

**BYLAWS
OF
FOUNDATION FOR ORTHOPEDIC TRAUMA
(Amended and Restated as of June 26, 2018)**

ARTICLE I

Mission Statement

The Foundation for Orthopedic Trauma (the “Foundation”) Mission Statement shall be as follows: “Striving to influence and enhance orthopaedic traumatology through education, mentorship and research founded on firm clinical grounds.”

ARTICLE II: Members

Section 1. Classes and Characteristics of Members.

The Foundation shall have members.

(a) Membership shall consist of five (5) classes of members:

- (i) **Regular Members.** Regular Members shall consist of those individuals that request admission to the Foundation as Regular Members and who
 - (a) possess a degree of Doctor of Medicine or its equivalent;
 - (b) have demonstrated experience in, or engaged in research with respect to, the treatment, evaluation or cure of orthopedic trauma on an active basis;
 - (c) are admitted/eligible for admission to the American Academy of Orthopedic Surgeons or the Orthopaedic Trauma Association; and (c) pay the annual dues required to be a Regular Member. The amount of annual dues shall be determined from time to time by the Board of Directors.
 - (d) are board certified by the American Board of Orthopaedic Surgery or the American Osteopathic Board of Orthopaedic Surgery.
- (ii) **Candidate Members.** Candidate Members shall consist of those individuals that request admission to the Foundation as Candidate Members and who:
 - (a) possess the degree of Doctor of Medicine or its equivalent and
 - (b) who are currently in residency or fellowship training; and
 - (c) are not yet eligible to take board examinations in orthopedics; and
 - (d) have demonstrated an interest in orthopedic trauma.

Membership as a Candidate Member shall be limited to five (5) years at which time such membership shall terminate and an application for membership as a Regular Member may be submitted (assuming all other requirements are then satisfied). Candidate Members shall be exempt from dues. Candidate Members may serve as voting members of all committees.

- (iii) **Emeritus Members.** Emeritus Members shall consist of those individuals that request admission to the Foundation as Emeritus Members and who
 - (a) possess a degree of Doctor of Medicine or its equivalent; and
 - (b) would have been eligible to be Regular Members had they not been retired from active professional life. Regular Members who have

retired from active practice may transition to Emeritus status. Emeritus Members shall be exempt from dues.

(iv) **Supporting Members.** Supporting Members shall consist of those individuals, organizations or entities that are not eligible for any other class of membership in the Foundation but who support the mission of the Foundation and provide financial or other support to the Foundation as may be determined from time to time by the Board of Directors. Dues for Supporting Members shall be set by the Board. Supporting Members may sit as voting members on committees.

(b) Members of each class of membership shall be admitted to the Foundation as members consistent with the foregoing and on such other terms and conditions as the Board of Directors may from time to time determine by resolution. The Foundation shall maintain a list of those individuals, organizations or entities that have satisfied the relevant membership criteria and paid any applicable dues or assessments specified by the Board of Directors for each of the enumerated classes of membership in the Foundation.

Section 2. Application for Membership; Liability for Dues.

Application for each class of membership shall be submitted in writing to the Foundation and forwarded to the Chairperson of the Membership Committee for review by the Membership Committee; and the Membership Committee shall then review the list of applicants and circulate it to the membership at large for comments. The list shall then be submitted to the Board of Directors for approval. To be admitted to a particular class of membership, each applicant must satisfy the applicable criteria for that class of membership as determined by the Board of Directors. Candidates for Regular Membership will require the sponsorship of two Foundation Regular Members. Candidates for Candidate and Supporting memberships will require only one Foundation Regular Member as a sponsor. Notice of acceptance or rejection as a member shall be given to the applicant promptly. Liability of a member for dues or assessments (if any) shall commence on the date of approval of membership. No member having voting rights shall have the right to vote until such member's dues or assessments (if any) shall have been paid.

Section 3. Termination.

A membership may be terminated by the Board of Directors for conduct prejudicial to the welfare of the Foundation, for failure to pay dues or assessments within sixty (60) days after notice of delinquency given by the Board, or by failure of a member for a period exceeding one (1) year to meet the requirements necessary to remain in good standing on the terms and conditions determined by the Board of Directors.

