

BYLAWS
OF
ASSOCIATION FOR ENVIRONMENTAL STUDIES AND SCIENCES

ARTICLE I
CORPORATION

SECTION 1. NAME. The name of the corporation is Association for Environmental Studies and Sciences (the “Corporation”).

SECTION 2. PURPOSES. The Corporation is organized and shall be operated exclusively for charitable, scientific, and educational purposes as specified in section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code.

The purposes for which the Corporation is organized are as follows:

- (a) to advance education, research, and outreach in environmental studies and sciences;
- (b) to promote disciplinary, interdisciplinary, multidisciplinary, and trans-disciplinary research, education, and communication about environmental issues, problems, and potential solutions;
- (c) to promote high-quality teaching and education about the natural environment and humans’ physical, biological, social, cultural, economic, scientific, and political relationships to it;
- (d) to provide a forum to promote the education and professional development of students, scholars, academics and others dedicated to the study of environmental studies and sciences;
- (e) to facilitate the further development of the field of environmental studies and sciences, with a focus on analysis and solution of environmental problems through broad input from the full range of academic disciplines and expertise;
- (f) to stimulate and disseminate to the academic world, policy makers and the public research advances concerning environmental studies and sciences, including by sponsoring educational resources that may include scientific or scholarly journals, conferences, scholarly awards, educational discussions, and public outreach;

(g) to support the civic engagement and charitable service of its members and of the Corporation as a whole in furtherance of such purposes; and

(h) to engage in other charitable, scientific, and educational activities within the meaning of section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code.

ARTICLE II

OFFICES

SECTION 1. **PRINCIPAL OFFICE.** The principal office of the Corporation shall be located at such place within or without the District of Columbia, as the board of directors of the Corporation (the “Board”) shall determine.

SECTION 2. **REGISTERED AGENT.** The Corporation shall have and shall continuously maintain a registered agent within the District of Columbia.

SECTION 3. **OTHER OFFICES.** The Corporation may also have such other offices and places of business, within or without the District of Columbia, as the Board may determine.

ARTICLE III

MEMBERSHIP AND DUES

SECTION 1. **MEMBERSHIP REQUIREMENTS.** Any person who supports the purposes of the Corporation may become a member upon application and payment of dues. Each member may select a membership category for which he or she qualifies, subject to review by the Outreach and Membership Committee. All members in good standing shall have such voting rights as specified by these bylaws and be entitled and encouraged to participate in the official activities and business of the Corporation.

SECTION 2. **MEMBERSHIP CATEGORIES.** There shall be three categories of membership in the Corporation:

(a) **Professional.** Professional memberships shall be available to persons who support the purposes of the Corporation.

(b) **Life.** Life memberships shall be available to persons who support the purposes of the Corporation.

(c) **Student.** Student memberships shall be available to undergraduate and graduate students who are enrolled and/or in residence at an educational institution and who support the purposes of the Corporation.

SECTION 3. REVIEW AND CHANGE. The Board shall periodically review the categories of membership. Proposed changes to the categories of membership shall be presented to the membership for discussion and comment and may be adopted by a majority affirmative vote of the Board.

SECTION 4. DUES. The Board shall determine the dues payable by members of the Corporation. All members shall be required to pay dues on a timely basis to remain in good standing. The failure to pay dues shall be sufficient basis for expulsion or refusal of membership renewal.

SECTION 5. EXPULSION. Members may be expelled only with cause and only by a two-thirds affirmative vote of the Board at a properly called meeting of the Board at which a quorum is present. Members facing expulsion shall be provided advance notice in writing not less than five days before such meeting and shall be provided an opportunity to be heard at such meeting.

ARTICLE IV

BOARD OF DIRECTORS

SECTION 1. POWERS. Subject to the provisions of the District of Columbia Nonprofit Corporation Act and any limitations set forth in the Articles of Incorporation of the Corporation (the "Articles") and these Bylaws, the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised by or under the direction of the Board.

SECTION 2. COMPOSITION AND ELECTION. The Board shall consist of the Officers (as defined below) and six other directors elected at large by the members of the Corporation pursuant to the procedures set forth in Article VII of these Bylaws (the "Non-Officer Directors"). At all times, at least one director shall be a student member of the Corporation. All directors shall be members in good standing of the Corporation.

