

DRAFT Bylaws of  
THE ADVOCACY PROJECT  
a District of Columbia Nonprofit Corporation

ARTICLE 1  
NAME

SECTION 1. NAME

The name of this corporation is THE ADVOCACY PROJECT.

ARTICLE 2  
OFFICES

SECTION 1. PRINCIPAL OFFICE

The principal office of the corporation shall be located within or without the District of Columbia, at such place as the Board of Directors (the "board") shall from time to time designate. The corporation may maintain additional offices at such other places as the board may designate. The corporation shall continuously maintain within the District of Columbia a registered office at such place as may be designated by the board.

ARTICLE 3  
PURPOSES

SECTION 1. OBJECTIVES AND PURPOSES

The primary purposes of this corporation shall be to promote and support the efforts of individuals and organizations that work for social justice and human rights around the world, in particular those at the community level. Consistent with this the corporation will seek to make information technology more accessible to these advocates.

ARTICLE 4  
DIRECTORS

SECTION 1. NUMBER AND QUALIFICATION

The corporation shall have not less than three (3) directors nor more than fifteen (15) directors, collectively designated the Board of Directors (referred to herein as the "board"), with the exact

number to be fixed within these limits by approval of a majority of the directors then authorized to serve.

At now time shall the board consist of less than three (3) directors who reside outside of and are not citizens of the United States of America.

## SECTION 2. POWERS

Subject to the provisions of the District of Columbia Nonprofit Corporation Act (the "Act"), the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the board.

## SECTION 3. DUTIES

It shall be the duty of the directors to:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this corporation, or by these Bylaws;
- (b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe and supervise the duties and fix the compensation, if any, of all officers, agents and employees of the corporation;
- (c) Meet at such times and places as required by these Bylaws; and
- (d) Register their addresses, phone and facsimile numbers, and electronic mail addresses with the Secretary of the corporation and notices of meetings delivered, telephoned, facsimiled, electronically mailed, or telegraphed to them at such addresses shall be valid notices thereof.

## SECTION 4. ELECTION AND TERM OF OFFICE OF DIRECTORS

The terms of all directors appointed or elected prior to the first annual meeting of this corporation shall expire at the time of the first annual meeting. At the first annual meeting, the board shall provide for staggered terms of its directors, by designating one- and two year terms. The number of directors designated for each term shall be equal, or as equal as possible if the number of authorized directors is not evenly divisible by two (2). Following the expiration of those designated terms, the term of each director shall continue for two years. Each director shall hold office until the annual meeting during the year in which his or her term of office expires, or until a successor has been elected and qualified. Directors shall be elected at each annual meeting to fill those terms that expire at that annual meeting, pursuant to Section 8 of this Article. If the directors are not elected at any annual meeting, they may be elected at any special meeting held for that purpose.

## SECTION 5. COMPENSATION

Directors shall serve without compensation, although they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in Section 3 of this Article. Directors may not be compensated for rendering services to the corporation in any capacity other than director unless such other compensation is reasonable and is allowable under the provisions of Section 6 of this Article.

## SECTION 6. RESTRICTION REGARDING INTERESTED DIRECTORS

Notwithstanding any other provision of these Bylaws, not more than forty-nine percent (49%) of the persons serving on the board may be interested persons. For purposes of this Section, "interested persons" means either:

- (a) Any person currently being compensated by the corporation for services rendered it within the previous twelve (12) months, whether as a full-or part-time officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; or
- (b) Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

## SECTION 7. PLACE OF MEETINGS

Meetings of the board, regular or special, may be held at such place within or without the District of Columbia, and upon such notice as may be prescribed by resolution of the board of these bylaws. Any meeting of the board, regular or special, may be held by conference telephone so long as all persons participating in the meeting are able to hear one another. A director so participating constitutes presence in person.

## SECTION 8. REGULAR AND ANNUAL MEETINGS

The board shall hold an annual meetings for purposes of organization, election of directors, election of officers, and transactions of other business. The annual meeting shall be held at a date and time, and at a place, fixed by the board for that purpose.

Other general meetings of the board may be held with notice as provided in Sections 9 and 10 of this Article.

