

**HACDC AMATEUR RADIO CLUB INC.  
AMENDED AND RESTATED BYLAWS**

These Amended and Restated Bylaws (the "Bylaws") of the HACDC Amateur Radio Club Inc. (the "Corporation"), a District of Columbia nonprofit corporation incorporated under Chapter 4 of Title 29 of the District of Columbia Nonprofit Corporation Code (as amended from time to time, the "Nonprofit Code"), amend, restate and supersede in their entirety the bylaws, and any prior amended and restated versions thereof, previously approved by the Board of Directors (the "Board") of the Corporation.

**ARTICLE I  
NAME**

**SECTION 1.01. *Name.*** The name of the Corporation is the HACDC Amateur Radio Club Inc. The Corporation is a registered nonprofit corporation organized pursuant to the Nonprofit Code and, as of June 27, 2017, has tax-exempt status with the Internal Revenue Service under Section 501(c)(3) of the Internal Revenue Code, as now in effect or as may hereafter be amended (the "Code"). Within this limitation, the purposes and each reference in these Bylaws to a section of the Code shall include the corresponding provisions of any future federal internal revenue laws.

**ARTICLE II  
PURPOSES OF THE CORPORATION**

**SECTION 2.01. *Purposes.*** The Corporation is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code. Within this limitation, the purposes of the Corporation are as set forth in the Articles of Incorporation.

**ARTICLE III  
OFFICES AND REGISTERED AGENT**

**SECTION 3.01. *Offices.*** The Corporation's principal office shall be located within the District of Columbia at such place as the Board shall, from time to time, designate. The Corporation may maintain additional offices at such other places within the District of Columbia as designated by the Board.

**SECTION 3.02. *Registered Agent.*** The Board shall designate a person to serve as the registered agent for the District of Columbia. The Board may change the registered agent from time to time.

## ARTICLE IV MEMBERS

**SECTION 4.01. *Classes and Rights of Members.*** The Corporation shall have members. There shall be one (1) class of voting members of the Corporation. All Voting Members shall be entitled to attend and entitled to one (1) vote per Voting Member at meetings of the Members and otherwise to enjoy the privileges of membership provided by law, the Articles of Incorporation, or these Bylaws. Membership in the Organization shall not be transferable.

**SECTION 4.03.2 *Eligibility for Voting Membership.*** Voting membership shall be open to anyone who is a licensed radio amateur who supports the purposes of the Corporation and who applies for membership in accordance with the procedures established by the Board. The Board shall enact, from time to time, procedures for the admission of Voting Members and set any nonrefundable membership dues for voting members or nonmembers or both.

**SECTION 4.04. *Nonvoting Membership.*** The Board shall have the authority to establish and define nonvoting membership categories. Voting Members and Nonvoting Members are collectively referred to as "Members."

**SECTION 4.05. *Resignation of Members.*** Membership may be terminated voluntarily by a Member by way of resignation, effective upon delivering a written notice to the Board.

**SECTION 4.06. *Removal of a Member.*** Any Member may be removed from the Corporation by a vote of two-thirds of the Board at a meeting of the Board at which a quorum is present. Such removal must be for cause. The Board shall determine the cause and shall include, without limitation, conduct prejudicial to the Corporation's best interests, non-payment of dues, fees, or other charges after ninety (90) days of the date of the notice or breach of any policies of the Corporation. Notice of such action shall be given electronically or in writing to the Member involved and to the Board at least fourteen (14) calendar days before the meeting of the Board at which the vote is taken.

**SECTION 4.07. *Reinstatement.*** A past Member desiring to be reinstated shall submit a new application subject to Board approval and pay any applicable membership dues approved by the Board.

**SECTION 4.08. *Property Interest.*** All assets, radio equipment, antennas, computers, or any other hardware purchased or donated for use by the Corporation shall be the property of the Corporation. No Member or Director shall have any property right or interest in any property or assets of the Corporation.