Section 4. Resignation.

Any member may resign at any time upon first discharging any indebtedness due the Foundation and submitting such resignation in writing to the Secretary, with such resignation taking effect at the time specified in such resignation or, if not specified, at the time of its receipt by the Secretary. Such resigning member shall not be entitled to a refund of any portion of unused membership dues or assessments.

Section 5. Voting Rights; Other Member Rights.

Each Regular Member that is in good standing shall be entitled to vote for the election of the Board of Directors as set forth in Section 2 of Article III of these Bylaws and may also have such

other voting rights as may be expressly set forth in the Articles of Incorporation of the Foundation, these Bylaws, or otherwise required by law. Each Regular Member having voting rights and in good standing shall have the right to one (1) vote on all matters properly presented to a vote of the Foundation's members. Except as expressly may be required by the Articles of Incorporation of the Foundation, these Bylaws, or by law, no members (other than Regular Members) shall have any voting rights whatsoever, although such other members shall be entitled to attend meetings of the Regular Members (but shall not be counted towards any quorum requirements).

Section 6. Meetings.

An annual meeting of the Regular Members shall be held on such date and at such time and place as shall be determined by resolution of the Board of Directors of the Foundation. In the absence of such a resolution or the use of mail balloting (discussed below), such annual meeting of the members shall be held at a time and place that coincides with the annual Spring meetings of the American Academy of Orthopaedic Surgeons. The annual meeting of members also shall be held immediately before the annual meeting of the Board of Directors is held as set forth in Article III, Section 4 of these Bylaws. Additional or special meetings of the members may be called at any time by the President, by the Board of Directors, or by the Secretary upon the written demand of one-fifth of the Regular Members, which additional meeting(s) shall be held for the purposes stated in the request for the meeting(s) and any other lawful business. An annual scientific meeting devoted solely to an educational or scientific research program also shall be held. Meetings also may be held in connection with the meetings of other national and international orthopedic trauma professional societies.

Section 7. Quorum and Voting Requirements.

At any meeting of the Members, unless otherwise provided by law, twenty percent (20%) of the Regular Members entitled to vote, present in person or by proxy shall, taken together, constitute a quorum for all purposes. The affirmative majority vote of the Regular Members present at a meeting in person or by proxy which is duly called and at which a quorum is present shall be the act of the members of the Foundation. In the absence of a quorum or when a quorum is present, a meeting may be adjourned from time to time by vote of a majority of the Regular Members present in person or by proxy without notice other than by announcement at the meeting and without further notice to any absent Regular Member. At any adjourned meeting at which a quorum shall be present any business may be transacted which would have been proper at the meeting as originally noticed.

Section 8. Notice; Waiver of Notice.

Whenever any notice of a meeting of the members is required to be given under provisions of the Articles of Incorporation or these Bylaws, such notice shall be given either personally (including hand delivery), by telephone, by facsimile transmission, by e-mail or similar electronic means, by regular mail addressed to the members at their respective addresses as they appear on the records of the Foundation and, unless otherwise provided in these Bylaws, at least ten (10) days, but no more than fifty (50) days, before the date designated for the meeting. If proper notice is not given, a member may waive it in writing. Presence at any meeting without objection also shall constitute waiver of any notice otherwise required.

Section 9. Mail Ballot Voting.

In lieu of an annual, regular or special meeting of members and voting in person or by proxy, at the discretion of the Board of Directors, Regular Members may be permitted to take action, including for the election of directors, by means of a mail ballot. In conducting a mail ballot, at the direction of the President, the Secretary shall send mail ballots to all Regular Members then in

good standing. Twenty percent (20%) of the mail ballots must be returned to the Secretary (in accordance with any instructions included by the Secretary with the ballots) for the vote to be valid. An action shall be deemed to have been taken by the Regular Members in accordance with the majority of the votes returned to the Secretary by mail ballot (provided that at least the minimum required percentage of ballots was so returned).

ARTICLE III: Board of Directors

Section 1. Powers.

