

# BYLAWS

## OF

### PUBLIC ACCESS CORPORATION OF THE DISTRICT OF COLUMBIA

#### Article I. OFFICES

The principal office of the Public Access Corporation of the District of Columbia (the “Corporation”) shall be located in the District of Columbia. The Corporation may have such other offices, either within or without the District of Columbia, as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

The Corporation shall have and continuously maintain in the District of Columbia a registered agent as is required by the District of Columbia Nonprofit Corporation Act of 2010 (the “Nonprofit Corporation Act”). The registered agent may be changed from time to time by the Board of Directors and under procedures established by the Nonprofit Corporation Act.

#### Article II. MEMBERS

Section 1. **Categories of Members.** The Corporation shall have at least three categories of members; provided, however, that only one category of members, the Associate Members, shall hold the rights and responsibilities of “members” as defined in Section 29-401.02(24) of the Nonprofit Corporation Act. The Corporation’s current categories of members are as follows:

- I. Members by virtue of membership on the Board of Directors;
- II. Members by virtue of membership on the Board of Advisors;
- III. Associate Members who shall pay such dues and meet such other qualifications as reflected in the Corporation’s Producer’s Manual and as may be established from time to time by the Board of Directors. The membership of an Associate Member shall terminate if an Associate Member ceases to be qualified for membership;
- IV. Supporting Members who shall meet such qualifications as reflected in the Corporation’s Producer’s Manual and as may be established from time-to-time by the Board of Directors.

Only Associate Members shall be entitled to vote for members of the Board of Directors and on any issue which is required or permitted to be voted upon by the membership, provided, however, that, if otherwise qualified, nothing shall preclude an individual who is a member by virtue of membership on the Board of Directors, membership on the Board of Advisors, or as a Supporting Member from also being an Associate Member.

Section 2. **Membership Applications.** Application for membership as an Associate Member shall be made in writing on a form as prescribed by the Board of Directors. Applications for membership as Associate Members shall be approved by the Board of Directors. The Board of Directors retains the right to reject an application for membership when it considers such action to be in the long-term best interest of the Corporation, consistent with its tax-exempt mission and as

permitted by the District of Columbia Cable Television Reform Act of 2002, D.C. Code Section 34-125101 *et seq.* (the “DC Cable Act”).

**Section 3. Determination of Membership Dues and Obligation to Pay.** The Board of Directors shall fix the amount of membership dues and/or assessments (if any) for Associate Members. Membership in the Corporation carries a definite obligation to pay membership dues and any assessments established by the Board of Directors. Membership dues and assessments are not refundable for any reason.

**Section 4. Duration of Membership.** The term of membership for an Associate Member in the Corporation shall be determined by the Board of Directors from time to time.

**Section 5. Termination of Membership.** Membership in the Corporation shall be suspended or terminated if the member does not pay all required membership dues, in full, by the due date established by the Board of Directors, pursuant to procedures established by the Board of Directors. In addition, the Board of Directors may, by the affirmative vote of a majority of the Directors present at a meeting of the Board of Directors at which a quorum is present, terminate a member’s membership for cause in accordance with the terms of the Producer’s Manual. Grounds constituting “cause” shall be determined by the Board of Directors in its sole discretion. Such member shall be given reasonable notice thereof in accordance with the terms of the Producer’s Manual. Membership in the Corporation also may be terminated by the death of a member, by the timely (as determined by the Board of Directors) submission of written notice of membership resignation or non-renewal, or by the failure of a member to continue to satisfy the relevant membership requirements. However, termination of membership shall not extinguish such members’ financial obligations, if any, as more fully described elsewhere in these Bylaws.

**Section 6. Annual Meetings of Members.** A regular annual meeting of the Associate Members shall be held at 8 pm on the last Monday in June or at a time to be determined by resolution of the Board. The meeting shall be held at the principal office of the Corporation or such other place in the District of Columbia as may be designated by the Board of Directors. Notice of the time and place of the annual meeting shall be mailed to each Associate Member by electronic transmission, in person, by delivery, or by first-class mail, no less than 21 days before the date of the annual meeting, to the last known electronic transmission address or mailing address of each Associate Member who is in good standing 30 days before the date of the annual meeting.