SECTION 3. TERM OF OFFICE. (a) The initial directors of the Corporation shall be the persons named in the Articles of Incorporation. Each such initial director shall serve as director of the Corporation for the length of time remaining in the term of office for which he or she was elected or appointed to be a council member of the Association for Environmental Studies and Sciences before its incorporation.

(b) The Non-Officer Directors shall serve for two-year terms, beginning at the end of the annual business meeting that follows the election and continuing through the second annual business meeting that follows taking office. The terms of three Non-Officer Directors shall expire each year. The Officers shall serve for the terms set forth in Article V of these Bylaws.

(c) Directors may serve an unlimited number of terms.

SECTION 4. MEETINGS. The Board may meet and conduct Corporation business at times and places it deems suitable and convenient, and shall assure that all Board members have been notified by the President or his or her designee about the time, place, and logistical details of all such meetings not less than two weeks in advance, unless the President determines that action by the Board is urgently required, in which case a minimum of twenty-four hours notice shall be given. A single notice of all regularly scheduled meetings for a year, or for a lesser period, may be given without having to give notice of each meeting individually. Notice of meetings may be provided orally or in writing.

SECTION 5. QUORUM AND VOTING. (a) Directors may participate in any meeting of the Board in person or by means of conference telephone or any other means of communication by which all participants in the meeting are able to hear one another. Participation by such means shall constitute presence at the meeting. Directors may vote in person, by conference telephone, or through any other means of communication by which all participants in the meeting are able to hear one another.

(b) The presence of a majority of the current members of the Board at the start of a meeting shall constitute a quorum, provided, however, that at least two directors shall always be required to constitute a quorum. Unless otherwise specified in these Bylaws or as required by law, at any meeting of the Board at which a quorum is present, the affirmative vote of a majority of the directors present at the time of the vote shall be an act of the Board.

(c) The President shall be responsible for scheduling, establishing the agenda of, and presiding over Board meetings, but the President shall not vote at Board meetings, except when required to break a tie vote. By contrast, the President-Elect may vote on any matters that come before the Board.

SECTION 6. ACTION WITHOUT A MEETING. Any action required or permitted to be taken at a meeting may be taken without a meeting of the Board of Directors, if an unanimous written consent, in the form of a record that sets forth the action to be taken, is signed by each director of the Board of Directors and filed with the minutes of the proceedings of the Board of Directors.

SECTION 7. COMMITTEES. (a) BOARD COMMITTEES. The Board of Directors, by a vote of a majority of the Directors then in office, may establish one or more Board committees comprised of one or more directors. The Board of Directors may delegate to a Board committee any of the powers of the Board, except the power to (1) elect or remove directors of Board committee members; (2) approve the dissolution, merger, or reorganization of the Corporation or distribution of its assets; or (3) amend the Articles of Incorporation or Bylaws.

(b) ADVISORY COMMITTEES. The Board of Directors may establish advisory committees consisting of directors or other individuals to advise the Board and to undertake appropriate activities consistent with the purposes of the Corporation (an "Advisory Committee"); provided that the Board of Directors shall not delegate any of its powers, authority or functions to an Advisory Committee.

ARTICLE V

OFFICERS

SECTION 1. OFFICERS. The officers of the Corporation shall be a president; a president-elect, who shall also serve as vice president; a secretary; and a treasurer (respectively, the “President,” “President-Elect,” “Secretary,” and “Treasurer,” and collectively, the “Officers”). All Officers shall be members of the Corporation in good standing.

SECTION 2. TERMS OF OFFICE, ELECTION, AND APPOINTMENT. (a) The initial President, President-Elect, Secretary, and Treasurer shall be the persons who were serving as president, president-elect, secretary, and treasurer, respectively, of the Association for Environmental Studies and Sciences immediately before its incorporation. The initial President, President-Elect, and Secretary shall serve in such positions for the length of time remaining in the terms for which they were elected to be president, president-elect, and secretary, respectively, of the Association for Environmental Studies and Sciences before its incorporation. The initial Treasurer shall serve until completion of the 2011 elections of the Corporation, when a new Treasurer shall be elected.

(b) After the expirations of the terms of the initial Officers, the President, President-Elect, Secretary, and Treasurer shall be elected by the members pursuant to the procedures set forth in Article VII of these Bylaws. The President shall serve for a term of two years. The President-Elect shall serve for a term of two years as President-Elect and then for a term of two years as President. The Secretary and Treasurer shall serve for terms of three years. All terms shall begin at the end of the annual business meeting that follows the election and continuing through the second (for the President-Elect) or third (for the Secretary and Treasurer) annual business meeting that follows taking office.