The business and affairs of the Foundation shall be managed by or under the direction of the Board of Directors, which may exercise all such powers of the Foundation and do all such lawful acts and things as are not prohibited by statute or by the Articles of Incorporation or these Bylaws.

Section 2. Eligibility, Number and Election.

In order to be eligible to serve on the Board of Directors, an individual must have (a) been a Regular Member of the Foundation for at least three (3) consecutive years prior to being elected to the Board of Directors, and in the three (3) year period preceding such election also must have attended at least one annual member meeting. The number of Directors which shall constitute the entire Board of Directors shall be at least three (3) and no more than nine (9), or such other number as may be determined from time to time by amendment of these Bylaws; provided, however, that the number of Directors constituting the entire Board of Directors during the years 2005 through 2007 shall be five (5), for the year 2008 shall be six (6), and for the year 2009 and thereafter shall be nine (9). No decrease in the number of directors shall have the effect of shortening the term of any incumbent Director. The five required officers described at Article V, Section 1, by virtue of being such required officers, shall automatically also be voting members of the Board of Directors (counting towards the aggregate size of the board and all quorum requirements).

In addition, to such required officers serving on the Board of Directors, the balance of the members of the Board of Directors, each of whom may be referred to as an "at-large" director, shall be elected (each for a three-year term, unless the Board assigns a one year or two year term in order to better stagger the terms of the Board of Directors as a whole) by the affirmative vote of a majority of the then Regular Members of the Foundation at the annual meeting of the members (or, if properly authorized, by mail balloting) from among candidates proposed to the Board of Directors by the Nominations Committee (described below) or, at the discretion of the Board of Directors, by write-in candidates proposed by Regular Members on such terms and conditions as the Board of Directors may determine. Beginning with elections to the Board of Directors held in 2008 and thereafter, to the extent reasonable the Foundation shall endeavor to stagger the terms of directors such that approximately one-third of the terms of the members of the Board of Directors shall expire annually. Except as provided in Section 3 hereof, each Director elected shall hold office until his/her successor is elected and qualified or until his/her earlier resignation or removal. Directors may be re-elected to successive terms. Directors need not be residents of the District of Columbia.

Section 3. Vacancies.

Whenever in the judgment of the Board of Directors the best interest of the Foundation will be served thereby, any member of the Board of Directors may be removed from such position by the affirmative vote of a majority of the Board of Directors. Any board member may resign at any time by delivering a written resignation to the Board of Directors, the President or the Secretary. 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 a majority of the then

members of the Board of Directors, although less than a quorum, or by a sole remaining Director, and each Director so elected shall hold office until the next annual meeting of Regular Members at which elections are to be held for directorships on the Board of Directors, at which time Regular Members shall be permitted to fill such vacant directorship in accordance with the procedures set forth at Article III, Section 2 of these Bylaws.

Section 4. Annual Meeting.

The annual meeting of the Board of Directors shall be held at a time and place that coincides with the annual Spring meetings of the American Academy of Orthopaedic Surgeons. The annual meeting of the Board of Directors also shall be held immediately after the annual meeting of the Regular Members is held as set forth in Article II, Section 6 of these Bylaws.

Section 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 6. Special Meetings. Special meetings of the Board of Directors may be called by the President upon ten days notice to each Director, except as provided in Article III, Section 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 two-fifths 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 7. Notice; Waiver of Notice.

Whenever any notice of a meeting of the Board of Directors is required to be given under provisions of the Articles of Incorporation or these Bylaws, (a) such notice shall be given either personally (including by hand delivery), by telephone, by facsimile transmission, by e-mail or similar electronic means, or by regular mail addressed to the Director at his or her address as it appears on the records of the Foundation and, unless otherwise provided in these Bylaws, at least ten (10) days before the date designated for such meeting, or (b) 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, deposited in the United States mail, with postage thereon prepaid, or transmitted by email or facsimile. 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 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 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 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 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 similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

Section 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 Secretary. The acceptance of a resignation shall not be necessary to make it effective. Directors may be removed with cause or without cause, at any meeting of the Board of Directors duly called and at which a quorum is present, by a majority of the votes cast at such meeting.

