

Amended March 28, 2013

**AMENDED AND RESTATED
BYLAWS
OF
FRIENDS OF SOUTHWEST D.C.**

A District of Columbia Nonprofit Corporation

**ARTICLE I
NAME AND OFFICES**

Section 1.01. Name. The name of this charitable, nonprofit corporation is Friends of Southwest D.C. (the “Corporation”).

Section 1.02. Offices. The principal office of the Corporation shall be in the United States at such place within the District of Columbia as the Board of Directors (the “Board”) may from time to time designate. The Corporation shall continuously maintain a registered office and registered agent at such office in the District of Columbia. The Corporation may also have other offices at such places, either within or without the District of Columbia, as the Board of Directors may from time to time authorize.

**ARTICLE II
PURPOSES**

Section 2.01. Purpose. The Corporation has been organized as a nonprofit corporation under the District of Columbia Nonprofit Corporation Act (the “Nonprofit Act”) to operate exclusively for charitable, community development, and educational purposes as more fully set forth in its Articles of Incorporation (the “Articles”).

**ARTICLE III
MEMBERS**

Section 3.01. **No Members of the Corporation**. The Corporation shall not have any members. Accordingly, the Board of Directors shall exercise the rights and powers of members as provided in the District of Columbia Nonprofit Corporation Act (the “Nonprofit Act”).

**ARTICLE IV
BOARD OF DIRECTORS**

Section 4.01. **Authority of the Directors**. The property, affairs, business, and activities of the Corporation shall be managed by the Directors who, as the Board of Directors, shall possess and may exercise all the powers and authority granted to the Corporation by law and by the Articles of

Incorporation, subject, however, to the limitations set forth in the Articles.

Section 4.02. **Number of Directors; Qualifications.** The number of Directors shall be not fewer than four or more than nine persons. Such number may be increased or decreased by amendment of these Bylaws; provided that (a) the number shall never be fewer than three and (b) an amendment reducing the number shall not have the effect of shortening the term of any Director in the office at the time such amendment becomes effective. Three Directors of the Corporation must be residents of Zip Code 20024. The additional Directors must be residents of the District of Columbia.

Section 4.03. **Classification; Terms of Office.** The Directors shall be divided into three classes which shall be apportioned by the Board, but in any event, as equally in size as possible. One class of Directors shall be elected at each Annual Meeting of the Board. Directors shall be elected for a term of three years to expire at the third Annual Meeting of the Board following the Annual Meeting of the Board at which they were elected. The term of a Director named to fill a vacancy on the Board shall serve until the expiration of the term to which he/she is named, absent reelection.

Section 4.04. **Election of Directors.**

(a) The Board of Directors shall elect directors by the affirmative vote of a majority of the Board of Directors then in office at the Annual Meeting.

(b) If the Annual Meeting does not have a quorum as stated in Section 5.05, the meeting may be adjourned for a period not to exceed three weeks. If there is a failure to adjourn the meeting to a later date or if a quorum is not obtained at the adjourned meeting, the Board of Directors may elect or reelect Directors to fill any vacancy.

Section 4.05. **Continuation in Office.** After the expiration of the term for which he or she was elected, a Director who is not reelected and whose successor has not been elected shall, unless he or she sooner resigns or is removed, continue to hold office until his or her successor is elected.

Section 4.06. **Vacancies.** A majority of the remaining directors, whether or not sufficient to constitute a quorum, may at any time fill a vacancy on the Board of Directors which results from any cause. A Director elected to fill a vacancy shall serve for the unexpired term of such Director's predecessor in interest.

Section 4.07. **Resignation.** A Director may resign at any time by giving written notice of resignation to the President, the Vice President or the Secretary of the Board. A resignation shall take effect at the time received unless another time is specified in such notice. Unless otherwise specified in such notice, the acceptance of such resignation shall not be necessary to make it effective.