**ARTICLE V  
MEETINGS OF MEMBERS**

**SECTION 5.01. *Annual Meeting of Members.*** The Board shall set the date, time, and venue for the Annual Meeting of Members, which shall be held no more than 18 months after the last Annual Meeting.

**SECTION 5.02. *Special Meetings of Voting Members.*** The President may call a Special Meeting of the Voting Members at any time. Twenty-five percent (25%) of the Voting Members may also call a Special Meeting of the Voting Members by signing a petition requesting such a meeting. Only business within the purposes described in the meeting notice may be conducted at such a Special Meeting. The petition shall set forth the purpose of the meeting.

The President shall designate the specific date, time, and location of a Special Meeting. The location of any Special Meeting shall be in the District of Columbia. Once the Voting Members have called a Special Meeting, the demand for the Special Meeting cannot be revoked.

**SECTION 5.03. *Record Date.*** The Board shall set the Voting Member date of record, determining who is a Voting Member eligible to vote at an Annual Meeting or Special Meeting.

Annual Meeting. The date for a Special Meeting called by the President shall be no more than 70 days or less than 15 days before the date of the last Special Meeting. The date for a Special Meeting called by 25% of the Voting Members shall be the date designated by the petition.

**SECTION 5.04. *Notice of Meetings.***

(a) The Board shall notify the Members of the date, time, and place of each Annual Meeting or Special Meeting. The notice shall contain details of electronic participation for participation, if any. The notice shall be given no more than 60 days and no later than 10 days before the meeting date. The notice of an Annual Meeting of the Members does not need to include a description of the purpose for which the meeting is called. The notice of a Special Meeting must include a description of the purpose and date for which the meeting is called.

(b) Notice is given when it is delivered personally to a Member, left at a Member's residence or usual place of business, or sent by facsimile or e-mail, or, in the alternative, by U.S. mail to the address as it shall appear on the membership records of the Corporation, at least fifteen (15) days before the time of the meeting.

Notwithstanding the foregoing, a Member may waive notice of any meeting of the Members by written statement filed with the Secretary or by oral statement at any such meeting. Attendance at a meeting of the Members shall also constitute a waiver of notice, except where a Member states that they are attending solely for objecting to the conduct of business because

the meeting was not lawfully called or convened. Any meeting of the Members may adjourn from time to time to reconvene at the same or some other place, and no notice need be given of any such adjourned meeting other than by general announcement.

**SECTION 5.05. *Quorum.*** Except as otherwise provided in the Nonprofit Code, the Articles of Incorporation, or these Bylaws, a simple majority of the Voting Members shall constitute a quorum.

**SECTION 5.06. *Conduct of Meeting.***

(a) After fixing a record date for a meeting, the Treasurer shall prepare a list of the names of all its Voting Members entitled to notice of the meeting by the Nonprofit Code. The list of Voting Members must be available for inspection. A Voting Member is entitled to a copy of the list during regular business hours at the Voting Member's expense.

(b) The President shall preside at each Annual Meeting of Members or Special Meeting. The President shall determine the order of business and has the authority to establish rules for the conduct of the meeting. Each Voting Member is entitled to one vote.

(c) The President shall announce when the polls close for each matter voted upon by the Voting Members. After the polls close, no ballots, votes, or any otherwise permissible revocations or changes to a Voting Member's vote may be accepted.

**SECTION 5.07. *Electronic Meetings Permitted.*** Except as otherwise prohibited by law or restricted by the Articles of Incorporation or these Bylaws, and to the extent provided for in the applicable meeting notice under Section 5.04, the Members may participate in a meeting of the Members using the Internet or other electronic communications technology. Participation shall allow Members to read or hear the proceedings substantially concurrently with their occurrence, vote on matters submitted to the Voting Members, pose questions and make comments. Participation in a meeting under this Section shall constitute presence in person at such meeting.

