

**AMENDMENT
TO THE FOURTH AMENDED AND RESTATED BYLAWS OF
COMMUNITY FIRST – AMERICA’S CHARITIES**

THIS AMENDMENT TO THE FOURTH AMENDED AND RESTATED BYLAWS OF COMMUNITY FIRST – AMERICA’S CHARITIES (this “*Amendment*”) is authorized, adopted and approved as of November 18, 2020 (the “*Effective Date*”).

WHEREAS, pursuant to Section 10.2 of the Fourth Amended and Restated Bylaws (the “*Bylaws*”) of Community First – America’s Charities (the “*Corporation*”), the Bylaws may be amended by the affirmative vote of the Sole Corporate Member (as defined in the Bylaws); and

WHEREAS, the undersigned Sole Corporate Member desires to reduce the minimum number of Directors on the Corporation’s Board of Directors from five (5) to three (3).

1. Amendment to Section 5.2(a). Section 5.2(a) of the Bylaws is hereby amended and restated in its entirety as follows:

(a) The number of directors which shall constitute the entire Board of Directors shall be the number established from time to time by vote of the Sole Corporate Member, which shall be no less than three (3) and no more than twenty (20), of which, commencing with the directors elected at the June 2016 annual meeting of the Sole Corporate Member, up to six (6) may be serving as Designated Officers (the “Officer Directors”), with the rest serving as directors only (the “Regular Directors”).

2. Amendments to Section 6.1. Section 6.1 of the Bylaws is hereby amended as follows:

(a) Section 6.1(a) of the Bylaws is hereby amended by adding two new sentences to the end of the paragraph to state as follows: “To the extent permitted by law, in lieu of the Executive Committee of the Corporation, a body comprised of directors selected from the combined boards of directors of the Corporation, Health First – America’s Charities, Children First – America’s Charities and America’s Charities and elected by the board of directors of the Sole Corporate Member, may constitute a designated body of the Corporation called the Executive Group. No action or decision of the Executive Group shall be binding on the Corporation unless (i) such action or decision is also approved (either separately or in connection with the action or decision of the Executive Group) by the vote of a majority of the directors of the Corporation who are members of the Executive Group, in the case where at least one (1) director of the Corporation is a members of the Executive Group; or (ii) ratified by a vote of the Board of Directors of the Corporation, as applicable.”

(b) Section 6.1(c) of the Bylaws is hereby amended by removing and replacing the final sentence of the paragraph with the following: “To the extent permitted by law, in lieu of the Finance Committee of the Corporation, a body comprised of directors selected from the combined boards of directors of the Corporation, Health First – America’s Charities, Children First – America’s Charities and America’s Charities and elected by the board of directors of the Sole

Corporate Member, may constitute a designated body of the Corporation called the Finance Group.”

(c) Section 6.1(d) of the Bylaws is hereby amended by removing and replacing the final sentence of the paragraph with the following: “To the extent permitted by law, in lieu of the Audit Committee of the Corporation, a body comprised of directors selected from the combined boards of directors of the Corporation, Health First – America’s Charities, Children First – America’s Charities and America’s Charities and elected by the board of directors of the Sole Corporate Member, may constitute a designated body of the Corporation called the Audit Group.”

(d) Section 6.1(e) of the Bylaws is hereby amended by removing and replacing the final sentence of the paragraph with the following: “To the extent permitted by law, in lieu of the Governance Committee of the Corporation, a body comprised of directors selected from the combined boards of directors of the Corporation, Health First – America’s Charities, Children First – America’s Charities and America’s Charities and elected by the board of directors of the Sole Corporate Member, may constitute a designated body of the Corporation called the Governance Group.”

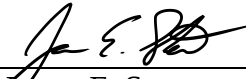
(e) Section 6.1(f) of the Bylaws is hereby amended by removing and replacing the final sentence of the paragraph with the following: “To the extent permitted by law, in lieu of the Resources Development Committee of the Corporation, a body comprised of directors selected from the combined boards of directors of the Corporation, Health First – America’s Charities, Children First – America’s Charities and America’s Charities and elected by the board of directors of the Sole Corporate Member, may constitute a designated body of the Corporation called the Resources Development Group.”

3. Limited Amendment. Except as expressly provided in this Amendment, each of the terms and provisions of the Bylaws shall remain in full force and effect in accordance with its terms. Whenever the Bylaws are referred to herein or in any other agreements documents and instruments, such reference(s) shall be to the Bylaws as amended hereby.

[Signature page follows.]

IN WITNESS WHEREOF, the undersigned has executed this Amendment as of the date first set forth above.

AMERICA'S CHARITIES

By: 
Name: James E. Starr
Its: President and Chief Executive Officer

**FOURTH AMENDED AND RESTATED
BYLAWS OF
COMMUNITY FIRST –
America's Charities**

(as amended March 1, 2018)

ARTICLE I

Offices

Section 1.1. Registered Office. The registered office of Community First – America's Charities (hereinafter called the "Corporation") shall be located in the District of Columbia, and the registered agent in charge thereof shall be National Corporate Research Limited, 1025 Vermont Avenue NW, Suite 1130, Washington, D.C. 20005.

Section 1.2. Other Offices. The Corporation may also have offices at such other places, both within and without the District, as the Board of Directors may from time to time determine or the business of the Corporation may require.

ARTICLE II

Membership

Section 2.1. Classes of Membership. The Corporation shall have two (2) classes of membership which shall be comprised of: (1) 501(c)(3) federation campaign members (with each such member, a "Federation Member"), and (2) a single corporate member comprised of America's Charities, a District of Columbia nonprofit corporation (hereinafter, the "Sole Corporate Member"). The rights and duties of the Federation Members are set forth in Sections 2.2 through 2.7 of this Article II, and the rights and duties of the Sole Corporate Member are set forth in Sections 2.8 through 2.10 of this Article II.

Section 2.2. Requirements for Federation Membership. Federation Membership in the Corporation shall be open only to those organizations which meet all of the following requirements:

(a) are charitable or educational organizations within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") (or the corresponding provisions of any subsequent federal tax laws);

(b) conduct programs or provide services, benefits or assistance affecting health, human services, social services, the arts, animal welfare or the environment on a local basis

(c) comply with any specific requirements of the Corporation's Federation membership application process;

(d) demonstrate administrative integrity, programmatic effectiveness, fund raising efficiency, financial responsibility and donor accountability as stipulated within statute and regulations for the federal government's Combined Federal Campaign ("CFC"), in the case of members seeking to participate in the CFC as a Federation Member of the Corporation; and 2.2 are met.

(e) certify to the Corporation that the requirements set forth in this Section

Section 2.3. Effective Date of Federation Membership. Federation Membership shall be effective upon acceptance of the prospective Federation Member's application for membership by the Executive Committee of the Board of Directors of the Corporation.

Section 2.4. Persons Empowered to Act for Federation Members. Each Federation Member (if not a natural person) shall designate in writing, filed with the Secretary of the Corporation, one of its officers or agents, and one or more alternates, who are empowered to vote and otherwise act on behalf of such member with respect to the business of the Corporation. Such person shall serve as the Federation member's representative until such Federation Member notifies the Secretary of the Corporation that it is replacing such person with another representative.

Section 2.5. No Transfers of Federation Membership. No Federation Member may transfer, for value or otherwise, a Federation Membership in the Corporation or any right arising therefrom.

