



BYLAWS
OF
NATIONAL PARKS PROMOTION COUNCIL
A District of Columbia Nonprofit Corporation

ARTICLE I – NAME AND PURPOSE

Section 1 – Name:

The name of this organization shall be **National Parks Promotion Council** (hereinafter referred to as “NPPC” or “Corporation”).

Section 2 – Purpose:

The Corporation is a nonprofit corporation and is not organized for the private gain of any person. The Corporation is organized under the Nonprofit Corporation Act of the District of Columbia for such purposes as shall qualify it for exemption from federal taxation under section 501(c)(6) of the Internal Revenue Code or the corresponding provision of any future United States internal revenue law, including, but not limited to:

- (1) promoting increases in outstanding experiences in America’s national parks consistent with protection of the natural, cultural, and historic resources of the national park system;
- (2) providing cooperation among agencies, non-profit organizations, and businesses in developing and implementing outreach and promotion programs that strengthen the relationship between Americans and their national parks;
- (3) providing a forum for agencies, non-profit organizations, and businesses to develop and implement cooperative outreach and promotion programs that encourage international visitors to visit and enjoy America’s national parks;
- (4) assisting and coordinating (i) promotional and informational efforts addressing the entire national park system and (ii) messages about park opportunities directed to segments of the American public traditionally deriving little direct benefit from national parks; and



- (5) assisting and coordinating research and studies that measure the success and effectiveness of specific outreach and promotional efforts involving national park visitation.

In carrying out its purposes, the Corporation shall not have or exercise any power or authority granted to it under the District of Columbia Nonprofit Corporation Act, nor engage directly or indirectly in any activity, that would prevent it from qualifying as a corporation described in section 501(c)(6) of the Internal Revenue Code. The Corporation shall never be operated for the primary purpose of carrying on a trade or business for profit. The Corporation is not organized to engage in an activity ordinarily carried on for profit.

Section 3 – Dedication of Property:

(a) No part of the assets or earnings, current or accumulated, of the Corporation shall at any time inure to the benefit of any private individual, within the meaning of the prohibition contained in section 501(c)(6) of the Internal Revenue Code, except that the Corporation shall be authorized and empowered to make payments as reasonable compensation for services rendered and/or as a reasonable allowance for authorized expenditures incurred on behalf of the Corporation and to make payments and distributions in furtherance of the purposes set forth above.

(b) On the winding up and dissolution of this Corporation, the assets of the Corporation shall be disposed of in accordance with Article ___ of these Bylaws.

ARTICLE II – OFFICES AND REGISTERED AGENT

Section 1 – Offices:

The principal office of the Corporation, and such other offices as may be established, shall be located at such place(s) as designated by the Board of Directors. The Corporation may relocate the principal office, and may also establish such other offices, as directed by the Board of Directors. The Corporation shall have and continuously maintain in the District of Columbia a registered office, which may be, but need not be, the same as its principal office.

Section 2 – Registered Agent:

The Corporation shall have and continuously maintain a registered agent within the District of Columbia. In accordance with the requirements of the District of Columbia Nonprofit Corporation Act, the registered agent may be either an individual resident of the District of Columbia whose business office is identical with the Corporation's registered office, a domestic corporation, whether for profit or not for profit, or a foreign corporation, whether for profit or not for profit, authorized to transact business or conduct affairs in the District of Columbia and having an office identical with the Corporation's registered office. The designation of the registered agent and registered office shall be approved by the Board of Directors.



ARTICLE III – MEMBERSHIP

Section 1 – Eligibility for Membership:

Application for membership shall be open to any person or entity that supports the purpose statement in Article I, Section 2 of these Bylaws. Membership is granted after completion and receipt of a membership application and annual dues. Memberships shall be granted upon a majority vote of the Executive Committee.

Section 2 – Member Classes:

This Corporation shall have two (2) classes of members, designated Regular and Associate members. Membership shall be conferred upon application and on compliance with the standards and requirements set forth below and approval by the Corporation.

Section 3 – Qualifications and Voting Rights of Member Classes:

The specific qualifications for and voting rights, if any, of each class of members are as follows:

(a) *Regular Members.* Regular Members shall consist of persons or entities paying, within the time and on the conditions set by the Board of Directors, annual dues (cash or qualifying in-kind) in an amount set periodically by the Board of Directors for Regular Membership in the Corporation. Regular Members have voting privileges and may hold office.