**SECTION 5.07. *Voting.*** Members entitled to vote at an annual or Special Meeting shall vote in person or electronically. Except as otherwise provided in these Bylaws, all issues to be voted on shall be decided by a simple majority of those present and voting.

**SECTION 5.08. *Action by Consent of Voting Members.*** Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any action required or permitted to be taken at any Annual Meeting or a Special Meeting may be taken without a meeting if all Voting Members unanimously consent to it in writing.

**ARTICLE VI**  
**BOARD OF DIRECTORS**

**SECTION 6.01. *Powers and Function of Directors.*** The business and affairs of the Corporation shall be managed under the direction of its Board, which shall determine matters of policy by the provisions of the Articles of Incorporation, these Bylaws, and the Nonprofit Code. The Board may delegate the management of the activities of the Corporation to any person or persons, management company or committee however composed, provided the activities and affairs of the Corporation shall be managed by or under the direction, and subject to the oversight, of the Board.

**SECTION 6.02. *Number of Directors; Qualifications.*** The Board shall establish the number of directors from time to time, provided the Board shall have at least five and no more than nine members. A majority of Directors shall be residents of the District of Columbia.

**SECTION 6.03. *Election and Tenure of Directors.***

- (a) New and current directors shall be elected or re-elected by the Voting Members at the Annual Meeting. Directors will be elected by a plurality of the Voting Members present and voting at the Annual Meeting or voting electronically.
- (b) Each director shall hold office for a term of two years until the Annual Meeting of the Members nearest to the second anniversary of their election. Directors may be re-elected for additional terms.
- (c) A Nominating Committee of the Board shall be responsible for a slate of prospective directors. In addition, any Voting Member may nominate a candidate for the slate of prospective directors during the Annual Meeting of the Members.
- (d) If a director's term expires and a successor has yet to be elected, that director shall continue to serve until a successor is elected or the number of directors is reduced.

**SECTION 6.04. *Removal or Resignation of Director.***

(a) The Voting Members may remove any director, with or without cause, at the Annual Meeting of the Members or a Special Meeting by the affirmative vote of a majority of the Voting Members present and voting in person or electronically, provided a quorum is present. The notice of the meeting at which the removal of a director is to be considered must state that one of the purposes of the meeting is to vote on the removal of the director.

(b) The Board, by the affirmative vote of a majority of the Board then in office, may remove a director who: (1) has been declared of unsound mind by a final court order; (2) has been convicted of a felony; (3) has been found by a final court order to have breached a duty as a director; (4) has missed three (3) or more meetings in any twelve months without being excused; (5) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law; or (6) for any other good cause as determined by the Board.

(c) A director may resign upon written notice to the Secretary. Such resignation shall take effect on the date the notice was delivered to the Secretary unless another date is specified in the notice of resignation. No acceptance of such resignation shall be necessary to make it effective.

**SECTION 6.05. *Vacancy on Board.*** A majority of the remaining directors, whether or not sufficient to constitute a quorum, may fill a vacancy on the Board that results from any cause. A director elected by the Board to fill a vacancy shall serve until the next Annual Meeting of the Members. At the next Annual Meeting, the Voting Members shall elect an individual to fill the unexpired term of the director whose resignation or removal created the vacancy on the Board.

**SECTION 6.06. *Regular Meetings.*** The Corporation shall hold regular meetings of its Board for the transaction of business as may properly come before the meeting. The Corporation may hold other regular meetings at such times as the Board determines. Unless the Articles of Incorporation, the Nonprofit Code, or these Bylaws provide otherwise, any business may be considered at any regular meeting without such business being specified in the notice.

**SECTION 6.07. *Special Meetings.*** The President or any two (2) directors may call a Special Meeting of the Board at any time. Any business may be considered at any Special Meeting without such business having been specified in the notice for such meeting; provided, however, that if one of the purposes of a Special Meeting is the removal of a director, then the notice must state that one of the purposes of the meeting is to vote on the removal of the director. A Special Meeting of the Board shall be held on such date and at such place as shall be designated in the notice for such meeting.