## SECTION 9. SPECIAL MEETINGS

Special meetings of the board may be called by the President, a Vice President, the Secretary, or by any two directors, and such meetings shall be held at the place, within or outside the District of Columbia, designated by the person or persons calling the meeting, and in the absence of such designation, at the principal office of the corporation.

## SECTION 10. NOTICE OF MEETINGS

Regular meetings of the board may be held with fourteen days' notice by:

- (1) first-class mail, postage prepaid;
- (2) personal delivery of written notice;
- (3) delivery by overnight courier or private delivery service that can be and is confirmed;
- (4) telephone, including a voice messaging system or other technology designed to record and communicate messages, either directly to the director or to a person at the director's office or home who would reasonably be expected to communicate that notice promptly to the director;
- (5) telegram;
- (6) confirmed facsimile;
- (7) confirmed electronic mail; or
- (8) other electronic means that can be and is confirmed.

All such notices shall be given or sent to the director's address, telephone number or electronic mail address as shown on the corporation's records.

Special meetings of the board shall be held upon four (4) days' notice from the date and time of postmark before the time set for the meeting if by first-class United States mail, or forty-eight (48) hours' notice delivered by any other means listed in the paragraph immediately above.

Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place of the adjourned meeting are fixed at the meeting adjourned and if such adjourned meeting is held no more than twenty-four (24) hours from the time of the original meeting. Notice shall be given of any adjourned regular or special meeting to directors absent from the original meeting if the adjourned meeting is held more than twenty-four (24) hours from the time of the original meeting.

## SECTION 11. CONTENTS OF NOTICE

Notice of meetings not herein dispensed with shall specify the place (if other than the corporation's principal office), day and hour of the meeting. The purpose of any meeting of the board need not be specified in the notice.

## SECTION 12. WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS

Notice of a meeting of the board need not be given to any director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any director who attends the meeting and who, before or at the beginning of the meeting, does not protest the lack of notice to him or her.

### SECTION 13. QUORUM FOR MEETINGS

A majority of the authorized number of directors shall constitute a quorum for the transaction of any business except adjournment. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of some directors, if any action taken or decision made is approved by at least the number of directors required to take action as provided in Section 14 of this Article.

Except as otherwise provided in these Bylaws or in the Articles of Incorporation of this corporation, or by law, no business shall be considered by the board at any meeting at which a quorum, as hereinafter defined, is not present, and the only motion which the chair shall entertain at such meeting is a motion to adjourn. However, a majority of the directors present at such meeting may adjourn from time to time until the time fixed for the next regular meeting of the board.

When a meeting is adjourned for lack of a quorum, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting, other than by announcement at the meeting at which the adjournment is taken, except as provided in Section 10 of this Article.

### SECTION 14. MAJORITY ACTION AS BOARD ACTION

Every action taken or decision made by a majority of the directors present at a duly held meeting at which a quorum is present shall be an act of the board, subject to the more stringent provisions of the Act, including, without limitation, those provisions relating to (a) approval of contracts or transactions in which a director has a direct or indirect material financial interest, (b) approval of certain transactions between corporations having common directorships, and (c) creation of and appointment to committees of the board, and (d) indemnification of directors.

### SECTION 15. CONDUCT OF MEETINGS

Meetings of the board shall be presided over by the President of the corporation or, in his or her absence, by the Vice President of the corporation or, in the absence of each of these persons, by a person chosen by a majority of the directors present at the meeting. The Secretary of the corporation shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

### SECTION 16. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING

Unless otherwise restricted by the Articles of Incorporation of these Bylaws, any action required or permitted to be taken by the board may be taken without a meeting if all directors consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the directors shall be filed with minutes of proceedings of the board.

### SECTION 17. VACANCIES

Any vacancy occurring in the board and any directorship to be filled by reason of an increase in the number of directors may be filled by the affirmative vote of a majority of the directors then in office

though less than a quorum of the board. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office and until his successor is elected and qualified.

Except as otherwise required by law, any director may resign at any time by giving written notice to the President or Secretary of the corporation. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, no acceptance of such resignation shall be necessary make it effective.

#### SECTION 18. REMOVAL OF DIRECTORS

A director may be removed without cause at any time by action of the board, provided that such action is taken at a meeting of the board called expressly for that purpose.

The board may declare vacant the office of a director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under the Act.