Section 4.08. **Removal.** A Director may be removed solely for cause by a majority of the other

Directors in office. Cause will be found for purposes of this section where a Director:

- (a) Has failed to attend, either in person or telephonically pursuant to Section 5.01, half or more than half of the regular Board meetings during any twelve-month period;
- (b) Has been declared of unsound mind;
- (c) Has been convicted of a felony;
- (d) Has been found by a final court order to have breached duties;
- (e) Is no longer a resident of the District of Columbia; or
- (f) No longer fulfills the qualifications to be a Director of the Corporation pursuant to Section 4.02 of these Bylaws;

Section 4.09. **Presiding Officer of the Board of Directors**. The President of the Corporation or, in the absence of the President, the Vice-President, shall preside over meetings of the Board of Directors. In the absence of the President and Vice-President (or when the President and Vice-President are deemed to have a conflict of interest), the Board of Directors may choose from among the Directors a President *pro tem* to preside at meetings of the Board.

Section 4.10. **Committees**. The Board of Directors may, by resolution adopted by a majority of the Directors in office, establish committees composed of one or more members of the Board. The Board may make such provisions for appointment of the chairmen of such committees, establish such procedures to govern their activities, and delegate thereto such authority as may be necessary or desirable for the efficient management of the property, affairs, business, and activities of the Corporation; provided that the Board shall not delegate to any committee authority to: (a) acquire or dispose of real estate; (b) appoint or remove the Officers of the Corporation; (c) adopt, amend or repeal the Bylaws; (d) authorize distributions; (e) fill vacancies on the Board of Directors; or (f) otherwise take any action prohibited by the Nonprofit Act. Unless otherwise specified in the resolution establishing a committee, its authority shall terminate at the next Annual Meeting of the Board, and a vacancy in a committee shall occur when a member thereof ceases to be a Director.

ARTICLE V
MEETINGS OF DIRECTORS

Section 5.01. **Place of Meetings**. Meetings of the Board of Directors may be held at such places, within the District of Columbia as the Board may from time to time determine or, in the absence of such determination, as the person or persons calling a meeting may specify. The Board of Directors may, but is not required to, make arrangements for participation of the Directors in meetings from a remote location. Such participation may be audio only, visual only, or both

audio and visual, but in any case must provide for real-time communication between the Director(s) at the remote location(s) and the presiding Officer of the meeting. The notice of the meeting shall indicate if such accommodations are available and provide a contact point to make necessary advance arrangements. Any Director in such an arrangement shall be treated the same as if he/she were physically present, and shall be included in the quorum and have the right to vote at the meeting.

Section 5.02. **Annual Meeting.** There shall be an Annual Meeting of the Board of Directors, at which the Directors shall make arrangements for the management of the affairs of the Corporation for the following year. Such arrangements shall include electing the Board of Directors, appointing the Officers of the Corporation, and conducting such other business as may be appropriate. The Annual Meeting shall be held in March of each year, at a time and place designated by the Board of Directors.

Section 5.03. **Regular Meetings.** The Board of Directors may by resolution establish a schedule of regular meetings of the Board.

Section 5.04. **Special Meetings.** Special meetings of the Board of Directors shall be held whenever called by the President or by two or more of the Directors.

Section 5.05. **Quorum; Adjournment.** One-half of the Directors in office, but not fewer than three Directors, shall constitute a quorum for the transaction of business at any meeting of the Board of Directors; provided that (a) if there are only three Directors in office, the presence of all of them shall be required for a quorum, and (b) if a vacancy or vacancies results in the number of Directors falling below three, a quorum of the Board shall consist of two Directors, but solely for the purpose of filling a vacancy or vacancies in order to have three Directors in office who may then proceed with the transaction of all business, including the filling of further vacancies pursuant to Section 5.06 of these Bylaws. In the absence of a quorum, any meeting may be adjourned from time to time by the vote of a majority of the Directors present thereat, but no other business may be transacted. No notice need be given of the adjourned meeting otherwise than by announcement at the meeting at which such adjournment is taken. At any such adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally noticed. Absent a quorum of Directors, the only action the remaining Directors may effect is the adjournment of the meeting.