**SECTION 6.08. *Notice of Meeting.*** The Secretary or their designee shall notify each director of each meeting of the Board. The notice shall state the time and place of the meeting. Notice is given to a director when it is delivered personally to the director, left at the director's residence or usual place of business, or sent by facsimile or e-mail, at least 48 hours before the time of the meeting or, in the alternative, by U.S. mail to the director's address as it shall appear on the records of the Corporation, at least seven (7) days before the time of the meeting.

Notwithstanding the foregoing, a Director may waive notice of any meeting of the Board by written statement filed with the Secretary or by oral statement at any such meeting. Attendance at a meeting of the Board shall also constitute a waiver of notice, except where a director states that they are attending solely for objecting to the conduct of business on the ground that the meeting was not lawfully called or convened. Any meeting of the Board may adjourn from time to time to reconvene at the same or some other place, and no notice need be given of any such adjourned meeting other than by general announcement.

**SECTION 6.09. *Action by Directors.*** Unless the Articles of Incorporation, the Nonprofit Code, or these Bylaws require a greater proportion, the action of a majority of the directors present and voting at a meeting at which a quorum is present when the vote is taken shall constitute action of the Board. A majority of the Board shall constitute a quorum for the transaction of business. If a meeting cannot be organized because a quorum has not been achieved, those present may

adjourn the meeting from time to time until a quorum is present, when any business may be transacted that may have been transacted at the meeting as originally called.

**SECTION 6.10. *Action by Written Consent.*** Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if all members of the Board unanimously consent to it in writing to the adoption of a resolution authorizing the action. The resolution and the written consents to it by the directors shall be filed with the minutes of proceedings of the Board.

**SECTION 6.11. *Electronic Board Meeting.*** Members of the Board may participate in a meeting using electronic equipment if all persons participating can hear one another, speak, and vote on any matters put before the Board. Participation in a meeting by these means constitutes presence in person at a meeting.

**SECTION 6.12. *Compensation.*** The Corporation shall not pay any compensation to any director for services rendered to the Corporation as a director, except that a director may be reimbursed for expenses incurred in performing their duties to the Corporation in reasonable amounts as approved by the Board. A director who serves the Corporation in any other capacity may receive reasonable compensation for such additional services under a resolution of the Board.

**SECTION 6.13. *Insurance for Corporate Agents.*** Except as may be otherwise provided by law, the Board shall have the power to authorize the purchase and maintenance of insurance on behalf of any agent of the Corporation, including a director, officer, or employee, against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provisions of law. The Corporation shall have the power to obtain director and officer insurance.

## **ARTICLE VII OFFICERS**

**SECTION 7.01. *Officers.*** The Corporation shall have a, a President, a Secretary, a Treasurer, and a Chief Technical Officer (or officers with different titles that perform the similar duties of these officers), which are appointed by the Board from among its members for a term of two years, with the optional appointment of one or more Vice-Presidents at the discretion of the Board.

**SECTION 7.03. *President.*** The President shall be the chief management officer of the Corporation. The President shall, subject to the direction of the Board, (1) be responsible for general supervision of the business and affairs of the Corporation, (2) be responsible for providing leadership and direction to the Corporation, and (3) establish and maintain

management systems needed to ensure and report on the implementation of policies established by the Board. The President shall report to the Board.

**SECTION 7.04. *Subordinate Officers.*** The Board may appoint subordinate officers of the Corporation. The President shall assign duties to subordinate officers.

**SECTION 7.05. *Secretary.*** The Secretary shall keep the minutes of the meetings of the Board and maintain filings required by the Federal or District Governments.

The Secretary shall see that all notices are duly given under the provisions of the Bylaws or as required by law and shall be the custodian of the records of the Corporation. The Secretary shall perform all duties incident to the office of a corporation's Secretary, and such other duties are assigned to the Secretary from time to time by the Board.