Section 2.6. Termination of Federation Membership. The Federation Membership of any Federation Member shall terminate, subject to Sections 2.7 and 3.4 hereof, upon the determination by the Board of Directors of the Corporation that an event has occurred which renders the Federation Member ineligible for Federation Membership (including, without limitation, failure to submit any required annual application for any Programs, as hereafter defined), and such a termination for cause shall be effective on such date determined by the Board of Directors of the Corporation, provided that such date shall not be prior to the date of such determination by the Board of Directors.

Section 2.7. Effect of Federation Membership Termination. The termination of Federation Membership of any Federation Member of the Corporation pursuant to Section 2.6 hereof shall make such Federation Member ineligible to participate as a Federation Member of the Corporation in any public and private sector workplace giving programs with respect to which the Corporation provides administrative, financial management, fund raising and public relations services for its members generally, including without limitation the CFC programs (collectively, "Programs"), commencing on or after the effective date of such termination of Federation Membership. Such Federation Member whose membership is terminating shall continue to be subject to the provisions of Article III hereof, except that such Federation Member shall be considered a "terminated member" for purposes of Article III hereof from and after the effective date of such termination of Federation Membership.

Section 2.8. Termination of Sole Corporate Member. The membership of the Sole Corporate Member shall be terminated only by resignation, by dissolution and liquidation of the Corporation, by dissolution and liquidation of the Sole Corporate Member, or by the entry of a decree or order for relief of the Sole Corporate Member by a court of competent jurisdiction in any case involving such Sole Corporate Member under any bankruptcy, insolvency, or other similar law now or

hereafter in effect by the appointment of a receiver, liquidator, assignee, custodian, trustee, sequestrator, or other similar agent for such Sole Corporate Member or for any substantial part of such Sole Corporate Member's assets or property under such law.

Section 2.9. Voting Rights of the Sole Corporate Member. The Sole Corporate Member shall have the right to vote for the election and removal of Directors (as set forth in Article V, Sections 5.2 and 5.11 of these Bylaws), and to vote in any other proceeding, matter or question appertaining to the Corporation which is submitted to a vote of the members of the Corporation pursuant to these Bylaws, the Articles of Incorporation or provided for by law unless such right to vote is expressly reserved to the Federation Members pursuant to these Bylaws, the Articles of Incorporation or otherwise provided for by law.

Section 2.10. Representation of Sole Corporate Member. Any individual (or individuals) who is (or are) duly authorized or designated by the Board of Directors of the Sole Corporate Member to represent the Sole Corporate Member at a meeting of the members of the Corporation shall be authorized to represent the Sole Corporate Member for purposes of such meeting. The presence of such individual (or individuals) as aforesaid shall be deemed to mean that the Sole Corporate Member is present in person for purposes hereof. In the absence of the aforesaid designation, the President of the Sole Corporate Member shall be deemed to represent the Sole Corporate Member.

ARTICLE III

Financial Matters

Section 3.1. Collection of Funds. The Corporation or the Sole Corporate Member, as fiscal agent designated by resolution of the Board of Directors (the "Fiscal Agent"), shall serve as the central receipt and accounting point for all funds designated, pledged or given to its Federation Members during Programs. All funds so designated, pledged or given shall pass through the Corporation. Any Federation Member receiving any such funds that have not passed through the Corporation shall promptly remit such funds to the Corporation or the Fiscal Agent, as applicable, or follow such other procedure concerning the collection of funds as may be established from time to time by resolution of the Board of Directors.

Section 3.2. Operating Costs and Expenses. The Corporation may from time to time adopt formulas and procedures for the sharing of the operating costs and expenses of the Corporation by its members, which formulas and procedures may provide for the deduction of a percentage of the funds received by the Corporation, or funds which the Corporation would be entitled to receive, pursuant to Section 3.1 hereof. Nothing in these Bylaws shall prohibit the Corporation from providing services to non-members which are exempt from federal income taxes as organizations described in Section 501(c)(3) of the Code and charging a fee therefor, provided that the net fees received by the Corporation from such non-members shall be applied to reduce the Corporation's costs and expenses that are to be shared by Federation Members pursuant to this Section 3.2 and, provided further, that such provision of services to such non-members does not conflict with the purposes specified in Section 2.2 hereof or in the Articles of Incorporation of the Corporation.

Section 3.3. Distribution of Funds. The Corporation shall distribute all funds received by the Corporation that have been designated, pledged or given to its Federation Members during Programs in accordance with the procedures adopted from time to time by the Corporation. The Corporation also shall distribute all funds received by the Corporation that have been pledged or given to the Corporation during such Programs, but that have not been designated to a specific Federation Member, in accordance with the formulas and procedures adopted from time to time by the Corporation. Nothing in this Section 3.3, however shall preclude the Corporation from deducting each Federation Member's share of the Corporation's costs and expenses before distribution of funds pursuant to the formulas and procedures adopted pursuant to Section 3.2 hereof.

Section 3.4. Terminated Federation Members. Federation Members whose membership in the Corporation is terminated, either pursuant to Section 2.6 hereof or otherwise ("terminated members"), shall continue to be subject to the provisions of Article III hereof from and after the effective date of such termination of membership with respect to Programs that commenced on or before the effective date of such termination; provided, however, that the Corporation may from time to time adopt formulas or procedures under Article III hereof applicable to terminated members that differ from formulas and procedures adopted with respect to Federation Members generally, and in such event terminated members shall be subject to the formulas and procedures applicable to terminated members rather than those applicable to Federation Members generally.

Section 3.5. Accounting. All financial transactions shall be carried out in accordance with the policies and procedures adopted from time to time by the Corporation. The Corporation's accounts shall be maintained and annual financial reports shall be prepared in accordance with generally accepted accounting principles and shall be audited by a certified public accountant.

ARTICLE IV

Meetings of Members

Section 4.1. Place of Meeting. An annual, regular, or special meeting of Members may be held at a geographic location, within or outside of the District of Columbia, or it may be held by means of the Internet or other electronic communications technology in a fashion pursuant to which the Members have the opportunity to read or hear the proceedings substantially concurrently with their occurrence, vote on matters submitted to the Members, pose questions, and make comments.

Section 4.2. Annual Meeting. The annual meeting of each of the classes of the Members shall be held on the second Tuesday in May of each year, or on such other day as the Board of Directors may from time to time determine, for the purpose of electing directors (in the case of the Sole Corporate Member) and for the transacting of such other business as may properly come before the meeting. The Chairperson or the President & Chief Executive Officer may preside at the annual meeting of the members.

Section 4.3. Special Meetings.

(a) A special meeting of the Federation Members for any purpose whatsoever may be called at any time by the President, the Board of Directors or by Federation members

holding not less than one-fifth (1/5) of the voting power of the Federation Members of the Corporation. Upon such call in writing, stating the business to be transacted at the special meeting and mailed to the principal office of the Corporation by registered mail, or delivered to the President or the Secretary, it shall be the duty of the Secretary to cause notice to be given to the Federation Members of the special meeting to be held, not less than twenty-one (21) days nor more than thirty-five (35) days after the receipt of such a request. If the notice is not given within twenty-one (21) days after receipt of the request, the persons requesting the meeting may give the notice pursuant to the conditions of Section 4.4 hereof. Nothing contained in this section shall be construed as limiting, fixing, or affecting the time when a meeting of Federation Members may be held when the meeting is called by action of the Board of Directors.