**Section 7. Special Meetings.** Special meetings of the Associate Members may be called by the Board of Directors. Notice of the time and place (within or without the District of Columbia) of the special meeting shall be mailed to each Associate Member by electronic transmission, in person, by delivery, or by first-class mail, no less than 10 days and no more than 60 days before the date of the meeting, to the last known electronic transmission address or mailing address of each Associate Member who is in good standing 30 days before the date of the meeting. Any Associate Member may waive notice of any meeting before, at or after such meeting.

**Section 8. Quorum.** Ten percent of the Associate Members in good standing 30 days prior to the meeting (the “record date”) shall constitute a quorum for the transaction of business at any meeting of the members, other than election of Directors. The number of Associate Members participating in an election of Directors, whether in person at a meeting or through electronic or mail ballot, constitutes a quorum for purposes of electing the Directors. Only Associate Members who were members in good

standing 30 days prior to the meeting under rules adopted by the Board of Directors shall be counted as part of the quorum.

Section 9. **Manner of Acting.** The act of a majority of the Associate Members counted in the quorum shall be the act of the Associate Members, unless the act of a greater number is required by law or by these bylaws. Directors shall be elected by a plurality of the votes cast by the Associate Members entitled to vote in the election.

Section 10. **Amendment of Articles and Other Actions.** Although Associate Members shall have the right to approve of proposed Amendments to the Corporation's Articles of Incorporation, members shall not have the right to initiate any changes to the Articles of Incorporation which must first be initiated through a resolution of the Board of Directors. Associate Members shall also have no right to approve of a proposed merger or membership exchange of the Corporation or of a sale, lease or other distribution of assets unless required by the Nonprofit Corporation Act.

Section 11. **Access to Membership Records.** The rights of inspection of records as granted by the Nonprofit Corporation Act Section 29-413.02, as the same may be amended or supplemented, shall not extend to any members of the Corporation, including Associate Members.

Article III. **BOARD OF DIRECTORS**

Section 1. **General Powers.** The affairs of the Corporation shall be managed by its Board of Directors.

Section 2. **Numbers.** The number of directors shall be 13.

- I. Two (2) directors shall be residents of the District of Columbia, each appointed for a term of two (2) years, neither of whom shall be an employee of the District of Columbia Government, an employee of the cable franchisee or any of its contractors, or an investor in the Corporation granted the cable franchise, and shall be nominated by the Mayor and confirmed by the Council of the District of Columbia.
- II. Two (2) directors shall be residents of the District of Columbia, each appointed for a term of two (2) years, neither of whom shall be an employee of the cable franchisee or any of its contractor, or an investor in the Corporation granted the cable franchise, and shall be nominated by the chair of the committee of the Council of the District of Columbia having jurisdiction over cable television and confirmed by the full Council of the District of Columbia.
- III. Nine (9) directors shall be Associate Members of the Corporation: seven (7) of these directors shall be elected for terms of three (3) years, and two (2) shall be elected for terms of two (2) years by the Associate Members of the Corporation. One (1) such director shall be elected by the Board of Directors as chairperson of the Board of Directors.

The term of a member of the Board of Directors shall expire at the annual meeting of Associate Members in the final year of the director's term. Each director shall hold office until a successor shall

have been elected or confirmed, and qualified; provided, however, that the incumbency of a director shall terminate, and a vacancy exist, if a member of the Board of Directors shall cease to have qualified to be elected or appointed as a director of the class to which the director was elected or appointed.

The Chief Executive Officer shall be entitled to all rights of a member of the Board of Directors, including the right to call a special meeting, with the exception that the Chief Executive Officer shall not be entitled to vote on the Board of Directors or be counted in a quorum and may be excluded from the deliberations of the Board of Directors concerning pay or performance of the Chief Executive Officer.

**Section 3. Election of Member-elected Directors.** The Board of Directors shall, at the first meeting of each calendar year, but no later than March 31, establish a procedure for nominating and electing directors for each position of the board which shall expire at the next annual meeting. Such election may occur at the annual meeting and/or through electronic or mail ballot prior to the annual meeting as the Board of Directors shall determine.

**Section 4. Regular Meetings.** A regular annual meeting of the Board of Directors shall be held immediately before the annual meeting of the Associate Members without notice other than these bylaws. The Board shall set the date, time, and place of such meeting through informal communication given to all directors. Three additional regular meetings shall be set by the Board of Directors which shall specify by resolution the date, time, and place, either within or without the District of Columbia, for the holding of the meetings and, in the discretion of the Board of Directors, may provide for additional regular meetings of the Board without notice other than such resolution. The Board of Directors may change the date of meeting set by resolution so long a notice of the new time and place is given to all Directors and the public through the Corporation's website or other publicly accessible form of notification.