**SECTION 7.06. *Treasurer.*** The Treasurer shall have charge of and be responsible for all funds, securities, receipts, and disbursements of the Corporation and shall deposit, or cause to be deposited, in the name of the Corporation, all money or other valuable effects in such banks, trust companies or other depositories as shall, from time to time, be selected by the Board. The Treasurer shall report to the Board, whenever requested, an account of the Corporation's financial condition.

The Treasurer shall propose an annual budget to the Board by January of each year and maintain the Corporation's membership roll. In general, the Treasurer shall perform all duties incident to the office of a treasurer of a corporation and such other duties as are from time to time assigned to the Treasurer by the Board. In the absence of another person designated to fulfill such duties, the Treasurer shall be the Corporation's chief financial officer.

**SECTION 7.07. *Chief Technical Officer.*** The Chief Technical Officer shall be the principal caretaker and custodian of the Corporation's radio station and serve as trustee of the W3HAC station Federal Communications Commission (FCC) license. As Trustee, the Chief Technical Officer will establish rules for the use of the Corporation's amateur radio station(s) in accordance with the FCC regulations. The Corporation station licenses are granted to the Trustee who is responsible for the lawful operation of the stations. There are no operating privileges associated with the HACDC ARC station license.

**SECTION 7.08. *Election and Tenure of Officers.*** The Board may appoint such other additional officers as it may see fit from time to time. Subject to contractual agreements approved by the Board, officers of the Corporation shall serve terms set by the Board and shall have the authority and duties specified from time to time by the Board. An officer may be re-elected for additional terms. The Board may remove any officer at any time, with or without cause. Any officer may resign at any time by giving written notice to the Board. Unless otherwise specified in the written notice, the resignation shall be effective upon delivery to the Corporation.



**SECTION 8.09. *Vacancies.*** The Board may fill vacancies in any office arising from any cause at any regular or Special Meeting of the Board or by unanimous written consent of the Board.

## **ARTICLE VIII COMMITTEES**

### **SECTION 8.01. *Board Committees.***

(a) The President may establish one or more standing committees. The Board may delegate to these committees any of the powers of the Board, except the power to (1) elect or remove directors; (2) approve the dissolution, merger, or reorganization of the Corporation or distribution of its assets; (3) amend the Articles of Incorporation or the Bylaws; (4) approve or propose to Voting Members any action that the Nonprofit Code, the Articles of Incorporation or these Bylaws require to be approved by the Voting Members; or (5) decide such other matters as the Board may from now on determine by a majority vote of the directors.

(b) The President shall appoint each committee's chair. Each committee shall adopt rules of procedure for conducting the committee's business consistent with Article VI of the Bylaws. A majority of the committee members shall constitute a quorum for the transaction of business. The act of a plurality of those present at a meeting at which a quorum is present shall be the act of the committee. Any action required or permitted to be taken at a committee meeting may be taken without a meeting if a unanimous written consent that sets forth the action is signed by each committee member and filed with the minutes of the committee. The President shall be a voting member of all committees. The members of a committee may conduct any meeting thereof by electronic equipment under the provisions of Section 6.11.

(c) Each Member of a committee shall serve until the next Annual Meeting of the Board or until such Member's successor is appointed, unless: (1) the committee shall be sooner terminated, (2) such Member be removed from such committee, with or without cause, by a vote of a majority of the directors then in office, or (3) such Member shall cease to be a director or otherwise resigns from such committee.

## **ARTICLE IX INDEMNIFICATION**

**SECTION 9.01. *Statutory Mandatory Indemnification.*** The Corporation shall indemnify any officer or director to the extent the officer or director was successful, on the merits or otherwise, in defense of any proceeding to which the officer or director was a party because the officer or director is or was an officer or director of the Corporation against reasonable expenses incurred by the officer or director in connection with the proceeding.

