

CONFIDENTIAL

BYLAWS OF INTERNATIONAL SOCIETY FOR THE STUDY OF FATTY ACIDS AND LIPIDS, Inc. (ISSFAL) (A District of Columbia Domestic Nonprofit Corporation)

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ARTICLE I: FORMATION, NAME, AND OFFICES

Section 1. Name.

The official name of the corporation shall be: International Society for the Study of Fatty Acids and Lipids, Inc. (ISSFAL) (hereinafter referred to as the “Corporation”).

Section 2. Principal Office.

The principal office of the Corporation is located in the District of Columbia. The Corporation may have such other offices, either within or outside the District of Columbia, as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

The Corporation shall have and continuously maintain in the District of Columbia a registered office, and a registered agent whose office is identical with such registered office, as required by the District of Columbia Nonprofit Corporation Act of 2010. The registered office may be, but need not be, identical with the principal office of the District of Columbia, and the address of the registered office may be changed from time to time by the Board of Directors.

Section 3. Other Offices.

The Corporation may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the Board of Directors may, from time to time, designate.

ARTICLE II: PURPOSE

Section 1. IRC Section 501(c)(3) Purposes.

This Corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

Section 2. Objectives and Purposes.

The objectives and purposes of this corporation shall be

- To increase understanding through research and education of the role of dietary fatty acids and lipids in health and disease.
- Sponsoring international meetings.
- Partnering with other organizations which are national and international, joining efforts to promote the aims of the Corporation.
- Promoting research on fatty acids and lipids.
- Engage in knowledge translation and outreach activities for health professionals, and the public through various media outlets.

ARTICLE III: MEMBERS

Section 1. Membership.

Membership in the Corporation shall be open to any individual, organization, institution, or corporation sharing the goals of the Corporation. Membership shall be voluntary and all who are interested are invited to join.

Section 2. Categories of Membership.

The Board of Directors shall establish categories of individual and corporate membership and determine the dues for each category. There are four classes of individual membership: 'Full', 'Student', 'Retired', and 'Developing Country'. There are three classes of corporate membership: 'Gold', 'Silver', and 'Bronze'.

Section 3. Voting Rights.

Each member shall be entitled to one vote on each matter submitted to a vote of the members.

Section 4. Biennial Meeting.

The Members of the Corporation shall meet biennially at a place designated by the Board. The date, time, and place of each such meeting shall be set by the Board of Directors, and notice shall be given to the Members not less than thirty (30) days prior to the meeting. At such biennial meetings, the Members shall receive the report of the President, or the Secretary, or the Treasurer, and their designees.

Section 5. Special Membership Meetings.

Special meetings of the Membership may be called by the President of the Board or upon the written request of not less than four (4) members of the Board. The Membership shall be given written notice of the date and place of each such meeting, either in person or virtually, not less than fifteen (15) days prior to the meeting. The purpose(s) of each such meeting shall be stated, and any other necessary business shall be conducted as required.

Section 6. Quorum of Members.

The presence in person (or virtual) of at least twenty (20) voting Members, or of ten percent (10%) of the total voting members, whichever is the smaller number, shall be necessary to establish a quorum for a Biennial Meeting or a Special Membership Meeting. The vote of a majority (more than half) of the quorum is necessary for the adoption of any item voted on by the Members, unless a greater proportion is required by Law, the Articles of Incorporation of the Corporation, or any provision of these bylaws.

Section 7. Voting at Membership Meetings.

Each Member in good standing shall have one (1) vote on each matter submitted to a vote of Members at the Biennial Meeting or a Special Membership Meeting. Each Corporate Member shall nominate in writing one (1) delegate to exercise the Institution's vote at the Biennial Meeting or at a Special Membership Meeting and shall deposit such nomination with the Secretary prior to the official opening of the Biennial Meeting or Special Membership Meeting.

ARTICLE IV: BOARD OF DIRECTORS

Section 1. General Powers.