Section 5.06. **Majority Vote; Voting.** Except as otherwise specifically provided by statute, the Articles of Incorporation, or these Bylaws, the acts of a majority of the Directors present at a meeting of the Board of Directors at which a quorum is present shall be the acts of the Board; provided that:

- (a) unless otherwise required by law, no vote at a meeting need be by written ballot;

(b) a Director may not be represented or vote by proxy.

(c) a Director may participate in a Board meeting by audio or video conferencing provided that the technology used allows two-way communication between the Director at the remote site and the rest of the Board; a Director participating in this way shall be considered present for purposes of a quorum and may vote on matters before the meeting.

Section 5.07. **Committee Meeting.** Meetings of any committee shall, to the extent not otherwise specified in the resolution of the Board of Directors establishing such committee, be conducted in accordance with procedures established by such committee.

Section 5.08. **Action Without a Meeting.** If approved by a majority of the Board of Directors, any or all Directors may participate in a meeting by means of telephonic communication. Any vote taken in this manner shall be recorded in the minutes of the next meeting.

Section 5.09. **Emergency Provision.** Anything in these Bylaws to the contrary notwithstanding, in the event of a national catastrophe and during an emergency period following such a catastrophe, a majority of the surviving members of the Board of Directors who have not been rendered incapable of acting or attending shall constitute a quorum.

Section 5.10. **Notice of Meeting.** The Secretary or such person's designee shall give notice to each Director of each meeting of the Board of Directors. 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 five days before the time of the meeting. No notice of any meeting of the Board of Directors need be given to any Director who attends, or to any Director who, in writing executed and filed with the records of the meeting either before or after the holding thereof, waives such notice.

ARTICLE VI **OFFICERS**

Section 6.01. **Officers.** The Officers of the Corporation shall be a President, Vice President, Treasurer, Secretary, and such other Officers as the Board of Directors may designate. Each of the Officers shall be duly elected and qualified members of the Board. A person may hold more than one office in the Corporation but may not serve concurrently as both President and Treasurer of the Corporation. The Board may elect or appoint such other Officers and Assistant Officers as may be deemed necessary or appropriate.

Section 6.02. **Appointment of Officers; Terms of Office.** The President, the Vice President, the Treasurer, and the Secretary shall be appointed by the Board. Their appointments shall be for two-

year terms to expire at the end of the Annual Meeting of the Board in even-numbered years for the President and Secretary and in odd-numbered years for the Vice-President and Treasurer. A vacancy prior to the expiration of an Officer's term shall be filled by the Board for the balance of that term. Each Officer shall hold office until the expiration of his or her term and until his or her successor shall have been duly appointed or until he or she shall resign or be removed. Officers shall be eligible for reappointment.

Section 6.03. **Resignation.** An Officer may resign at any time by giving written notice of his or her resignation to the President or to the Secretary. Any such resignation shall take effect at the time received unless another time is specified in such notice. Unless otherwise specified in such notice, the acceptance thereof shall not be necessary to make it effective.

Section 6.04. **Removal.** An Officer may be removed by the Board of Directors at a meeting or by action in writing pursuant to Section 5.08, whenever in the Board's judgment the best interests of the Corporation will be served thereby. Any such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 6.05. **Compensation.** Officers of the corporation will receive compensation only for out-of-pocket expenses for activities directly related to the Corporation.

Section 6.06. **Delegation of Duties.** The Officers of the corporation may delegate specific duties to an Executive Director and/or any persons or corporate entities with whom the Corporation has contracted for such management purposes, subject to the discretion and control of the Board of Directors. An Executive Director and/or any such management official(s) may be present at all meetings of the Board of Directors or its executive committee.