(d) Officers may serve an unlimited number of terms. Any two or more offices may be held by the same person, except the offices of President and Treasurer.

SECTION 3. POWERS AND DUTIES OF THE PRESIDENT. The President shall act as the chief executive officer of the Corporation and chairperson of the Board, shall generally supervise the affairs and activities of the Corporation, and shall keep the Board fully informed of such affairs and activities. Working in conjunction with the President-Elect and Secretary, the President shall be responsible for maintaining and keeping current (1) the Articles of Incorporation, which shall serve as the guiding document and statement of purpose for the Corporation; (2) the Bylaws, which identify the procedures by which the Corporation performs its business; and (3) the Corporation’s Policies, as enacted by the Board, which shall be compiled and organized by substantive and functional categories, rather than chronologically. The President shall have such other powers and perform such other duties as may be specified in these Bylaws or assigned by the Board.

SECTION 4. POWERS AND DUTIES OF THE PRESIDENT-ELECT. In the absence of the President or in the event of his or her inability to act, the President-Elect shall

perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The President-Elect shall have such other powers and perform such other duties as may be specified in these Bylaws or assigned by the Board.

SECTION 5. POWERS AND DUTIES OF THE SECRETARY. The Secretary shall:

(a) keep or cause to be kept the minutes of all meetings of the Board as well as a record of all actions taken by the Board without a meeting;

(b) maintain or cause to be maintained a record of the members of the Corporation, in a form that permits preparation of a list of the names and addresses of all members, in alphabetical order and see that record dates are duly set and all notices are duly given in accordance with the provisions of these Bylaws or as required by law;

(c) keep or cause to be kept minutes of all membership meetings; and

(d) have such other powers and perform such other duties as may be specified in these Bylaws or assigned by the Board.

SECTION 6. POWERS AND DUTIES OF THE TREASURER. The Treasurer shall be the chief financial officer of the Corporation. The Treasurer shall:

(a) keep or supervise the keeping of complete and accurate books and records of account of the properties and business transactions of the Corporation, including accounts of the Corporation's assets, liabilities, receipts, disbursements, gains and losses;

(b) submit regular financial reports to the Board, which shall be distributed to the membership;

(c) receive all incomes of the Corporation with the exception of those specifically excluded by the Board;

(d) deposit the Corporation's funds in such depositories as may be determined by the Board or otherwise invest the Corporation's funds as may be determined by the Board; and

(e) have such other powers and perform such other duties as may be specified in these Bylaws or assigned by the Board.

ARTICLE VI

STANDING COMMITTEES

SECTION 1. STANDING COMMITTEES. There shall be seven standing committees of the Corporation — the Awards, Nominations, Outreach and Membership, Professional Development, Professional Publications, Program, and Site Arrangements

Committees.

SECTION 2. COMMITTEE MEMBERSHIP AND COMPOSITION. (a) All Corporation committees shall be constituted, as much as possible, to represent a diversity of academic disciplines and professions associated with environmental studies and sciences, including the physical and biological sciences, the social sciences and humanities, engineering, law, and other disciplines or professions as appropriate. All committee members shall be members in good standing of the Corporation. At least one member of each standing committee shall be a student member of the Corporation.

(b) The Nominations Committee shall consist of a chair, a chair-elect, and six elected members. The six elected members of the Nominations Committee shall be elected by Corporation members pursuant to the procedures set forth in Article VII of these Bylaws. Elected members of the Nominations Committee shall serve for two-year terms, beginning at the end of the annual business meeting that follows the election and continuing through the second annual business meeting that follows taking office. The terms of three elected Nominations Committee members shall expire each year. Elected Nominations Committee members may serve an unlimited number of terms.

(c) For each standing committee of the Corporation other than the Nominations Committee, the President, after consultation with the Board, shall determine the number of members sitting on such committee and the manner of selection of such members, but in no event shall a standing committee have less than three members.

SECTION 3. COMMITTEE LEADERSHIP. (a) The chairs-elect of the standing committees of the Corporation shall be appointed by the President-Elect. They shall serve as chairs-elect of their respective committees during the two years when the President-Elect serves in that capacity. They will then serve as chairs of their respective committees for the subsequent two years, when the President-Elect serves as President.