The business and affairs of the Corporation shall be managed under the direction of the Board of Directors (hereinafter sometimes referred to as the “Board”). The Board may adopt such rules and regulations, to the extent consistent with the Corporation’s Certificate of Incorporation, these bylaws or the law, as it may deem proper for the efficient administration and management of the Corporation, and, subject to the limitations contained in these bylaws, shall have such powers provided under the Law, including all other powers necessary or convenient to effect any of the purposes for which the Corporation is organized.

Section 2. Number, Tenure and Qualifications.

The number of Directors shall be not less than one (1) nor more than twenty-five (25). Each Director shall hold office until their term is up and until their successor shall have been elected and qualified.

Each Director shall be at least 18 years old and interested in the purposes of the Corporation as specified in the Corporation’s Certificate of Incorporation and these bylaws, as same shall be amended from time to time. Each Director shall be a member of the Corporation. It shall not be necessary for a Director to be a resident of the District of Columbia or a citizen of the United States.

Section 3. General Responsibilities.

Each member of the Board shall have the responsibility of:

- Serving on at least one standing committee/working group of the board. They shall provide reports to the board during the Board of Directors meetings on the activities and findings of their respective committees.
- Ensuring the efficient use of the Corporation’s resources in a manner that will allow the Corporation to best achieve its mission.
- Ensuring that the Corporation’s mission is clear, appropriate and relevant as times change.
- Monitoring whether the Corporation’s programs and activities support the Corporation’s mission and achieve both the short-term and long-term goals.

Section 4. Regular Meetings, Quorum and Adjournments.

The Board of Directors shall hold regular meetings at least twice a year, spaced approximately 5-7 months apart. During the biennial congress year, one meeting shall be held in person at the congress. Meetings may be attended in person or virtually. Written notice, including electronic notice, of such meetings, including the time, place, and agenda, shall be given by the President of the Board or Secretary or Administrator not less than thirty (30) days prior to such meeting.

Fifty-one percent (51%) (rounded up to the next whole number) of the Elected Directors shall constitute a quorum at any meeting of the Board of Directors for all purposes. Any Director participating in a meeting by conference telephone or any other means shall be included in determining whether a quorum is present at any meeting.

If less than a quorum shall be in attendance at the time called for a meeting, the meeting may be adjourned by the affirmative vote of a majority of the Directors present, without any notice other than by announcement at the meeting, until a quorum shall attend. Any meeting at which a quorum is present may also be adjourned, in like manner, for such time, or upon such call, as may be determined by the affirmative vote of a majority of the Directors present.

Section 5. Special Meetings, Notice and Quorum.

Special meetings of the Board of Directors may be called by or at the request of the President or one-third of the number of Directors in office, but not fewer than two. The person or persons authorized to call special meetings of the Board may fix any place, either within or outside the District of Columbia, as the place for holding any special meetings of the Board called by them.

The Board of Directors shall be given notice of the date and place of each such meeting not less than thirty (30) days prior to the meeting. The purpose(s) of each such meeting shall be stated, and any other necessary business shall be conducted as required.

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting without further notice.

Section 6. Term of Office.

The term of office for all Elected Directors shall be four (4) years. All Elected Directors may serve for two (2) consecutive terms before taking at least a four (4) year hiatus from service on the Board.

Section 7. Elections.

In accordance with procedures established by the Board of the Corporation, a Board member shall be elected by a secret ballot of all members, such a ballot to be undertaken by post, secure internet voting or other generally accepted and available electronic means, conducted by the Secretary and Administrator. Nominations and elections by the membership shall be held once per year for the terms up for election.

A call for nominations must be supported by either three current members of the Corporation or by the recommendation of the Nominations and Awards Committee.

The nominations are submitted in writing to the Secretary of the Corporation, who will arrange a secret ballot of all members, with those candidates receiving the greatest number of votes being elected to the Board of Directors.