#### SECTION 19. NON-LIABILITY OF DIRECTORS

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

#### SECTION 20. INDEMNIFICATION BY CORPORATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS

Unless otherwise prohibited by law, the corporation may indemnify any director or officer, any former director or officer, any person who may have served at its request as a director or officer of another Corporation, whether for profit or not for profit, and may, by resolution of the board, indemnify any employee, against any and all expenses and liability actually and necessarily incurred by him or imposed on him in connection with any claim, action, suit, or proceeding (whether actual or threatened, civil, criminal or administrative, or investigative, including appeals) to which he may be or is made a party by reason of being or having been such director, officer, or employee; subjective to the limitation, however, that there shall be no indemnification in relation to matters as to which he shall be adjudged in such claim, action, suit or proceeding to be guilty of a criminal offense or liable to the corporation for damages arising out of his own negligence or misconduct in the performance of a duty to the corporation.

Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to: counsel fees and other fees; costs and disbursements; and judgments, fines and penalties against, and amounts paid in settlement by, such director, officer or employee. The corporation may advance expenses to, or where appropriate may itself, at its expense, undertake the defense of, any director, officer or employee; provided, however, that such director, officer or employee shall undertake to repay or to reimburse such expense if it should be ultimately determined that he is not entitled to indemnification under this Section.

This provisions of this Section shall be applicable to claims, actions, suits, or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions to act occurring before or after adoption hereof.

The indemnification provided by this Section shall not be deemed exclusive of any other rights to which such director, officer or employee may be entitled under any statute, bylaw, agreement, vote of the board, or otherwise and shall not restrict the power of the corporation to make any indemnification permitted by law.

## SECTION 21. INSURANCE FOR CORPORATE AGENTS

The board may authorize the purchase of insurance on behalf of any director, officer, employee, or other agent against any liability asserted against or incurred by him that arises out of such person's status as a director, officer, employee, or agent or out of acts taken in such capacity, whether or not the corporation would have the power to indemnify the person against that liability under law.

In no case, however, shall the corporation indemnify, reimburse or insure any person for any taxes imposed on such individual under chapter 42 of the Internal Revenue Code, as now in effect or as may hereafter be amended (the "Code"). Further, if at any time the corporation is deemed to be a private foundation within the meaning of section 509 of the Code, then during such time, no payment shall be made under this Section if such payment would constitute an act of self-dealing or a taxable expenditure, as defined in section 4941(d) or 4945(d) of the Code. Moreover, the corporation shall not indemnify, reimburse or insure any person in any instance where such indemnification, reimbursement or insurance is inconsistent with section 4958 of the Code or any other provision of the Code applicable to corporations described in section 501(c)(3) of the Code.

## SECTION 22. DIRECTOR CONFLICTS OF INTEREST

No director or officer of this corporation nor any other corporation, firm, association, or other entity in which one or more of this corporation's directors or officers are directors or have a material financial interest, shall be interested, directly or indirectly, in any contract or transaction, 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 – including such information that might be reasonably construed to be adverse the corporation's interests – in good faith and noted in the minutes, or are known to all members of the board prior to such contract or transaction;
- (b) such contract or transaction is authorized in good faith by a majority of the board by a vote sufficient for that purpose without counting the votes of the interested directors;
- (c) before authorizing or approving the transaction, the board 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 5 OFFICERS

### SECTION 1. NUMBER OF OFFICERS

The officers of the corporation shall be a President, a Secretary, and a Treasurer. The corporation may also have, as determined by the board, one or more Vice Presidents, Assistant Secretaries, Assistant Treasurers, or other officers. Any number of offices may be held by the same person except that Secretary and President.

### SECTION 2. QUALIFICATION, ELECTION, AND TERM OF OFFICE

Any person may serve as an officer of this corporation. Except those officers appointed in accordance with the provisions of Section 3 of this Article, officers shall be elected by the board at the annual meeting, and shall serve at the pleasure of the board, subject to the rights of any officer under any employment contract. Each officer shall hold office for renewable terms of one year.

### SECTION 3. SUBORDINATE OFFICERS

The board may appoint, and may authorize the President to appoint, such other officers or agents as it may deem desirable, and such officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the board.

### SECTION 4. REMOVAL AND RESIGNATION

Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, either with or without cause, by the board, at any regular or special meeting of the board, or, except in case of an officer chosen by the board, by an officer on whom such power of removal may be conferred by the board.