SECTION 4. STANDING COMMITTEE RESPONSIBILITIES. The responsibilities of the Corporation's standing committees shall be as follows:

(a) Awards Committee. The Awards Committee shall organize and implement the Corporation's efforts to recognize and honor those persons whose diverse efforts have enhanced the field of Environmental Studies and Sciences and/or contributed to the improvement of the environment. The Awards Committee shall work with the Outreach and Membership Committee in communicating to others the value of the work done by award winners.

(b) Nominations Committee. The Nominations Committee shall recruit and nominate candidates for the elective offices of the Corporation that need to be filled in any given year. In identifying candidates for specific positions, the Nominations Committee shall seek to represent the Corporation's diversity of membership in terms of age, gender, racial and ethnic background, substantive interest, field of work, type of employing institutions, and other considerations the Nominations Committee shall deem appropriate.

(c) Outreach and Membership Committee. The Outreach and Membership Committee shall have primary responsibility for increasing the Corporation's membership and advertising the advantages of such membership. The Outreach and Membership Committee should encourage a reasonable balance between members trained in the biological and physical sciences, in the social sciences and humanities, and in other relevant disciplines and professions. The Outreach and Membership Committee shall be responsible for communicating with current and potential Corporation members, and with the broader public, on matters not otherwise assigned to the Professional Publications Committee or to other Corporation Officers and committees. The Outreach and Membership Committee shall manage the Corporation's newsletter and website, seek to attract new members, encourage alliances with compatible organizations, and, as directed by the Board, communicate to the public the importance of the contributions created by the Corporation and its members' activities.

(d) Professional Development Committee. The Professional Development Committee shall develop and recommend to the Board policies with significant potential for improving the quality and institutional status of environmental studies and sciences. These policies may include criteria and standards for tenure and promotion of faculty associated with environmental studies and sciences programs.

(e) Professional Publications Committee. The Professional Publications Committee shall supervise the publication of any official journal or other publications of the Corporation, except the newsletter, website and other outreach materials, pursuant to the policies set forth by the Board. The Professional Publications Committee shall recruit and recommend to the Board an editor-in-chief and prospective members of an editorial board for each such publication.

(f) Program Committee. The Program Committee shall work with the President in developing and implementing the program for the annual meeting.

(g) Site Arrangements Committee. The Site Arrangements Committee shall solicit bids for the Corporation's annual meeting sufficiently prior to each such meeting to permit orderly and affordable planning. The Site Arrangements Committee shall recommend to the Board the sites and dates for each annual meeting, work with the host organization or host organizations in developing budgets, oversee meeting logistics, and otherwise attend to the needs of members attending each annual meeting.

SECTION 5. OTHER STANDING AND *AD HOC* COMMITTEES. The Board may establish additional standing committees of the Corporation, as it deems necessary, by amending these Bylaws, and *ad hoc* committees may be created by the Board or by the President as deemed necessary; provided, however, that the Board of Directors shall not delegate any of its powers, authority or functions to any such standing committee or *ad hoc* committee.

SECTION 6. COMMITTEE MEETINGS AND VOTING. (a) The committee chairs shall be responsible for scheduling, establishing the agenda of, and presiding over the meetings of their respective committees, but the committee chairs shall not vote at committee meetings, except when required to break a tie vote. By contrast, the committee chairs-elect may vote on any matters that come before their respective committees.

(b) The presence of a majority of the current members of the committee at the start of a meeting shall constitute a quorum.

SECTION 7. REPORTS. All standing committees shall periodically update the President and the Board on their activities, and shall submit written reports on their activities upon the direction of the President or the Board. *Ad hoc* committees shall submit reports on their activities as directed by the President or the Board. Reports may be submitted electronically and shall also be available for review by Corporation members.

ARTICLE VII

ELECTIONS

SECTION 1. ELECTIONS. An election shall occur each year to replace those Officers, Non-Officer Directors, and elected members of the Nominations Committee and other committees whose terms will expire that year, if any, or to fill any vacancies that may arise due to resignation or other circumstances. Such elections shall be decided by a majority of the members who vote. The participation of at least one-tenth of the members who are entitled to vote shall constitute a quorum.

SECTION 2. NOMINATIONS. (a) The Nominations Committee shall solicit, recruit, and select two nominees for each position that must be filled in each year's election. The Nominations Committee shall nominate only students as candidates for the positions on the Board and the Nominations Committee that are reserved for student members during those years when there is a need to elect a student member. All nominations and supporting information shall be sent to the Secretary three months before the annual meeting.