The nomination(s) for Board positions shall be issued by the Secretary on behalf of the Executive Committee at least 6 months in advance of the expiry of the term of office of the current incumbent, by an email to all members and a notice to appear on the Corporation website homepage.

There shall be two voting members selected from the Corporate Committee who will sit for up to two four-year terms on the Board as full voting members. After serving for two full consecutive four-year terms of office, the Board member shall not be eligible to stand for election for a further term of office as a Board Director until a period of at least four years has elapsed since the expiry of the most recent term of office.

Section 8. Vacancies.

Any vacancy occurring in the Board of Directors to be filled by reason of an increase in the number of Directors may be filled by the affirmative vote of a majority of the remaining Directors, though less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of their predecessor in office. A Board member so appointed shall be eligible to stand for office in his or her own right at the next available opportunity.

Section 9. Resignation.

Any Director may resign at any time by delivering to the President of the Board, at least twenty (20) days before the resignation is to become effective, written notice of his or her resignation and of the date the resignation will become effective; provided, however, the Board of Directors may, in its sole and absolute discretion, accept the resignation as effective upon an earlier date.

Section 10. Removal.

Any Director may be removed, with or without cause, by majority vote of the Board at any duly convened meeting, or by the written consent of all of the members of the Board (other than the member of the Board who is being removed) whenever, in the Board's judgment, the best interests of the Corporation will be served.

Section 11. Compensation.

Directors as such shall not receive any stated salaries for their services except the part-time salaried secretary position, but nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation, therefore.

Section 12. Informal Action by Directors.

Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the Directors.

ARTICLE V: OFFICERS

Section 1. Officers.

The officers of the Corporation shall be a President, President-Elect,, a Secretary, a Treasurer, an Early Career representative, and such other officers as may be elected in accordance with the provisions of this Article. The Past President serves in an advisory role to the other officers.

Section 2. Election and Term of Office.

Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified.

The President may serve a three-year term.

The President-Elect shall serve a term, concurrent with the President's term and shall then succeed to the presidency. Nominations for the office of President-Elect shall be sought from the Nominations and Awards Committee a minimum of 6 months prior to the expiry of the term of office of the incumbent. Nominations for President-Elect may be proposed by any member or directly solicited by the Chair of the Nominations and Awards Committee and must be sent to the Secretary and must be supported in writing by at least 3 current members of the Corporation. The Secretary shall forward all nominations to the Nominations and Awards Committee, which shall select two candidates from among them to stand for election. Election will be by secret electronic ballot to all current members, and the candidate who receives the greatest number of supporting votes from the members who participated in the election will be elected to office.

Should the President-Elect be unable or unwilling to succeed the President, his or her term of office will be considered ended with immediate effect, and the runner-up with the highest total of votes shall be invited to accept the post. If an alternative cannot be found via this mechanism, then a fresh call for nominations shall be made, and a secret ballot shall be organized as specified above.

Unlike other officer roles subject to regular elections, the Secretary and Treasurer positions will be appointed by the Executive Committee. The Executive Committee assumes the responsibility of identifying potential candidates who possess the requisite skills, experience, and dedication to fulfill these crucial roles effectively. Through a comprehensive survey of the membership base, the Executive Committee seeks out individuals who not only demonstrate proficiency but also express a genuine interest in assuming these responsibilities.

Section 3. Removal.

Any officer elected or appointed by the Board of Directors may be removed by an affirmative vote of the majority of the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 4. Vacancies.

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

Section 5. President.

The President shall preside at all meetings of the Executive Committee and the Board. He/she will have an extra casting vote should it be needed to resolve a tied vote. If the President is unable to be present at any meeting, the President-Elect will fill the role of President for that meeting only. In that capacity, he or she will exercise an additional casting vote should it be needed to resolve a tied vote.

Section 6. President-Elect.

