in the corporation's name that may be designated by the Board; (iv) promptly discharge all obligations of the corporation; (v) complete all required corporate filings; (vi) present to the membership at the annual meeting an annual financial report; (vii) present the financial records for audit once each year at a time directed by the Board; (viii) file in a timely manner the necessary application for issuing a bond at an amount specified by the Board and accepted by the bonding agency; and (ix) perform all duties incident to the office and other duties assigned by the President or the Board.
- c) Director of Administration.** The Director of Administration shall (i) keep minutes of Board meetings and make copies available to the Board as soon as possible following the meeting; (ii) write an annual summary of the actions of the Board to be presented to the membership; (iii) provide notice of meetings to each member or director as required by law, the articles of incorporation, or these Bylaws; (iv) keep general records of the history of the corporation; (v) manage and maintain the technical systems used by the Board to conduct business; and (vi) perform all duties incident to the office and other duties assigned by the President or the Board.
- d) Director of Communications.** The Director of Communications shall (i) manage all print and digital communication with the Membership and the public; (ii) keep record of all communications between the Board and the Membership or members of the public; (iii) manage and maintain the corporation's public-facing website; and (iv) perform all duties incident to the office and other duties assigned by the President or the Board.
- e) Director of Development.** The Director of Development shall (i) be responsible for the development of the corporation's fundraising strategy, (ii) oversee the implementation of the corporation's fundraising activities, (iii) maintain the record of all members, past and present; (iv) manage the member recruitment and retention programs; (v) report to the Board any suggestions or complaints from the Membership as needed; and (vi) perform all duties incident to the office and other duties assigned by the President or the Board.

- f) **Director of Programming.** The Director of Programming shall (i) plan and manage organizational events involving the Membership or the public; (ii) manage the logistics of meetings of the Board or Membership; and (iii) perform all duties incident to the office and other duties assigned by the President or the Board.
- g) **Director of Collegiate Activities.** The Director of Collegiate Activities shall (i) act as the liaison between the Board and the GW Bands leadership; (ii) coordinate with GW staff, faculty, and other agents of the University as required; (iii) manage all joint programs between the corporation and GW Bands; and (iv) perform all duties incident to the office and other duties assigned by the President or the Board.

3.06 Duties of the Directors. The duties of the various directors enumerated in 3.05 shall in no way prohibit a director from acting in roles not specified by these Bylaws as required by the needs of the Board or the corporation.

3.07 Eligibility of Directors. Directors must hold General Member or Introductory Member status to be seated on the Board. This status must have been attained prior to assuming the position of Director and must be maintained throughout the term of office. No person shall hold the position of two or more directors simultaneously.

3.08 Tenure. Directors shall be elected in accordance with Article IV of these Bylaws. The President and the Directors of Finance, and Programming shall be elected in even numbered years. The Directors of Administration, Communications, Development, and Collegiate Activities shall be elected in odd numbered years. Directors shall assume their duties on the first of July following the election. Directors elected in this manner shall serve a term of two years. Directors elected at a special election or otherwise appointed shall serve out the remainder of the term until the position is up for election.

3.09 Resignation. A director may resign at any time by providing written notice to the Board. Notice of resignation will be effective on receipt or at a later time designated in the notice.

3.10 Removal. A director may be removed for (i) intentional gross violation or disregard of these Bylaws; (ii) operating in opposition to the corporation's Statement of Purpose or values; or (iii) incapacitation or other inability to perform their duties.

- a) A removal hearing may be initiated in one of two ways:
 - 1) A director may move to hold a removal hearing for a director. This motion must be approved by greater than three-fourths of the Board. The accused director may not vote on this motion.
 - 2) A voting member may transmit to the Board a petition for removal of a director. The petition must be signed by no less than 10% of the voting membership.

b) If approved, a removal hearing shall be scheduled within 30 days. The hearing shall be open to all voting members. The President shall preside over the hearing, unless they are the accused director, in which case the Director of Administration shall preside. The hearing shall allow for either the accusing director or member to provide the reasons for removal and for the accused director to defend themselves. The accused director shall be removed from the Board with a two-thirds majority of the voting membership present at the hearing.