Any officer may resign at any time by giving written notice to the board or to the President. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the board relating to the employment of any officer of the corporation.

### SECTION 5. VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the board. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the board shall fill the vacancy. A person so appointed to a vacant office (whether appointed by the President or elected by the Board) shall hold that office until the next annual meeting of the board or until his or her death, resignation or removal from office. Vacancies occurring in offices of officers appointed at the discretion of the board may or may not be filled as the board shall determine.

## SECTION 6. DUTIES OF PRESIDENT

The President shall be the chief executive officer of the corporation and subject to the control of the board, shall be the general manager of the corporation, and shall generally supervise, direct and control the corporation's activities, affairs, and officers. He or she shall preside at all meetings of the board. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, the President shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the board. He or she shall perform all other duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be prescribed from time to time by the board.

## SECTION 7. DUTIES OF VICE PRESIDENTS

In the absence or disability of the President, the Vice Presidents, if any, in order of their rank as fixed by the board or, if not ranked, a vice president designated by the board, shall perform all powers of, and be subject to all the restrictions upon, the President. The Vice Presidents shall have such other powers and perform such other duties as from time to time may be prescribed by the board or the President.

## SECTION 8. DUTIES OF SECRETARY

The Secretary shall:

- (a) Certify and keep at the principal office of the corporation the original, or a copy, of the Articles of Incorporation and of these Bylaws, as amended or otherwise altered to date.
- (b) Keep, or cause to be kept, at the principal office of the corporation or at such other place as the board may direct, a book of minutes of all meetings, proceedings, and actions of the board, and of committees of the board. The minutes of meetings shall include the time and place that the meeting was held; whether the meetings was annual, general, or special, and, if special, how authorized; the notice given; and the names of the persons present at the board and committee meetings.
- (c) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
- (d) Be custodian of the records and of the seal of the corporation, if there is a seal, and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the corporation under its seal is authorized by law or these Bylaws, and by the board.
- (e) Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request therefor, these Bylaws and the minutes of the proceedings of the directors of the corporation.

- (f) In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the board.

## SECTION 9. DUTIES OF TREASURER

Subject to the provisions of these Bylaws relating to the "Execution of Instruments, Deposits and Funds," the Treasurer shall:

- (a) Keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.
- (b) Send or cause to be given to the directors such financial statements and reports as are required to be given by law, by these Bylaws, or by the board. The books of account shall be open to inspection by any director at all reasonable times.
- (c) Have charge and custody of, and be responsible for, all funds and securities of the corporation, and (1) deposit, or cause to be deposited, all money and other valuables in the name and to the credit of corporation with such depositories as the board may designate, and (2) disburse, or cause to be disbursed, the corporation's funds as the board may order.
- (d) Render to the President and directors, whenever requested, an account of any or all of his or her transactions as Treasurer, and of the financial condition of the corporation.
- (e) Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
- (f) In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the board.
- (g) If required by the board, the Treasurer shall give the Corporation a bond in the amount and with the surety or sureties specified by the board for faithful performance of the duties of the office and for restoration to the corporation of all of its books, papers, vouchers, money, and other property of every kind in the possession or under the control of the Treasurer on his or her death, resignation, retirement, or removal from office.
- (h) Provide, or cause to be provided, to the public, all Internal Revenue Service filings required to be disclosed and made generally available to the public in the form or forms required by the Internal Revenue Service or by statute.

## SECTION 10. COMPENSATION

The salaries, if any, of the officers shall be fixed from time to time by resolution of the board. The salary received by any officer of this corporation shall be reasonable and given in return for services actually rendered to the corporation that relate to the performance of the charitable or public purposes of this corporation. No officer shall be prevented from receiving such salary by reason of the fact that

he or she is also a director of the corporation, provided, however, that such compensation paid a director for serving as an officer of this corporation shall only be allowed if permitted under the provisions of Article 4, Section 6 and Section 22, of these Bylaws.

## ARTICLE 6 COMMITTEES

### SECTION 1. EXECUTIVE COMMITTEE

The board may, by a vote of directors, designate two (2) or more of its members to constitute an Executive Committee and delegate to such Committee any of the powers and authority of the board in the management of the business and affairs of the corporation.