The role of the President-Elect shall also be to deputize for the President, and to assume the office of President should the President be incapacitated, resign his or her office or be unable to continue to serve for any other reason.

Section 7. Treasurer.

The Treasurer shall hold the position in the Corporation and shall be appointed by the Executive Committee for an indefinite period, regularly monitored by the Board of Directors. To meet

fiscal and regulatory requirements, the position of Treasurer is restricted to US nationals domiciled in the USA. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of their duties in such sum and with such surety or sureties as the Board of Directors shall determine. He or she shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions in Article V Section 2 of these bylaws; and 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 President or by the Board of Directors.

Section 8. Secretary.

The Secretary shall hold a part-time salaried position in the Corporation and shall be appointed by the Executive Committee for an indefinite period, regularly monitored by the Board of Directors. The Secretary shall be responsible for the recording and preservation of minutes of meetings of the members and the Board of Directors; ensure all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these bylaws; maintain contact records for each member as supplied by such member; and 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 President or by the Board of Directors.

Section 9. Early Career Representative

The Dr. Norman Salem Jr. Early Career Awardee will serve on the Executive Committee as the Early Career Representative. They will serve upon receiving the award at the biennial meeting up until they are replaced by the next Early Career Awardee at the following biennial meeting.

Section 10. Past President

Upon completion of their term as President, the Past President role provides invaluable institutional knowledge, leadership experience, guidance and continuity to the organization. The Past President role extends to mentorship, fostering a culture of leadership development within the organization. The Past President is the Chair of the Nominations and Awards Committee. The Past President may also actively contribute to fundraising efforts, community engagement, and representational duties, ensuring a seamless transition and sustained organizational growth. While the Past President is not involved in day-to-day operations, their ongoing commitment to the organization's mission and values remains integral, contributing to the overall success and longevity of the Corporation.

ARTICLE VI: BOARD COMMITTEES

Section 1. Establishment.

The Board of Directors may establish one or more committees for such purposes as the Board of Directors shall determine, and each such committee shall be administered under the direction of such person or persons as the Board of Directors shall select.

Section 2. Corporate Committee.

There shall be a Committee of Corporations made up of one representative from each of those companies which are current Corporate Members of the Corporation. There shall be two voting members selected from the Committee of Corporations who will sit for up to two four- year terms on the Board as full voting members, as outlined in Article IV, Section 8 of the bylaws. After serving for two full consecutive four- year terms of office, the Board member shall not be eligible to stand for election for a further term of office as a Board Director until a period of at least four years has elapsed since the expiry of the most recent term of office.

The Secretary shall seek nominations from and conduct a secret electronic ballot among such representatives when necessary to elect the two Corporate representative Board members. The persons elected in this way shall occupy the position in their own right until either they resign, become otherwise unable to carry out the function, or their term of office expires.

Should a Corporate Board member be unable to complete his or her term of office, the vacancy shall be filled by invitation to the runner-up candidate with the highest number of votes from the most recent Board election. A Board member so appointed shall be eligible to stand for office in his or her own right at the next available opportunity. Service in this way shall not count towards the two- term limitation on membership of the Board of Directors.

If an elected Corporate Board member ceases to be employed by the Corporate Member organization they represented at the time of election, their seat on the Board shall be considered automatically vacated as of the date their employment ends unless

- the Board member becomes employed by another current Corporate Member.
- the Board member becomes employed by a non-corporate member organization that becomes a Corporate Member organization within 30 days of the date their employment ends with the Corporate Member organization.

The vacancy shall be filled by inviting the runner-up candidate (the candidate who received the next highest number of votes in the most recent Corporate Board Member election) to serve for the remainder of the unexpired term. If the runner-up is unavailable or declines, a new election shall be held (within 90 days of the Board member ceasing to be employed by the Corporate

Member organization) among the Corporate Members to fill the vacancy for the remainder of the term.

The departing Board member and/or the Corporate Member organization must promptly notify the Secretary of the change in employment status.