(b) A special meeting of the Sole Corporate Member for any purpose whatsoever may be called at any time by the President, the Board of Directors or by the Sole Corporate Member holding not less than a majority of the voting power of the Sole Corporate Member of the Corporation. Upon such call in writing, stating the business to be transacted at the special meeting and mailed to the principal office of the Corporation by registered mail, or delivered to the President or the Secretary, it shall be the duty of the Secretary to cause notice to be given to the Sole Corporate Member of the special meeting to be held, not less than ten (10) days nor more than twenty-one (21) days after the receipt of such a request. If the notice is not given within twenty-one (21) days after receipt of the request, the Sole Corporate Member may give the notice pursuant to the conditions of Section 4.4 hereof. Nothing contained in this section shall be construed as limiting, fixing, or affecting the time when a meeting of Sole Corporate Member may be held when the meeting is called by action of the Board of Directors.

Section 4.4. Notice of Members' Meetings. All notices of meetings of the Federation Members shall be sent or otherwise given in accordance with this Section 4.4 not less than ten (10) nor more than sixty (60) days before the date of the meeting; and all notices of meetings of the Sole Corporate Member shall be sent or otherwise given in accordance with this Section 4.4 not less than ten (10) nor more than twenty-one (21) days before the date of the meeting. The notice shall specify the place, date and hour of the meeting and (i) in the case of a special meeting, the general nature of the business to be transacted, or (ii) in the case of the annual meeting, those matters which the Board of Directors, at the time of giving the notice, intends to present for action by the relevant class of the Members. Notice of any meeting of members (and all actions by written consent of members) shall be given or delivered either personally or by first class United States mail, electronic communication or other written communication permitted by applicable law, postage and other charges prepaid where applicable, addressed to each member at the address of that member as it appears on the records of the Corporation. Notice shall be deemed to have been given at the time when delivered personally or deposited in the mail or sent by telegram or other means of written communication. An affidavit of the mailing or other means of giving any notice of any voting member's meeting may be executed by the Secretary, or any other party of the Corporation giving the notice, and if so executed, shall be filed and maintained in the minute book of the Corporation.

Section 4.5. Waiver of Notice.

(a) Consent of Absentees. The transactions of any meeting of Members (including a meeting of the Federation Members or the Sole Corporate Member, as the case may be), however called and noticed, are as valid as though done at a meeting duly held after regular call and notice, if a quorum, as hereinafter defined, is present and if, either before or after the meeting each of the persons or parties entitled to vote but not present in person or by proxy, signs a written waiver of notice or a consent to

the holding of the meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

(b) Waiver by Attendance. Attendance by a Federation Member or the Sole Corporate Member, as the case may be, at a meeting shall also constitute a waiver of notice of that meeting, except when such member objects at the beginning of the meeting to the transaction of any business due to the inadequacy or illegality of the notice. Also, attendance at a meeting is not a waiver of any right to object to the consideration of matters not included in the notice of the meeting, if that objection is expressly made at the meeting.

Section 4.6. Members List for Meeting. The Corporation shall prepare an alphabetical list of the names of all the Federation Members. The list shall show the address of and the number of votes each member is entitled to cast at the meeting. The list of members shall be available for inspection by any member, beginning two (2) business days after notice of the meeting is given for which the list was prepared and continuing through the meeting, at the Corporation's principal office or at a place identified in the meeting notice in the city where the meeting will be held. The Corporation shall make the list of members available at the meeting, and a member is entitled to inspect the list at any time during the meeting or any adjournment. A refusal or failure to prepare or make available the list of members shall not affect the validity of action taken at a meeting.

Section 4.7. Quorum.

(a) Definition. A majority of the votes of all the Federation Members shall constitute a quorum for the transaction of business at any meeting of the Federation Members; and the presence of the Sole Corporate Member shall constitute a quorum for the transaction of business at any meeting of the Sole Corporate Member.

(b) Loss of Quorum. The Federation Members or the Sole Corporate Member, as the case may be, present at a duly called or duly held meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the votes required to constitute a quorum.

Section 4.8. Adjourned Meeting. Any Federation Members meeting, annual or special, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the Federation members represented at the meeting, either in person or by proxy; and any Sole Corporate Member' meeting, annual or special, whether or not a quorum is present, may be adjourned from time to time by the vote of the Sole Corporate Member represented at the meeting, either in person or by proxy. In the absence of a quorum, no other business may be transacted at that meeting, except as provided in Article IV hereof.

Section 4.9. Voting.

(a) Eligibility to Vote. Those Federation Members entitled to vote at any meeting of Federation Members shall be Federation Members as of the date determined in accordance

with Section 4.11 hereof, subject to applicable law. The Sole Corporate Member shall be entitled to vote unless and until its membership is terminated.

(b) Manner of Casting Votes. Voting on all matters may be conducted by voice or ballot, and ballots may be conducted by mail.

(c) Number of Votes Per Member. Each Federation Member of the Corporation shall have one vote, and the Sole Corporate Member shall have one vote.

(d) Required Vote.

(1) Except as otherwise provided in Article IV hereof, all actions of the Federation Members shall be by two-thirds vote of the Federation Members present or represented by proxy at a meeting of the Federation Members at which a quorum is present.

(2) All actions of the Sole Corporate Member shall be by a vote of the Sole Corporate Member present or represented by proxy at a meeting of the Sole Corporate Member.

(e) Voting Rights.

(1) The Federation Members shall be entitled to vote on the voluntary dissolution of the Corporation (and shall have no other voting rights except as may be required by the Articles of Incorporation or by law).

(2) The Sole Corporate Member shall have the voting rights set forth in Sections 2.9, 5.2, 5.3, 5.11, Article X and elsewhere in these Bylaws, the Articles of Incorporation and pursuant to law.

(f) Voting Agreements. Two or more Federation Members may provide for the manner in which they will vote by signing an agreement in the form of a record for that purpose. A voting agreement shall be valid for a period of up to ten (10) years. If no time is stated in the voting agreement, the agreement shall be valid for five (5) years. The members who signed the voting agreement may, at any time, alter or terminate the agreement by signing a new agreement. A voting agreement that violates the purposes of the Corporation shall not be valid.

Section 4.10. Action by Written Consent Without a Meeting.

(a) Any action that may be taken at any annual or special meeting of Federation Members may be taken without a meeting of Federation Members and without prior notice if written ballots are received duly casting a number of votes at least equal to the quorum applicable to a meeting of Federation Members. All such written ballots shall be filed with the Secretary of the Corporation and maintained in the corporate records. All solicitations of ballots by the Corporation shall indicate the time by which the ballot must be returned to be counted, which time shall not exceed 60 days.

(b) Any action that may be taken at any annual or special meeting of the Sole Corporate Member may be taken without a meeting of the Sole Corporate Member if a consent

in writing, setting forth such action is signed by the Sole Corporate Member, and such written consent is filed with the with the Secretary of the Corporation and maintained in the corporate records.

Section 4.11. Record Date for Federation Member Notice, Voting and Giving Consent.

(a) To Be Determined by Board of Directors. For the purposes of determining which Federation Members are entitled to receive notice of any meeting of Federation Members, to vote, or to give consent to corporate action without a meeting, the Board of Directors may fix, in advance, a "record date," which shall not be more than seventy (70) days nor fewer than ten (10) days before the date of any such meeting, nor more than seventy (70) days before any such action without a meeting. Only Federation Members of record on the date so fixed are entitled to notice, to vote, or to give consents, as the case may be, except as otherwise required in the Articles of Incorporation, by agreement, or applicable law.

(b) Failure of Board of Directors to Determine Record Date.

(i) Record Date for Notices or Voting. Unless fixed by the Board of Directors, the record date for determining those Federation Members entitled to receive notice of, or to vote at, a meeting of Federation Members, shall be the day on which notice is given, or, if notice is waived, the business day immediately preceding the day on which the meeting is held.