Section 12. Compensation and Reimbursement.

Directors and members of any committee of the Board of Directors shall not be entitled to compensation 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, to reimbursement for any reasonable expenses incurred in attending meetings of the Board or any committee of the Board.

ARTICLE IV: Committees

Section 1. Executive Committee.

The Board of Directors may, by resolution adopted by a majority of the Directors in office, establish an Executive Committee to consist of the President, the Immediate Past President, the Secretary, the Treasurer and one other at large member of the Board of Directors that is appointed by the Board. When the Board of Directors is not in session, a majority of the Executive Committee shall constitute a quorum of the Executive Committee and may exercise all of the powers of the Board of Directors by majority vote, except to the extent, if any, that such authority shall be limited by resolution of the entire Board of Directors; provided, however, that neither the Executive Committee nor any other committee shall have the power to amend the Articles of Incorporation or these Bylaws of the Foundation. The Executive Committee will notify the full Board of any actionable proposals within ten (10) business days. Only a vote by the Board of Directors may constitute decisional authority on a proposal made by the Executive Committee. The Board of Directors shall act on such proposal within five (5) business days of receiving such a proposal.

Section 2. Nominations Committee.

The Board of Directors shall, by resolution adopted by a majority of the Directors in office, establish as a standing committee a Nominations Committee to consist of two members of the Board of Directors and one Regular Member, with each such committee member to serve for a

two (2) year term. The Immediate Past President also shall be a member of such committee and shall serve as the committee Chair. Prior to any election for Directors and officers, the Nominations Committee shall review the credentials and qualifications of potential candidates for the Board of Directors and for required officers, and shall then provide the Board of Directors with a slate of qualified nominees for any vacant or new directorships on the Board of Directors and/or any required officer positions. The Board of Directors also may, at its discretion, solicit from the Regular Members additional write-in candidates for any vacant or new directorships on the Board of Directors and/or for any required officer positions.

Section 3. Other Standing 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 one or more other committees, composed of one (1) 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 Foundation. The members of the Board of Directors serving on such committees shall serve for a term of office as determined by the Board of Directors, provided, however, that if no such determination is made, the term of office for such director members of such committees shall be for one (1) year. In addition to such committee members, Regular, Candidate, Emeritus and Supporting Members shall be appointed to these committees by the President on the recommendation of the Committee Chair, with each serving for a two (2) year term; provided further that such members appointed to such committees may serve for an additional two (2) year term at the recommendation of the Committee Chair and by re-appointment by the President. Additional standing committees shall include (but shall not be limited to):

- (i) **Finance Committee.** The Finance Committee shall be chaired by the Treasurer and is charged with overseeing the administration and reporting of the finances of the Foundation as outlined at Article V, Section 10 of these Bylaws. In addition, the Finance Committee shall have up to two additional committee members, each of whom shall be appointed by the President in accordance with the President's appointment authority as set forth at Article IV, Section 3. The Chair of the Finance Committee shall submit a written report of the Foundation's finances at the Foundation's annual meeting or at any meeting of the Board with five (5) business days notice.
- (ii) **International Committee.** The International Committee shall include, and be chaired by, the President or Immediate Past-President as determined by a majority vote of the Board for a term of two (2) years, which term shall be renewable for a second two (2) year term pursuant to a majority vote of the Board. The International Committee shall have up to three additional committee members, each of whom shall be appointed by the President in accordance with the President's appointment authority as set forth at Article IV, Section 3. The charge of the International Committee is to promote, establish and maintain relationships with individuals and organizations with similar purposes worldwide as outlined in the Foundation's mission statement set forth at Article I. The Chair of the International Committee shall submit a written report of the Committee's activities at the Foundation's annual meeting of members.
- (iii) **Education/Program Committee (EPC).** The Education/Program Committee (EPC) shall include, and shall be chaired by, a Board member appointed by the President. Such Board member's term of office on the committee shall be coextensive with the appointed Board Member's term of office on the Board of Directors pursuant to Article III, Section 2. In addition, there shall be up to six additional members of the Committee selected from among the Regular, Candidate, Emeritus and Supporting Members, each of whom shall be appointed by the