Section 3. Standing Committees.

The standing committees of the Corporation shall be the Executive Committee, the Nominations and Awards Committee, the Finance Committee, the Governance Committee, and the Educational Committee. Other standing committees may be created, from time to time, by resolution of the Board of Directors. Such resolutions shall define the respective powers and duties of such committees.

Section 4. Executive Committee.

The Executive Committee shall consist of: President, President-Elect, Treasurer, and the Secretary. Between meetings of the Board of Directors, the Executive Committee shall manage the business, affairs and activities of the Association; and it shall study and report to the Board of Directors on all matters referred to it. The Committee shall report to the Board of Directors at each meeting thereof on the actions taken by it since the previous meeting of the Board of Directors.

Section 5. The Nominations and Awards Committee.

The Nominations and Awards Committee is responsible for recruiting candidates for the Corporation's Leadership positions, including Executive members, Directors (i.e. Board members), and Committee members. The committee will identify and solicit nominees who agree to stand for election, solicit materials such as the nominee's statements in support of the position, and deliver these materials to the President and Secretary in time to conduct the annual (or other) elections.

The Nominations and Awards Committee is also responsible for recruiting candidates for the Corporation's awards (Early Career Award, Alexander Leaf Award, ISSFAL Fellowships) and honorary memberships. The Nominations and Awards Committee will identify candidates, solicit supporting materials where necessary, and deliver the relevant materials to the President and Secretary in time for consideration by the Executive. The committee's leadership will be assumed by the immediate Past President, while its membership will encompass other Past Presidents as well as any additional officers deemed necessary by the chair.

Section 6. The Finance Committee.

The Finance Committee will play a key role in formulating and overseeing the financial planning strategies for the Corporation, ensuring alignment with the organization's goals and objectives. The Committee is responsible for the review and approval of annual budgets. The Committee will work to maintain fiscal responsibility and transparency within the organization with the appointed treasurer. The Committee will work with leadership to allocate financial resources efficiently, prioritizing initiatives that advance the organization's strategic objectives.

The Finance Committee will engage in discussions and strategic planning for the Corporation's long-term financial sustainability, exploring avenues for revenue diversification and financial resilience. Foster clear communication channels regarding financial matters, ensuring transparency and understanding among the Corporation's members and stakeholders.

The committee will consist of the following:

- i. Treasurer
- ii. Secretary
- iii. Administration
- iv. Appointed Banking Liaison (member of the Board and a U.S. citizen)
- v. Appointed Board Member

Section 7. The Governance Committee

The Governance Committee plays a role in ensuring that ISSFAL's internal documents—the Bylaws, and procedures, etc. - are clearly written and consistent with agreed association documents. In this capacity, the Committee stands ready to discuss and make recommendations to the Board and the Executive Committee (EC), administration and other committees when it foresees potential unintended consequences or problems arising in the normal development and drafting of ISSFAL guidelines, policies and requirements.

The committee will consist of the following:

- A. President-Elect
- B. A Past President
- C. Secretary
- D. Administration
- E. Two Appointed Board Members

Section 8. The Education Committee

The Education Committee will be responsible for overseeing educational activities related to the enumerated uses of the Education Fund. The committee will participate in the planning of these

activities where appropriate and oversee the collection and distribution of resources in the Education Fund. The specific enumerated uses include:

- Webinars
- ISSFAL Lipid School
- Other educational activities typically focused on supporting early stage investigators

The education committee will meet at least twice per year, and the chair of the committee will report once per year to the ISSFAL Board of Directors. The working group proposes the following be stipulated as members of the education committee:

- At least 2 representatives from the Executive Committee, including the Past President and Secretary ex officio
- At least 2 other members from the ISSFAL Board of Directors, one of which should be an early career investigator
- Optional: 1-2 ISSFAL members in good standing who are not on the Board of Directors, with an interest in educational activities

Section 9. Other Committees/working groups.

Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be appointed in such manner as may be designated by a resolution adopted by a majority of the Directors present at a meeting. Except as otherwise provided in such resolution, members of each such committee shall be members of the Corporation, and the President of the Corporation shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Corporation shall be served by such removal. The Board of Directors may establish and dissolve other committees in such manner as prescribed by the provisions of the Standard Operating Procedures adopted by the Board.

Section 10 . Terms of Office.

Each member of a committee shall continue as such until the next biennial meeting of the members of the Corporation and until their successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 11 . Quorum.

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

Section 12 . Rules.

Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Directors. No committee shall have any power or authority to

act on behalf of the Corporation. Such powers and authority shall, at all times, remain with the Board of Directors. Any committee, if established, shall address, make recommendations and/or assist the Corporation in connection with issues, such as the Corporation's mission, corporate relations, cultural affairs, finances, fundraising, governance, membership and planning. Members of the committees need to be Members of the Corporation.

Article VII: CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts.

The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc.

All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President of the Corporation.

Section 3. Deposits.

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. Gifts.

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If any individual or entity, at any time, wishes to make a gift, bequest, donation, or any other type of transfer to the Corporation, the Board of Directors is expressly authorized and empowered to accept and receive such transfers. The Board shall have full discretion to use, manage, and apply both the principal and any income derived from these transfers exclusively for the purposes and objectives of the Corporation, in accordance with the powers, authorities, and discretion granted by these bylaws and any applicable laws. However, the Board may only accept such gifts, bequests, or transfers if the terms and conditions attached do not conflict with, or violate, the stated uses, purposes, and provisions of these bylaws, the Corporation's Certificate of Incorporation, or any applicable law.

ARTICLE VIII: INDEMNIFICATION OF DIRECTORS, OFFICERS, AND EMPLOYEES

Section 1. Indemnification.

The Corporation shall indemnify to the fullest extent permitted by law any director, officer, or employee (each, an "Indemnitee") of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he or she 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, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by any director, officer, or employee of the Corporation in connection with such action, suit, or proceeding, to the fullest extent permitted by law.

Section 2. Indemnification of Others.

The Corporation shall indemnify such other persons and reimburse the expenses thereof, to the extent required by applicable law, and may indemnify any other person to whom the Corporation is permitted to provide indemnification or the advancement of expenses, whether pursuant to rights granted pursuant to, or provided by the Law.

Section 3. Exceptions.

Notwithstanding the foregoing, the Corporation shall not be obligated to indemnify an Indemnitee in connection with any action, suit, or proceeding (or part thereof) initiated by the Indemnitee unless such action, suit, or proceeding (or part thereof) was authorized or consented to by the Board of Directors and was in the best interests of the Corporation.

Section 4. Determination of Indemnification.

Any indemnification under this Article shall be made by the Corporation only if authorized in the specific case, upon a determination that indemnification of the Indemnitee is proper in the circumstances because the Indemnitee has met the applicable standard of conduct set forth in the District of Columbia Nonprofit Corporation Act of 2010, as amended, by:

- (a) A majority vote of a quorum of disinterested directors;
- (b) A majority of the disinterested directors then in office, provided that there has been obtained an opinion in writing of independent legal counsel to the effect that such director, officer, employee or agent appears to have acted in good faith in the reasonable belief that their action was in the best interests of the Corporation; or
- (c) A majority of the disinterested members entitled to vote, voting as a single class; or
- (d) Order of the Superior Court of the District of Columbia.

Section 5. Advance of Expenses.

Expenses incurred by an Indemnitee in defending any action, suit, or proceeding referred to in **Section 1** of this Article shall be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of the Indemnitee to repay such amount to the Corporation if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation as authorized in this Article.

Section 6. 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, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under this Article.

Section 7. Non- Exclusivity.

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which an Indemnitee seeking indemnification may be entitled under any statute, agreement, vote of members or disinterested directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office.