ARTICLE VII
DUTIES OF OFFICERS

Section 7.01. **President.** The President shall be the Chief Executive and Operating Officer of the Corporation, subject to the direction and control of the Board of Directors, to whom he or she is responsible for the affairs of the Corporation and for the performance of its other Officers and its employees. He or she may sign and execute, in the name of the Corporation, deeds, mortgages, bonds, contracts, and other instruments authorized by the Board of Directors, except in cases where the signing and execution thereof shall be expressly delegated by the Board or these Bylaws to some other Officer or agent of the Corporation. In general, he or she shall perform all duties incident to the office of the Chief Executive and Chief Operating Officer of the Corporation, and such other duties as from time to time may be assigned to him or her by the Board of Directors. The President shall preside at all meetings of the Board.

Section 7.02. **Vice President.** In the event of the President's absence or incapacity, the Vice President shall serve in place of the President.

Section 7.03. **Secretary.** The Secretary shall:

(a) certify and keep at the principal office of the Corporation the original or a copy of its Bylaws as amended to date;

(b) keep at the principal office of the Corporation, or at such other place as the Board of Directors may order, a book of minutes of all proceedings of the Board, whether annual, regular, or special;

(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 of the Corporation;

(e) see that the books, reports, statements, and all other documents and records required by law are properly kept and filed;

(f) exhibit at all reasonable times to any Director, upon request, the Bylaws and minutes of proceedings of the Board of Directors;

(g) act in place of the President and Vice President in case of the absence or incapacitation of both; and

(h) in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the Board of Directors, or the President, or as otherwise required by the Nonprofit Act.

Section 7.04. **Treasurer.** The treasurer shall be the Chief Financial Officer and shall:

(a) if required to do so by the Board of Directors, give a bond for the faithful discharge of his or her duties in such sum, and with such sureties, as the Board or the President shall require;

(b) have charge and custody of, and be responsible for, all funds in the name of the Corporation, in such banks, trust companies, or other depositories as shall be selected by the Board;

(c) keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, including account of its assets, liabilities, receipts, disbursements, gains, losses, capital, and surplus;

(d) exhibit the books of account and records to any Director, upon request, during business hours at the office of the Corporation where such books and records are kept;

(e) render, upon request, a statement of the condition of the finances of the Corporation at all

meetings of the Board of Directors, and render a full financial report at the Annual Meeting of the Board;

(f) receive, and give receipt for, moneys due and payable to the Corporation from any source whatsoever;

(g) keep a list of donors to the Corporation; and

(h) in general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the Board of Directors or the President.

ARTICLE VIII **FINANCIAL ADMINISTRATION**

Section 8.01. **Fiscal Year**. The fiscal year of the Corporation shall begin on January 1 and end on December 31.

Section 8.02. **Checks, Drafts, etc**. All checks, drafts, orders for the payment of money, bills of lading, warehouse receipts, obligations, bills of exchange and insurance certificates shall be signed or endorsed by such Officer or Officers or 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.

Section 8.03. **Deposits and Accounts**. All funds of the Corporation, not otherwise employed, shall be deposited in general or special accounts in such banks, trust companies, or other depositories as the Board of Directors may select, or as may be selected by any Officer or Officers or agent or agents of the Corporation to whom such power may from time to time be delegated by the Board. For the purpose of deposit and for the purpose of collection for the account of the Corporation, checks, drafts, and other orders for the payment of money which are payable to the order of the Corporation may be endorsed, assigned, and delivered by an Officer or agent of the Corporation.

Section 8.04. **Corporate Records**. The Corporation shall keep at its principal place of business: (a) the original or a duplicate record of the proceedings of the Board of Directors; (b) the original or a copy of the Bylaws, including all amendments thereof to date, certified by the Secretary; (c) the original or a copy of the Articles of Incorporation, including all amendments thereof to date, certified by the Secretary; (d) appropriate, correct, and complete books and records of account; (e) minutes of all meetings of its Board of Directors, and any designated body, a record of all actions taken by the Board of Directors without a meeting, and a record of all actions taken by a committee of the Board of Directors on behalf of the Corporation; (f) a record of all actions of the past three Annual Meetings; (g) names and addresses of all Officers and Directors; (h) Annual Reports of the Corporation for the past three years; and (i) a copy of IRS Form 990 most recently filed by the Corporation; and (j) its most recent biennial report delivered to the Mayor pursuant to §29.102.11 of the Nonprofit Act.