3.11 Filling of Board Vacancies.

- a) If a vacancy arises on the Board of Directors with fewer than 90 days until the next election of the Board of Directors, but greater than 30 days prior to the next election, the position shall remain vacant until the election. The position shall be filled by election of the voting members at the next election. If the vacant position would not normally be up for election at the election, it shall be filled by election of the voting members at a special election concurrent with the election of the other positions.
- b) Should a vacancy occur with greater than 90 days until the next election of the Board of Directors, the Board shall act to fill the vacancy:
 - 1) Within 10 business days of the notification of the vacancy, the Board shall notify all members of the vacancy and solicit applications for the position.
 - 2) The deadline for applications may not be less than 10 business days following the notification of solicitation of applications.
 - 3) The Board must appoint and announce the new director within 10 business days of the application deadline.
 - 4) Should the Board receive no applications to fill the vacancy, the Board may choose to reopen the application or may choose to maintain the vacancy for the remainder of its term, reopen the application at a later date, or fill the vacancy by election at the next election of the Board of Directors.
- c) If a vacancy arises with fewer than 30 days until the next election of the Board of Directors, the position will remain vacant until after the election, at which point the Board of Directors shall fill the vacancy as described in 3.11(b).

3.12 Presidential Succession. In the case of a vacancy in the Office of the President of the Board, the duties of the President shall be assumed by another director in the following order until the vacancy has been filled:

- a) Director of Finance
- b) Director of Administration
- c) Director of Development
- d) Director of Communications
- e) Director of Programming
- f) Director of Collegiate Activities

Article IV: Elections

4.01 Presiding Officer.

- a) In even numbered years, the Director of Administration shall preside over the election.
- b) In odd numbered years, the President shall preside over the election.
- c) If the Director position designated for Presiding Officer is vacant, the Board shall appoint a Presiding Officer from the directors who are not running for election in the given election.
- d) The Presiding Officer shall waive their right to be elected by write-in in the given election.
- e) The Presiding Officer may request assistance from other directors as needed during the election period, provided that none of these directors are candidates for office in this election.
- f) Should all directors be candidates for office in the given election, the President or Acting President shall preside.
- g) All directors shall assist as needed to prepare for the election, but directors who are candidates for office in this election shall not be involved in election activities any time after 5 business days prior to the start of the Election Period, except as required by these Bylaws.

4.02 Eligibility.

- a) All General Members, Introductory Members, and Associate Members who hold this status by noon, Eastern Time (ET), on the Sunday immediately preceding the election period shall be eligible to vote in the election.
- b) All members as described in 4.02a are eligible to run in the election, except:
 - 1) Associate Members
 - 2) Any incumbent director whose current position is not up for election at the election as described in 3.08.
 - 3) Any member not on the Board who served as a director at any time within the 30 days prior to the election.
- c) The Director of Development shall provide to the Presiding Officer a roster of all eligible members by the beginning of the election period.

4.03 Election Period. The election period shall begin at noon, ET, on the second Monday of the month of June and end at noon, ET, on the following Monday. All votes shall be cast during this period.

4.04 Candidates. Eligible members may declare themselves candidates for an office to be filled in an election by transmitting to the Presiding Officer their declaration of candidacy no later than 10 business days prior to the beginning of the election period. Candidates shall be listed on the ballots for the election. The list of Candidates shall be transmitted to all members no later than 5 business days prior to the election. No person shall be eligible to be a candidate for multiple offices in the same election.

4.05 Casting of Ballots. Prior to the election, the Board will determine the method of casting ballots. The election shall allow for members to vote electronically and remotely. The Board shall ensure that votes are cast via secret ballot. The ballots will allow for the voter to rank their choices for candidates of each office.