(b) *Associate Members.* Associate Members shall consist of persons or entities paying, within the time and on the conditions set by the Board of Directors, annual dues (cash or qualifying in-kind) in an amount set periodically by the Board of Directors for Associate Membership in the Corporation. Associate Members do not have voting privileges. Associate Members may hold office.

Section 4 – Good Standing:

Any Member who shall be in arrears in the payment of any dues, fees or assessments more than 180 days after the date due shall not be in good standing and shall not be entitled to exercise any voting rights to which such Member may be entitled.

Section 5 – Membership List:

The Secretary shall maintain a list of all Members that shows the names, addresses, and individuals designated to represent the Member at meetings of the Corporation.

Section 6 – Designated Representatives:

Upon admission to the Membership of the Corporation, a Member (other than a Member who is an individual) shall designate no more than three (3) individuals who shall represent the



Member in all transactions with the Corporation and the various committees and subcommittees of the Corporation.

Regular Members shall designate one individual as the individual with the right to vote on behalf of the Member (“Delegate”), and shall provide the address of such Delegate for the purpose of giving notice to the Member. In the absence of notice of a Delegate’s address, the address provided for the Member shall be used.

Any representative of a Member may be replaced by the Member at any time, and such replacement shall be effective upon receipt by the Secretary of the Corporation of written notice from the Member, naming the successor representative. Reference in these Bylaws to any action to be taken by, or notice to be made to, a Member shall be deemed to refer to the Member’s representatives.

Section 7 – No Member Rights to Corporate Assets Upon Dissolution:

No Member shall be entitled to share in the distribution of corporate assets upon the dissolution of the Corporation.

Section 8 – Member Agreement to Articles and Bylaws:

By paying its Corporation dues or participating in Corporation meetings, a Member agrees that its participation in the Corporation shall be governed by the Articles of Incorporation of the Corporation and these Bylaws, including any changes to either of those documents that may be made from time to time.

ARTICLE IV – MEETINGS OF MEMBERS

Section 1 — Annual meetings:

An annual meeting of the Members shall take place at a specific date, time, and location to be designated by the Chair. At the annual meeting, the Members shall elect directors and officers, receive reports on the activities of the Corporation, and determine the direction of the Corporation for the coming year.

Section 2 — Special meetings:

Special meetings may be called by the Chair, the Executive Committee, or a simple majority of the Board of Directors. Such meetings may be held in person, or via teleconference or web conference, or any other such medium, as may be designated by the Chair.

Section 3 — Notice of meetings:

Written or printed notice of each meeting shall be given to each Regular Member, by mail, not less than two weeks prior to the meeting. Notice shall be delivered in person or by



mail, facsimile, or electronic mail, stating the time, place, and information as to the purpose or purposes for which the meeting is called.

Section 4 — Quorum:

The Regular Members present at any properly announced meeting shall constitute a quorum.

Section 5 — Voting:

All issues to be voted on shall be decided by a simple majority of the Regular Members present at the meeting in which the vote takes place. Members may not vote by proxy.

Section 6 – Action by Consent:

Any action required to be taken at a meeting of the Members of the Corporation, or any action that may be taken at a meeting of the Members of the Corporation, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Members entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote.

Section 7 — Meetings or Notes:

The Secretary, or his or her designee, shall record minutes or meeting notes of all meetings of the Members and copies of such minutes or meeting notes shall be available to all Members upon request.

ARTICLE V – BOARD OF DIRECTORS

Section 1 – Board of Directors:

Subject to the provisions and limitations of the Nonprofit Corporation Act of the District of Columbia and any other applicable laws, and subject to any limitations imposed by the Articles of Incorporation, the Corporation's affairs and activities shall be managed, and all corporate powers shall be exercised, by or under the direction of a Board of Directors. The Board of Directors shall possess, and may exercise, any and all powers granted to the Corporation under the District of Columbia Nonprofit Corporation Act and the Corporation's Articles of Incorporation, subject to the limitations set forth in these Bylaws.

The Board of Directors shall be charged with the control and management of the affairs, business, and properties of the Corporation. The Board of Directors may delegate the management of the activities of the Corporation to any person or persons, an Executive Committee, or other committees, however composed, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction and authority of the Board of Directors.



Section 2 – Size and Composition:

The Authorized number of voting members of the Board of Directors shall be fifteen (15), unless changed by amendment of the Articles of Incorporation or these Bylaws. Members of the Board of Directors must be Members in good standing of the Corporation (or designated representatives thereof), and maintain such status throughout the durations of their terms.