(ii) Record Date for Written Consent to Action Without Meeting. Unless fixed by the Board of Directors, the record date for determining those Federation Members entitled to vote by ballot on corporate action without a meeting, when no prior action by the Board of Directors has been taken, shall be the day on which the first written consent is given. When prior action of the Board of Directors has been taken, it shall be the day on which the Board of Directors adopts the resolution relating to that action.

Section 4.12. Proxies.

(a) Voting. Every Member entitled to vote shall have the right to do so either in person (through a designated officer or agent, as applicable) or by one or more agents authorized by a written proxy, signed by the person and filed with the Secretary of the Corporation. A proxy shall be deemed signed if the member's name is placed on the proxy (whether by manual signature, typewriting, telegraphic transmission, or otherwise) by the Member or the Member's attorney-in-fact.

(b) Revocability. A validly executed proxy that does not state that it is irrevocable shall continue in full force and effect unless (i) revoked by the Member executing it, before the vote cast pursuant to that proxy, by a writing delivered to the Corporation stating that the proxy is revoked by a subsequent proxy executed by such Member, or by personal attendance and voting at a meeting by such Member, or (ii) written notice of the death or incapacity of the maker of the proxy is received by the Corporation before the vote pursuant to that proxy is counted; provided, however, that no proxy shall be valid after the expiration of eleven (11) months from the date of the proxy, unless otherwise provided in the proxy. The revocability of a proxy that states on its face that it is irrevocable shall be governed by applicable law.

(c) Form of Solicited Proxies. In any vote, any form of proxy that is marked by a Member "abstain," or otherwise marked in a manner indicating that the authority to vote for the election of directors is withheld, shall not be voted either for or against the matter subject to vote. Failure to comply with this subsection shall not invalidate any corporate election taken, but may be the basis for challenging the proxy at a meeting.

ARTICLE V

Board of Directors

Section 5.1. Powers. The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors, which may exercise all such powers of the Corporation and do all such lawful acts and things as are not prohibited by statute or by the Articles of Incorporation or these Bylaws, including but not limited to:

- (a) Formulating the general operating policy of the Corporation;
- (b) Approving the annual budget of the Corporation, subject to Section 4.9(e) of these Bylaws;
- (c) Electing officers of the Corporation;
- (d) Designating committees, other than those specified herein, as it deems necessary;
- (e) Amending the Bylaws and Articles of Incorporation, subject to the restrictions of Article X of these Bylaws; and
- (f) Determining, designating, and directing such other matters as are relevant to the Corporation's purposes and functions.

Section 5.2. Number and Election.

(a) The number of Directors which shall constitute the entire Board of Directors shall be the number established from time to time by vote of the Sole Corporate Member, which number shall be no less than five (5) and no more than twenty (20), of which, commencing with the directors elected at the June 2016 annual meeting of the Sole Corporate Member, up to six (6) may be serving as Designated Officers (the "Officer Directors"), with the rest serving as directors only (the "Regular Directors").

(b) Except for the initial directors named in the Articles of Incorporation and as provided for in Section 5.3 hereof, the Regular Directors shall be elected for a three-year term by the affirmative vote of the Sole Corporate Member at the annual meeting of the Sole Corporate Member. Commencing with the directors elected at the first annual meeting of the Sole Corporate Member following the adoption of these bylaws, the Officer Directors may be (i) elected by the affirmative vote of the Sole Corporate Member or (ii) appointed by the Board of Directors from the then-existing Regular Directors and/or persons whose terms as Regular Directors have expired within the prior forty-five (45) days, or from

then-existing Officer Directors and/or persons whose terms as Officer Directors have expired within the prior forty-five (45) days. For avoidance of doubt, a Designated Officer of the Corporation is not automatically an Officer Director; a Designated Officer is an Officer Director only if he or she is appointed to become a director in accordance with this Section 5.2(b); *provided, however*, that a Regular Director who is appointed as a Designated Officer may automatically be considered an Officer Director. Each director elected shall hold office until his or her successor is elected and qualified or until his or her earlier resignation or removal. No decrease in the number of directors shall have the effect of shortening the term of any incumbent director. Directors need not be residents of the District of Columbia.

(c) Each Regular Director shall serve for a term of three years, and may serve for additional terms subject to the provisions of subsection (d) of this Section 5.2. Commencing with the directors elected at the first annual meeting of the members of the Corporation in 2016, each Officer Director shall serve for the term during which such individual is serving as a Designated Officer, and may serve for additional terms subject to the provisions of subsection (d) of this Section 5.2.

(d) Commencing with the directors elected at the first annual meeting of the members of the Corporation in 2012, the following term limits shall apply to the election of and service by directors. Each Regular Director may serve a maximum of two consecutive terms of three years each, and then shall cease to be eligible to serve as a director until such person shall have been off the board of directors for a period from one annual meeting of the members of the Corporation at which directors are elected to the next annual meeting of the members of the Corporation at which directors are elected, which is expected to be approximately one year. Each Officer Director may serve as a director for so long as such Officer Director is a Designated Officer, and then shall cease to be eligible to serve as an Officer Director or Regular Director until such person shall have been off the Board of Directors and not serving as a Designated Officer for a period from one annual meeting of the Board of Directors of the Corporation at which Designated Officers are elected to the next annual meeting of the meeting of the Sole Corporate Member of the Corporation at which directors are appointed, which is approximately one year. For avoidance of doubt, a person who reaches the term limit of one Designated Officer position shall remain eligible to be appointed to a different Designated Officer Position, and thereby to continue as an Officer Director of the Corporation.

(e) Any persons not then serving as directors (whether or not then eligible for election) may, if so appointed by the Board of Directors or Chairperson, serve on an Advisory Group.

(f) The Sole Corporate Member may allow three to five directors of the Corporation to serve concurrently on the America's Charities Board of Directors.

Section 5.3. Vacancies. Any vacancy occurring on the Board of Directors (including a vacancy resulting from an increase in the number of directors) may be filled by the affirmative vote of the Sole Corporate Member, and each director so elected shall hold office until his or her successor is elected and qualified or his or her earlier resignation or removal.

Section 5.4. Annual Meeting. A regular annual meeting of the Board of Directors shall be held, without notice other than as set forth in these Bylaws, immediately following the annual meeting of the Members of the Corporation at the principal office of the Corporation, or on such other date

or at such other time or place as shall be determined by the Board of Directors and designated in the notice of the meeting.

Section 5.5. Regular Meetings. The Board of Directors may provide by resolution the date, time and place for the holding of regular meetings, other than the annual meeting of the Board of Directors, without other notice than such resolution.

Section 5.6. Special Meetings. Special meetings of the Board of Directors may be called by the Chairperson upon at least ten (10) days' notice to each Director, except as provided in Section 5.10 hereof with respect to telephone meetings, and a special meeting shall be called by the Secretary on like notice upon the written request of at least one-fifth of the number of directors then in office. Such meeting shall be held on such date and at such time and place as shall be designated in the notice of the meeting by the person or persons calling the meeting.

Section 5.7. Notice; Waiver of Notice. Notice of a meeting of the Board of Directors (and all actions by written consent of the Board of Directors) shall be given or delivered either personally or by first class United States mail, electronic communication or other written communication permitted by applicable law, addressed to the director at his or her address as it appears on the records of the Corporation and, unless otherwise provided in these Bylaws, at least ten (10) days before the date designated for such meeting; provided, however, that a waiver thereof in writing, signed by the person or persons entitled to such notice and filed with the records of the meeting, whether before or after the holding thereof, shall be equivalent to the giving of such notice. Notice shall be deemed given at the time when the same is personally delivered, sent by facsimile or e-mail, deposited in the United States mail with postage thereon prepaid, or delivered to a telegraph or overnight express company. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting. Presence at any meeting without objection also shall constitute waiver of any required notice.