4.06 Determination of Winners. The ballots for each office shall be counted separately and as follows:

- a) The number of legal votes for this office shall be determined. Any ballots in which the voter left blank the section for that office or where the voter's intentions are unable to be determined shall not be counted as a legal vote.
- b) The number of ballots in which a candidate was ranked first shall be counted for each candidate. This number will be the candidate's effective vote count.
 - 1) If a candidate's effective vote count is greater than 50% of the total number of legal votes, the candidate shall be considered the winner for that office.
 - 2) If no candidate's effective vote count is greater than 50% of the total number of legal votes:
 - i. The candidate with the lowest total number of effective votes shall be eliminated.
 - ii. All ballots allocated to the eliminated candidate shall be allocated to the next ranked candidate on those ballots and added to those candidates' respective vote count.
 - iii. This process shall be repeated until a candidate's effective vote count is greater than 50% of the total number of legal votes.
- c) In the case of a tie for the candidates with the lowest vote totals to be eliminated, the process should be completed twice, once by eliminating one of the tied candidates, and once by eliminating the other tied candidate.
 - 1) If these two processes result in the same winner, that candidate will be declared the winner.
 - 2) If these two processes result in different winners, the election for that office shall be reballotted. The ballots will include all candidates that were not eliminated at the point in the process where the tie occurred.
- d) In the case of a tie in which all remaining candidates share the same number of effective votes, the election for that office shall be reballotted. The ballots will include all of the tied candidates.
- e) If after a reballot, the results cannot be determined by the above method, the Board of Directors shall fill the office with one of the candidates on the most recent ballot. The Board of Directors shall not vote to fill the office in this manner prior to the first of July following the election period.

4.07 Certification of Results.

- a)** In even numbered years, the Director of Development shall assist the Presiding Officer in certifying the results.
- b)** In odd numbered years, the Director of Finance shall assist the Presiding Officer in certifying the results.
- c)** Should the position of the designated Director be vacant, the Board shall appoint a director to serve in this role who is not a candidate for election in the given election nor the presiding officer. Should no such director exist, the Board shall appoint any director who is not the Presiding Officer.
- d)** This director shall have access to the ballots to verify the results reached by the Presiding Officer. Once the Presiding Officer and this director have obtained the same results, the results will be certified and transmitted to the Board and to the Membership.
- e)** No election shall be certified without the agreement of two directors who have reviewed the ballots.

Article V: Meetings

5.01 Types of Meetings.

There are five (5) types of meetings of the corporation; a) Annual, b) Open, c) Board of Directors, d) Committee, and e) Special.

- a) Annual Meeting.** An annual meeting of the membership shall be held once every fiscal year (June 1 – May 31). The Board of Directors shall provide attendees with a State of The George Washington Band Alumni & Friends report.
- b) Open Meetings.** Open Meetings shall be held four (4) times per year, once per quarter during the fiscal year. Open Meetings shall serve as opportunities for members of the corporation to bring new business to the Board of Directors. Open Meetings are required to be at least one (1) hour in length.
- c) Board of Directors Meetings.** Board of Directors Meetings shall occur at the discretion of the Board of Directors. These are closed meetings open only to the Board and invited guests.
- d) Committee Meetings.** Committee Meetings shall occur at the discretion of a Committee Chairperson. These meetings are closed meetings open only to Committee members and invited guests.
- e) Special Meetings.** Special meetings of the membership or of the Board of Directors may be called by the Board of Directors or by the President. Such meetings may also be called at the request of no less than 10 percent of the members. Special Meetings are any meeting not described in 5.01 a-d and are needed out of expediency for a given issue. These meetings do not need to follow Robert's Rules of Order.

5.02 Place of Meetings. All meetings shall be held at a place determined by the Board of Directors and stated in the notice of the meeting.

5.03 Notice of Meetings. Except as otherwise provided by statute, written notice of the time, place, and purpose(s) of a meeting shall be given either personally, by mail, email, or published to the corporation website. Notice of all meetings excluding Special Meetings shall be posted no less than 10 business days prior.

5.04 Conduct of Meetings. Except as stated otherwise in these Bylaws, Robert's Rules of Order shall govern the conduct of all meetings.

5.05 Record of Meetings. A record of all meetings, excluding Committee and Special Meetings, shall be kept, submitted, and published within 10 business days of completion of said meeting. Meeting records will be published to the corporation's website.

5.06 Quorum. Quorum shall only apply to meetings where a vote is necessitated. Quorum shall consist of 50 percent plus one of the described members according to the type of meeting. Whether or not a quorum is present, the meeting may be adjourned by vote of the members present.

5.07 Proxies. A member entitled to vote at a meeting or to express consent or dissent may authorize other persons to act for the member by proxy. A proxy shall be signed by the member or the member's authorized agent or representative and shall not be valid after the expiration of the designated meeting, unless otherwise provided in the proxy. A proxy is revocable at the pleasure of the member executing it.