## **SECTION 9.02 *Additional Indemnification.***

(a) The Corporation may also indemnify an officer or director who is a party to a proceeding because they are or were an officer or director against liability incurred in the proceeding if the individual:

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

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

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

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

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

(b) Any such determination shall be made under the Nonprofit Code (1) by a majority vote of all the disinterested directors, a majority of whom will constitute a quorum for that purpose; (2) by a majority of the members of a committee of two or more disinterested directors appointed by such a vote; (3) if there are no disinterested directors, by the Voting Members or by special legal counsel selected in the manner prescribed in the Nonprofit Code, provided that the special legal counsel determines that indemnification is permissible because the officer or director has met the relevant standard of conduct in these Bylaws and the Nonprofit Code; (4) by an affirmative vote of the Voting Members at a duly called Special Meeting of the Voting Members at which a quorum is present; or (5) by a court of competent jurisdiction.

(c) The termination of a proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent is not determinative that the officer or director did not meet the standard of conduct contained in Section 9.02.

(d) Unless ordered by a court of competent jurisdiction, the Corporation may not indemnify an officer or director if such indemnification is otherwise prohibited by Section 29-406.51(d) of the Nonprofit Code or any other provision of law.

(e) With respect to any matter disposed of by a settlement or compromise payment by such person, under a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such settlement or compromise payment is approved (1) by a majority vote of all the disinterested directors, a majority of whom will constitute a quorum for that purpose; (2) by a majority of the members of a committee of two or more disinterested directors appointed by such a vote; (3) if there are no disinterested directors, by the members or by special legal counsel selected in the manner prescribed in the Nonprofit Code, provided that the special legal counsel determines that indemnification is permissible because the officer or director has met the relevant standard of conduct in the Bylaws and the Nonprofit Code; (4) by a court of competent jurisdiction.

**SECTION 9.03. *Advancement of Expenses.*** The Corporation may advance funds to pay for or reimburse the reasonable expenses incurred by an individual who is a party to a proceeding because they were an officer or director if the individual delivers to the Corporation: (1) a written statement signed by the individual setting forth their good faith belief that they have met the relevant standard of conduct described in these Bylaws and the Nonprofit Code and (2) an undertaking in the form of an unlimited general obligation to repay any funds advanced if the individual is not entitled to indemnification under these Bylaws or mandatory indemnification under the Nonprofit Code. Such authorization shall be conducted in the same manner as specified in Section 9.02(b).

**SECTION 9.04. *Selection of Counsel.*** The Board may select attorneys or approve any legal expense incurred in connection with any suit, action, or proceeding to which this indemnification applies. The Corporation shall not be required to indemnify any director or officer for expenses of counsel not selected by the Corporation.

**SECTION 9.05. *Definitions.*** For purposes of Article IX, the terms "disinterested director," "director," "official capacity," and "officer" shall have such meanings as provided in the Nonprofit Code.

**SECTION 9.06. *Not Exclusive Right.*** The indemnification provided by these Bylaws shall not be deemed exclusive of any other rights that a director or officer may have under any agreement with the Corporation or otherwise. The Board may enter into agreements with any of its directors or officers or employees extending rights to indemnification and advancement of expenses to such person to the fullest extent permitted by applicable law. Provided such indemnification or advancement of expenses is by a resolution of the Members or the Board. However, the failure to enter into any such agreement or to adopt any such resolutions shall not affect or limit such person's rights pursuant to Article IX. It is recognized that Directors and officers of the Corporation who serve after the adoption of this Article are relying on it. The Corporation is estopped from contending otherwise.

**SECTION 9.07. *Severability.*** Every provision of this Article is intended to be severable. If any term or provision of it is invalid for any reason whatsoever, such invalidity shall not affect the validity of the remainder of this Article.

**SECTION 9.08. *Limitation on Rights.*** Notwithstanding anything herein to the contrary or in these Bylaws, the indemnification set forth in this Article shall not apply in any instance where such relief is inconsistent with any provision applicable to organizations described in Section 501(c)(3) of DC Code.