Section 8. Severability.

If any provision or provisions of this Article shall be held to be invalid, illegal, or unenforceable for any reason whatsoever: (i) the validity, legality, and enforceability of the remaining provisions of this Article (including, without limitation, each portion of any paragraph of this Article containing any such provision held to be invalid, illegal, or unenforceable that is not itself held to be invalid, illegal, or unenforceable) shall not in any way be affected or impaired thereby; and (ii) to the fullest extent possible, the provisions of this Article (including, without limitation, each such portion of any paragraph of this Article containing any such provision held to be invalid, illegal, or unenforceable) shall be construed so as to give effect to the intent manifested by the provision held invalid, illegal, or unenforceable.

ARTICLE IX: CERTIFICATES OF MEMBERSHIP

Section 1. Certificates of Membership.

The Board of Directors may provide for the issuance of certificates evidencing membership in the Corporation, which shall be in such form as may be determined by the Board.

Section 2. Issuance of Certificates.

When a member has been elected to membership and has paid any initiation fee and dues that may then be required, if requested by the member, a certificate of membership may be issued in his or her name and delivered to him or her by the Secretary or his or her designee, if the Board of Directors shall have provided for the issuance of certificates of membership under the provisions of Section 1 of this Article VII.

ARTICLE X: BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account, in print or electronic form, and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at its registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Corporation may be inspected by any member, or his or her agent or attorney, for any proper purpose at any reasonable time upon provision of reasonable notice.

ARTICLE XI: FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year.

ARTICLE XII: DUES

Section 1. Annual Dues.

The Board of Directors may determine from time to time the amount of initiation fee, if any, and annual dues payable to the Corporation by members of each class.

Section 2. Payment of Dues.

Dues shall be payable at such time as the Board of Directors shall determine in writing.

ARTICLE XIII: SEAL

The Board of Directors may provide a corporate seal, which shall be in the form and substance as the Board of Directors shall determine.

ARTICLE XIV: WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the District of Columbia Nonprofit Corporation Act of 2010 or under the provisions of the articles of incorporation or the

bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Electronic signature and delivery is allowed by District of Columbia law; the mode of delivery is not specific herein.

ARTICLE XV: DISTRIBUTION OF ASSETS ON DISSOLUTION

Although the period of duration of the Corporation is perpetual, if, for any reason, the Corporation is to be dissolved or otherwise terminated, no part of the property of the Corporation or any of the proceeds thereof shall be distributed to, or inure to the benefit of, any of the Directors or officers of the Corporation. Subject to the discharge of valid obligations of the Corporation, and to the applicable provisions of the District of Columbia Nonprofit Corporation Act of 2010, such property shall be distributed as directed by the Board of Directors exclusively for the purposes of the Corporation, among one or more corporations, trusts, community chests, funds, or foundations organized and operated exclusively for religious, charitable, scientific, literary or educational purposes, no part of the net earnings of which inure to the benefit of any private shareholder, member, or individual, and no substantial part of the activities of which consist of carrying on propaganda or otherwise attempting to influence legislation, and which does not participate or intervene in any political campaign on behalf of any candidate for public office, or to other entities of the type which qualify for exemption under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding future provisions of the Federal tax law. Any of such assets not so disposed of shall be disposed of by a court having jurisdiction over the Corporation, exclusively for such purposes, or to such organization or organizations as the court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XVI: AMENDMENTS

Changes in the organization of the Corporation may be proposed by any member and must be approved by a meeting of the Board of Directors. For clarity, a meeting of the Board may take the form of a physical meeting, telephone, video, or internet conference. At least four weeks' notice of the proposed changes must be given in writing or by e-mail to all current members of the Board of Directors. Voting shall be by a two-thirds majority of those present at a duly convened meeting and entitled to vote. The changes shall be notified to all members by way of an email or other electronic means and on the website of the Corporation.