Section 5.8. Quorum and Vote at Meetings. At any meeting of the Board of Directors, a majority of the directors in office shall be necessary and sufficient to constitute a quorum for the transaction of all business. A majority of the votes cast at a meeting of the Board of Directors, duly called and at which a quorum is present, shall be sufficient to take or authorize action upon any matter which may properly come before the meeting, unless the concurrence of a greater proportion is required for such action by statute, the Articles of Incorporation or these Bylaws. If, at any meeting of the Board of Directors, there shall be less than a quorum present, a majority of those present may adjourn the meeting, without further notice, from time to time until a quorum shall be present. At any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified.

Section 5.9. Action Without Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth such action, is signed and delivered to the Corporation by all of the Directors, and such written consent is filed with the minutes of proceedings of the Board. Such consent shall have the same force and effect as a unanimous vote.

Section 5.10. Telephone Meetings. Members of the Board of Directors or any committee designated by the Board may participate in a meeting of such Board or committee by means of conference telephone or by any means of communication by means of which all persons participating in the meeting can simultaneously hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

Section 5.11. Resignation and Removal of Directors. Any director may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein, or if no time be specified, at the time of its receipt by the President or the Secretary. The acceptance of a resignation shall not be necessary to make it effective. Directors may be removed, with or without cause, by a vote of the Sole Corporate Member.

Section 5.12. Compensation and Reimbursement. Directors and members of any committee of the Board of Directors shall not be entitled to compensation from the Corporation for their services as directors or committee members. Directors and members of any committee of the Board of Directors shall be entitled, to the extent authorized by the Board of Directors, to reimbursement for any reasonable expenses incurred in attending meetings of the Board or any committee of the Board, as the case may be.

Section 5.13. Standard of Conduct. To the fullest extent required by law, in discharging Board or committee duties, Directors shall disclose information to the Board that is material to the discharge of the Board's decision-making or oversight functions, provided however, that disclosure is not required to the extent that the Director reasonably believes that disclosing would violate a duty imposed by law, a legally enforceable obligation of confidentiality, or a professional ethics rule.

ARTICLE VI

Committees

Section 6.1. Committees. There shall be the following standing committees of the Corporation; provided, however, that the Board of Directors may determine not to appoint one or more of the committees, in which case the entire Board of Directors shall serve as that committee.

(a) Executive Committee. The Executive Committee shall consist of the following four (4) officers of the Corporation: the Chairperson, the President and Chief Executive Officer, the Secretary and the Treasurer. When the Board of Directors is not in session, the Executive Committee shall have and may exercise all of the powers of the Board of Directors, except to the extent that such authority shall be limited by resolution of the Board of Directors or expressly prohibited by law; provided, however, that neither the Executive Committee nor any other committee shall have the power to amend the Articles of Incorporation or the Bylaws of the Corporation or fill vacancies on the Board of Directors. The Chairperson shall serve as the chairperson of the Executive Committee. The Secretary shall report to all members of the Board of Directors all actions taken by the Executive Committee and such actions shall be reviewed by the Board of Directors at its next regular meeting.

(b) Finance & Audit Committee. Effective only until the June 2016 meeting of the Board of Directors, the Corporation shall have a Finance & Audit Committee. The Finance

& Audit Committee shall consist of not less than three (3) directors. The Chairperson and the President and Chief Executive Officer shall provide recommendations to the Board of Directors (or the Executive Committee), which shall appoint the members of the Finance Committee. The Treasurer shall serve as a full member of the Finance Committee, but shall not act as the chairperson. The Committee shall periodically review the Corporation's receipts and distributions and shall review and make recommendations to the Board of Directors on all matters pertaining to the financial operations of the Corporation, including preparation of the annual budget, periodic reports to members, appropriate banking procedures, recommendations concerning the Corporation's independent certified public accountant and review of the Corporation's annual audit by its independent certified public accountant. To the extent permitted by law, the combined Finance & Audit Committees of the Corporation, Health First – America's Charities, Children First - America's Charities and America's Charities shall constitute a designated body of the Corporation called the Finance Group.

(c) Finance Committee. Effective as of the June 2016 meeting of the Board of Directors, the Corporation shall have a Finance Committee. The Finance Committee shall consist of not less than three (3) directors. The Chairperson and the President and Chief Executive Officer shall provide recommendations to the Board of Directors, which shall appoint the members of the Finance Committee. The Treasurer shall serve as the chairperson of the Finance Committee. The Finance Committee shall periodically review the Corporation's receipts and distributions and shall review and make recommendations to the Board of Directors on all matters pertaining to the financial operations of the Corporation, including preparation of the annual budget, periodic reports to members, and appropriate banking procedures. To the extent permitted by law, the combined Finance Committees of the Corporation, Health First – America's Charities, Children First - America's Charities and - America's Charities. shall constitute a designated body of the Corporation called the Finance Group.

(d) Audit Committee. Effective as of the June 2016 meeting of the Board of Directors, the Corporation shall have an Audit Committee. The Audit Committee shall consist of not less than three (3) directors. The Chairperson and the President and Chief Executive Officer shall provide recommendations to the Board of Directors, which shall appoint the members of the Audit Committee. The majority of the Audit Committee Members must not be on the Finance Committee. No officers may serve on the Audit Committee, the members of which are intended to be "independent," as determined by the Board of Directors. The Committee shall make decisions or recommendations to the Board of Directors on matters pertaining to the Corporation's independent auditors, including the review of the Corporation's annual audit by its independent auditors, communications with the independent auditors and approval of the Corporation's annual financial statements and the audit thereof. To the extent permitted by law, the combined Audit Committees of the Corporation, Health First – America's Charities, Children First – America's Charities and America's Charities shall constitute a designated body of the Corporation called the Audit Group.

(e) Governance Committee. The Governance Committee shall consist of not less than three (3) directors. The Chairperson and the President and Chief Executive Officer shall provide recommendations to the Board, which shall appoint the members of the Governance Committee. To the extent permitted by law, the combined Governance Committees of the Corporation, Health First – America's Charities, Children First - America's Charities and America's Charities shall constitute a designated body of the Corporation called the Governance Group. Duties of the Committee include making recommendations regarding appropriate board structure, size and composition; nominating a

slate of officer (and if so requested by the Chairperson or the President and Chief Executive Officer) committee member candidates for election by the Board of Directors and a slate of director candidates for election by the members prior to the meetings at which such persons are to be elected or appointed, recommending to the board policies and processes designed to ensure effective governance, such as conflict of interest policies, board performance policies, board self-assessment practices, succession planning for the board chair and similar matters, and, at the request of the Board of Directors or the Executive Committee, conducting a review of the Bylaws with a view to making recommendations for improvement to the Board of Directors.

(f) Resource Development Committee. The Resource Development Committee shall consist of not less than three (3) directors. The Chairperson and the President and Chief Executive Officer shall provide recommendations to the Board of Directors, which shall appoint the members of the Resource Development Committee. The Resource Development Committee shall identify and help solicit diversified sources of funding that will further the mission of the Corporation and affiliated organizations, including America's Charities. These sources of funding shall include, but are not be limited, to workplace campaigns, individual and corporate donations, grants and gifts in-kind. To the extent permitted by law, the combined Resource Development Committees of the Corporation, America's Charities, Health First – America's Charities, and Children First – America's Charities shall constitute a designated body of the Corporation called the Resources Development Group.