President in accordance with the President's appointment authority as set forth at Article IV, Section 3. The charge of the EPC shall be to develop and to promote the educational mission of the Foundation and to oversee the Foundation's activities in this area including but not limited to fellowships and any educational meetings or scientific symposia sponsored by the Foundation. When necessary, the EPC shall recommend to the President the appointments of Chairs and or Co-Chairs of educational meetings and or scientific symposia sponsored by the Foundation. The Chair shall submit a written report of the committee's activities at the Foundation's annual meeting of the members or at any meeting of the Board with five (5) business day's notice.

- (iv) **Membership Committee.** The Membership Committee shall include, and be chaired by, a Board Member appointed by the President. Such Board member's term of office on the committee shall be coextensive with the appointed Board Member's term of office on the Board of Directors pursuant to Article II, Section 2. There shall be up to three additional members of the committee selected from among the Regular, Candidate, Emeritus and Supporting Members, each of whom shall be appointed by the President in accordance with the President's appointment authority as set forth at Article IV, Section 3. The charge of the Membership Committee is to accept and review applications for all classes of membership in the Foundation, to make recommendations for admission as members pursuant to Article II, Section 1, to maintain the membership rolls pursuant to Article II, Section 3 and Article II, Section 4, and to monitor dues payments pursuant to Article II, Section 2. The Membership Committee Chair shall submit a written report of the committee's activities at the Foundation's annual meeting of members or at any meeting of the Board with five (5) business days notice.
- (v) **Research Committee.** The Research Committee shall include, and be chaired by, a Board Member appointed by the President. Such Board member's term of office on the committee shall be coextensive with the appointed Board Member's term of office on the Board of Directors pursuant to Article III, Section 2. There shall be up to six additional members of the committee selected from among the Regular, Candidate, Emeritus and Supporting Members, each of whom shall be appointed by the President in accordance with the President's appointment authority as set forth at Article IV, Section 3. The charge of the Research Committee shall be to review and to make recommendations to the Board of Directors in connection Article VIII relating to grants submitted and based on the mission statement of the Foundation as set forth at Article I. The Research Committee Chair shall submit a written report of the Committee's activities at the Foundation's annual meeting of members or at any meeting of the Board with five (5) business days notice.
- (vi) **Articles and Bylaws Committee.** The Articles and Bylaws Committee shall include, and shall be chaired by, a Board Member appointed by the President. Such Board member's term of office on the committee shall be coextensive with the appointed Board Member's term of office on the Board of Directors pursuant to Article III, Section 2. There shall be up to two additional members of the committee selected from among the Regular, Candidate, Emeritus and Supporting Members, each of whom shall be appointed by the President in accordance with the President's appointment authority as set forth at Article IV, Section 3. The charge of the Bylaws Committee is to review and to make recommendations for change as may be periodically deemed necessary pursuant to Article XI.
- (vii) **Humanitarian Committee.** The Humanitarian Committee shall include, and be chaired by, a Board Member appointed by the President. Such Board member's term

of office on the committee shall be coextensive with the appointed Board Member's term of office on the Board of Directors pursuant to Article III, Section 2. There shall be up to six additional members of the committee selected from among the Regular, Candidate, Emeritus and Supporting Members, each of whom shall be appointed by the President in accordance with the President's appointment authority as set forth at Article IV, Section 3. The charge of the Humanitarian Committee shall be to review and to make recommendations to the Board of Directors in regards to both national and international relief, humanitarian, or volunteer projects that the FOT so chooses to engage in. The Humanitarian Committee Chair shall submit a written report of the Committee's activities at the Foundation's annual meeting of members or at any meeting of the Board with five (5) business days notice.

(viii) Ad Hoc committees may be established occasionally as deemed necessary by a majority vote of the Board of Directors with the committee membership, term, authority and reporting mechanism as set by the President and approved by the Board of Directors.