By a majority vote of the directors then in office, the board may at any time revoke or modify any or all of the authority so delegated, increase or decrease but not below two (2) the number of its members, and fill vacancies therein from the members of the board. The Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the board from time to time as the board may require.

The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the board, or any individual director, of any responsibility imposed upon it or him or her by law.

### SECTION 2. OTHER COMMITTEES

The board may, by resolution adopted by a majority of the number of directors then in office, provided that a quorum is present, create, designate and appoint one or more committees, each consisting of two or more directors, to serve at the pleasure of the board. Any such committees so created shall exercise have and exercise the authority of the board to the extent provided in the resolution.

By a majority vote of the directors then in office, the board may at any time revoke or modify any or all of the authority so delegated, increase or decrease but not below two (2) the number of its members, and fill vacancies therein from the members of the board. The Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the board from time to time as the board may require.

The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the board, or any individual director, of any responsibility imposed upon it or him or her by law.

### SECTION 3. ADVISORY COMMITTEES

The corporation shall have such other committees as may from time to time be designated by resolution of the board. Such other committees may consist of persons who are not also members of the board. These additional committees shall act in an advisory capacity only to the board and shall be clearly titled as "advisory" committees.

## SECTION 4. MEETINGS AND ACTION OF COMMITTEES

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the board, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the board and its members, except that the time for regular meetings of committees may be fixed by resolution of the board or by the committee. The time for special meetings of committees may also be fixed by the board. The board may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

## ARTICLE 7 EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

### SECTION 1. EXECUTION OF INSTRUMENTS

The board, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent 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. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

### SECTION 2. CHECKS AND NOTES

The board shall determine who shall be authorized from time to time on the corporation's behalf to sign checks, drafts and other orders for payment of money. Such authority may be general or confined to specific instances.

### 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 may select.

### SECTION 4. GIFTS

The board may accept on behalf of the corporation any contribution, gift, bequest, or devise for the charitable or public purposes of this corporation.

## ARTICLE 8 CORPORATE RECORDS, REPORTS AND SEAL

### SECTION 1. MAINTENANCE OF CORPORATE RECORDS

The corporation shall keep at its principal office in the District of Columbia, or if it does not have a principal office in the District of Columbia, at its registered office:

- (a) Minutes of all meetings of directors and committees of the board, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- (b) Complete and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- (c) A copy of the corporation's Articles of Incorporation and these Bylaws as amended to date; and
- (d) Copies of all filings made to the Internal Revenue Service, the District of Columbia Department of Consumer and Regulatory Affairs, and the District of Columbia Office of Tax and Revenue that the corporation is required, by statute or regulation, to make generally available to the public.

## SECTION 2. CORPORATE SEAL

The board may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

## SECTION 3. DIRECTORS' INSPECTION RIGHTS

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation.

## SECTION 4. RIGHT TO COPY AND MAKE EXTRACTS

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts.

## ARTICLE 9 FISCAL YEAR

### SECTION 1. FISCAL YEAR OF THE CORPORATION

The fiscal year of the corporation shall begin on the first (1st) day of January in each calendar year and end on the thirty-first day of December of same calendar year.

## ARTICLE 10 AMENDMENT OF BYLAWS

### SECTION 1. AMENDMENT

These Bylaws, or any of them, may be adopted, amended or repealed by approval of a majority of the directors then currently in office.

## ARTICLE 11 AMENDMENT OF ARTICLES

### SECTION 1. AMENDMENT OF ARTICLES

Any amendment of the Articles of Incorporation may be adopted by approval of a majority of the directors then currently in office.

## ARTICLE 12 PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

### SECTION 1. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

No director, officer, employee, or other person connected with this corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided, however, that this provision shall not prevent payment to any such person for reasonable compensation for services performed for the corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the board; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the corporation.

## ARTICLE 13 MEMBERS

### SECTION 1. DETERMINATION OF MEMBERS

This corporation makes no provision for members. Pursuant to Section 29-516(d) of the Act, the directors shall have the sole voting power and shall have all of the authority and may take any actions permitted members.

## ARTICLE 14 CONSTRUCTION AND DEFINITIONS

### SECTION 1. CONSTRUCTION AND DEFINITION

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the Act shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both the corporation and a natural person.