(g) Appointments of Committee Chairs. The Chairperson and the President and Chief Executive Officer shall provide recommendations to the Board of Directors concerning the appointment of the chairperson and members of each committee (unless these Bylaws specify the person to be serving as Chair), and the Board of Directors shall appoint the chairperson and members of each committee.

Section 6.2. Other Committees. The Board of Directors may, by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present, appoint from among its members one or more other committees, composed of one or more directors, for such purposes and with such powers as the Board of Directors may provide, except that no such committee or committees shall have or exercise the authority of the Board of Directors or the Executive Committee in the management of the Corporation.

Section 6.3. Tenure. Subject to the provisions of Section 5.8 hereof, each member of any committee shall hold office for a period of three years, with no limit on the numbers of terms of service so long as such member is still eligible to serve as a director under Section 5.2, and until his or her successor is elected or appointed by the Board of Directors.

Section 6.4. Meetings and Notices. Regular meetings of committees of the Board of Directors may be held without notice at such times and places as such committees may determine from time to time by resolution; provided, however, that regular meetings of the Executive Committee, Finance Committee, Audit Committee, Governance Committee and Resource Development Committee shall whenever reasonably possible be held concurrently with the respective committees of Health First - America's Charities, Children First – America's Charities and America's Charities. Special meetings of committees may be called by any member thereof upon not less than three days' notice stating the place, date, and hour of the meeting, which notice may be by telephone, by facsimile, by e-mail or by United

States mail, telegram or other means of written communication. The notice of a meeting of a committee need not state the business proposed to be transacted at the meeting. Any member of a committee may waive notice of any meeting thereof, either before or after the meeting, by signing a waiver of notice which shall be filed with the records of such meeting, or by attendance at such meeting. Presence at a meeting without objection shall also constitute waiver of any required notice. In the case of a committee consisting only of one member, waiver of notice may only be effected in a writing delivered prior to the meeting unless the committee is meeting concurrently with the respective committees of Health First - America's Charities, Children First – America's Charities and America's Charities, is taking substantially the same action as the respective committees of Health First - America's Charities, Children First – America's Charities and America's Charities or the action taken at such meeting consists only of a recommendation to the Board of Directors.

Section 6.5. Quorum. A majority of the members of a committee shall constitute a quorum for the transaction of business at any meeting thereof. The vote of a majority of the committee members present at a meeting at which a quorum is present shall constitute action of the committee.

Section 6.6. Action Without a Meeting. Any action required or permitted to be taken at a meeting of a committee may be taken without a meeting if a written consent, setting forth the action so taken, shall be signed and delivered to the Corporation by all of the members of the committee and filed with the minutes of proceedings of the committee.

Section 6.7. Telephone Meetings. Members of committees may participate in a meeting by means of a conference telephone or by any means of communication by which all persons participating in the meeting can simultaneously hear each other. Such participation shall constitute presence in person at the meeting.

Section 6.8. Vacancies. Any vacancy occurring on the Executive Committee may be filled by a resolution adopted by a majority of the Board of Directors in office. Any vacancy occurring on any other committee or committees may be filled by the Board of Directors or the Executive Committee following recommendations by the Chairperson and the President and Chief Executive Officer.

Section 6.9. Removal and Resignations. Any member of the Executive Committee may be removed at any time, with or without cause, by resolution adopted by a majority of the directors in office. Any member of any other committee may be removed by resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Any member of a committee may resign from the committee at any time by giving written notice to the Board of Directors or the President and Chief Executive Officer or the Secretary of the Corporation. Unless otherwise specified therein, such resignation shall take effect upon receipt thereof.

Section 6.10. Procedure. All committees established by the Board of Directors shall keep regular minutes of their proceedings. The Secretary (in the case of the Executive Committee) and the chairperson of each other committee shall report any actions by such committee to the Board of Directors at the next meeting thereof held after the committee meeting. The minutes of Executive Committee meetings and other committee meetings shall be distributed to all members of the Board of Directors.

ARTICLE VII

Officers

Section 7.1. Positions. The officers of the Corporation shall be a Chairperson of the Board of Directors, a President and Chief Executive Officer, a Secretary, a Treasurer, and, commencing with the first Board of Directors meeting in 2016 at which Designated Officers are appointed, may include a Chair-Elect and an Immediate Past Chair (collectively, the "Designated Officers") and such other officers as the Board of Directors may appoint, including one or more Vice Presidents, Assistant Secretaries and Assistant Treasurers, who shall exercise such powers and perform such duties as shall be determined from time to time by the Board. Until the first Board of Directors meeting in 2016 at which Designated Officers are appointed, there shall also be a Designated Officer position of Vice Chairperson, but such Designated Officer position shall be eliminated at such meeting (concurrently with the Designated Officer positions of Chair Elect and Immediate Past Chair coming into existence). Any number of offices may be held by the same person, unless the Articles of Incorporation or these Bylaws otherwise provide; provided, however, that in no event shall the President and the Treasurer be the same person, and the Chairperson shall not be the same person as either the Chair Elect or the Immediate Past Chair. The Designated Officers who are also elected as directors, in accordance with Section 5.2(b) above, shall be Officer Directors.

Section 7.2. Election and Term of Office. The officers of the Corporation shall be elected by the Board of Directors by a resolution adopted by the affirmative vote of a majority of the directors present at a meeting at which a quorum is present. Generally at each annual meeting of the Board of Directors, officers shall be elected as needed as follows: Chairperson, for a three-year term but no additional terms; Treasurer, for a two-year term and eligible for a second two-year term; Secretary, for a two-year term and eligible for a second two-year term; Chair-Elect, for a one-year term but no additional terms; and Immediate Past Chair, for a one-year term but no additional terms. Where a person holds more than one officer position, the limitation on the term of one position shall not limit the term of service of the other officer position(s). Each officer of the Corporation shall serve until his or her successor shall have been chosen and qualified, or until such officer's death, resignation or removal. Election or appointment of an officer shall not itself create any contractual rights. For the avoidance of doubt, the persons serving as officers at the time of the adoption of these Bylaws, which persons are becoming Designated Officers at the time of the 2016 annual meeting of the Sole Corporate Member (anticipated to be in June 2016) as provided herein, shall continue in the same office and may also be Officer Directors (subject to the requirements of Section 5.2(b) above), regardless of whether such person's officer term would otherwise have expired under this Section 7.2, until the first meeting of the Board of Directors at which Designated Officers are appointed (anticipated to be in June 2016, following the 2016 annual meeting of the Sole Corporate Member).

Section 7.3. Resignation and Removal. Whenever in the judgment of the Board of Directors the best interest of the Corporation will be served thereby, any officer may be removed from office by the affirmative vote of a majority of the Board of Directors. Such removal shall not prejudice the contractual rights, if any, of the person so removed. Any officer may resign at any time by delivering a written resignation to the Board of Directors, the Chairperson or the Secretary. Should a vacancy occur prior to election, the Chairperson shall appoint a successor to fill the unexpired term of said officer.

Section 7.4. Chairperson of the Board. The Chairperson of the Board shall preside at all meetings of the Board of Directors, shall serve as the chairperson of the Executive Committee and shall perform such other duties and have such other powers as may be vested in the Chairperson by the Board of Directors.

Section 7.5. Chair-Elect. The Chair-Elect may be elected for a one-year term, to coincide with the third and final year of a Chairperson's term. The Chair-Elect shall support and assist the Chairperson on an as-needed basis, including planning for his or her expected upcoming term as Chairperson. Although it is anticipated that the Chair-Elect will serve as the next Chairperson, the actual selection of the Chairperson will be made by the Board of Directors, and election or appointment of a Chair-Elect shall not itself create any rights to serve as Chairperson.