Section 8.05. **Insurance.** The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, trustee, Officer, employee, or agent of another corporation, association, trust, partnership, joint venture, or other entity, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the law of the District of Columbia.

ARTICLE IX
DONATIONS AND GRANTS

Section 9.01. **Commingling of Funds.** All funds received by the Corporation will be placed in a common account or accounts as specified in Section 8.03. No expenditure shall be attributed to a particular source or donor.

Section 9.02. **Restricted Donations.** All donations shall be treated as unrestricted funds. While donors may convey their preferences to the Board of Directors, such wishes are not binding on the Board.

Section 9.03. **Pass-through Donations.** The Corporation will not accept any donations that are contingent upon the donor’s designation for a particular individual, organization or project.

Section 9.04. **Grants.** Only the Board of Directors shall have authority to award grants on behalf of the Corporation. The grant-making authority of the Board is subject to the following limitations:

(a) The Corporation shall not make any award that would jeopardize its status as a 501(c)(3) organization under the United States Internal Revenue Code of 1954 as amended.

(b) Except as provided in Section 6.05 of these Bylaws, the Corporation shall make no award that would inure to the benefit of, or be distributable to, an Officer or Director of the Corporation, a business in which an Officer or Director of the Corporation is a principal, investor, Officer, or employee, or an organization in which an Officer or Director of the Corporation is an Officer. For the purpose of this subsection, mere membership of an Officer or Director of the Corporation in an organization would not disqualify the Organization from receiving grants from the Corporation.

(c) The Corporation shall not participate or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office;

(d) The Corporation shall not make any grant for which it does not have funds on hand to cover all costs.

Section 9.05. **Grant Applications.** The Board may, at its discretion, set eligibility requirements for

applicants and establish rules, procedures, and forms for submission and evaluation of applications.

ARTICLE X
CONFLICTS OF INTEREST

Section 10.01. **Conflicts of Interest Policy.** The Board of Directors shall adopt and revise, from time to time as necessary in order to remain current with the Bylaws, Articles of Incorporation and applicable law, a policy governing potential and actual conflicts of interest. The policy shall be signed upon election by all new members of the Board of Directors.

ARTICLE XI
INDEMNIFICATION

Section 11.01. **Indemnification.** The Corporation shall indemnify any Officer or Director to the extent the Officer or Director was successful, on the merits or otherwise, in the defense of any proceeding to which the Officer or Director was a party because the Officer or Director was an Officer or Director of the Corporation against reasonable expenses incurred by the Officer or Director in connection with the proceeding. Except as otherwise provided in Bylaws, the Corporation shall also indemnify an Officer or Director who is a party to a proceeding because he or she is or was an Officer or Director against liability incurred in the proceeding if the individual:

- (a) Acted in good faith;
- (b) Reasonably believed:
 - (i) In all other cases, that the individual’s conduct was at least not opposed to the best interests of the Corporation;
 - (ii) In the case of conduct in an official capacity, that the conduct was in the best interests of the Corporation; and;
- (c) In the case of any criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful; and
- (d) In the case of an employee benefit plan, reasonably believed such actions to be in the interests of the participants in and the beneficiaries of the plan;

The termination of a proceeding by judgment, order, settlement, or conviction or upon a plea of *nolo contendere* or its equivalent, is not, in itself, determinative that the Officer or Director did not meet the standard of conduct contained in this Section 11.01.