(viii) Notwithstanding any other provision of these Bylaws, the President shall be an *ex-officio* member without voting rights as to all standing and ad hoc committees.

Section 4. Action Without a Meeting. Any action required or permitted to be taken by a committee established hereunder or otherwise established by the Board of Directors may be taken without a meeting if all members of the committee consent in writing to the adoption of a resolution authorizing the action. Such resolution and the written consents shall be filed with the minute of the proceedings of the committee. Such consent shall have the same force and effect as a unanimous vote. Section 5. Procedures. All committees established hereunder or by the Board of Directors shall follow such procedures as the Board of Directors may determine and shall report any actions taken to the President or the Board of Directors at the next meeting thereof.

ARTICLE V: Officers

Section 1. Positions. The required officers of the Foundation shall be a President, Immediate Past President, a Secretary, and a Treasurer, who shall exercise such powers and perform such duties as shall be determined from time to time by the Board. The person who last served as President shall automatically hold the position of Immediate Past President of the Foundation, and such position also shall be deemed a required officer of the Foundation. 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 Secretary be the same person.

Section 2. Election and Term of Office. Simultaneously with the election of the at-large members of the Board of Directors as described at Article III, Section 2 of these Bylaws, the President, Secretary and Treasurer shall each be elected (each for a two-year term) by the affirmative vote of a majority of the then Regular Members of the Foundation at the annual meeting of the members (or, if properly authorized, by mail balloting) from among candidates proposed to the Board of Directors by the Nominations Committee or, at the discretion of the Board of Directors, by write-in candidates proposed by Regular Members on such terms and conditions as the Board of Directors may determine. Except as provided in Section 3 hereof, each officer so elected shall hold office until his/her successor is elected and qualified or until his/her earlier resignation or removal.

Section 3. Resignation and Removal. Whenever in the judgment of the Board of Directors the best interest of the Foundation 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 President or the Secretary. Any vacancy occurring with respect to a required officer position may be filled by the affirmative vote of a majority of the then members of the Board of Directors, although less than a quorum, or by a sole remaining Director, and each officer so elected shall hold office until the next annual meeting of Regular Members at which elections are to be held for directorships on the Board of Directors and officers, at which time Regular Members shall be permitted to fill such vacant officer position in accordance with the procedures set forth at Article V, Section 2 of these Bylaws.

Section 4. President. The President shall be the chief executive officer of the Foundation, shall preside at all meetings of the Board of Directors and duly called meetings of the membership, shall be an ex-officio member of all standing committees, shall be the Chairperson of the Executive Committee, shall have general and active management of the business of the Foundation and shall insure that all orders and resolutions of the Board of Directors are carried into effect. The President shall execute bonds, mortgages and other contracts requiring a seal, under the seal of the Foundation, 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 Foundation.

Section 5. Immediate Past President. In the absence of the President or in the event of the President's inability or refusal to act, the Immediate Past President shall perform the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the President. The Immediate Past President shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe. The Immediate Past President shall normally serve for two years but is intended to hold such position and to perform his/her duties only until a new President is elected in accordance with Article V, section 2 of the bylaws (at which time the Board of Directors will vote to determine whether, based on the circumstances relating to the former President's absence, inability or refusal to act that necessitated the Immediate Past President's performance of the President's duties, such former President should become the the new Immediate Past President pursuant to Section 1 of this Article or, instead, whether the person who already was serving as Immediate Past President at the time of such former President's absence, inability or refusal to act, should remain in the position of Immediate Past President).

Section 6. Secretary. The 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 President, under whose supervision the Secretary shall be. The Secretary shall have custody of the corporate seal of the Foundation, 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 Foundation and to attest the affixing by such officer's signature. The Secretary or an Assistant Secretary may also attest all instruments signed by the President, or any Vice President.