The voting members of the Board of Directors shall consist of the Chair, two (2) Vice Chairs, the Secretary, the Treasurer, and ten (10) Directors. Board member positions may be filled by Regular or Associate Members. The Board membership shall include the following:

- (a) four (4) representatives of businesses or other organizations engaged in the tourism/hospitality industry;
- (b) two (2) representatives of state tourism organizations;
- (c) one (1) officer or other representative of the National Park Conservation Association;
- (d) one (1) officer or other representative of the National Park Foundation;
- (e) one (1) representative of organizations assisting national parks at the local and regional levels, often referenced as “friends” or cooperative associations; and
- (f) one (1) representative of national park gateway communities.

Section 3 — Manner of Election and Term of Office:

The Members of the Board shall be elected by the Members entitled to vote at the annual business meeting of the Members. Directors will be elected by a simple majority of Members present at the annual meeting. All Board members shall serve two-year terms, and are eligible for re-election without limitation; *provided, however*, that, to achieve staggered terms, initial Board Members shall be elected such that one-half (1/2) of the initial Directors will serve for an initial term of one (1) year and one-half (1/2) will serve for an initial term of two (2) years. Each member of the Board of Directors shall take office upon election and shall hold office until a successor has been elected and qualified. If the annual meeting is not held or the Directors are not elected at such meeting, the Directors may be elected at any special meeting of Members held for that purpose.

The Board of Directors may adopt rules governing the nomination of persons as members of the Board of Directors. In the absence of any such rules, prior to the annual business meeting, the Secretary shall collect nominations for election of Officers and Directors. Any Regular or Associate Member of the Corporation (or designated representative thereof) may be nominated to fill the position of a Director. A Board Development Committee shall be responsible for nominating a slate of prospective Board members in accordance with the representation specified in the Bylaws. Any Member can recommend a candidate for the slate of nominees.



Section 4 – Ex Officio Directors:

The Board of Directors shall have authority to appoint, at its option, and subject to the Articles and the Internal Revenue Code, additional ex-officio or advisory (non-voting) Board members from organizations related to the purposes of the Corporation if the Board determines that a formal relationship in the form of a non-voting seat on the Corporation’s Board will support and advance the best interests of the Corporation.

Section 5 — Meetings and notice:

- (a) *Annual Meetings.* Regular meetings of the Board of Directors may be held at such times, but not less frequently than once every twelve months, in places, including via teleconference or web conference, or any other such medium, and in the manner as are fixed from time to time by the Board of Directors.
- (b) *Special Meetings.* Special meetings of the Board shall be held at any time and at any place when called by the President or by at least five (5) Directors. Business transacted at special meetings shall be confined to the purposes of the meeting stated in the notice of the meeting.
- (c) *Notice.* Notice of meetings of the Board of Directors shall be given to each member of the Board a reasonable period of time prior to the meeting, and shall be delivered in person or by mail, facsimile, or electronic mail, stating the time, place, and information as to the subject or subjects to be considered. Whenever any notice is required to be given by law, the Articles of Incorporation, or by these Bylaws, a written waiver thereof, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be the equivalent of giving of such notice. In addition, any Director who attends a meeting of the Board of Directors shall be deemed to have had timely and proper notice of the meeting, unless such Director attends for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened.
- (d) *Telephonic Meetings.* Any meeting of the Board of Directors, other than the annual meeting, may be held by conference telephone, videoscreen communication, or other communications equipment. Participation in a meeting under this section shall constitute personal presence if each member participating in the meeting can communicate concurrently with all other members; each member has the capacity to propose or object to specific action to be taken by the Corporation; and it can be verified that the persons participating in the meeting via telecommunications equipment are Directors entitled to participate in the meeting and that the actions of or votes by the Directors so participating are taken or cast only by the Director.
- (e) *Quorum at Meetings of the Board of Directors.* A majority of the members of the Board of Directors shall be necessary at all times to constitute a quorum for the transaction of any business of the Corporation. If a quorum is present, the affirmative vote of a majority of the members of the Board of Directors present shall be deemed



the act of the Board of Directors unless the vote of a greater number of members is required by law, the Articles of Incorporation, or these Bylaws; provided, however, that any meeting at which a quorum was initially present may continue to transact business notwithstanding the withdrawal of voting members if any action taken is approved by at least a majority of the required quorum for that meeting, or such greater number as is required by the law, the Articles, or these Bylaws.