**Section 5. Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the President or any three Directors, including the Chief Executive Officer. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the District of Columbia, as the place for holding any special meeting of the Board called by them.

**Section 6. Open Meetings.** All meetings of the Board of Directors of the Corporation shall be open to the public unless the Board or committee shall decide by a two-thirds (2/3) vote of the members of the Board of Directors present to close the meeting upon a determination that the discussion and consideration of the Board of Directors will be devoted to (1) threatened or pending litigation, (2) personnel matters involving individuals, (3) violations of law or regulations of the Corporation, or (4) other lawful reasons in accordance with the spirit of the DC Open Meetings Act, which the Board of Directors determines that the meeting should be closed.

**Section 7. Failure to attend meetings.** The incumbency of a member of the Board of Directors shall terminate automatically, and a vacancy shall exist, if the director misses three (3) consecutive meetings, whether regular or special, without a valid excuse filed with the Secretary, as shall be determined in the Board of Director's sole discretion. Upon such termination, the Chief Executive Officer shall give notice to the Chairperson that a vacancy exists.

**Section 8. Removal by Members.** Member-elected directors may be removed for cause upon the vote of 3/4 of the Associate Members when the director has been adjudicated to have violated his

or her fiduciary duties to the Corporation. The notice of a meeting of Associate Members at which the for cause removal of a director is to be considered shall state as a purpose the proposed removal. A director who is subject to removal shall be given notice of the proposed removal and shall have the opportunity to submit a written response prior to removal.

Section 9. **Removal By Directors.** The Board of Directors may remove a director for cause upon a specific determination of the grounds therefore by a vote of two-thirds of the directors then in office. A director who is subject to removal shall be given notice of such proposed removal and shall have the opportunity to submit a written response prior to removal.

Section 10. **Notice.** Notice of any special meeting of the Board shall be given at least ten (10) days prior thereto by written notice delivered personally or sent by mail or electronically to reach the Director at the address shown on the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage prepaid. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened and voices such objection at the beginning of the meeting or promptly upon arrival. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting unless specifically required by law or these bylaws. In addition to the notice to each member of the Board of Directors, notice of each meeting of the Board of Directors shall be posted in the public areas of the offices of the Corporation or on the Corporation's website at least 2 regular business days before the meeting.

Section 11. **Quorum.** A majority of the Board of Directors in office shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. Directors may participate in a meeting of the Board of Directors or a committee of the Board by means of conference telephone or by any means of communication by which all persons participating in the meeting are able to simultaneously hear one another, and such participation shall constitute presence in person at the meeting.

Section 12. **Manner of Acting.** The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws. A member of the Board of Directors must be present in order to cast a vote.

Section 13. **Vacancies.** Any vacancy occurring in the Board of Directors in the office of a member elected by the Associate Members, or any directorship to be filled by reason of an increase in the number of directors elected by the Associate Members, may be filled by the affirmative vote of a majority of the remaining directors, though less than a quorum of the Board of Directors pursuant to procedures determined by the Board. A Director elected to fill a vacancy shall serve until the next annual meeting of Associate Members at which time the Associate Members shall elect a director to serve the remainder of the unexpired term of the vacant position. A vacancy in the office of any other member of the Board of Directors shall be filled in the same manner as the original appointment. A director so appointed or elected to fill a vacancy shall serve the remainder of the unexpired term of the vacant office.

Section 14. **Compensation.** Directors as such shall not receive any stated salaries for their services, provided, however, that nothing herein contained shall be construed to preclude any Director from receiving reimbursement for reasonable expenses incurred on behalf of the Corporation or serving the Corporation in any other capacity and receiving compensation therefore, provided, however, that any such compensation must be approved by the Board of Directors in accordance with any Board-adopted compensation policy.

Section 15. **Action Without Meeting.** Any action required by law to be taken at a meeting of the directors, or any action which may be taken at a meeting of directors, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the directors. Such consent may be signed and submitted in electronic form, such as by collection of electronic signatures submitted via email, and shall be filed with the minutes of proceedings of the Board of Directors.