Section 7. Treasurer. The Treasurer shall be the Chief Financial Officer of the Foundation, have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Foundation, and shall deposit all monies and other valuable effects in the name and to the credit of the Foundation in such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the Foundation as ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President, and to the Board of Directors at its regular meetings, or when the Board of Directors so requires, an account of all transactions as Treasurer and of the financial condition of the Foundation. The Treasurer shall provide an annual financial report to the membership at the Annual Meeting. The accounts of the Treasurer shall be audited annually by a certified public accountant. If required by the Board of Directors, the Treasurer shall give the Foundation 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 the duties of the Treasurer's office and for the restoration to the Foundation, in case of the Treasurer's death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind, in the Treasurer's possession or under the Treasurer's control and belonging to the Foundation.

Section 8. Compensation. Any officer of the Foundation is authorized to receive reasonable compensation for services rendered, when authorized by the Board, in its sole discretion.

ARTICLE VI: Honorary Advisory Board

The Foundation may, by resolution adopted by a majority of the Directors in office, name an Honorary Advisory Board consisting of no more than fifty (50) individuals selected by the Board of Directors. The Honorary Advisory Board shall be named for a one-year term which may be renewed for additional terms. The Honorary Advisory Board may assist the Board of Directors in their activities and programs, including by raising funds, accepting assignments from the Board of Directors and managing programs on instructions from the Board of Directors.

ARTICLE VII: Executive Director and Staff

In the sole discretion of the Board of Directors, the Foundation may have an Executive Director and such other staff members as the Board of Directors determines are necessary to conduct the day-to-day affairs of the Foundation under the supervision of the Board of Directors and officers of the Foundation. The Executive Director shall be appointed by Board of Directors, but shall report directly to the President of the Foundation. The Executive Director may be removed by the Board of Directors or the President at any time; provided, however, such removal shall be subject to the contractual rights (if any) that such Executive Director otherwise might have. The Executive Director position shall not be an officer position with the Foundation, but the Executive Director may simultaneously serve in any officer position other than President.

ARTICLE VIII : Grants Administration

Section 1. Purpose of the Grants. The Foundation shall have the power to make grants and contributions and to render other financial assistance for the purposes expressed in the Foundation's Articles of Incorporation.

Section 2. Exclusive Power in the Board of Directors. The Board of Directors shall have exclusive control over grants, contributions, and other financial assistance given by the Foundation. The Board of Directors shall review all requests for funds as proposed by the

Research Committee and shall require that such requests specify the use to which the funds will be put. If the Board of Directors approves a request for funds, the Board shall authorize payment of such funds to the approved grantee. The grantee will be required to file semiannual reports on the status of the grant to the Chairperson of the Research Committee or to the Treasurer as determined by the Board as a condition of the grant's final disbursement. A final report shall be submitted to the Foundation by the grantee at the conclusion of the performance of the grant agreement. The Foundation shall receive an acceptable acknowledgement of financial support in any presentation or publication of work supported by the grant.

Section 3. Refusal; Withdrawal. The Board of Directors, in its sole and absolute discretion, shall have the right to refuse to make any grants or contributions, or to render other financial assistance, for any or all of the purposes for which the funds are requested. In addition, the Board of Directors, in its sole and absolute discretion, shall have the right to withdraw its approval of any grant at any time and use the funds for other charitable, scientific, or educational purposes.

Section 4. Grants to Other Organizations. The Board of Directors may make grants to any organization organized and operated exclusively for charitable, scientific or educational purposes within the meaning of § 501(c)(3) of the Internal Revenue Code of 1986, as amended. Such an organization may be either a domestic or a foreign organization. If the Board of Directors approves a grant to another organization for a specific project or purpose, the Foundation may solicit funds for the grant. However, contributions received by the Foundation from such solicitations are regarded as for the use of the Foundation and not for the grantee organization.

Section 5. Restrictions on Contributions. The Foundation retains complete control and discretion over the use of all contributions it receives. Contributions received by the Foundation from the solicitations for specific grants shall be regarded as for the use of the Foundation and not for the organizations for which the funds were solicited.

ARTICLE IX: Indemnification and Liability Limitation

Section 1. General. Unless expressly prohibited by law, the Foundation shall fully indemnify any person made, or threatened to be made, a party to an action, suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that such expenses ("volunteers") shall be immune from person, or such person's testator or intestate, is or was a director, officer, employee or agent of the Foundation or serves or served any other enterprise at the request of the Foundation, 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.