- (f) *Conduct of Meetings.* The Chair or, in his or her absence, the designated Vice Chair, will preside at meetings of the Board of Directors. The Secretary of the Corporation or, in the Secretary's absence, any person appointed by the Board of Directors will act as Secretary of the Board and shall keep written minutes of all actions taken by the Board.
- (g) *Adjournment.* A majority of the members of the Board of Directors present at a meeting, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than 24 hours, notice of the adjournment to another time or place must be given before the time of the adjourned meeting to the voting members who were not present at the time of the adjournment.
- (h) *Action by Consent.* Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if all Directors consent thereto in writing, and the writing is filed with the minutes of the proceedings of the Board of Directors. Such consent shall have the same force and effect as a unanimous vote.
- (i) *Proxies.* Every Director entitled to vote shall have the right to do so either in person or by one or more agents authorized by a written proxy, signed by the Director and filed with the Secretary of the Corporation. A validly executed proxy shall continue in full force and effect unless revoked by: (1) the Director executing it, before the vote cast pursuant to that proxy, by a writing delivered to the Corporation stating that the proxy is revoked by a subsequent proxy executed by such Director; or (2) by personal attendance and voting at a meeting by such Director; provided, however, that no proxy shall be valid after the expiration of eleven (11) months from the date of the proxy, unless otherwise provided for in the proxy. No proxy may be irrevocable.

Section 6 – Committees:

The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one (1) or more committees, each of which shall consist of two (2) or more Directors, which committees, to the extent provided in said resolution, in the Articles of Incorporation or in the Bylaws of the Corporation, shall have and exercise the authority of the Board of Directors in the management of the Corporation. Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated and appointed by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or him by law.



Section 7 – Compensation of Directors:

No member of the Board of Directors shall receive any salary or compensation for his or her services as a member of the Board of Directors except that he or she may be reimbursed for reasonable expenses incurred in conducting the business of the Corporation subject to the approval of the Board of Directors. In addition, nothing in this paragraph is intended to preclude a Director from receiving compensation for his or her service to the Corporation in some other capacity.

Section 8 – Removal of Members of Board of Directors:

Any member of the Board of Directors may be removed from office at any time by a majority vote of the voting members of the Corporation whenever in their judgment removal is in the best interests of the Corporation.

Section 9 – Resignation of Members of Board of Directors:

Any member of the Board of Directors may resign effective upon giving written notice to the President, the Secretary or to the Board of Directors. The notice may specify a later effective date of the resignation. If the resignation is to be effective at a later date, a successor member may be elected to take office when the resignation becomes effective. The acceptance of a resignation shall not be necessary to make it effective.

Section 10 – Vacancies on the Board of Directors.

A vacancy on the Board of Directors occurs on the death, resignation or removal of a member of the Board; and whenever the authorized number of members of the Board is increased. Except as otherwise provided in these Bylaws, vacancies on the Board shall be filled by appointment by the remaining members of the Board of Directors until the next annual business meeting of the Members of the Corporation.

Section 11 – Reduction in the Number of Board of Directors Members.

Any reduction in the authorized number of members of the Board of Directors shall not result in any member of the Board being removed from office prior to the expiration of the term of his or her office.

ARTICLE VI – OFFICERS

Section 1 – Authorized Officers; Manner of Election and Terms of Office:

The Officers of the Corporation shall be a Chair, two (2) Vice Chairs, a Secretary, and a Treasurer. The Officers shall be elected by majority vote of the Members entitled to vote at the annual business meeting of the Members. The Officers shall serve two (2)-year terms of office. Each elected Officer shall serve as a member of the Board of Directors as set forth in Article V,



Section 2 of these Bylaws. Each Officer shall take office upon election and shall hold office until the next annual meeting of Members at which the office is up for election and until a successor has been elected and qualified. If the annual meeting is not held or the officers are not elected at such meeting, the officers may be elected at any special meeting of Members held for that purpose. The Board of Directors may establish such other officers as are necessary to transact the business of the Corporation. Any two (2) or more offices may be held by the same person, except the offices of Chair and Secretary by law.