Section 16. **Governance Policies.** The Board of Directors shall adopt policies which shall be binding on all members of the Board of Directors dealing with matters including, but not limited to, disclosure of conflicts of interest. Additionally, in accordance with the DC Cable Act, the Board shall govern all assets as though the assets are held by the Corporation in trust for the benefit of the citizens of the District for the purpose of developing and implementing the use and programming of public access channels, and shall conduct itself to ensure that the Corporation guarantees nondiscriminatory use of the public access channels, develops opportunities within the community-at-large for training and experience in the field of telecommunications, and permits any resident of the District of Columbia qualified to use the public access facilities to become a member of the Corporation.

Section 17. **Indemnification.** To the fullest extent permitted by law, the Corporation shall indemnify a person made or threatened to be made a party to a proceeding by reason of that person's former or current status as an officer or director of the Corporation against any liability incurred with respect to the proceeding (including reasonable attorney's fees and expenses). Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled, under any bylaw, agreement, vote of the Board of Directors or members, or otherwise.

Section 18. **Rules.** The Board of Directors may adopt rules and authorities for its own government not inconsistent with the Act, the Corporation's Articles of Incorporation, or these bylaws.

Section 19. **Emergency Powers.** In the event of an emergency, the Board of Directors may modify lines of succession to accommodate the incapacity of any director, officer, employee, or agent. In the event of an emergency, the Board of Directors may also relocate the principal office, designate alternative principal offices or regional offices, or authorize officers to perform such acts.

Article IV. **BOARD OF ADVISORS**

Section 1. **General Powers.** There shall be a Board of Advisors whose function shall be to advise the Board of Directors on specific issues upon request of the Board of Directors. The Board of Advisors shall be an Advisory Committee, as defined herein. Any written recommendation approved by the full Board of Advisors shall be distributed to all members of the Board of Directors.

Section 2. **Number.** The Board of Advisors may consist of up to fifteen (15) advisors, each of whom shall appointed by the Board of Directors for terms of two (2) years. Each advisor shall be a District of Columbia resident and be an Associate Member of the Corporation, but no advisor shall be

an employee of the District of Columbia Government, an employee of the cable franchisee or any of its contractors, or an investor in the Corporation granted the cable franchise. In accordance with the DC Cable Act, appointed advisors will represent organizations working in the following areas to the extent possible: public interest organizations, civil rights groups, the health and arts communities, labor organizations, business groups, consumers, educators, religious leaders, minorities, women, gays and lesbians, persons with disabilities, and child advocates.

Each advisor shall be appointed for a term of two (2) years which shall expire September 30 of the final year of the advisor's term. Each advisor shall hold office until a successor shall have been elected or confirmed, and qualified; provided, however, that the incumbency of an advisor shall terminate, and a vacancy exist, if a member of the Board of Advisors shall cease to be qualified to be appointed an advisor. The Chairperson of the Board of Directors shall designate one advisor as Chairperson of the Board of Advisors, who shall serve at the pleasure of the Chairperson of the Board of Directors.

Section 4. **Meetings.** The Board of Advisors shall meet at the call of the Chairperson of the Board of Directors.

Section 5. **Open Meetings.** All meetings of the Board of Advisors shall be open to the public.

Section 6. **Notice.** Notice of any meeting of the Board of Advisors shall be given at least ten (10) days previously thereto by written notice delivered personally or sent by mail, telegram or electronically to each Advisor at the address shown on the records of the Corporation.

Section 7. **Manner of Acting.** The recommendations of a majority of the Advisors present at a meeting shall be the act of the Board of Advisors.

Section 8. **Compensation.** Advisors as such shall not receive any stated salaries for their services; provided, however, that nothing herein contained shall be construed to preclude any Advisor from receiving reimbursement for reasonable expenses incurred on behalf of the Corporation or serving the Corporation in any other capacity and receiving compensation therefore; provided, however, that any such compensation must be approved by the Board of Directors in accordance with any Board-adopted compensation policy.

Section 9. **Action Without Meeting.** Any action required by law to be taken at a meeting of the advisors, or any action which may be taken at a meeting of the advisors, may be taken without a meeting if a consent in writing, setting forth the action so take, shall be signed by all of the Advisors. Such consent may be signed and submitted in electronic form, such as by collection of electronic signatures submitted via email, and shall be filed with the minutes of proceedings of the Board of Directors.