(b) Alternatively, any member in good standing and otherwise qualified for a specific open or prospectively opening office may self-nominate for said office, supported by a petition signed by at least one-twentieth (5%) of the Corporation membership. All such petitions shall be delivered to the Secretary no less than seventy-five (75) calendar days before the start of the Corporation's annual meeting.

SECTION 3. VOTING PRIOR TO THE ANNUAL MEETING. (a) Not less than two months before the annual meeting, the Secretary shall send a ballot to each member in good standing and eligible to vote as of the record date. Electronic mail, sent to the last known electronic mail address of each member eligible to vote, shall be an acceptable means of distributing ballots. The record date for determining the list of members entitled to receive a ballot to vote shall be set by the Secretary and shall not be more than 70 days before the date when ballots must be returned.

(b) A ballot must be in the form of a record, and must set forth the names and supporting information of the nominees and provide an opportunity to vote for, or withhold a vote for, each candidate for an elected position. The ballot must specify the number of votes needed to meet the quorum requirements and the time by which a ballot must be received by the

Corporation in order to be counted.

SECTION 4. ELECTION COMMITTEE AND VOTE COUNTING. Before the ballots are distributed, the Secretary shall appoint an Election Committee that does not include any individual who is a candidate for office to be filled at such election. The Election Committee shall assure that ballots are counted accurately and determine the results.

The election results shall become official upon being certified by the Secretary, who shall report to the Nominations Committee the names of the persons receiving the largest number of votes for each position. The chair of the Nominations Committee shall notify all candidates and Corporation members of the election results.

SECTION 5. TIE VOTES. In the event of a tie vote between candidates for any office, the Elections Committee shall immediately notify the President and Secretary and shall prepare a special ballot containing the names of the tying candidates. The special ballot shall be distributed at the annual meeting of the Corporation, where members shall vote to break the tie. Notice of the special election and a copy of the special ballot shall also be posted at the registration desk for the annual meeting of the Corporation. The candidate receiving a majority of the votes cast by members present and voting at such annual meeting shall be elected to office. If such special election results in another tie vote, the Board shall vote to break the tie.

SECTION 6. TAKING OFFICE. Newly elected Officers, directors, and any elected committee members shall assume office immediately following each annual meeting.

ARTICLE VIII

REMOVAL

(a) Any Officer or director may be removed from such position by the Board if two-thirds of the voting members of the Board affirmatively vote that the best interest of the Corporation would be served thereby.

(b) Any committee member may be removed by the President with the consent of the Board if the best interest of the Corporation would be served thereby.

ARTICLE IX

RESIGNATION

Any Officer, director, or committee member may resign at any time by delivering written notice to the President, Secretary, or Board.

ARTICLE X

VACANCIES

(a) The President, with the approval of the Board, may fill any vacancy in the appointed positions on committees. A committee member selected to fill a vacancy shall serve for the remaining term of his or her predecessor in office.

(b) The Board may fill any vacancy among the Officers, directors, and elected committee members, except a vacancy in the Presidency. An Officer, director or elected committee member selected to fill a vacancy shall serve until a replacement can be elected during the next election cycle. The elected replacement shall serve until the end of the original office-holder's term.

(c) If the President resigns or is removed from office, the President-Elect shall become President, and an acting President-Elect shall be appointed by the Board to serve in that position until a new President-Elect is elected. A new President-Elect shall be elected for a two-year term at the next possible election cycle.

ARTICLE XI

INDEMNIFICATION

SECTION 1. PERMISSIBLE INDEMNIFICATION. The Corporation may, but shall not be obligated to, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that such person, their testator or intestate, was a director, officer, employee or agent of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorney's fees; provided that the Corporation shall not indemnify any such person in connection with any action or proceeding arising from such person's (i) receipt of financial benefit to which he or she was not entitled; (ii) intentional infliction of harm on the Corporation; (iii) intentional violation of criminal law; or (iv) liability arising in connection from a proceeding by or in the right of the Corporation other than for reasonable expenses incurred in connection with the proceeding.

SECTION 2. DETERMINATION OF INDEMNIFICATION. A determination whether to indemnify a person under this Article shall be made (i) by a majority vote of all the disinterested directors, a majority of whom will constitute a quorum for that purpose, or (ii) by a majority of the members of a committee of two or more disinterested directors appointed by such a vote, except that if there are less than two disinterested directors, then the determination must be made by legal counsel appointed by the Board for this purpose.