5.08 Meeting Virtually. A member may participate in a meeting by telephone or any similar communications equipment through which all persons participating in the meeting can communicate with each other. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

5.09 Waiver of Notice. The attendance of a director at a Board meeting shall constitute a waiver of notice of the meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. In addition, the director may submit a signed waiver of notice that shall constitute a waiver of notice of the meeting.

Article VI: Committees

6.01 General Powers. The Board, by resolution adopted by a vote of a majority of its directors, may designate one or more committees. All committees designated by the Board shall serve at the pleasure of the Board.

A committee designated by the Board may exercise any powers of the Board in managing the corporation's business and affairs, to the extent provided by resolution of the Board. However, committees may only make recommendations and no committee shall have the power to:

- a)** amend the articles of incorporation;
- b)** adopt an agreement of merger or consolidation;
- c)** amend the Bylaws of the corporation;
- d)** fill vacancies on the Board;
- e)** recommend to members the sale, lease, or exchange of all or substantially all of the corporation's property and assets;
- f)** recommend to the members a dissolution of the corporation or a revocation of a dissolution; or
- g)** terminate memberships.

6.02 Members and Voting. The Board will select a committee chair through an application process at the beginning of each term beginning in July of even-numbered years and as needed. The Board may set committee parameters including membership as it sees fit. A director may serve as a committee member or chairperson.

The Board may also designate one or more directors as alternate committee members who may replace an absent or disqualified member at a committee meeting. If a committee member is absent or disqualified from voting, then members present at a meeting who are not disqualified from voting may, whether or not they constitute a quorum, unanimously appoint an alternate committee member to act at the committee meeting in place of the absent or disqualified member.

6.03 Consent to Committee Actions. Any action required or permitted to be taken pursuant to authorization of a committee may be taken without a meeting if, before or after the action, all members of the committee consent to the action in writing. Written consents shall be filed with the minutes of the committee's proceedings.

6.04 Reporting. The chairperson will report to a director as determined by the Board of Directors following each committee meeting.

6.05 Committee Financing. No committee shall make any financial commitments without the prior express authorization of the Director of Finance. No committee shall hold funds outside the GWUBAF finance system. Committees shall submit income and expenses to the Director of Finance.

6.06 Types of Committees. There are two types of committees; a) Standing Committees and b) Ad Hoc committees.

- a) **Standing Committees.** A Standing Committee is a committee that the Board of Directors shall maintain on a continual basis in the execution of the corporation's responsibilities. The Board of Directors may create standing committees to exist throughout its tenure and beyond.
- b) **Ad Hoc Committees.** An Ad Hoc Committee is a committee formed for a limited period of time to address a specific need. When the work of an ad hoc committee is completed, the committee is dissolved. An ad hoc committee may exist for less than a year or for a year or more depending on the extent of the work assigned to it.

Article VII: Indemnification

7.01 Nondervative Actions. Subject to all of the other provisions of this article, the corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether formal or informal (other than an action by or in the right of the corporation). Such indemnification shall apply only to a person who was or is a director or officer of the corporation, or ex-officio members of the board, or who was or is serving at the request of the corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, whether for profit or not for profit. The person shall be indemnified and held harmless against expenses (including attorney fees), judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if the person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation or its members. With respect to any criminal action or proceeding, the person must have had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not by itself create a presumption that (a) the person did not act in good faith and in a manner that the person reasonably believed to be in or not opposed to the best interests of the corporation or its members or (b) with respect to any criminal action or proceeding, the person had reasonable cause to believe that his or her conduct was unlawful.

7.02 Derivative Actions. Subject to all of the provisions of this article, the corporation shall indemnify any person who was or is a party to, or is threatened to be made a party to, any threatened, pending, or completed action or suit by or in the right of the corporation or (b) the person was or is serving at the request of the corporation as a director, officer, ex-officio member of the board, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, whether or not for profit. The person shall be indemnified and held harmless

against expenses (including actual and reasonable attorney fees) and amounts paid in settlement incurred by the person in connection with such action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation or its members. However, indemnification shall not be made for any claim, issue, or matter in which such person has been found liable to the corporation unless and only to the extent that the court in which such action or suit was brought has determined on application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for the expenses which the court considers proper.