- (a) *Chair.* The Chair shall be the Chief Executive Officer of the Corporation and shall preside as Chairperson at all meetings of the Board of Directors, Executive Committee, and Members. The Chair may sign all contracts and agreements in the name of the Council after they have been approved by the Board, serve as the representative of the Council in meetings and discussions with other organizations and agencies, and otherwise perform all of the duties that are ordinarily the function of the office, or that are assigned by the Directors. The Chair shall see that the rules of order and decorum are properly enforced in all deliberations of the Corporation, and shall sign the approved minutes of each meeting. The Chair shall have general superintendence and direction of all of the other Officers of the Corporation and shall see that their duties are properly performed. The Chair shall perform such other duties as the Board of Directors may direct.
- (b) *Vice Chairs.* The Vice Chairs shall perform the duties of the Chair if the Chair is unable to do so or is absent; perform such other tasks as may be assigned by the Board; and, at the request of the Chair, assist in the performance of the duties of the Chair.
- (c) *Treasurer.* The Treasurer shall oversee the deposit of funds of the Corporation into the proper accounts of the Corporation; the recondition of all receipts and disbursements from such account or accounts; the preparation of the books and records of the finances of the Corporation; the preparation and presentation of financial reports, including an annual report of the Corporation's financial condition, as the Board of Directors may direct; and the preparation and filing of all required financial reports and tax reports. The Treasurer shall ensure that full and accurate accounting records are maintained at all times. The Treasurer shall perform such other duties as may be prescribed by the Board of Directors or the President.
- (d) *Secretary.* The Secretary shall keep accurate records and minutes of all meetings of the Board of Directors, Executive Committee, and Members; shall make available copies of the minutes of the previous meeting and distribute them in advance of each meeting; shall attend all sessions of the Board of Directors and Executive Committee; shall report unfinished business requiring action from prior meetings; shall supervise correspondence of the Corporation; and shall give, or cause to be given, notice of all meetings of the Board of Directors. The Secretary shall maintain all of the Corporation's organizational documents, minutes, and any other important documentation as may be necessary or required by law; a current listing, with phone numbers and addresses, of the Directors at the office of the Corporation; a current list



of all Regular and Associate Members; a record of all membership dues paid and outstanding; and copies of the Corporation's Articles of Incorporation and Bylaws.

- (e) *Other Officers.* The Board of Directors may designate such other subordinate officers with such duties as may be necessary or advisable for the conduct of the Corporation's affairs.
- (f) *Compensation of Officers.* No Officer shall receive any salary or compensation for his or her services as an Officer except that he or she may be reimbursed for reasonable expenses incurred in conducting the business of the Corporation subject to the approval of the Board of Directors. In addition, nothing in this paragraph is intended to preclude a Director from receiving compensation for his or her service to the Corporation in some other capacity.

Section 2 – Executive Committee.

The five (5) Officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, and is subject to the direction and control of the full Board.

Section 3 – Resignation:

Any Officer may resign his or her office at any time, such resignation to be made in writing to the Chair or Secretary and to take effect from the time the same is received by the Corporation, unless some later time is specified in the resignation, and then from that date. The acceptance of a resignation shall not be necessary to make it effective.

Section 4 – Removal:

An officer may be removed, without cause, as determined by a two-thirds (2/3) vote of the Board present at any meeting at which there is a quorum.

Section 5 – Vacancies in Office:

Except as otherwise provided in these Bylaws, vacancies in offices shall be filled by appointment by the Board of Directors until the next annual business meeting of the Members of the Corporation.

Section 6 – Compensation of Officers:

Officers of the Corporation shall serve without compensation except that they may be reimbursed for reasonable expenses incurred in conducting the business of the Corporation subject to the approval of the Board of Directors.



ARTICLE VII – CORPORATE RECORDS, CONTRACTS AND ACCOUNTS

Section 1 – Books and Records:

The Corporation shall keep correct and complete books and records of account, and shall keep written minutes of the proceedings of its Members, Executive Committee, Board of Directors, and any other committees having any of the authority of the Board of Directors. In addition, the Corporation shall keep at its registered office or principal office a record of the names and addresses of its Members entitled to vote. All books and records of the Corporation may be inspected by any Member, or the Member’s agent or attorney, for any proper purpose at any reasonable time. Without imposing any duty to provide photocopies of its books and records, the Corporation shall be entitled to charge a reasonable fee for providing photocopies of any book or record requested by or on behalf of a Member.

Section 2 – Contracts:

The Board of Directors may authorize any officer or officers, agent or agents of the Corporation in addition to the officers authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation.

Section 3 – Checks:

All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination, such instruments shall be signed by the Treasurer.

Section 3 – Deposits:

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE VIII – SIGNATURE AUTHORITY

All checks, notes, acceptances, and orders for payment of money shall be signed only by the Chair, Treasurer, or other agents of the Corporation duly designated by the Board of Directors. All contracts, leases and deeds of any kind shall be signed by the Chair, Secretary, or any other agent of the Corporation duly designated by the Board of Directors.