ARTICLE XII

MEMBER MEETINGS

SECTION 1. ANNUAL MEETING. The Corporation shall hold an annual meeting of the members, at which an annual business meeting shall be held.

SECTION 2. SPECIAL MEETINGS. Special meetings of the members may be called by the Board or by members having at least one-tenth of the votes entitled to be cast at such meeting provided that they sign, date and deliver to the Corporation one or more demands in the form of a record for the meeting describing its purpose.

SECTION 3. DATE, TIME, AND LOCATION. The Board shall determine the dates, times, and locations of all member meetings. The Board shall seek to select meeting locations that are easily accessible to members, without regard to race, religion, ethnicity, gender, sexual orientation, or disability. The Board shall seek to vary meeting locations to encourage participation by members living in different geographic regions and to reflect the geographic distribution and diversity of the Corporation's members.

SECTION 4. NOTICE. (a) The Corporation shall prepare an alphabetical list of the names and addresses of all its members that are entitled to notice of a meeting as of the record date. The record date for the establishment of such list shall be set by the Secretary and shall not be more than 70 days before the date of the meeting. The Corporation shall state in the meeting notice that the Corporation is managing membership information pursuant to Section 29-405.20(f) of the D.C. Code. Notice of each meeting shall be delivered to members of the Corporation not less than ten or more than fifty days before the date of the meeting. Electronic or postal mail sent to each member's last known address shall be among the forms of communication deemed sufficient for giving such notice. Notice of a special meeting must include a description of the purpose for which the meeting is called.

(b) When the meeting notice states that the Corporation is managing membership information pursuant to Section 29-405.20(f) of the D.C. Code, a member of the Corporation may make a demand for inspection of the membership list but must state a proper purpose for which inspection is demanded. Within 10 business days after receiving such a demand, the Corporation shall deliver to the member an offer of a reasonable alternative method of achieving the purpose identified in his demand without providing access to or a copy of the list of members.

(c) If the meeting notice fails to state that the Corporation is managing membership information pursuant to Section 29-405.20(f) of the D.C. Code, then the Corporation shall make the membership list available for inspection by members starting two days after notice of the meeting is given and throughout such meeting.

SECTION 5. QUORUM AND VOTING. The presence at a member meeting of at least one-tenth of the members who are entitled to vote at such meeting shall constitute a quorum. At any meeting of the members at which a quorum is present, the affirmative vote of a majority

of the members present at the time of the vote shall be an act of the members. Members who vote by mail, telephone, electronic mail, or any other means of electronic or telephonic transmission shall be deemed present for purposes of this section. Voting by proxy is not permitted.

SECTION 6. MEMBER ACTION WITHOUT A MEETING. Any action that may be taken at any annual, regular, or special meeting of members may be taken without a meeting if the Corporation delivers a ballot to every member entitled to vote on the matter. The ballot shall: (i) be in the form of record; (ii) set forth each proposed action; and (iii) provide an opportunity to vote for, or withhold a vote for each candidate or each proposed action. The ballot shall also indicate the number of responses required to meet the meeting quorum requirement in Article XII, Section 5; the percentage of approvals necessary to approve the matter being voted upon; and the date by which a ballot must be received by the Corporation to be counted.

ARTICLE XIII

AMENDMENTS

Any Board member may propose amendments to these Bylaws. A proposed amendment shall be circulated to the Board in writing not less than two weeks before a properly scheduled Board meeting. Electronic mail, sent to the last known electronic mail address of each Board member, shall be an acceptable means of distributing a proposed amendment. An amendment shall pass if a quorum of the Board is present, and if the amendment is approved by two-thirds of the Board members who are present and voting.

ARTICLE XIV

INTERNAL REVENUE CODE REQUIREMENTS

SECTION 1. LIMITATIONS ON ACTIVITIES. (a) The Corporation is not organized for profit and shall never be operated for the primary purpose of carrying on a trade or business for profit. Neither the whole, nor any part or portion, of the assets or net earnings of the Corporation shall be used, nor shall the Corporation ever be operated, for purposes that are not exclusively charitable, scientific, and educational within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, and the regulations thereunder.

(b) Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any activity not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, and the regulations thereunder, or by a corporation contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code, and the regulations thereunder.

(c) No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office, by publishing or distributing statements or in any other way.