Section 7.6. Immediate Past Chair. The Chairperson of the Board may serve as Immediate Past Chair for one year immediately following the completion of his or her service as Chairperson. The Immediate Past Chair shall support and assist the Chairperson on an as-needed basis.

Section 7.7. Vice-Chairperson of the Board. Until the first Board of Directors meeting in 2016 at which Designated Officers are appointed (anticipated to be in June 2016), there shall also be an officer who is the Vice Chairperson. The Vice-Chairperson of the Board shall, in the absence of the Chairperson or in the event of the Chairperson's refusal or inability to act, shall preside at meetings of the Board of Directors, and shall perform such other duties and shall have such other powers as may be vested in the Vice-Chairperson by the Board of Directors.

Section 7.8. President and Chief Executive Officer. The President and Chief Executive Officer shall have general and active control and management over the day to day affairs of the Corporation, shall supervise the Corporation's staff and shall perform such other duties as the Board of Directors or the Chairperson may direct from time to time. The President and Chief Executive Officer shall have supervision over and responsibility for business of the Corporation, shall oversee the staff's activity concerning fund-raising efforts and legal, fiscal, personnel, and public programs, shall insure that all orders and resolutions of the Board of Directors are carried into effect, and shall perform such other duties as may be specified from time to time by the Board of Directors. The President and Chief Executive Officer shall execute bonds, mortgages and other contracts requiring a seal, under the seal of the Corporation, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Corporation.

Section 7.9. Vice Presidents. In the absence of the President and Chief Executive Officer or in the event of the President and Chief Executive Officer's inability or refusal to act, the Vice President (or in the event there is more than one Vice President, the Vice Presidents in the order designated, or in the absence of any designation, then in the order of their election) shall perform the duties of the President and Chief Executive Officer, and when so acting shall have all of the powers of, and be subject to all of the restrictions on, the President and Chief Executive Officer. The Vice Presidents shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe. It is anticipated that the Chief Operating Officer would also serve as a Vice President.

Section 7.10. Secretary. The Secretary (or a person designated by the Chairperson or President and Chief Executive Officer to act as Secretary) shall attend all meetings of the Board of Directors,

and shall record all the proceedings of the meetings of the Board of Directors in a book to be kept for that purpose, and shall perform like duties for the standing committees, when required. The Secretary shall give, or cause to be given, notice of all special meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or by the Chairperson, under whose supervision the Secretary shall be.

After such time as the Corporation ceases to have a Vice Chairperson, the Secretary, in the absence of the Chairperson or in the event of the Chairperson's refusal or inability to act, shall preside at meetings of the Board of Directors and shall perform such duties and have such powers as may be vested in the Chairperson by the Board of Directors, and shall also perform such other duties and shall have such other powers as may be vested in the Secretary by the Board of Directors.

The Secretary shall have custody of the corporate seal of the Corporation, and the Secretary, or an Assistant Secretary, shall have authority to affix the same to any instrument requiring it, and when so affixed it may be attested by the signature of the Secretary or by the signature of such Assistant Secretary. The Board of Directors may give general authority to any other officer to affix the seal of the Corporation and to attest the affixing by such officer's signature. The Secretary or an Assistant Secretary may also attest all instruments signed by the Chairperson, the President and Chief Executive Officer, or any Vice President.

Section 7.11. Treasurer. The Treasurer shall have oversight over the person or persons with custody of the funds of the Corporation and over the person or persons who keep the books, records and accounts and prepare the financial statements of the Corporation. The Treasurer shall also assist the President and Chief Executive Officer in supervising financial and budgetary matters and shall perform such other duties as the Board of Directors or the President and Chief Executive Officer may direct from time to time. The Treasurer Chairs the Finance Committee.

Section 7.12. Compensation. Any officer of the Corporation is authorized to receive reasonable compensation for services rendered, when authorized by the Board of Directors, in its sole discretion.

Section 7.13. Bond. If required by the Board of Directors, each officer of the Corporation authorized to sign checks or with access to the funds received and distributed by the Corporation shall give the Corporation a bond in such sum and with such surety or sureties as shall be satisfactory to the Board of Directors for the faithful performance of such officer's duties and for the restoration to the Corporation, in case of such officer's death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind, in such officer's possession or under such officer's control and belonging to the Corporation.

Section 7.14. Standard of Conduct for Officers. To the extent required by law, each officer shall inform the appropriate person on the Board of (i) any material information about the affairs of the Corporation, (ii) any actual or probable material violation of law involving the Corporation, and (iii) any material breach of duty to the Corporation by an officer, employee, or agent of the Corporation.

ARTICLE VIII

Indemnification; Limitation on Liability

Section 8.1. Indemnification.

(a) To the fullest extent permitted by law, the Corporation shall indemnify an officer, Director, employee, agent, volunteer or member of a designated body made, or threatened to be made, a party to or involved in any action, suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that such person, or a person of whom he or she is the legal representative, is or was an officer, Director, employee, agent, volunteer or designated agent of the Corporation, or is or was serving at the request of the Corporation as an officer, Director, employee, agent, volunteer or designated agent, including service with respect to an employee benefit plan, against all expenses (including attorneys' fees), judgments, fines and amounts paid or to be paid in settlement incurred in connection with such action, suit or proceeding. Without limiting the foregoing, except to the extent prohibited by applicable law, the Corporation shall indemnify an officer, Director, employee, agent, volunteer or member of a designated body that:

(1) Acted in good faith;

(2) Reasonably believed:

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

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

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

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

(b) 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 8.1.

(c) Nothing in these Bylaws shall limit or affect any other right of any person to indemnification or expenses, including attorneys' fees, under any statute, rule, regulation, Certificate of Incorporation, Bylaw, insurance policy, contract or otherwise.

(d) To the extent permitted by law, 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 indemnification under this Article VIII applies.

(e) For the avoidance of doubt, this Section 8.1 applies to any person who no longer serves as an officer, Director, employee, agent, volunteer or member of a designated body if such person was made a party to a suit or proceeding by reason of the fact that such person previously served as an officer, Director, employee, agent, volunteer or designated agent of the Corporation.

Section 8.2. Advance for Expenses. The Corporation shall, before final disposition of a proceeding and without the requirement of any additional authorization by the Board of Directors, 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 (1) 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 applicable law; and (2) an undertaking in the form of an unlimited general obligation to repay any funds advanced if the individual is not entitled to indemnification under these Bylaws or mandatory indemnification under applicable law.

Section 8.3. Determination of Entitlement to Indemnification.

(a) The Corporation shall not indemnify an officer or director under Section 8.1(b) unless the Board of Directors determines, in accordance with subsection 8.3(b), that indemnification of the individual is permissible because he or she has met the relevant standard of conduct in the Bylaws and applicable law.

(b) The determination shall be made:

(1) 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

(2) By special legal counsel:

(A) Selected in the manner prescribed in paragraph (1);

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 (1) a majority vote of the disinterested directors, a majority of whom will constitute a quorum for that purpose, (2) by a majority of the members of a committee of two or more disinterested directors appointed by such a vote; (3) if there are fewer than two disinterested directors, by the Board, in which case directors who do not qualify as disinterested directors may participate; provided that special legal counsel selected in the manner prescribed in

Subsection (b)(2), above, determines that indemnification is permissible because the officer or director has met the relevant standard of conduct in the Bylaws and applicable law; or (4) by a court of competent jurisdiction.