**ARTICLE X  
MISCELLANEOUS**

**SECTION 10.01. *Maintenance of Tax-Exempt Status.*** The Corporation shall only carry on activities permitted by:

(a) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any future United States Internal Revenue Law), or

(b) a corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2), and 2522(a)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

Upon the termination, dissolution, or final liquidation of the Corporation in any manner or for any reason, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the Corporation shall be distributed to, and only to, one or more organizations organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code as the Board shall determine by majority vote. Such distribution of assets shall be calculated to carry out the objectives and purposes stated in the Articles of Incorporation. No such assets or property shall be distributed to any member, director or officer, or any private individual.

**Section 10.02. *Conflict of Interest Policy.*** The Board shall adopt and revise, as appropriate, a conflict-of-interest policy (the "**COI Policy**") to protect the Corporation's interests when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a director, an officer, or a Member.

The COI Policy is intended to supplement but not replace any applicable District or federal laws governing conflicts of interest applicable to nonprofit and charitable organizations. Get daft section.

**Section 10.03. *Periodic Reviews.*** To ensure the Corporation operates consistently with its tax-exempt purpose and does not engage in activities that could jeopardize its tax-exempt status, the Corporation shall conduct periodic reviews of its activities.

The Corporation shall be permitted to hire outside experts in connection with the periodic reviews. However, using outside experts shall not relieve the Board of its responsibility for ensuring periodic reviews are conducted.

**Section 10.04. *No Loans.*** The Corporation shall not make any loan to its directors or officers.

**Section 10.05. *No Private Inurement.*** No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any private person, except in dissolution under these Bylaws or the Articles of Incorporation, and except that the Corporation shall be authorized and

empowered to pay reasonable compensation for services rendered but only if not prohibited by other sections of these Bylaws, and to make payments and distributions in furtherance of the purposes set forth herein.

**SECTION 10.06. *Fiscal Year.*** The Corporation's fiscal year shall be the twelve-calendar month period ending December 31 in each year unless otherwise provided by the Board.

**SECTION 10.07. *Corporate Seal.*** The Board may adopt and, from time to time, modify a corporate seal bearing the name of the Corporation, which shall be kept by the Secretary if adopted. The Board may authorize one or more duplicate seals.

If the Corporation is required to place its corporate seal on a document, it is sufficient to meet the requirement of any law, rule, or regulation relating to a corporate seal to place the word "Seal" adjacent to the signature of the person authorized to sign the document on behalf of the Corporation.

**SECTION 10.08. *Voting Upon Shares in Other Corporations.*** The President, Treasurer, or their proxy may vote stock of other corporations or associations registered in the name of the Corporation.

The Board, however, may appoint by resolution some other person to vote such shares, in which case such person shall be entitled to vote upon producing a certified copy of such resolution.

**SECTION 10.09. *Execution of Documents.*** A person who holds more than one office in the Corporation may not act in more than one capacity to execute, acknowledge, or verify an instrument required by law to be executed, acknowledged, or verified by more than one officer.

**SECTION 10.10. *Checks, Drafts, Etc.*** All checks, charges, electronic payments, drafts, or orders for the payment of money, notes, or other evidence of indebtedness, issued in the name of the Corporation shall, unless otherwise provided by resolution of the Board, including any banking resolution, be signed by either the President or the Treasurer, or by the designees of either the President or the Treasurer provided that each designee shall be approved in advance by the Board. The Board may impose additional limitations on such delegated authority.

**SECTION 10.11. *Amendments.*** These Bylaws may be amended by the vote of the Voting Members at an Annual Meeting or a Special Meeting at which a quorum is present. They may also be amended by the vote of a majority of the Board. The Annual meeting shall vote on the continuation of the bylaw change.

Certification of Approval and Adoption:

The preceding Amended and Restated Bylaws are approved and adopted by the Board as of September 25, 2024, and approved by the Annual Members Meeting on October 9, 2024.