Unless ordered by a court of competent jurisdiction, the Corporation may not indemnify an Officer or Director:

(a) In connection with a proceeding by or in the right of the Corporation, except that the Corporation may indemnify the Officer or Director for reasonable expenses incurred in connection with the proceeding if it is determined that the Officer or Director met the relevant standard of conduct under Section 11.01; or

(b) In connection with any proceeding with respect to conduct for which the Officer or Director was adjudged liable on the basis that the Officer or Director received a financial benefit to which the Officer or Director was not entitled, whether or not it involved any action in the individual's official capacity.

Section 11.02. **Advance for expenses.**

(a) The Corporation shall, before final disposition of a proceeding, advance funds to pay for or reimburse the reasonable expenses incurred by an individual who is a party to a proceeding because he or she was an Officer or Director if the individual delivers to the Corporation:

- (i) a written statement signed by the individual setting forth his or her good faith belief that he or she has met the relevant standard of conduct described in these Bylaws and the Nonprofit Code; and
- (ii) 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.

(b) An authorization of expenses under this section must be made by the Board of Directors:

- (i) If there are two or more disinterested Directors, by a majority vote of all the disinterested Directors, a majority of whom will constitute a quorum for that purpose, or by a majority of the members of a committee of two or more disinterested Directors appointed by such a vote; or
- (ii) If there are fewer than two disinterested Directors, by the vote necessary for action by the Board of Directors in which authorization Directors who do not qualify as disinterested Directors may participate.

Section 11.03. **Determination and authorization of indemnification.**

(a) The Corporation may not indemnify an Officer or Director under Section 11.01 unless specifically authorized by a vote of the Board of Directors after it previously determines, in accordance with subsection (b), that indemnification of the Officer or Director is permissible because he or she has met the relevant standard of conduct in the Bylaws and the Nonprofit Code.

(b) The determination and authorization may be made:

- (i) If there are two or more disinterested Directors, by a majority vote of all the disinterested Directors, a majority of whom will constitute a quorum for that purpose, or by a majority of the members of a committee of two or more disinterested Directors appointed by such a vote; or
- (ii) By special legal counsel:
 - (A) Selected in the manner prescribed in paragraph (i); or
 - (B) If there are fewer than two disinterested Directors, selected by the Board of Directors, in which selection Directors who do not qualify as disinterested Directors may participate.

(c) With respect to any matter disposed of by a settlement or compromise payment by such person, pursuant to 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 by:

- (i) a majority vote of the disinterested Directors, a majority of whom will constitute a quorum for that purpose;
- (ii) a majority of the members of a committee of two or more disinterested Directors appointed by such a vote;
- (iii) if there are no disinterested Directors, by special legal counsel selected in the manner prescribed in Subsection (b)(ii), above; 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; or
- (iv) by a court of competent jurisdiction.

(d) The Corporation shall have the right to select attorneys and to approve any legal expenses incurred in connection with any suit, action or proceeding to which this indemnification applies.

(e) For purposes of this Article XI, a “disinterested Director” shall mean a Director who, at the time of a vote referred to in this Article XI, is not:

- (i) A party to the proceeding; or

- (ii) An individual having a familial, financial, professional, or employment relationship with the Director whose indemnification or advance for expenses is the subject of the decision being made, which relationship would, in the circumstances, reasonably be expected to exert an influence on the Director's judgment when voting on the decision being made.

Section 11.04. **Severability.** Every provision of this Article XI is intended to be severable, and if any term or provision is invalid for any reason whatsoever, such invalidity shall not affect the validity of the remainder of this Article XI.

ARTICLE XII

AMENDMENT OF BYLAWS

Section 12.01. **Amendment of the Bylaws.** These Bylaws may be amended by the Board of Directors by the vote of a majority of the Directors in office at a meeting of the Board, provided that written notice of such action shall have been given with the notice of the meeting of the Board of Directors at least 10 days prior to such vote. Action by the Board of Directors or a designated body of the Board to amend or repeal a Bylaw that changes the quorum or voting requirement for the Board of Directors or a designated body shall meet the same quorum requirement and be adopted by the same vote required to take action under the quorum and voting requirement then in effect or proposed to be adopted, whichever is greater.

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