(d) For purposes of this Article VIII, a "disinterested director" shall mean a director who, at the time of a vote referred to in this Article VIII, is not:

(1) A party to the proceeding; or

(2) 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 8.4. Limitation of Liability.

(a) To the extent permitted by law, and subject to Section 8.4(d), if the Corporation is exempt from federal income taxes under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (a "501(c)(3) nonprofit") and the Corporation has annual total functional expenses (exclusive of grants and allocations) of less than \$100,000, then regardless of the Corporation's insurance coverage, the Corporation is not liable for the conduct of officers, directors and other persons who perform services for the Corporation and who do not receive compensation other than reimbursement of expenses ("volunteers").

(b) To the extent permitted by law, and subject to Section 8.4(d), if the Corporation is not a 501(c)(3) nonprofit (regardless of annual total functional expenses) or the Corporation is a 501(c)(3) nonprofit with annual total functional expenses (exclusive of grants and allocations) of \$100,000 or more, the Corporation is only liable for the conduct of volunteers to the extent of the limit on the Corporation's insurance coverage, provided that the Corporation maintains liability insurance with a limit of coverage of not less than \$200,000 per individual claim and \$500,000 per total claims that arise from the same occurrence.

(c) (1) To the extent permitted by law, and subject to Section 8.4(a) or 8.4(b), as the case may be, as well as to Section 8.4(d), volunteers of the Corporation shall not be held personally liable in damages for any action or omission in providing services or performing duties on behalf of the Corporation.

(2) To the extent permitted by law, and subject to Section 8.4(d), persons regularly employed by the Corporation to perform a service for a salary or wage ("employees") shall not be held personally liable in damages for any action or omission in providing services or performing duties on behalf of the Corporation in an amount greater than the amount of total compensation (other than reimbursement of expenses) received during the twelve (12) months immediately preceding the act or omission for which liability was imposed; provided however, that this limitation of liability does not apply to any licensed professional employee operating in his or her professional capacity. To the maximum extent permitted by law, and to the extent an employee is liable, the Corporation is only liable for an employee's conduct up to the amount of applicable insurance

coverage maintained. This subsection (c) applies to the Corporation regardless of whether the Corporation is a 501(c)(3) nonprofit or whether the annual expenses are above or below \$100,000.

(d) To the extent required by law, the limitation of liability for volunteers and employees shall not apply when the injury or damage was a result of the employee or volunteer's willful misconduct, crime (unless the volunteer or employee had reasonable cause to believe that the act was lawful), transaction that resulted in an improper personal benefit of money, property or service to the volunteer or employee or act or omission that was not in good faith and was beyond the scope of authority of the Corporation pursuant to applicable law or the Corporation's Articles of Incorporation.

Section 8.5. Severability. In case any provision in this Article shall be determined at any time to be unenforceable in any respect, the other provisions shall not in any way be affected or impaired thereby, and the affected provision shall be given the fullest possible enforcement in the circumstances, it being the intention of the Corporation to afford indemnification and advancement of expenses to its Directors, officers and members of designated bodies.

ARTICLE IX

General Provisions

Section 9.1. Execution of Instruments. All checks or demands for money and notes of the Corporation shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.

Section 9.2. Seal. The Corporation may have a seal of such design as the Board of Directors may adopt. If so adopted, the custody of the seal shall be with the Secretary and he/she shall have authority to affix the seal to all instruments where its use is required.

Section 9.3. Fiscal Year. The fiscal year of the Corporation shall begin on January 1 and end on December 31 of each year, with the initial fiscal year to commence on the date of incorporation.

Section 9.4. Order. All meetings of the Board of Directors and committees of the Board of Directors shall be conducted in accordance with the procedures set forth in the most recent edition of Roberts Rules of Order, Revised, except as otherwise set forth in these Bylaws.

Section 9.5. Loans. The Corporation shall not lend money to or guarantee the obligations of a Director or officer, provided, however, that to the extent consistent with applicable law, the Corporation may provide (i) advances to pay reimbursable expenses reasonably expected to be incurred by a Director or officer, (ii) advances to pay premiums on life insurance if each advance is secured by the cash value of the policy, (iii) advances for indemnification, (iv) loans or advances pursuant

to employee benefit plans, (v) loans secured by the principal residence of an officer and (vi) loans to pay relocation expenses of an officer.

Section 9.6. Books and Records. The Corporation shall keep correct and complete books and records of its accounts and transactions and minutes of the proceedings of the Board of Directors, any executive or other committee when exercising any of the powers of the Board of Directors, and Member meetings. The Corporation or its agent shall maintain a record of its Members, in a form that permits preparation of a list of the names and addresses of all Members, in alphabetical order by class, showing the number of votes each Member is entitled to cast. The books and records of the Corporation may be in written form or in any other form that can be converted within a reasonable time into written form for visual inspection. Minutes shall be recorded in written form but may be maintained in the form of a reproduction. The following items shall be kept at the principal office of the Corporation: (a) the original or a certified copy of the Articles of Incorporation, Bylaws, and committee charters, (b) a list of the names and business addresses of all current Directors and officers and (c) the most recent biennial report delivered to the Mayor of the District of Columbia. All books and records of the Corporation may be inspected for any proper purpose at any reasonable time.

ARTICLE X

Amendments of Bylaws and Articles of Incorporation

Section 10.1. Amendment by the Board of Directors. Except as otherwise provided in Section 10.2 or 10.3 hereof, these Bylaws may be amended, repealed, or altered, in whole or in part, and new Bylaws may be adopted, by a majority of the votes cast at any meeting of the Board of Directors duly called and at which a quorum is present; provided that no such amendment shall become effective unless and until the Sole Corporate Member shall vote to ratify any such affirmative votes approving such proposed amendment of the Board of Directors. Notwithstanding the foregoing, Federation Members shall be entitled to a vote on amendments to these Bylaws that:

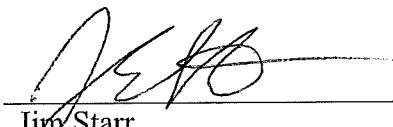
- (a) assessments, or fees;
- (b) modifies the levying of Federation Members membership dues,
- (b) modifies the rights, preferences, or limitations of Federation Members;
- (c) authorizes a new class of membership;
- (d) relates to the termination or suspension of Federation Members; or remove a director.
- (e) requires cause to remove a director or specifies what constitutes cause to

Section 10.2. Amendment by the Sole Corporate Member. Except as otherwise provided in Section 10.1 or 10.3, these Bylaws may be amended, repealed, or altered, in whole or in part, and new Bylaws may be adopted, by the affirmative vote of the Sole Corporate Member.

Section 10.3. Amendment of Certain Subsections of Section 4.9 by the Federation Members. Notwithstanding Section 10.1 or 10.2 hereof, subsections (d)(1) and (e)(1) of Section 4.9 of these Bylaws only may be amended by a vote of at least two-thirds of all the Federation Members of the Corporation, cast at any Federation Member meeting duly called and at which a quorum is present.

Section 10.4. Amendment of the Articles of Incorporation. The Corporation's Articles of Incorporation may be amended, and Articles of Amendment filed, pursuant to the requirements of the District of Columbia Nonprofit Corporation Act, as follows: The Board of Directors, by a majority vote cast at any meeting of the Board of Directors duly called and at which a quorum is present, shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote of the Sole Corporate Member; and, upon subsequent approval by the Sole Corporate Member of the proposed amendment, Articles of Amendment effectuating such proposed amendment shall be filed with the District of Columbia.

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Name: Jim Starr
Title: President and CEO