SECTION 2. PROHIBITION AGAINST PRIVATE INUREMENT. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors or Officers or to any 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 in these Bylaws.

SECTION 3. DISTRIBUTION OF ASSETS. Upon dissolution of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government or a state or local government for a public purpose.

ARTICLE XV

EXECUTION OF INSTRUMENTS; BANK ACCOUNTS AND INVESTMENTS

SECTION 1. EXECUTION OF INSTRUMENTS. (a) Unless the Board specifically requires an additional signature or specifically designates authority to sign to a different Officer or Officers or agent or agents of the Corporation, the President and the Treasurer shall each have the authority to sign alone, in the name of and on behalf of the Corporation, all checks, drafts, other orders for payment, endorsements, notes, other evidences of indebtedness, and contracts authorized either generally or specifically by the Board.

(b) The Board may authorize any Officer or Officers or agent or agents of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

SECTION 2. BANK ACCOUNTS AND INVESTMENTS. The Board may select depositories for the funds of the Corporation and the Corporation's funds may be held in cash or invested as the Board may determine.

SECTION 3. CURRENCY. All payments made by or on behalf of the Corporation and all payments received by or on behalf of the Corporation shall be denominated in United States dollars.

ARTICLE XVI

FISCAL YEAR

The fiscal year of the Corporation shall be the calendar year.

ARTICLE XVII

CORPORATE RECORDS AND REPORTS

SECTION 1. MAINTENANCE OF CORPORATE RECORDS AT PRINCIPAL OFFICE. The Corporation shall maintain at its principal office:

- (a) a copy of the Corporation's Articles of Incorporation and Bylaws, as amended;
- (b) minutes of all meetings for the past three years of the Corporation's members and its Board of Directors;
- (c) records of all actions taken in the past three years by the members and the Board of Directors, with or without a meeting;
- (d) all communications in the form of a record to members within the past three years, including annual financial statements that include a balance sheet as of the end of the fiscal year and a statement of operations for the year;
- (e) a list of the names and business addresses of its current directors and officers; and
- (f) its most recent biennial report filed with the District of Columbia.

SECTION 2. PERMANENT CORPORATE RECORDS. (a) The Corporation shall keep as permanent records: (i) minutes of all meetings of its members and the Board of Directors; (ii) records of all actions taken by the members and the Board of Directors without a meeting; and (iii) records of all actions taken by the Board of Directors on behalf of the Corporation.

(b) Records may be maintained in written form or stored in an electronic or other medium such that it is retrievable in perceivable form.

SECTION 3. MEMBERSHIP LISTS. The Corporation shall maintain a record of its members, in a form that permits preparation of a list of their names and addresses in alphabetical order.

SECTION 4. ACCOUNTING RECORDS. The Corporation shall maintain appropriate accounting records.

SECTION 5. INSPECTION OF CORPORATE RECORDS. (a) Every member shall have the right to inspect and copy, during regular business hours at the Corporation's principal office, the records listed in Section 1 of this Article provided that the member delivers signed notice to the Corporation, in the form of a record, at least five business days before the date on which he desires to inspect and copy.

(b) Subject to the requirements of subsection (c), every member shall have the right to inspect and copy, during regular business hours at the Corporation's principal office:

- i. Excerpts from the Corporation's permanent corporate records specified in Section 2 of this Article;
- ii. The Corporation's accounting records;
- iii. The Corporation's membership list to the extent permitted by law.

(c) A member may inspect and copy the records identified in Subsection (b) only if:

- i. the member delivers signed written notice to the Corporation, in the form of a record, at least five business days before the date on which he desires to inspect and copy the records;
- ii. the member makes his demand in good faith and for a proper purpose;
- iii. the member describes with reasonable particularity the purpose and the records he desires to inspect; and
- iv. the records are directly connected with his purpose.

ARTICLE XVIII

CONSTRUCTION AND TERMS

SECTION 1. CONFLICTS. The Board shall interpret the Articles and these Bylaws and rule on any disputes as to their meanings. If there is any conflict between the provisions of these Bylaws and the Articles, the provisions of the Articles shall govern.

SECTION 2. SEVERABILITY. If any provision of these Bylaws or the application of any such provision shall be held invalid, illegal, or unenforceable in any respect by a court of competent jurisdiction, such invalidity, illegality, or unenforceability shall not affect any other provision hereof, and these Bylaws shall remain in force and be effectuated as if such illegal, invalid, or unenforceable provision is not part of these Bylaws.