Section 10. **Policies.** Any policies adopted by the Board of Directors for regulation of its own members shall be applicable to the Board of Advisors.

## Article V. **OFFICERS**

Section 1. **Officers.** The officers of the Corporation, who shall, with the exception of the Chief Executive Officer, be members of the Board of Directors, shall be a Chairperson of the Board of

Directors, one or more Vice Chairpersons (the number thereof to be determined by the Board of Directors), a Secretary, a Treasurer, and a Chief Executive Officer. The officers of the Corporation may also include one or more Assistant Secretaries and one or more Assistant Treasurers, as the Board of Directors shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of Chairperson and Treasurer or Chief Executive Officer and Treasurer.

**Section 2. Election and Term of Office.** The officers of the Corporation, with the exception of the Chief Executive Officer, shall be elected in odd numbered years by the Board of Directors from amongst the seated directors at the first regular meeting of the Board of Directors that is held following the annual meeting. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified, provided; however, that the incumbency of an officer shall terminate, and a vacancy exist, if the officer shall cease to be qualified to be elected.

**Section 3. Removal and Resignation.** Any officer elected or appointed by the Board of Directors may be removed by a two-thirds vote of the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed. An officer may also resign at anytime by giving notice to the Chairperson, the Secretary, or the Board of Directors.

**Section 4. Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

**Section 5. Chairperson of the Board.** The Chairperson shall preside at all meetings of the Board of Directors. The chairperson may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, and other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws or by statute to some other office or agent of the Corporation; and in general, the Chairperson shall perform all duties incident to the office of Chairperson and such other duties as may be prescribed by the Board of Directors from time to time. The Chairperson, in accordance with the direction of the Board, shall supervise and direct the activity of the Chief Executive Officer.

**Section 6. Vice Chairperson.** In the absence of the Chairperson, or in the event of the Chairperson's inability or refusal to act, the Vice Chairperson (or in the event there be more than one Vice Chairperson, the Vice Chairpersons in order of their election) shall perform the duties of the Chairperson, and when so acting shall have all the powers and be subject to all the restrictions as placed upon the Chairperson. Any Vice Chairperson shall perform such other duties as from time to time may be assigned to the Vice Chairperson by the Chairperson or the Board of Directors.

**Section 7. Treasurer.** If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of the Treasurer's duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit such moneys in the name of the Corporation in such banks, trust companies or other depositories in the District of Columbia as shall



be selected in accordance with the provisions of these bylaws and in general perform all the duties incident to the office of Treasurer such other duties as from time to time may be assigned to the Treasurer by the Chairperson or the Board of Directors.

Section 8. **Secretary.** The Secretary shall keep the minutes of the meetings of the Board of Directors and any committees with the power of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records and of the seal of the Corporation, and see that the seal of the Corporation is affixed to all documents executed on behalf of the Corporation to which the affixation of the seal is required by the Board of Directors and in general perform all duties incident to the office of Secretary and such other duties as may from time to time be assigned to the Secretary by the Chairperson of the Board of Directors.

Section 9. **Assistant Treasurers and Assistant Secretaries.** If required by the Board of Directors, the Assistant Treasurers shall give a bond for the faithful discharge of the Treasurer's duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the Chairperson of the Board of Directors.

Section 10. **Chief Executive Officer.** The Chief Executive Officer shall be hired by the Chairperson as approved by the Board of Directors and shall be responsible for planning, budget and finance, and for the general supervision and administration of the affairs of the Corporation in accordance with the direction of the Board of Directors through the Chairperson. The Chief Executive Officer of the Corporation shall have such title and additional responsibilities as is determined by the Board of Directors from time to time.

Section 11. **Delegation of Duties.** One (1) or more duties of any officer of the Corporation may be expressly delegated by the Board of Directors or by such officer to one (1) or more other officers, employees or agents of the Corporation, provided that if such delegation is not to another officer, then the officer shall supervise and oversee the actions of such employees or agents.

Article VI. **COMMITTEES**

Section 1. **Committees of Directors.** The Board of Directors, by resolution adopted by majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of one or more Directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation (a "Committee of the Board"), except that no such committee shall have the authority of the Board of Directors in reference to amending, altering, or repealing the bylaws; electing, appointing, or removing any member of any such committee or any Director or officer of the Corporation; amending the articles of incorporation; restating articles of incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefore; adopting a plan for the distribution of the assets of the Corporation; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee. 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 the Board or the individual director by law.