Section 2. Limitation of Liability. Provided the Foundation 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, officers, directors and other persons who perform services for the Foundation and who do not receive compensation other than reimbursement of civil liability; except that the foregoing insurance requirements shall not be required if the Foundation is exempt from federal income taxes under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the Foundation has annual total functional expenses (exclusive of grants and allocations) of less than \$100,000. Additionally, persons regularly employed 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 Foundation 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. Regardless of the amount of liability insurance maintained, this limitation of liability for volunteers and employees shall not apply when the injury or damage was a result of the volunteer or employee'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, act or omission that occurred prior to the effective date of the District of Columbia Nonprofit Corporation Amendment Act of 1992, or act or omission that was not in good faith and was beyond the scope of authority of the Foundation pursuant to this act or the corporate charter. This limitation of liability shall not apply to any licensed professional employee operating in his or her professional capacity. The Foundation is liable only to the extent of the applicable limits of insurance coverage it maintains.

ARTICLE X: General Provisions

Section 1. Execution of Instruments. All checks or demands for money and notes of the Foundation 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 2. Seal. The Foundation 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 3. Fiscal Year and Corporate Year.

- (a) The fiscal year of the Foundation 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.
- (b) The corporate year shall begin at the conclusion of the annual meeting of the members of the Foundation. The corporate year will end at the conclusion of the subsequent annual meeting of the Foundation. Elected and appointed terms of office will turn over at the start of each corporate year.

Section 4. Member Representations. No member of the Foundation is authorized to speak or take action on behalf of the Foundation without the prior specific authorization of the President. In addition, no member is authorized to use the name or logo of the Foundation in conducting its non-Foundation business in any manner that suggests or reasonably may be interpreted to imply the approval by the Foundation, rather than or in addition to mere membership in the Foundation.

ARTICLE XI: Amendments

These Bylaws, and/or the Articles of Incorporation, may be amended, repealed, or altered, in whole or in part, and new Bylaws and/or Articles of Incorporation may be adopted as follows:

- (i) Any member, director or officer of the Foundation may initiate the proposed amendment of the Foundation's Articles of Incorporation or Bylaws. Upon receipt of such a proposed amendment, the Secretary (or in his/her absence, another board-appointed officer) shall forward, in writing to the Articles and Bylaws Committee for review, any proposed amendment not less than ninety (90) calendar days prior to the next upcoming session of the annual meeting of the members.
- (ii). In the event the Articles and Bylaws Committee determines in its discretion to do so, the Articles and Bylaws Committee shall subsequently present to the Board of Directors for its final review any proposed recommendations of such committee.

- (iii). If the recommendations of the Articles and Bylaws Committee are accepted by the Board of Directors (either in full or as they may be revised by the Board of Directors), then any final proposed amendments to the Articles of Incorporation or Bylaws of the Foundation will be provided to the Regular members for review by such members at least fourteen (14) calendar days in advance of the next upcoming session of the annual member meeting at which time such members shall vote on whether to adopt and approve such proposed amendments.
- (iv) The amendment, alteration, or repeal of any provision of the Articles of Incorporation or the Bylaws of the Foundation, or the adoption of new Bylaws or Articles of Incorporation, shall occur upon the affirmative vote of three-quarters (3/4) of the attending Regular Members present at a duly held annual members meeting at which a quorum is present.

ARTICLE XII: Governing Rules of Order

Unless the Board of Directors determines otherwise, all meetings of the members of the Foundation, the Board of Directors, and any duly appointed or elected councils or committees shall be governed by standard parliamentary procedure which provides for adequate notice and fair opportunity for debate as set by the most current edition of Roberts "Rules of Order."

ARTICLE XIII: Offices

Section 1. Principal Office. The principal office of the Foundation shall be located in the District of Columbia or such other jurisdiction as may be determined by the Board of Directors of the Foundation.

Section 2. Other Offices. The Foundation may also have offices at such other places, both within and without the District of Columbia, as the Board of Directors may from time to time determine or the business of the Foundation may require.