7.03 Expenses of Successful Defense. To the extent that a person has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in sections 7.01 or 7.02 of this article, or in defense of any claim, issue, or matter in the action, suit, or proceeding, the person shall be indemnified against expenses (including actual and reasonable attorney fees) incurred in connection with the action and in any proceeding brought to enforce the mandatory indemnification provided by this article.

7.04 Contract Right: Limitation on Indemnity. The right to indemnification conferred in this article shall be a contract right and shall apply to services of a director or officer as an employee or agent of the corporation as well as in such person's capacity as a director or officer. Except as provided in section 7.03 of this article, the corporation shall have no obligations under this article to indemnify any person in connection with any proceeding, or part thereof, initiated by such person without authorization by the Board.

7.05 Determination that Indemnification is Proper. Any indemnification under section 7.01 or 7.02 of this article (unless ordered by a court) shall be made by the corporation only as authorized in the specific case. The corporation must determine that indemnification of the person is proper in the circumstances because the person has met the applicable standard of conduct set forth in sections 7.01 or 7.02, whichever is applicable. Such determination shall be made in any of the following ways:

- a) By a majority vote of a quorum of the Board consisting of directors who were not parties to such action, suit, or proceeding.
- b) If the quorum described in clause (a) above is not obtainable, then by a committee of directors who are not parties to the action. The committee shall consist of not less than two disinterested directors.
- c) By independent legal counsel in a written opinion.
- d) By the members.

7.06 Proportionate Indemnity. If a person is entitled to indemnification under sections 7.01 or 7.02 of this article for a portion of expenses, including attorney fees, judgments, penalties, fines, and amounts paid in settlement, but not for the total amount, the corporation shall indemnify the person for the portion of the expenses, judgments,

penalties, fines, or amounts paid in settlement for which the person is entitled to be indemnified.

7.07 Expense Advance. Expenses incurred in defending a civil or criminal action, suit, or proceeding described in sections 7.01 or 7.02 of this article may be paid by the corporation in advance of the final disposition of the action, suit, or proceeding on receipt of an undertaking by or on behalf of the person involved to repay the expenses, if it is ultimately determined that the person is not entitled to be indemnified by the corporation. The undertaking shall be an unlimited general obligation of the person on whose behalf advances are made but need not be secured.

7.08 Non-exclusivity of Rights. The indemnification or advancement of expenses provided under this article is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under a contractual arrangement with the corporation. However, the total amount of expenses advanced or indemnified from all sources combined shall not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses.

7.09 Indemnification of Employees and Agents of the Corporation. The corporation may, to the extent authorized from time to time by the Board, grant rights to indemnification and to the advancement of expenses to any employee or agent of the corporation to the fullest extent of the provisions of this article with respect to the indemnification and advancement of expenses of directors and officers of the corporation.

7.10 Former Directors and Officers. The indemnification provided in this article continues for a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors, and administrators of that person.

7.11 Insurance. The corporation may purchase and maintain insurance on behalf of any person who (a) was or is a director, officer, ex-officio member of the board, employee, or agent of the corporation or (b) was or is serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise. Such insurance may protect against any liability asserted against the person and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the corporation would have power to indemnify against such liability.

7.12 Changes in Law. If there are any changes in the Virginia statutory provisions applicable to the corporation and relating to the subject matter of this article, then the indemnification to which any person shall be entitled shall be determined by such changed provisions, but only to the extent that any such change permits the corporation to provide broader indemnification rights than such provisions permitted the corporation to provide before any such change.

Article VIII: Dissolution

Upon termination or dissolution of the corporation, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the corporation hereunder shall be selected by the discretion of a majority of the Board of Directors and if the Board cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the corporation by one (1) or more of its directors whose verified petition shall contain such statements as reasonably indicate the applicability of this section.

The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the Washington D.C. metropolitan region.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Virginia to be added to the general fund.

Article IX: Amendments

The Board of Directors or a voting member may propose to amend or repeal these Bylaws, or adopt new bylaws. A vote on all proposals will occur once at the discretion of the Board of Directors during the fourth quarter of the fiscal year. The vote may occur in-person or virtually. Notice of the proposal(s) must be given to the membership at least 15 business days prior to the vote. If voting is virtual, it must remain open for 5 business days. Amendments will be adopted by a two-thirds majority vote of a quorum and will take effect at the start of the next fiscal year.