Section 2. **Other Committees.** Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation (“Advisory Committees”) may be appointed in such manner as may be designated by resolution adopted by a majority of the Directors present at a meeting at which a quorum is present or as directed by the Chairperson of the Corporation. Except as otherwise provided in the resolution, the Chairperson shall appoint the members of such committees. Any member of such committees may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Corporation shall be served by such removal.

Section 3. **Term of Office.** Each member of a committee shall continue as such until the next annual meeting of the Board of Directors and until a successor is appointed, unless the committee is sooner terminated, or unless such member be removed from such committee, or unless such member ceases to qualify as a member thereof. The Chief Executive Officer shall be a non-voting member of all committees. The Chairperson shall be a non-voting member of all committees with the exception of any committee appointed to make nominations of directors, advisors or officers.

Section 4. **Chairperson.** One member of each committee shall be appointed chairperson by the person or persons authorized to appoint the members thereof.

Section 5. **Vacancies.** Vacancies in membership of any committee may be filled by appointments made in the same manners as provided in the case of original appointments.

Section 6. **Quorum.** Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which quorum is present shall be the act of the committee.

Section 7. **Rules.** Each committee may adopt rules for its own government not inconsistent with the Nonprofit Corporation Act, the Corporation’s Articles of Incorporation, these bylaws or with rules adopted by the Board of Directors.

## Article VII. **CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

Section 1. **Contracts.** The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so 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, and such authority may be general or confined to specific instances.

Section 2. **Checks, Drafts, etc.** 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 by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the Chairperson or a Vice Chairperson of the Corporation.

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 located in the District of Columbia as the Board of Directors may select.

Section 4. **Gifts.** The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation in accordance with any gift acceptance policy as may be adopted by the Board.

**Article VIII. FISCAL YEAR**

The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June in each year, or as otherwise designated by the Board of Directors. An annual report of all Corporation activities, including a financial audit, shall be submitted to the Council of the District of Columbia for its information within 120 business days of the end of each fiscal year of the Corporation. The Corporation shall submit annually to the Council of the District of Columbia, for the Council’s information, copies of its budgets for the next fiscal year as approved by the Board of Directors.

**Article IX. PROCUREMENT**

It is the policy of the Corporation to enter into contracts through uniform procedures and the equitable application of these procedures to insure that the Corporation receives the most advantageous terms, price, and other factors considered. Procedures shall insure that there is adequate review and approval of procurement contracts, delegation of procurement authority, review of determinations, and certification of the availability of funds. Such procedures shall take into account the size, nature, and exigency of the procurement, and shall, within the above constraints, insure, to the extent practicable, reasonable competition. Procurement methods may, based on the requirements of the Corporation, include, but not be limited to, competitive sealed bidding, competitive sealed proposals, restricted and sole source procurement, and may, for standard commercial products, be based upon analysis of published catalogue prices.

**Article X. PERSONNEL**

It is the policy of the Corporation that requirements for hiring, training, and retaining employees shall assure fair treatment of applicants and employees in all aspects of employment without regard to any applicant’s or employee’s political affiliation, race, color, national origin, sex, religion, age, marital status, personal appearance, sexual orientation, gender identity or expression, family responsibilities, genetic information, disability, matriculation, or (for applicants) unemployment status, or any other characteristic protected under the relevant law. A proper regard shall be accorded all rights of privacy and other legally protected rights of applicants and employees.

**Article XI. SEAL**

The Board of Directors shall provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the Corporation and the words “Corporate Seal, District of Columbia.”

**Article XII. WAIVER OF NOTICE**

Whenever any notice is required to be given under the District of Columbia Nonprofit Corporation Act, the articles of incorporation or these bylaws, a waiver of notice in the form of a record signed by the

person or persons entitled to such notice, whether before or after such time stated therein, shall be deemed equivalent to the receipt of such notice.

### Article XIII. **AMENDMENTS TO BYLAWS**

These bylaws may be altered, amended, or repealed and new bylaws may be adopted by a majority of the Directors present at any regular meeting or at any special meeting, if at least ten days' written notice, including, to the extent possible, the actual language, is given of intention to alter, amend or repeal or to adopt new bylaws at such meeting. Members shall not have the ability to adopt, amend, or repeal bylaws of the Corporation.