ARTICLE IX – EXONERATION OF OFFICERS AND DIRECTORS

To the fullest extent permitted by statutory or decisional law, as amended or interpreted, no Director or Officer of the Corporation shall be personally liable to the Corporation or its Members for money damages; *provided, however*, that the foregoing limitation of liability shall



only be to the extent permitted of organizations that are exempt from Federal income tax under section 501(c)(6) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States federal tax law. No amendment of the Articles of Incorporation or repeal of any of its provisions shall limit or eliminate the benefits provided to Directors and Officers under this provision with respect to any act or omission that occurred prior to such amendment or repeal.

ARTICLE X – INSURANCE

The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee or agent of the Corporation, or who, while a Director, Officer, employee or agent of the Corporation is or was serving any of the entity at the request of the Corporation, and in any capacity, against any liability, asserted against and incurred by such person in any such capacity or arising out of such person's position, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of these Bylaws.

ARTICLE XI – INDEMNIFICATION OF OFFICERS AND DIRECTORS

To the fullest extent permitted by law, this Corporation shall indemnify its Directors and Officers, including persons formerly occupying any such positions, against all expenses (including attorney's fees), judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any action, suit, or proceeding to which any such person or his legal representative may be made a party by reason of his being or having been a Director or Officer of the Corporation, except that no person shall be entitled to indemnification for any liability in connection with a proceeding by or in the right of the Corporation, except for reasonable expenses incurred in connection with the proceeding, or for any liability arising out of conduct constituting any of the following:

- (a) receipt by an Officer or Director of a financial benefit to which the Officer or Director is not entitled;
- (b) an intentional infliction of harm upon the Corporation; or
- (c) an intentional violation of law.

The indemnification provided herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled, and shall continue as to a person who has ceased to be a Director or Officer of the Corporation and shall inure to the benefit of the heirs, executors, and administrators of such person.

ARTICLE XII – CONTRACTS WITH DIRECTORS AND OFFICERS

No member of the Board of Directors or Officer of this Corporation, nor any corporation, firm, association or other entity in which one or more of this Corporation's Directors or Officers have a material financial interest, shall be interested, directly or indirectly, in any contract or



transaction with this Corporation, unless (a) the material facts regarding that Director's or Officer's financial interest in such contract or transaction or regarding such common directorship, officership, or financial interest are fully disclosed in good faith and noted in the minutes, or are known to all members of the Board of Directors prior to the Board's consideration of such contract or transaction; (b) such contract or transaction is authorized in good faith by a majority of the Board of Directors by a vote sufficient for that purpose without counting the votes of the interested Director(s); (c) before authorizing or approving the transaction, the Board of Directors considers and in good faith decides after reasonable investigation that the Corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and (d) the Corporation for its own benefit enters into the transaction, which is fair and reasonable to the Corporation at the time the transaction is entered into.

ARTICLE XIII – CONSTRUCTION OF BYLAWS

Unless the context requires otherwise, the general provisions, rules of construction and definitions in the Nonprofit Corporation Act of the District of Columbia shall govern the construction of these Bylaws.

ARTICLE XIV – AMENDMENTS TO BYLAWS

These Bylaws may be amended, repealed, or altered, in whole or in part, by a two-thirds (2/3) vote of the Board of Directors, provided that the proposed changes are provided to each Board Member, via any agreed upon method of transmission, including, but not limited to, email and facsimile, at least ten (10) days before the meeting which is to consider the change.

ARTICLE XV – NON-DISCRIMINATION

The Corporation shall not discriminate against any person on the basis of age, sex, race, color, national origin, sexual or affectional preference, disability, or political or religious opinion or affiliation in any of its policies, procedures or practices.

ARTICLE XVI – DISSOLUTION

The Corporation may be dissolved by a two-thirds (2/3) vote of the Directors then serving provided that notice of the proposed dissolution has been submitted to the Directors in writing with written notice of the meeting date to decide on the proposed dissolution at least thirty (30) days prior to the meeting date. In the event of dissolution, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Council, distribute the assets of the Council exclusively for the purposes of the Council, or to such an organization or organizations that, at that time, qualify as an exempt organization or organizations under Section 501(c)(3) or 501(c)(6) of the Internal Revenue Code, as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by a court of competent jurisdiction in Washington, D.C., exclusively for such purposes or to such an organization or organizations that are organized and operated exclusively for such purposes.



Adopted by the Board of Directors this 8th day of March, 2010

Chair
Dated: _____

I, the undersigned, being Secretary of the Council, hereby certify that the above is a true, complete and accurate copy of the Bylaws adopted by the Board of Directors.

Secretary
Dated: _____